



Global Fashion Group S.A., *société anonyme*
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Update to the Declaration of Compliance with the German Corporate Governance Code of the Management Board and Supervisory Board of Global Fashion Group S.A.

Global Fashion Group S.A. (“**GFG**” or the “**Company**”) is a Luxembourg société anonyme (S.A.), which is listed solely on the Frankfurt Stock Exchange in Germany. GFG is not subject to the “Ten Principles of Corporate Governance” applicable to companies listed in Luxembourg. Furthermore, as a company incorporated and existing under the laws of Luxembourg, GFG is not required to report on compliance with the German Corporate Governance Code (the “**Code**”) applicable to listed German stock corporations.

Nevertheless, as GFG regards the Code to be an important foundation for responsible corporate governance, the Management Board and Supervisory Board of GFG have decided to follow, on a voluntary basis and to the extent consistent with applicable Luxembourg corporate law and GFG’s corporate structure, the recommendations of the Code regarding the principles of good corporate governance.

The Management Board and Supervisory Board of Global Fashion Group S.A. issued their annual declaration of conformity in August 2021 (available [here](#)). This declaration is updated as follows:

- On 14 December 2021, GFG’s Supervisory Board has appointed a nominations committee effective 1 January 2022. Accordingly, it is GFG’s intention to comply with Recommendation D.5 of the Code (*The Supervisory Board shall form a Nomination Committee, composed exclusively of shareholder representatives, which names suitable candidates to the Supervisory Board for its proposals to the General Meeting*) as from 1 January 2022 and the corresponding deviation regarding GFG’s intention to comply with this recommendation going forward shall be deleted.
- Recommendation C.5 of the Code: One of the members of the Management Board is also the chairman of the Supervisory Board of a non-group listed company. The appointment of the member to the Management Board of GFG and the non-group listed company supervisory board were made before the Code came into effect on March 20, 2020, in line with the former Code. The appointment as both a member of the Management Board and chairman of a non-group listed company’s supervisory board has not given rise to any conflicts or work management issues to date. In addition, effective from 1 January 2022, one of the members of the Supervisory Board who holds positions as non-executive director in four publicly listed companies (including, in one case outside of GFG, as the non-executive chairman of the board of directors) will be appointed Chief Executive Officer of a publicly listed company. The Supervisory Board of GFG considers the case-by-case assessment of the compatibility of these roles and the necessary time commitment to be more appropriate and does therefore not intend to comply with the general incompatibilities and limitations recommended in C.5 of the Code.
- Recommendation G.12 of the Code: The 2019 LTIP and 2021 LTIP give the Supervisory Board the discretion to accelerate vesting and/or the holding period of a portion of granted RSUs and PSUs in the case of early termination without cause or a change of control, redundancy, retirement, death, illness and other similar circumstances. In addition, the employment agreements of the Management Board Members, which are being updated in December 2021, provide for a partial acceleration of 75% of unvested equity in the event of a change of control, regardless of originally agreed targets and comparison parameters.

The Supervisory Board believes these to be an adequate element of the Management Board members' variable compensation.

In all other respects, the declaration of compliance of August 2021 remains unaffected.

Luxembourg, December 14, 2021

Global Fashion Group S.A.

The Management Board

Christoph Barchewitz Patrick Schmidt Matthew Price

On behalf of the Supervisory Board

Cynthia Gordon