

GLOBAL FASHION GROUP S.A. ANNUAL GENERAL MEETING 2022 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 via video conference initiated from Luxembourg at **10:00 CEST** on **Wednesday, 15 June 2022** to deliberate and vote on the below agenda (the "**Annual General Meeting**").

In accordance with the law of 23 September 2020 relating to measures on the holding of meetings in companies and other legal entities, as amended, the Company will not hold a physical meeting. Shareholders may refer to the 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 2021 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 2021 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 2021.
3. Approval of the Company's annual accounts for the financial year ended 31 December 2021.
4. Allocation of results for the financial year ended 31 December 2021.
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 2021.
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 2021.

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 2021.
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 2021.
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 2021.
10. Granting of discharge to Victor Herrero, member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2021.
11. Granting of discharge to Carol Shen, member of the Supervisory Board, for the exercise of her mandate during the financial year ended 31 December 2021.
12. Granting of discharge to Laura Weil, member of the Supervisory Board, for the exercise of her mandate during the financial year ended 31 December 2021.
13. Granting of discharge to Philipp Povel, member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2021.
14. Granting of discharge to Alexis Babeau, former member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2021.
15. Reappointment of Georgi Ganev 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.
16. Reappointment of Cynthia Gordon 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.
17. Reappointment of Victor Herrero 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.
18. Reappointment of Carol Shen 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.
19. Reappointment of Laura Weil 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.
20. Renewal of the appointment of Ernst & Young as independent auditor for the financial year 2022.

21. Presentation of and advisory vote on the remuneration report for the year ending 31 December 2021 for the members of the Management Board and the Supervisory Board.
22. Presentation of and advisory vote on the revised remuneration policy for the members of the Management Board and the Supervisory Board.
23. Approval and, to the extent necessary, ratification of the remuneration of the Supervisory Board for the financial year ending 31 December 2022.
24. Presentation and acknowledgement of the special report of the Management Board dated 6 May 2022 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 of the Management Board dated 6 May 2022, 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 2021 in their entirety, showing a consolidated net **loss of EUR 124.8 million**;*
- *the annual accounts for the financial year ended 31 December 2021 in their entirety, showing a net **loss of EUR 63.5 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 2021 as follows:*
- *Results of the financial year 2021: **EUR 63.5 million***
- *Losses brought forward: **EUR 2,316.9 million***

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

Resolutions 5 to 7 - Discharge of Members of the Management Board

The Management Board proposes that the Annual General Meeting approve that discharge be granted to each member of the Management Board, for the execution of their mandates during the financial year ended 31 December 2021.

Resolutions 8 to 14 - 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 2021.

Resolutions 15 to 19 – Reappointment of Members of the Supervisory Board

The Management Board proposes that the Annual General Meeting approve and renew the mandate, as member of the Supervisory Board, of each of the following persons: Georgi Ganev, Cynthia Gordon, Victor Herrero, Carol Shen and Laura Weil.

Pursuant to the German Corporate Governance Code which the Company has voluntarily elected to comply with, all proposed candidates are independent. Further, none of the

proposed candidates have personal or business relationships with either the Company, the governing bodies of the Company or any shareholders with a material interest in the Company, with the exception of Georgi Ganev who is the Chief Executive Officer of Kinnevik AB (publ), whose subsidiary is a material shareholder of the Company.

The mandates for each of the reappointments to the Supervisory Board shall be for a period of three years, expiring 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.

The proposed Supervisory Board members each possess relevant knowledge, skills and professional experience to enable the Supervisory Board to fulfil its supervisory duties effectively. If the reappointments are approved, this will lead to an independent Supervisory Board in accordance within the definition of the German Corporate Governance Code and a gender and ethnically diverse Supervisory Board.

The biographical information of each individual proposed for reappointment to the Supervisory Board is available on the Company's website at <https://ir.global-fashion-group.com/agm>.

Resolution 20 – 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 2022.

Resolution 21 - Presentation of and advisory vote on the remuneration report 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.

Resolution 22 - 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 26 May 2021, and submits it to the 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 the remuneration system of the members of the Supervisory Board. In consideration of the German Corporate Governance Code, the Supervisory Board has created two new committees, the Nomination Committee and the Remuneration Committee. The remuneration policy has been adjusted to distribute the fees previously payable to the Supervisory Board and its two committees (being the Audit and Sustainability Committees) amongst the members of the new committees. As a result the overall fees payable to the members of the Supervisory Board have not increased from those approved by the shareholders of the Company in 2019.

The proposed changes also relate to an adjustment to the short term incentive plan of the Management Board members, with the on-target performance to be adjusted from 50% to 60% of base salary, resulting in the maximum payout opportunity to 90% of base salary based on the achievement of the short term incentive plan metrics and targets for each of the Management Board members. 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 more general technical updates, such as the extension of the term of one Management Board member.

Resolution 23 – Remuneration of Members of the Supervisory Board

The Management Board proposes that the Annual General Meeting approve the remuneration for the members of the Supervisory Board for the 2022 financial year 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 24 – 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 6 May 2022 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 6 May 2022 and approves a restatement and renewal of the authorised capital of the Company. The Management Board has utilised some, but not all, of the previously authorised capital on a number of occasions, in the best interests of the Company and its shareholders and now wishes to restate and renew the Company's authorised capital.

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 approves an increase of the Company's authorised capital by 8,000,000 common shares to a total of 219,142,339 common shares, 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 122,757,339 new common shares without reserving a preferential subscription rights to the existing shareholders of the Company.

The Management Board also notes that the authorisation to issue up to 122,757,339 new common shares without reserving a preferential subscription rights to the shareholders will allow the Management Board 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 additional authorised capital for the purposes of satisfying future management incentive schemes.

The proposed 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 ninety one thousand four hundred twenty-three euro and thirty nine cents (EUR 2,191,423.39) represented by two hundred nineteen million one hundred forty-two thousand three hundred thirty nine (219,142,339) 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 6 May 2022 as may be amended from time to time on the authorised capital and specifically to proceed with the issue of up to one hundred twenty-two million seven hundred fifty-seven thousand three hundred thirty nine (122,757,339) 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 6 May 2022 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 are advised to dial into the video conference no later than **09:50 CEST**.

2. No Physical Meeting

In light of the ongoing exceptional circumstances due to SARS-CoV-2 and the COVID-19 pandemic and in accordance with the law of 23 September 2020 relating to measures on the holding of meetings in companies and other legal entities (as amended), **the Company has decided to hold the Annual General Meeting via video conference only, without any physical meeting that shareholders can attend. Shareholders are required to vote by means of a proxy designated by the Company or by correspondence.**

3. Questions about the Annual General Meeting

If you have any questions about the Annual General Meeting, please contact the Company's agent, LINK Market Services GmbH ("**Agent**"):

Global Fashion Group S.A.

c/o LINK Market Services GmbH

Landshuter Allee 10

80637 Munich

Germany

Tel: + 49 (0) 89 21 027 222

E-mail: agm@linkmarketservices.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 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> on 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 2022;
- 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 2022 (i.e. inter alia the annual report containing the 2021 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 and the remuneration report;
- the biographical details of each of the persons proposed for reappointment to the Supervisory Board;
- the special report of the Management Board dated 6 May 2022;
- the draft consolidated Articles of Association;
- the Declaration of Participation Form (as defined below);
- the Attestation Form (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 Declaration of Participation Form, the Attestation Form, the Proxy Form and the Voting Form upon request to the Company's Agent at agm@linkmarketservices.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 23 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.

The resolution 24 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 two thousand nine hundred twenty-nine euro and twelve cents (EUR 2,202,929.12), represented by two hundred twenty million two hundred ninety-two thousand nine hundred twelve (220,292,912) common shares 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 on **1 June 2022** at **23:59 CEST** (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.

