

GLOBAL FASHION GROUP S.A. ANNUAL GENERAL MEETING 2023 CONVENING NOTICE





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

Convening notice to the annual general meeting of the shareholders of Global Fashion Group S.A. (the “Company”)

The annual general meeting of the shareholders of the Company is to be held at the offices of

Arendt & Medernach SA
41A, Avenue John F. Kennedy
L-2082 Luxembourg, Grand Duchy of Luxembourg

at **10:00 CEST** on **Wednesday, 14 June 2023** to deliberate and vote on the below agenda (the “**Annual General Meeting**”). Following the lifting of Covid-19 restrictions, we are delighted to welcome shareholders to attend our Annual General Meeting **in person** (videoconference will not be available).

Shareholders may refer to section **D. “Availability of the documentation, attendance and voting procedure”** in this convening notice for further information.

A. Agenda and Proposed Resolutions for the Annual General Meeting of the Company

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 of the preferential subscription right of existing shareholders where expressly provided in the special report of the Management Board dated 1 May 2023; and (iii) and amendment of articles 6.1 and 6.2 of the articles of association of the Company.

B. Explanatory Notes to the Business of the Annual General Meeting

Resolutions 1 to 4 – Approval of Financial Statements

The Management Board proposes that the Annual General Meeting, after having reviewed the management report of the Management Board and the report of the independent auditor, approve:

- *the consolidated accounts for the financial year ended 31 December 2022 in their entirety, showing a consolidated net **loss of EUR 196.6 million**;*
- *the annual accounts for the financial year ended 31 December 2022 in their entirety, showing a net **loss of EUR 487.8 million**;*
- *allocation of the results of the Company based on the stand-alone annual accounts of the Company prepared in accordance with Luxembourg GAAP for the financial year ended 31 December 2022 as follows:*
- *Results of the financial year 2022: **Loss of EUR 487.8 million***
- *Losses brought forward: **EUR 2,380.3 million***

Shareholders are reminded that no vote is required for resolution 1.

Resolutions 5 to 7 - Discharge of Current and Former Members of the Management Board

The Management Board proposes that the Annual General Meeting approve that discharge be granted to each current and former member of the Management Board, for the execution of their mandates during the financial year ended 31 December 2022.

Resolutions 8 to 13 - Discharge of Current and Former Members of the Supervisory Board

The Management Board proposes that the Annual General Meeting approve that discharge be granted to each current and former member of the Supervisory Board, for the execution of their mandates during the financial year ended 31 December 2022.

Resolution 14 – Ratification of the Appointment and Approval of the Final Appointment of John Baker to the Supervisory Board

The Management Board proposes that the Annual General Meeting ratifies the appointment and approves the final appointment of John Baker as member of the Supervisory Board.

In line with the German Corporate Governance Code, which the Company has voluntarily elected to comply with, John Baker is deemed to be independent. Further,

he does not have any personal or business relationships with either the Company, the governing bodies of the Company or any shareholders with a material interest in the Company.

John Baker's mandate shall expire at the general meeting of shareholders that resolves on the discharge for the exercise of the Supervisory Board's mandates for the financial year ending 31 December 2024, being the general meeting of shareholders to be held in 2025.

John Baker possesses relevant knowledge, skills and professional experience to assist the Supervisory Board in fulfilling its supervisory duties effectively. John Baker's biographical information is available on the Company's website at <https://ir.global-fashion-group.com/agm>.

Resolution 15 – Reappointment of Auditor

The Management Board proposes that the Annual General Meeting appoint the auditing firm Ernst & Young as independent auditor (réviseur d'entreprises agréé) to perform the independent audit of the Company regarding the financial year ending 31 December 2023.

Resolution 16 - 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

The Management Board proposes that the Annual General Meeting pass an 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.

Resolution 17 - Presentation of and advisory vote on the revised remuneration policy for the members of the Management Board and the Supervisory Board

The Management Board proposes that the Annual General Meeting pass an advisory vote on the remuneration policy for the members of the Management Board and the Supervisory Board.

