



Global Fashion Group S.A., société anonyme
Registered office: 5, Heienhaff, L-1736 Senningerberg, Luxembourg
RCS Luxembourg B 190.907

PROPOSED RESOLUTIONS OF THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 26 MAY 2021

AGENDA

1. Presentation of the combined consolidated management report of the management board of the Company (the “**Management Board**”) and of the report of the independent auditor (*réviseur d’entreprises agréé*) on the Company’s consolidated accounts for the financial year ended 31 December 2020 prepared in accordance with the International Financial Reporting Standards as adopted by the European Union (“**IFRS**”) and on the Company’s annual accounts for the financial year ended 31 December 2020 prepared in accordance with IFRS.
2. Approval of the Company’s consolidated accounts for the financial year ended 31 December 2020.
3. Approval of the Company’s annual accounts for the financial year ended 31 December 2020.
4. Allocation of results for the financial year ended 31 December 2020.
5. Granting of discharge to Christoph Barchewitz, member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2020.
6. Granting of discharge to Patrick Schmidt, member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2020.
7. Granting of discharge to Matthew Price, member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2020.
8. Granting of discharge to Alexis Babeau, member of the supervisory board of the Company (the “**Supervisory Board**”), for the exercise of his mandate during the financial year ended 31 December 2020.
9. Granting of discharge to Georgi Ganey, member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2020.
10. Granting of discharge to Cynthia Gordon, member of the Supervisory Board, for the exercise of her mandate during the financial year ended 31 December 2020.
11. Granting of discharge to Victor Herrero, member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2020.
12. Granting of discharge to Carol Shen, member of the Supervisory Board, for the exercise of her mandate during the financial year ended 31 December 2020.
13. Granting of discharge to Laura Weil, member of the Supervisory Board, for the exercise of her mandate during the financial year ended 31 December 2020.
14. Acknowledgment of the resignation of Alexis Babeau as member of the Supervisory Board and decision to appoint Philipp Povel as a member of the Supervisory Board for a period ending at the expiration of the general meeting of shareholders approving the annual accounts of the Company for the financial year ending 31 December 2021.

15. Renewal of the appointment of Ernst & Young as independent auditor for the financial year 2021.
16. Presentation of and advisory vote on the remuneration report for year ending 31 December 2020 for the members of the Management Board and the Supervisory Board.
17. Presentation of and advisory vote on the revised remuneration policy for the members of the Management Board and the Supervisory Board.
18. Approval and, to the extent necessary, ratification of the remuneration of the Supervisory Board for the financial year ending 31 December 2021.
19. Authorisation for the Management Board to repurchase up to 20% of the total number of common shares of the Company issued on the date of the Annual General Meeting within a period of five (5) years as from the date of the Annual General Meeting.
20. Presentation and acknowledgement of the special report of the Management Board with respect to (i) the restatement and renewal of the current authorised capital and the amendment of the Company's authorised capital and (ii) waiving the preferential subscription right of existing shareholders where expressly provided in the special report, and amendment of articles 6.1 and 6.2 of the articles of association of the Company.
21. Approval of the amendment of the term of office of members of the Management Board for new appointments and any renewals of existing appointments to the Management Board, and subsequent amendment of the article 15.2 of the articles of association of the Company.
22. Approval of the deletion of transitory provisions covering the conversion of common shares of the Company into dematerialised shares and subsequent deletion of article 7.5 as well as of articles 28.1 to 28.5 of the articles of association of the Company.

First resolution

The board of the meeting presents and the general meeting of shareholders acknowledges the annual report of the Management Board in relation to the consolidated accounts and the report of the independent auditor of the Company in relation to the annual accounts and the consolidated accounts for the financial year which ended on 31 December 2020.

Second resolution

The general meeting of shareholders approves the consolidated accounts for the financial year which ended on 31 December 2020 showing a balance sheet total of one billion one hundred seventy-three million one hundred thousand euro (EUR 1,173,100,000), as presented by the Management Board.

Third resolution

The general meeting of shareholders approves the annual accounts for the financial year which ended on 31 December 2019 showing a balance sheet total of one billion two hundred sixty-five million four hundred twenty-nine thousand three hundred fifty-four euro and eleven

cents (EUR 1,265,429,354.11), as presented by the Management Board.

Fourth Resolution

The general meeting of shareholders acknowledges a loss of forty-three million six hundred seventy-one thousand six hundred seventy-six euro (EUR 43,671,676) and resolves to allocate it as follows:

Profit of the financial year	EUR	(43,671,676)
Loss of the previous financial year	EUR	(2,273,201,248.18)
Loss to be carried forward to the following financial year	EUR	(2,316,872,924.18)

Fifth resolution

The general meeting resolves to grant discharge to Mr. Christoph Barchewitz, member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2020.

Sixth resolution

The general meeting resolves to grant discharge to Mr. Patrick Schmidt, member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2020.

Seventh resolution

The general meeting resolves to grant discharge to Mr. Matthew Price, member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2020.

Eighth resolution

The general meeting resolves to grant discharge to Mr. Alexis Babeau, member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2020.

Ninth Resolution

The general meeting resolves to grant discharge to Mr. Georgi Ganev, member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2020.

Tenth Resolution

The general meeting resolves to grant discharge to Ms. Cynthia Gordon, member of the Supervisory Board, for the exercise of her mandate during the financial year ended 31 December 2020.

Eleventh Resolution

The general meeting resolves to grant discharge to Mr. Victor Herrero, member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2020.

Twelfth Resolution

The general meeting resolves to grant discharge to Ms. Carol Shen, member of the Supervisory Board, for the exercise of her mandate during the financial year ended 31 December 2020.

Thirteenth Resolution

The general meeting resolves to grant discharge to Ms. Laura Weil, member of the Supervisory Board, for the exercise of her mandate during the financial year ended 31 December 2020.

Fourteenth Resolution

The general meeting acknowledges the resignation of Mr. Alexis Babeau as member of the Supervisory Board and decides to appoint Mr. Philipp Povel whose *curriculum vitae* has been made available to the shareholders on the website of the Company ahead of the present meeting as a member of the Supervisory Board for a period ending at the expiration of the general meeting of shareholders approving the annual accounts of the Company for the financial year ending 31 December 2021.

Fifteenth Resolution

The general meeting resolves to renew the mandate of Ernst & Young as independent auditor of the Company for a period ending at the general meeting of shareholders approving the annual accounts for the financial year ending on 31 December 2021.

Sixteenth Resolution

The Management Board proposes to pass an advisory vote on the remuneration report of the Company for the members of the Management Board and of the Supervisory Board.

Seventeenth Resolution

The Management Board proposes to pass an advisory vote, the general meeting votes on of the remuneration policy of the Company for the Management Board and Supervisory Board as presented by the Management Board.

Eighteenth Resolution

The general meeting resolves that the remuneration of the members of the Supervisory Board for the financial year ending 31 December 2021, shall be as follows:

	Supervisory Board	Audit Committee	Sustainability Committee
Chairman	EUR 45,000 (cumulative with Member fee)	EUR 40,000 (cumulative with Member fee)	EUR 35,000 (cumulative with Member fee)
Deputy Chairman	EUR 25,000 (cumulative with Member fee)	n/a	n/a
Member	EUR 35,000	EUR 10,000	EUR 10,000

Nineteenth Resolution

The general meeting resolves to authorise and delegate all necessary powers to the Management Board to acquire up to twenty percent (20%) of the total number of common shares of the Company issued on the date of this Annual General Meeting for a price which may not exceed by more than fifteen percent (15%) the highest of:

- i. the volume weighted average price (VWAP) in Xetra trading (or a corresponding successor system) of the common shares of the Company over the three (3) trading days in Frankfurt am Main preceding the day of the decision of the Management Board (or any one of its delegates) to repurchase; or
- ii. the opening trading price of the common shares of the Company in Xetra trading on the day of the decision of the Management Board (or any one of its delegates) to repurchase

Twentieth Resolution

The general meeting acknowledges the special report of the Management Board which has been made available to the shareholders with respect to (i) the restatement and renewal of the authorised capital of the Company and (ii) the waiver of the preferential subscription right of the existing shareholders where provided therefore in the special report.

The general meeting approves the restatement and renewal of the authorised capital of the Company, the waiver of the preferential subscription right of the existing shareholders where provided therefore in the special report and consequently resolves to amend article 6.1 and 6.2 of the articles of association of the Company which shall henceforth read as follows:

“6.1 The Company's authorised capital, excluding the issued share capital, is set at two million one hundred fifty thousand euro (EUR 2,150,000), represented by two hundred fifteen million (215,000,000) common shares having a nominal value of one cent (EUR 0.01) each.

6.2 During a period of five (5) years from the date of any resolutions to create, renew or increase the authorised capital pursuant to this article, the management board with the consent of the supervisory board, is hereby authorised to issue common shares, rights, options, warrants, convertible instruments and other securities, restricted stock units, or other equity-based awards or rights to subscribe to or receive shares or grant rights to convert instruments into shares (whether on a regulated or unregulated market), for contributions in

cash and/or in kind, within the limits of the authorised capital to such persons and on such terms as set forth in the special report of the management board dated 19 April 2021 as may be amended from time to time on the authorised capital and specifically to proceed with the issue of up to one hundred eighteen million six hundred fifteen thousand (118,615,000) shares without reserving a preferential right to subscribe to the shares issued for the existing shareholders subject to the limitations set forth in the special report of the management board dated 19 April 2021 as may be amended from time to time and it being understood, that any issuance of such instruments will reduce the available authorised capital accordingly.”

Twenty-first Resolution

The general meeting resolves to reduce the term of office of members of the Management Board from five (5) years to three (3) years, which will only apply to any new appointments to the Management Board and to any renewals of the terms of the current members of the Management Board. The current terms of office of the existing members of the Management Board will not be affected.

The general meeting consequently resolves to amend article 15.2 of the articles of association of the Company which shall henceforth read as follows:

“15.2 The term of office of a member of the management board may not exceed three (3) years it being understood that the term of the mandate of the members of the management board appointed prior to 26 May 2021 may be up to five (5) years. Members of the management board may also be reappointed for successive terms.”

Twenty-second Resolution

The general meeting acknowledges that the entire share capital of the Company is composed of shares in dematerialised form and consequently resolves to delete article 7.5 and articles 28.1 to 28.5 of the articles of association of the Company and to re-number the articles of association accordingly.