

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 via video conference initiated from Luxembourg on 26 June 2020 at 10:00 a.m. (Central European Summer Time, “CEST”).

It is important to note that shareholders will not be able to express their vote directly during the AGM. For this reason, you are strongly encouraged to exercise your voting rights at the AGM in one of the following manners:

- 1) Appointment of and instructions for a proxy representative nominated by the Company; or**
- 2) Vote by correspondence prior to the AGM.**

These instructions shall be read together with the information set out in the convening notice to the AGM published on 22 May 2020, including but not limited to the information relating to the Declaration of Participation and Attestation forms.

By completing this Voting Form, you may vote by correspondence in order to exercise your voting rights at the AGM.

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 dematerialized form, as shown on the attached copy of the certificate evidencing the shareholding on the Record Date, of

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, via video conference, the AGM of the Company to be held on 26 June 2020 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 2019 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 2019 prepared in accordance with IFRS.

2. Approval of the Company’s consolidated accounts for the financial year ended 31 December 2019.
3. Approval of the Company’s annual accounts for the financial year ended 31 December 2019.
4. Allocation of results for the financial year ended 31 December 2019.
5. Granting of discharge to Christoph Barchewitz, member of the Management Board, for the exercise of his mandate and the exercise of his mandate as a former member of the board of directors of the Company during the financial year ended 31 December 2019.
6. Granting of discharge to Patrick Schmidt, member of the Management Board, for the exercise of his mandate and the exercise of his mandate as a former member of the board of directors of the Company during the financial year ended 31 December 2019.
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 2019.
8. Granting of discharge to Oliver Samwer, former member of the board of directors of the Company, for the exercise of his mandate during the financial year ended 31 December 2019.
9. Granting of discharge to Christian Senitz, former member of the board of directors of the Company, for the exercise of his mandate during the financial year ended 31 December 2019.
10. Granting of discharge to Daniel Shinar, former member of the board of directors of the Company, for the exercise of his mandate during the financial year ended 31 December 2019.
11. Granting of discharge to Christian Winter, former member of the board of directors of the Company, for the exercise of his mandate during the financial year ended 31 December 2019.
12. Granting of discharge to Raphael Tholon, former member of the board of directors of the Company, for the exercise of his mandate during the financial year ended 31 December 2019.
13. Granting of discharge to Won-Suck Song, former member of the board of directors of the Company, for the exercise of his mandate during the financial year ended 31 December 2019.
14. Granting of discharge to Alexis Babeau, member of the supervisory board of the Company (the “**Supervisory Board**”), for the exercise of his mandate and the exercise of his mandate as a former member of the board of directors of the Company during the financial year ended 31 December 2019.
15. Granting of discharge to Georgi Ganev, member of the Supervisory Board, for the exercise of his mandate and the exercise of his mandate as a former member of the board of directors of the Company during the financial year ended 31 December 2019.
16. Granting of discharge to Cynthia Gordon, member of the Supervisory Board, for the exercise of her mandate and the exercise of her mandate as a former member of the board of directors of the Company during the financial year ended 31 December 2019.
17. Granting of discharge to Victor Herrero, member of the Supervisory Board, for the exercise of his mandate and the exercise of his mandate as a former member of the board of directors of the Company during the financial year ended 31 December 2019.
18. Granting of discharge to Carol Shen, member of the Supervisory Board, for the exercise of her mandate during the financial year ended 31 December 2019.

19. Granting of discharge to Laura Weil, member of the Supervisory Board, for the exercise of her mandate during the financial year ended 31 December 2019.
20. Renewal of the appointment of Ernst & Young as independent auditor for the financial year 2020.
21. Approval and, to the extent necessary, ratification of the remuneration of the Supervisory Board for the financial year 2020.
22. Presentation of and advisory vote on the remuneration policy for the members of the Management Board and the Supervisory Board.
23. Presentation of and advisory vote on the remuneration report for the members of the Management Board and the Supervisory Board in the financial year 2019.
24. Decision to decrease the issued share capital of the Company by an amount of two hundred thousand five hundred forty-five euro and sixty-one cents (EUR 200,545.61) in order to bring it from its current amount of two million one hundred forty-eight thousand four hundred eighteen euro and twenty-seven cents (EUR 2,148,418.27) down to an amount of one million nine hundred forty-seven thousand eight hundred seventy-two euro and sixty-six cents (EUR 1,947,872.66), by way of redemption and cancellation of twenty million fifty-four thousand five hundred sixty-one (20,054,561) common shares held by the Company and amendment of article 5.1 of the articles of association of the Company.
25. Acknowledgment of the special report of the Management Board with respect to (i) the amendment 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, and amendment of article 6.2 of the articles of association of the Company.
26. Insertion of a new article 10.8 in the articles of association of the Company which shall read as follows:

“10.8 *Shareholders may be authorised to participate in a general meeting of shareholders by electronic means, ensuring, notably, any or all of the following forms of participation: (a) a real-time transmission of the general meeting; (b) a real-time two-way communication enabling shareholders to address the general meeting of shareholders from a remote location; and (c) a mechanism for casting votes, whether before or during the general meeting of shareholders, without the need to appoint a proxy who is physically present at the meeting. Any shareholder which participates in a meeting through such means shall be deemed to be present at the place of the meeting for the purposes of the quorum and majority requirements. The use of electronic means allowing shareholders to take part in a meeting may be subject only to such requirements as are necessary to ensure the identification of shareholders and the security of the electronic communication, and only to the extent that they are proportionate to achieving that objective.*”

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

First resolution: Presentation of 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 2019.

[No vote required]

Second resolution: Approval of the consolidated accounts for the financial year which ended on 31 December 2019 showing a balance sheet total of one billion two hundred four million five hundred thousand euro (EUR 1,204,500,000), 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 annual accounts for the financial year which ended on 31 December 2019 showing a balance sheet total of one billion three hundred thirty-six million two hundred thirty-two thousand five hundred forty-eight euro and forty-two cents (EUR 1,336,232,548.42), 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 a loss of four million six hundred sixty-one thousand five hundred forty-eight euro and eighty-six cents (EUR 4,661,548.86) and resolves to allocate it as follows:

Profit of the financial year	EUR	(4,661,548.86)
Loss of the previous financial year	EUR	(2,268,539,699.32)
Loss to be carried forward to the following financial year	EUR	(2,273,201,248.18)

Decision

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

YES:

NO:

ABSTENTION:

Fifth resolution: Discharge to be granted to Christoph Barchewitz, member of the Management Board, for the exercise of his mandate as well as former member of the board of directors of the Company during the financial year ended 31 December 2019.

Decision

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

YES:

NO:

ABSTENTION:

Sixth resolution: Discharge to be granted to Patrick Schmidt, member of the Management Board, for the exercise of his mandate as well as former member of the board of directors of the Company during the financial year ended 31 December 2019.

Decision

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

YES:

NO:

ABSTENTION:

Seventh resolution: Discharge to be granted to Matthew Price, member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2019.

Decision

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

YES:

NO:

ABSTENTION:

Eighth resolution: Discharge to be granted to Oliver Samwer, former member of the board of directors of the Company, for the exercise of his mandate as well as during the financial year ended 31 December 2019.

Decision

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

YES:

NO:

ABSTENTION:

Ninth resolution: Discharge to be granted to Christian Senitz, former member of the board of directors of the Company, for the exercise of his mandate as well as during the financial year ended 31 December 2019.

Decision

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

YES:

NO:

ABSTENTION:

Tenth resolution: Discharge to be granted to Daniel Shinar, former member of the board of directors of the Company, for the exercise of his mandate as well as during the financial year ended 31 December 2019.

Decision

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

YES:

NO:

ABSTENTION:

Eleventh resolution: Discharge to be granted to Christian Winter, former member of the board of directors of the Company, for the exercise of his mandate as well as during the financial year ended 31 December 2019.

Decision

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

YES:

NO:

ABSTENTION:

Twelfth resolution: Discharge to be granted to Raphaël Tholon, former member of the board of directors of the Company, for the exercise of his mandate as well as during the financial year ended 31 December 2019.

Decision

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

YES:

NO:

ABSTENTION:

Thirteenth resolution: Discharge to be granted to Won-Suck Song, former member of the board of directors of the Company, for the exercise of his mandate as well as during the financial year ended 31 December 2019.