The Company has revised its remuneration policy for the Management Board and the Supervisory Board, as previously approved by the shareholders on 15 June 2022, and submits it to an advisory vote of the Annual General Meeting as required by Article 7bis of the Luxembourg law of 1 August 2019 amending the Luxembourg law of 24 May 2011 on shareholders rights and which became effective on 24 August 2019 (the "**Shareholders Rights Law**").

The proposed changes relate to an adjustment to the short term incentive plan of the Management Board members, with the on-target performance to be adjusted from 60% to 75% of base salary, resulting in the maximum payout opportunity of 90% to 115% of base salary based on the achievement of the short term incentive plan metrics and targets for each of the Management Board members. The proposed changes also include adjustments to the ratio mix of the remuneration components (fixed vs. variable and STI vs LTI). Further, the proposed changes include some minor factual updates to

bring the Remuneration Policy in line with the Company's Declaration of Compliance with the German Corporate Governance Code and removal of legacy references which have ceased to be applicable. Lastly, more general technical updates are also included, such as clarifications around the use of Restricted Stock Units, and the Supervisory Board's ability to establish different performance metrics for the Management Board members for the variable compensation.

Resolution 18 – Remuneration for the Members of the Supervisory Board

The Management Board proposes that the Annual General Meeting approve the remuneration for the members of the Supervisory Board, payable annually and for the period of their mandate, as follows:

Supervisory Board:

	Supervisory Board	Audit Committee	Sustainability Committee	Nomination Committee	Remuneration Committee
Chairman	€40,000	€40,000	€20,000	€10,000	€25,000
Vice Chairman	€10,000	-	-	-	-
Member	€30,000	€10,000	€10,000	€5,000	€10,000

The Chairman of the Supervisory Board and the Vice Chairman of the Supervisory Board shall be entitled to their fee as Chairman and Vice Chairman respectively, along with the fee for being a member of the Supervisory Board.

Resolution 19 – Restatement and renewal of the authorised capital of the Company, waiver of the preferential subscription right of existing shareholders where expressly provided in the special report of the Management Board dated 1 May 2023 and amendment of articles 6.1 and 6.2 of the articles of association of the Company

The Management Board proposes that the Annual General meeting acknowledges the special report of the management board dated 1 May 2023 and approves a restatement and renewal of the authorised capital of the Company, authorising the Management Board to issue up to 215,642,339 common shares without reserving a preferential subscription right to the existing shareholders of the Company.

The Management Board has utilised some, but not all, of the previously authorised capital in the best interests of the Company and its shareholders and now wishes to restate and renew the Company's authorised capital for a period of five (5) years from the date of the Annual General Meeting. There is no numerical increase in the authorised capital of the Company in relation to this renewal and restatement.

The Management Board would like to draw attention to the importance of the Company being able to act quickly and have flexibility in increasing the share capital of the Company, according to the needs of the Company. The protracted procedure of

convening an extraordinary general meeting in order to offer shares to shareholders on a pre-emptive basis, as well as the resulting publicity and costs involved in convening such an extraordinary general meeting, may be incompatible with the Company's needs and could result in missed opportunities for the Company.

As a result of the above, the Management Board proposes that the Annual General Meeting approve a renewal and restatement of the Company's authorised capital, which, excluding the issued share capital, is set at two million one hundred fifty-six thousand four hundred twenty-three euro and thirty-nine cents (EUR 2,156,423.39) represented by two hundred fifteen million six hundred forty-two thousand three hundred thirty-nine (215,642,339) common shares having a nominal value of one cent (EUR 0.01) each, with the authorised capital lasting for a period of five (5) years from the date of the Annual General Meeting with the possibility to issue up to one hundred nineteen million two hundred fifty-seven thousand three hundred thirty-nine (119,257,339) shares new common 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 1 May 2023 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.

The Management Board also notes that the authorised capital allows the Management Board to issue new common shares without reserving a preferential subscription rights to the shareholders to, among other things, convert or grant the right to convert any present or future convertible instruments, including the 3,750 convertible bonds issued by the Company in March 2021 (to the extent that such convertible bonds are outstanding), into shares issued by the Company, satisfy the Company's obligations under its management incentive plans and to use the authorised capital for general corporate purposes, including but not limited to, raising funds required to meet the Company's financing and refinancing needs without delay and seizing opportunities in potential merger & acquisition transactions by enabling the Company to acquire shares and other assets on the best possible terms at short notice. Without prejudice to the generality of the foregoing, the current intention of the Management Board is to use the restated and renewed authorised capital for the purposes of satisfying future management incentive schemes.

The authorised capital shall apply to rights, options, warrants, convertible instruments and other securities, restricted stock units, or other equity-based awards or rights to subscribe to or receive shares issued prior to the date of the Annual General Meeting as well as apply, to the extent not used yet, to rights issued thereupon and in the future, notably under any existing or future management incentive scheme or other contractual documentation entered into by the Company.

Finally, as a consequence of the above, articles 6.1 and 6.2 of the Company's articles of association shall be amended and shall read as follows:

"6.1 The Company's authorised capital, excluding the issued share capital, is set at two million one hundred fifty-six thousand four hundred twenty-three euros and thirty-nine cents (EUR 2,156,423.39) represented by two hundred fifteen million six hundred forty-two thousand three hundred thirty nine (215,642,339) 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 or via a conversion of existing reserves, 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 1 May 2023 as may be amended from time to time on the authorised capital and specifically to proceed with the issue of up to one hundred nineteen million two hundred fifty-seven thousand three hundred thirty-nine (119,257,339) common 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 1 May 2023 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.”

C. Important Notes about the Annual General Meeting

1. Timing

The Annual General Meeting will start promptly at **10:00 CEST**. Shareholders wishing to attend the meeting should arrive at the venue no later than **09:45 CEST**.

2. Location of Meeting

The annual general meeting of the shareholders of the Company is to be held at the offices of Arendt & Medernach SA at 41A, Avenue John F. Kennedy, L-2082 Luxembourg. A map showing the location of the venue can be found [here](#).

3. Questions about the Annual General Meeting

If you have any questions about the Annual General Meeting, please contact the Company’s agent, Computershare Operations Center (“**Agent**”):

Global Fashion Group S.A.

c/o Computershare Operations Center

Address: 80249 München

E-mail: anmeldestelle@computershare.de

D. Availability of the documentation, attendance and voting procedure

1. Available information and documentation

This convening notice is to be published in the RESA (*Recueil Electronique des Sociétés et Associations*), the Luxembourg newspaper, *Tageblatt*, and other media (which may reasonably be expected to be relied upon for the effective dissemination of information to the public throughout the European Economic Area, and which are accessible rapidly and on a non-discriminatory basis) as well as separately dispatched by regular mail or, if agreed with the respective addressee, by e-mail to (i) the members of the Management Board, (ii) the members of the Supervisory Board and (iii) the independent auditor.

The following information is available for inspection by the shareholders at least until and including the day of the Annual General Meeting on the Company's website at <https://ir.global-fashion-group.com/agm> and at the registered office of the Company as from the day of publication of this convening notice in the Luxembourg official gazette (*Recueil Electronique des Sociétés et Associations*):

- this convening notice for the Annual General Meeting 2023;
- the total number of common shares in issue and voting rights at the date of the convening notice;
- the full text of any document to be made available by the Company at the Annual General Meeting 2023 (i.e. *inter alia* the annual report containing the financial year 2022 standalone and consolidated accounts);
- the management report;
- the independent auditor report on the Company's standalone and consolidated accounts;
- the full text of the draft resolutions in relation to each of the items included in the agenda to be adopted at the Annual General Meeting;
- the full text of the revised remuneration policy for the Management Board and Supervisory Board and the remuneration report for financial year 2022;
- the biographical details of John Baker;
- the special report of the Management Board dated 1 May 2023;
- the draft consolidated Articles of Association;
- the In-Person Attendance Declaration (as defined below);
- the Certificate of Holdings (as defined below); and
- the Proxy Form and Voting Form (both as defined below) to be used to vote by proxy or to vote by post.

