

**PROPOSED RESOLUTIONS OF THE ANNUAL GENERAL MEETING OF THE COMPANY TO
BE HELD ON 15 JUNE 2022**

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 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 Ganey, 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.

First resolution

The board of the meeting presents and the general meeting of shareholders acknowledges 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 2021.

Second resolution

The general meeting of shareholders approves the consolidated accounts for the financial year which ended on 31 December 2021 showing a balance sheet total of one billion five hundred and forty four million, seven hundred thousand euro (EUR 1,544,700,000), as presented by the Management Board.

Third resolution

The general meeting of shareholders approves the annual accounts for the financial year which ended on 31 December 2021 showing a balance sheet total of one billion five hundred and seventy six million, sixty eight thousand, nine hundred and ninety five euro and ninety two cents (EUR 1,576,068,995.92), as presented by the Management Board.

Fourth Resolution

The general meeting of shareholders acknowledges a loss of sixty three million four hundred and sixty four thousand one hundred and eight euro and eighteen cents (EUR 63,464,108.18) and resolves to allocate it as follows:

Loss of the financial year	EUR	(63,464,108.18)
Loss of the previous financial year	EUR	(2,316,872,924.18)
Loss to be carried forward to the following financial year	EUR	(2,380,337,032.36)

Fifth resolution

The general meeting resolves to grant discharge to Mr. Christoph Barchewitz, member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2021.

Sixth resolution

The general meeting resolves to grant discharge to Mr. Patrick Schmidt, member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2021.

Seventh resolution

The general meeting resolves to grant discharge to Mr. Matthew Price, member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2021.

Eighth resolution

The general meeting resolves to grant discharge to Georgi Ganev, member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2021.

Ninth Resolution

The general meeting resolves to grant discharge to Cynthia Gordon, member of the Supervisory Board, for the exercise of her mandate during the financial year ended 31 December 2021.

Tenth Resolution

The general meeting resolves to grant discharge to Victor Herrero, member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2021.

Eleventh Resolution

The general meeting resolves to grant discharge to Carol Shen, member of the Supervisory Board, for the exercise of her mandate during the financial year ended 31 December 2021.

Twelfth Resolution

The general meeting resolves to grant discharge to Laura Weil, member of the Supervisory Board, for the exercise of her mandate during the financial year ended 31 December 2021.

Thirteenth Resolution

The general meeting resolves to grant discharge to Philipp Povel, member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2021.

Fourteenth Resolution

The general meeting resolves to grant discharge to Alexi Babeau, former member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2021.

Fifteenth Resolution

The general meeting acknowledges the reappointment of Georgi Ganev whose *curriculum vitae* has been made available to the shareholders on the website of the Company ahead of the present meeting as a member of the Supervisory Board for a period ending at the expiration of 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.

Sixteenth Resolution

The general meeting acknowledges the reappointment of Cynthia Gordon whose *curriculum vitae* has been made available to the shareholders on the website of the Company ahead of the present meeting as a member of the Supervisory Board for a period ending at the expiration of 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.

Seventeenth Resolution

The general meeting acknowledges the reappointment of Victor Herrero whose *curriculum vitae* has been made available to the shareholders on the website of the Company ahead of the present meeting as a member of the Supervisory Board for a period ending at the expiration of 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.

Eighteenth Resolution

The general meeting acknowledges the reappointment of Carol Shen whose *curriculum vitae* has been made available to the shareholders on the website of the Company ahead of the present meeting as a member of the Supervisory Board for a period ending at the expiration of 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.

Nineteenth Resolution

The general meeting acknowledges the reappointment of Laura Weil whose *curriculum vitae* has been made available to the shareholders on the website of the Company ahead of the present meeting as a member of the Supervisory Board for a period ending at the expiration

of 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.

Twentieth Resolution

The general meeting resolves to renew 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 2022.

Twenty-first Resolution

The Management Board proposes to pass an advisory vote on the remuneration report of the Company for the members of the Management Board and of the Supervisory Board.

Twenty-second Resolution

The Management Board proposes to pass an advisory vote, the general meeting votes on the remuneration policy of the Company for the Management Board and Supervisory Board as presented by the Management Board.

Twenty-third Resolution

The general meeting resolves that the remuneration of the members of the Supervisory Board for the financial year ending 31 December 2022, shall be as follows:

	Supervisory Board	Audit Committee	Sustainability Committee	Nomination Committee	Remuneration Committee
Chairman	€40,000 (cumulative with member fee)	€40,000	€20,000	€10,000	€25,000
Vice Chairman	€10,000 (cumulative with member fee)	-	-	-	-
Member	€30,000	€10,000	€10,000	€5,000	€10,000

Twenty-fourth Resolution

The general meeting acknowledges the special report of the Management Board which has been made available to the shareholders with respect to (i) the restatement 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.

The general meeting approves the restatement and renewal of the authorised capital of the

Company, the waiver of the preferential subscription right of the existing shareholders where provided therefore in the special report and consequently resolves to amend article 6.1 and 6.2 of the articles of association of the Company which shall henceforth 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.”