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 by representation through proxy or voting by post) shall submit:

- (i) a form declaring their intention to participate at the Annual General Meeting (the "**Declaration of Participation Form**") at the latest by **the Record Date**; and
- (ii) a form evidencing their ownership of shares as at the Record Date (the "**Attestation Form**") the latest by **9 June 2022** at **23:59 CEST**.

The right of the shareholder to participate and vote in the Annual General Meeting will only be completed and confirmed when both documents are provided before the deadlines established herein.

As regards (i), the shareholders who wish to participate (either by voting through proxy or voting by correspondence) shall on or before the Record Date submit to the Company's Agent to a written declaration of their intention to participate at the Annual General Meeting (the "**Declaration of Participation Form**") at the following e-mail address: agm@linkmarketservices.de.

The Declaration of Participation Form shall be submitted by the shareholders regardless of the manner they wish to participate (representation by proxy or voting by post).

To be valid, the Declaration of Participation Form must be received by the Company's Agent by e-mail at the above address by no later than **23:59 CEST** on the **Record Date**.

As regards (ii), the shareholders who intend to participate at the Annual General Meeting (either via representation by proxy or by voting by correspondence) shall also submit an attestation from their depository bank or financial institution stating the number of shares held by that shareholder on the Record Date (the "**Attestation Form**").

The Attestation Form must be received by the Company's Agent by e-mail, at the latest on **9 June 2022** at **23:59 CEST**, at the following e-mail address: agm@linkmarketservices.de

4.3. Attendance by video conference

Upon receipt of the Declaration of Participation Form and Attestation Form within the given deadlines, the Company will presume that such shareholder will attend by video conference and vote at the Annual General Meeting by means of the proxy designated by the Company or has voted in advance by correspondence.

It is important to note that shareholders will not be able to express their vote directly during the video conference. For this reason, we strongly encourage shareholders to exercise their voting rights by casting their vote either by proxy or by correspondence.

Shareholders wishing to attend the video conference will then receive the video conference details to enable them to attend the Annual General Meeting by video link.

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 not able to appoint a proxy voting representative other than that named by the Company.

Shareholders who wish to vote via proxy must complete a proxy form (the "**Proxy Form**"). To be valid, the Proxy Forms must be received by the Company's Agent by e-

mail, on **9 June 2022** at **23:59 CEST**, at the latest, at the following e-mail address: agm@linkmarketservices.de

Exercise of voting rights of shares in connection with duly filled and signed Proxy Forms received after **9 June 2022** at **23:59 CEST**, may not be admitted at the Annual General Meeting.

4.5. Voting by correspondence

We strongly encourage all shareholders to exercise their voting rights by casting their votes by correspondence, using the forms provided by the Company to that effect (the "**Voting Forms**").

To be valid, the Voting Forms or electronic votes must be received by the Company's Agent by e-mail, prior to **9 June 2022** at **23:59 CEST**.

Exercise of voting rights of shares in connection with duly filled and signed Voting Forms received after **9 June 2022** at **23:59 CEST**, may not be admitted at the Annual General Meeting.

5. Shareholder Questions

Shareholders that have correctly submitted their Attestation Forms and their Declaration of Participation Forms shall have the opportunity to submit questions to the Company. All questions must be submitted in writing in advance of the Annual General Meeting.

Shareholders must submit questions, along with their full name, via e-mail to the following address: agm@linkmarketservices.de

Questions submitted by the shareholders must be received in writing at the latest on **4 June 2022** at **23:59 CEST**. 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 **24 May 2022** at **23:59 CEST** at the latest to the e-mail address of the Company's Agent: agm@linkmarketservices.de

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 **31 May 2022** 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 Declaration of Participation Form, the Attestation Form, the Proxy Form, the Voting Form, proposals of additional agenda items and proposed resolutions pursuant to this convening notice are as follows:

LINK Market Services GmbH

Landshuter Allee 10

80637 Munich

Germany

Tel: + 49 (0) 89 21 027 222

E-mail: agm@linkmarketservices.de

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

Luxembourg, 6 May 2022

For the Management Board,



Christoph Barchewitz
Co-CEO & 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

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