Shareholders may obtain without charge a copy of the full text of any of the above documents, and copies of the In-Person Attendance Declaration, the Certificate of Holdings, the Proxy Form and the Voting Form upon request to the Company's Agent at anmeldestelle@computershare.de or download them from the Company's website <https://ir.global-fashion-group.com/agm>.

2. Quorum and majority requirements

There are no quorum requirements for the proposed resolutions 1 to 18 to be passed which are adopted by a simple majority of the voting rights duly present or represented except for agenda item 1, for which no vote is necessary.

Resolution 19 may be passed by a majority of two thirds of the votes validly cast at the Annual General Meeting provided that half of the share capital is present or represented.

3. Share capital and voting rights

At the time of convening the Annual General Meeting, the Company's issued capital amounts to two million two hundred thirty seven thousand nine hundred twenty-nine euro and twelve cents (EUR 2,237,929.12), represented by two hundred twenty three million seven hundred ninety-two thousand nine hundred twelve (223,792,912) common shares with a nominal value of one cent (EUR 0.01) each.

Each common share entitles the holder to one vote.

4. Requirements for participating in the Annual General Meeting and exercising voting rights

4.1. Record Date

The rights of a shareholder to participate in the Annual General Meeting and to vote shall be determined with respect to the shares held by that shareholder at **23:59 CEST** on **31 May 2023** (the "**Record Date**").

Eligibility to participate in the Annual General Meeting is determined exclusively by share ownership on the Record Date. Any transferee having become owner of any shares after the Record Date has no right to vote at the Annual General Meeting. Therefore, any shareholder who holds one or more shares of the Company on the Record Date, registers for the Annual General Meeting (where applicable) and provides the Certificate of Holdings, shall be admitted to participate and vote at the Annual General Meeting, in person, by proxy or by way of written vote.

4.2. Registration procedure and evidence of share ownership

Shareholders who wish to participate in the Annual General Meeting and to vote the shares held by them on the Record Date (regardless the manner they wish to participate, either in person or by representation through proxy or voting by post) shall provide proof of their shareholding on the Record Date. Proof of shareholding being a prerequisite for a shareholder to participate and vote in the Annual General Meeting, shareholders whose shares are held in book-entry form through the operator of a securities settlement system or with a professional depository or sub-depository designated by such depository must submit a certificate from their depository bank or financial institution certifying the number of shares recorded in their account and evidencing their ownership of shares as at the Record Date (the "**Certificate of Holdings**") the latest at **18:00 CEST** by **9 June 2023**.

The right of the shareholder to participate and vote in the Annual General Meeting will only be completed and confirmed when the Certificate of Holdings is provided before the deadline established herein.

The Certificate of Holdings shall be submitted in writing by e-mail to the Company's Agent in the period from the Record Date until **18:00 CEST on 9 June 2023**.

4.3. Attendance in person

Shareholders are invited to attend the Annual General Meeting in person. Video conference will not be available. In order to be admitted to participate in person in the Annual General Meeting, any shareholder who has duly provided a Certificate of Holdings in accordance with Section 4.2 above or any duly appointed proxyholder, must submit a form (the "**In-Person Attendance Declaration**") to the Company's Agent in writing by e-mail no later than **18:00 CEST on 9 June 2023**.

Shareholders and proxyholders participating in the Annual General Meeting are asked to register at the reception desk upon arrival at the venue and will be required to provide proof of identity. No shareholder nor proxyholder will be admitted to the Annual General Meeting without carrying proof of identity.

There will be a security check at the venue prior to admission to the meeting. Please try not to bring any large bags or suitcases with you to the Annual General Meeting, as they will delay admission. We ask you also not to bring cameras, laptop computers or other recorders. Mobile phones should be switched off from admission for the duration of proceedings.

The venue has full wheelchair access. If you are hard of hearing and would like access to supportive facilities, or if you have a query about any other disability, please let us know in advance (via email at agm@global-fashion-group.com) so that we can make the appropriate arrangements.

4.4. Proxy voting representative

To simplify the execution of their voting rights, the Company provides its shareholders the option of appointing a proxy voting representative named by the Company and bound by the instructions of the shareholder prior to the Annual General Meeting. Shareholders are able to appoint a proxy voting representative other than that named by the Company. One person may represent more than one shareholder.

Shareholders who wish to vote via proxy must complete and sign a proxy form (the "**Proxy Form**"). To be valid, the completed and signed (including for the avoidance of doubt, signed pursuant to a valid, legal and binding power of attorney and/or signed electronically) Proxy Forms must be received by the Company's Agent by e-mail, at **18:00 CEST on 9 June 2023**, at the latest

Exercise of voting rights of shares in connection with duly filled and signed Proxy Forms received after **18:00 CEST on 9 June 2023 18:00 CEST**, may not be admitted at the Annual General Meeting.

If, pursuant to a signed Proxy Form as described above, shareholders appoint a person other than the person appointed by the Company as their proxyholder, please note that the proxyholder will need to provide a new Voting Form in the name and on behalf of the shareholder by **18:00 CEST on 9 June 2023**.

4.5. Voting by correspondence

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 the forms provided by the Company to that effect (the “**Voting Forms**”). 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).

To be valid, the Voting Forms or electronic votes must be received by the Company’s Agent by e-mail, latest at **18:00 CEST on 9 June 2023**.

Exercise of voting rights of shares in connection with duly filled and signed Voting Forms received after **18:00 CEST on 9 June 2023** may not be admitted at the Annual General Meeting.

5. Shareholder Questions

Shareholders that have correctly submitted their Certificate of Holdings shall have the opportunity to submit questions to the Company. Questions may be submitted in writing in advance of the Annual General Meeting and/or, if shareholders or a duly appointed proxyholder has submitted an In-Person Attendance Declaration as per Section 4.3 above, during the Annual General Meeting.

Shareholders wishing to submit questions in advance of the Annual General Meeting, must submit their questions, along with their full name, by e-mail to the Company’s Agent at the latest by **18:00 CEST on 9 June 2023**. Questions submitted after this deadline may not be answered and any questions submitted by other means will not be considered.

The submitted questions will be answered at the reasonable discretion of the Company and the Company is not required to answer all questions. In particular, questions may be summarised, combined or separated. Reasonable questions may be selected in the interest of the other shareholders, and questions from shareholders’ associations and institutional investors with significant voting interests may be given preference.

6. Submission of Revised Agenda

Shareholders holding individually or collectively at least five per cent (5%) of issued share capital of the Company as at the Record Date are entitled to (i) request the addition of items to the agenda of the Annual General Meeting and (ii) to table draft

resolutions for items included or to be included on the agenda of the Annual General Meeting.

Such right must be exercised by sending such request by **23:59 CEST on 23 May 2023** at the latest to the e-mail address of the Company's Agent.

Such request will only be accepted by the Company provided it includes (i) the wording of the new requested agenda item, and (ii) the justification or the wording of the proposed resolution pertaining to the items included or to be included, and (ii) an e-mail address or a postal address to which the Company may confirm receipt of the request.

Where the requests entail a new item in the agenda for the Annual General Meeting already communicated to the shareholders, the Company will publish a revised agenda on or before **30 May 2023** at the latest.

Subject to compliance with the threshold notification obligations provided for by the Luxembourg law of 11 January 2008 on transparency requirements for issuers of securities, as amended, there is no limit to the maximum number of votes that may be exercised by the same person, whether in its own name or by proxy. The results of the vote will be published on the Company's website within fifteen (15) days following the Annual General Meeting.

7. Contact details of Agent

The contact details of the centralising agent duly mandated by the Company to receive copies, followed by the original of the Certificate of Holdings, the Proxy Form, the Voting Form, the In-Person Declaration, proposals of additional agenda items and proposed resolutions pursuant to this convening notice are as follows:

Global Fashion Group S.A.

c/o Computershare Operations Center

Address: 80249 München

E-mail: anmeldestelle@computershare.de

[Remainder of page intentionally left blank – Signature page follows]

Luxembourg, 1 May 2023

For the Management Board,



Christoph Barchewitz
Chief Executive Officer & Member of the Management Board

[Signature page to convening notice to the annual general meeting of the shareholders of
Global Fashion Group S.A.]



global-fashion-group.com

GFG GLOBAL FASHION GROUP