Decision

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

YES:

NO:

ABSTENTION:

Fourteenth resolution: Discharge to be granted to Alexis Babeau, member of the Supervisory Board, for the exercise of his mandate as well as former member of the board of directors of the Company during the financial year ended 31 December 2019.

Decision

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

YES:

NO:

ABSTENTION:

Fifteenth resolution: Discharge to be granted to Georgi Ganev, member of the Supervisory Board, for the exercise of his mandate as well as former member of the board of directors of the Company during the financial year ended 31 December 2019.

Decision

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

YES:

NO:

ABSTENTION:

Sixteenth resolution: Discharge to be granted to Cynthia Gordon, member of the Supervisory Board, for the exercise of his mandate as well as former member of the board of directors of the Company during the financial year ended 31 December 2019.

Decision

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

YES:

NO:

ABSTENTION:

Seventeenth resolution: Discharge to be granted to Victor Herrero, member of the Supervisory Board, for the exercise of his mandate as well as former member of the board of directors of the Company during the financial year ended 31 December 2019.

Decision

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

YES:

NO:

ABSTENTION:

Eighteenth resolution: Discharge to be granted to Carol Shen, member of the Supervisory Board, for the exercise of her mandate during the financial year ended 31 December 2019.

Decision

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

YES:

NO:

ABSTENTION:

Nineteenth resolution: Discharge to be granted to Laura Weil, member of the Supervisory Board, for the exercise of her mandate during the financial year ended 31 December 2019.

Decision

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

YES:

NO:

ABSTENTION:

Twentieth resolution: Renewal of 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 2020.

Decision

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

YES:

NO:

ABSTENTION:

Twenty-first resolution: Approval of the remuneration of the members of the Supervisory Board for the financial year ending 31 December 2020, split as follows:

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

Decision

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

YES:

NO:

ABSTENTION:

Twenty-second resolution: Presentation of and advisory vote on the 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:

Twenty-third resolution: Presentation of and advisory vote on the remuneration report for the members of the Management Board and the Supervisory Board in the fiscal year 2019.

Decision

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

YES:

NO:

ABSTENTION:

Twenty-fourth resolution: Decrease the issued share capital of the Company by an amount of two hundred thousand five hundred forty-five euro and sixty-one cents (EUR 200,545.61) in order to bring it from its current amount of two million one hundred forty-eight thousand four hundred eighteen euro and twenty-seven cents (EUR 2,148,418.27) down to an amount of one million nine hundred forty-seven thousand eight hundred seventy-two euro and sixty-six cents (EUR 1,947,872.66), by way of redemption and cancellation of twenty million fifty-four thousand five hundred sixty-one (20,054,561) common shares held by the Company and amendment of article 5.1 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:

Twenty-fifth resolution: Acknowledgment of the special report of the Management Board with respect to (i) the amendment 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, and amendment of article 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:

Twenty-sixth resolution: Insertion of a new article 10.8 in the articles of association of the Company which shall read as follows:

“10.8 Shareholders may be authorised to participate in a general meeting of shareholders by electronic means, ensuring, notably, any or all of the following forms of participation: (a) a real-time transmission of the general meeting; (b) a real-time two-way communication enabling shareholders to address the general meeting of shareholders from a remote location; and (c) a mechanism for casting votes, whether before or during the general meeting of shareholders, without the need to appoint a proxy who is physically present at the meeting. Any shareholder which participates in a meeting through such means shall be deemed to be present at the place of the meeting for the purposes of the quorum and majority requirements. The use of electronic means allowing shareholders to take part in a meeting may be subject only to such requirements as are necessary to ensure the identification of shareholders and the security of the electronic communication, and only to the extent that they are proportionate to achieving that objective.”

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.

The present voting form cannot be revoked and must be returned no later than on **22 June 2020 at 23.59 PM (CEST)** by e-mail to the address indicated below.

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.

Important: Please send this voting form to the Company by no later than **11:59 PM (CEST) on 22 June 2020** by email to:

Global Fashion Group S.A. c/o Link Market Services GmbH
e-mail: agm@linkmarketservices.de



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

Signed in _____, on _____ 2020.

Shareholder: _____

By:

Title:

By:

Title: