



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

VOTING FORM FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

Important instructions regarding the attendance and exercise of your voting rights at the Annual General Meeting (“AGM”) of the shareholders of Global Fashion Group S.A. (the “Company”) to be held in person on Wednesday 14 June 2023 at 10:00 (Central European Summer Time, “CEST”).

The AGM will be held at the offices of Arendt & Medernach SA. (41A, Avenue John F. Kennedy, L-2082 Luxembourg, Grand Duchy of Luxembourg). Shareholders may attend and vote at the meeting in person. Shareholders who do not wish to participate in person in the Annual General Meeting or appoint a proxy, and duly appointed proxyholders may exercise their voting rights by casting their votes by correspondence using this form.

These instructions shall be read together with the information set out in the convening notice to the AGM published on 10 May 2023 on the Company’s website, <https://ir.global-fashion-group.com/agm/>, including but not limited to the information relating to the Certificate of Holdings and the In-Person Attendance Declaration.

The undersigned,

(If an individual: please indicate First and Family Name, Address and Email Address)

(If a company: please indicate Name or Company Name, Registered Office, Registration Authority and Number, Address and Email Address)

holding

_____ common shares in dematerialised form, as shown on the attached copy of the certificate evidencing the shareholding on the Record Date, of **31 May 2023 at 23:59 CEST**, being the date that is 14 calendar days before the date of the Meeting (the “**Record Date**”).

Global Fashion Group S.A.

a *société anonyme*, incorporated and existing under the laws of the Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 190.907, having its registered office at 5, Heienhaff, L-1736 Senningerberg (the “**Company**”),

hereby declares that he/she/it shall not attend in person the AGM of the Company to be held on **Wednesday 14 June 2023 at 10:00 AM (CEST)**, with the following agenda:

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 2022 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 2022 prepared in accordance with Luxembourg Generally Accepted Accounting Principles (“**Luxembourg GAAP**”).

2. Approval of the Company’s consolidated accounts for the financial year ended 31 December 2022.
3. Approval of the Company’s annual accounts for the financial year ended 31 December 2022.
4. Allocation of results for the financial year ended 31 December 2022.
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 2022.
6. Granting of discharge to Matthew Price, member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2022.
7. Granting of discharge to Patrick Schmidt, former member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2022.
8. Granting of discharge to Georgi Ganev, member of the supervisory board of the Company (the “**Supervisory Board**”), for the exercise of his mandate during the financial year ended 31 December 2022.
9. Granting of discharge to Cynthia Gordon, member of the Supervisory Board, for the exercise of her mandate during the financial year ended 31 December 2022.
10. Granting of discharge to Carol Shen, member of the Supervisory Board, for the exercise of her mandate during the financial year ended 31 December 2022.
11. Granting of discharge to Laura Weil, member of the Supervisory Board, for the exercise of her mandate during the financial year ended 31 December 2022.
12. Granting of discharge to Philipp Povel, former member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2022.
13. Granting of discharge to Victor Herrero, former member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2022.
14. Ratification of the appointment and approval of the final appointment of John Baker to the Supervisory Board for a period ending at the general meeting of shareholders resolving on the discharge for the exercise of the Supervisory Board’s mandates for the financial year ending on 31 December 2024.
15. Renewal of the appointment 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 2023.

16. Presentation of and advisory vote on the remuneration report for the members of the Management Board and the Supervisory Board for the financial year ended 31 December 2022.
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 members of the Supervisory Board, payable annually and for the period of their mandate.
19. Presentation and acknowledgement of the special report of the Management Board dated 1 May 2023 with respect to (i) the restatement and renewal of the current authorised capital, (ii) waiving the preferential subscription right of existing shareholders where expressly provided in the special report of the Management Board dated 1 May 2023, and (iii) amendment of articles 6.1 and 6.2 of the articles of association of the Company.

The undersigned hereby irrevocably votes on the resolutions to be proposed at the AGM as follows:

First resolution: Presentation of the combined consolidated management report of 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 2022 prepared in accordance with IFRS and on the Company's annual accounts for the financial year ended 31 December 2022 prepared in accordance with Luxembourg GAAP.

[No vote required]

Second resolution: Approval of the Company's consolidated accounts for the financial year ended on 31 December 2022, showing a balance sheet total of one billion one hundred and seventy three million, nine hundred thousand euro (EUR 1,173,900,000), as presented by the Management Board.

Decision

(please mark your decision
by a cross in the corresponding
space reserved to that effect below)

YES:

NO:

ABSTENTION:

Third resolution: Approval of the Company's annual accounts for the financial year ended 31 December 2022 showing a balance sheet total of one billion one hundred and eighteen million, four hundred and sixty six thousand, seven hundred and eighty euro and thirty seven cents (EUR 1,118,466,780.37), as presented by the Management Board.

Decision

(please mark your decision
by a cross in the corresponding
space reserved to that effect below)

YES:

NO:

ABSTENTION:

Fourth resolution: Allocation of the result. The general meeting of shareholders acknowledges a loss of four hundred and eighty seven million, eight hundred and one thousand, three hundred and thirty euro and seventy cents (EUR 487,801,330.70) and resolves to allocate it as follows:

Loss of the financial year	EUR	(487,801,330.70)
Loss of the previous financial year	EUR	(2,380,337,033.36)
Loss to be carried forward to the following financial year	EUR	(2,868,138,364.06)

Decision

(please mark your decision
by a cross in the corresponding
space reserved to that effect below)

YES:

NO:

ABSTENTION:

Fifth resolution: Granting of discharge to Christoph Barchewitz, member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2022.

Decision

(please mark your decision
by a cross in the corresponding
space reserved to that effect below)

YES:

NO:

ABSTENTION:

Sixth resolution: Granting of discharge to Matthew Price, member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2022.

Decision

(please mark your decision
by a cross in the corresponding
space reserved to that effect below)

YES:

NO:

ABSTENTION:

Seventh resolution: Granting of discharge to Patrick Schmidt, former member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2022.

Decision

(please mark your decision
by a cross in the corresponding
space reserved to that effect below)

YES:

NO:

ABSTENTION:

Eighth resolution: Granting of discharge to Georgi Ganev, member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2022.

Decision

(please mark your decision
by a cross in the corresponding
space reserved to that effect below)

YES:

NO:

ABSTENTION:

Ninth resolution: Granting of discharge to Cynthia Gordon, member of the Supervisory Board, for the exercise of her mandate during the financial year ended 31 December 2022.

Decision

(please mark your decision
by a cross in the corresponding
space reserved to that effect below)

YES:

NO:

ABSTENTION:

Tenth resolution: Granting of discharge to Carol Shen, member of the Supervisory Board, for the exercise of her mandate during the financial year ended 31 December 2022.

Decision

(please mark your decision
by a cross in the corresponding
space reserved to that effect below)

YES:

NO:

ABSTENTION:

Eleventh resolution: Granting of discharge to Laura Weil, member of the Supervisory Board, for the exercise of her mandate during the financial year ended 31 December 2022.

Decision

(please mark your decision
by a cross in the corresponding
space reserved to that effect below)

YES:

NO:

ABSTENTION:

Twelfth resolution: Granting of discharge to Philipp Povel, former member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2022.

Decision

(please mark your decision
by a cross in the corresponding
space reserved to that effect below)

YES:

NO:

ABSTENTION:

Thirteenth resolution: Granting of discharge to Victor Herrero, former member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2022.

Decision

(please mark your decision
by a cross in the corresponding
space reserved to that effect below)

YES:

NO:

ABSTENTION:

Fourteenth resolution: Ratification of the appointment and approval of the final appointment of John Baker to the Supervisory Board for a period ending at the general meeting of shareholders resolving on the discharge for the exercise of the Supervisory Board's mandates for the financial year ending on 31 December 2024.

Decision

(please mark your decision
by a cross in the corresponding
space reserved to that effect below)

YES:

NO:

ABSTENTION:

Fifteenth resolution: Renewal of the appointment 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 2023.

Decision

(please mark your decision
by a cross in the corresponding
space reserved to that effect below)

YES:

NO:

ABSTENTION:

Sixteenth resolution: Presentation of and advisory vote on the remuneration report for the financial year ended 31 December 2022 for the members of the Management Board and the Supervisory Board.

Decision

(please mark your decision
by a cross in the corresponding
space reserved to that effect below)

YES:

NO:

ABSTENTION:

Seventeenth resolution: Presentation of and advisory vote on the revised remuneration policy for the members of the Management Board and the Supervisory Board.

Decision

(please mark your decision
by a cross in the corresponding
space reserved to that effect below)

YES:

NO:

ABSTENTION: 

Eighteenth resolution: Approval and, to the extent necessary, ratification of the remuneration of the members of the Supervisory Board, payable annually and for the period of their mandate.

Decision

(please mark your decision
by a cross in the corresponding
space reserved to that effect below)

YES: 

NO: 

ABSTENTION: 

Nineteenth resolution: Acknowledgment of the special report of the Management Board dated 1 May 2023 with respect to (i) the restatement and renewal of the authorised capital of the Company, (ii) waiving the preferential subscription right of the existing shareholders where provided therefor in the special report of the Management Board dated 1 May 2023; and (iii) amendment of articles 6.1 and 6.2 of the articles of association of the Company.

Decision

(please mark your decision
by a cross in the corresponding
space reserved to that effect below)

YES: 

NO: 

ABSTENTION: 

Any lack of a clearly expressed choice in relation to one or more of the various voting options provided above on a signed voting form or any contradictory choice on such form will be considered as an abstention for the relevant resolution.

Important: The present voting form must be returned no later than **9 June 2023 at 18:00 CEST** by e-mail to:

Global Fashion Group S.A.
c/o Computershare Operations Center
E-mail: anmeldestelle@computershare.de



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

Only signed Voting Forms will be taken into account (including for the avoidance of doubt, signed pursuant to a valid, legal and binding power of attorney and/or signed electronically).

This voting form and the rights, obligations and liabilities of the undersigned hereunder shall be governed by the laws of Luxembourg.

Any claims, disputes or disagreements arising under, in connection with or by reason of this voting form shall be brought by the undersigned and the Company in the courts of the city of Luxembourg, and each of the undersigned and the Company hereby submits to the exclusive jurisdiction of such courts in any such actions or proceeding and waives any objection to the jurisdiction or venue of such courts.

This voting form shall remain valid if the above meeting is for any reason, postponed or rescheduled unless the agenda is modified.

Signed in _____, on _____ 2023.

Shareholder: _____

By:

Title:

By:

Title: