

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

**PROXY  
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 Proxy Form, you are authorising and instructing the proxy representative nominated by the Company to exercise your voting rights at the AGM in accordance with the instructions set out below.**

The undersigned,

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(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 gives an irrevocable proxy to any member of the management board of the Company and/or Link Market Services GmbH, represented by Markus Laue, each acting individually and with full power of substitution to represent the undersigned at the AGM of the Company to be held via video conference initiated from Luxembourg on 26 June 2020 at 10:00 AM (CEST), in order to deliberate and vote all of its shares on the items of the following agenda in accordance with the following instructions and as set forth otherwise in this proxy (please mark your decision by a cross in the corresponding space reserved to that effect below):

### AGENDA

- |    |  |                                 |                                |                                     |
|----|--|---------------------------------|--------------------------------|-------------------------------------|
| 1  | Presentation of the combined consolidated management report of the management board of the Company (the “ <b>Management Board</b> ”) and of the report of the independent auditor ( <i>réviseur d’entreprises agréé</i> ) 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 (“ <b>IFRS</b> ”) and on the Company’s annual accounts for the financial year ended 31 December 2019 prepared in accordance with IFRS. | YES<br><input type="checkbox"/> | NO<br><input type="checkbox"/> | ABSTAIN<br><input type="checkbox"/> |
| 2  | Approval of the Company’s consolidated accounts for the financial year ended 31 December 2019.   | YES<br><input type="checkbox"/> | NO<br><input type="checkbox"/> | ABSTAIN<br><input type="checkbox"/> |
| 3  | Approval of the Company’s annual accounts for the financial year ended 31 December 2019.   | YES<br><input type="checkbox"/> | NO<br><input type="checkbox"/> | ABSTAIN<br><input type="checkbox"/> |
| 4  | Allocation of results for the financial year ended 31 December 2019.   | YES<br><input type="checkbox"/> | NO<br><input type="checkbox"/> | ABSTAIN<br><input type="checkbox"/> |
| 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.   | YES<br><input type="checkbox"/> | NO<br><input type="checkbox"/> | ABSTAIN<br><input type="checkbox"/> |
| 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.  | YES<br><input type="checkbox"/> | NO<br><input type="checkbox"/> | ABSTAIN<br><input type="checkbox"/> |
| 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.  | YES<br><input type="checkbox"/> | NO<br><input type="checkbox"/> | ABSTAIN<br><input type="checkbox"/> |
| 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.  | YES<br><input type="checkbox"/> | NO<br><input type="checkbox"/> | ABSTAIN<br><input type="checkbox"/> |
| 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.   | YES<br><input type="checkbox"/> | NO<br><input type="checkbox"/> | ABSTAIN<br><input type="checkbox"/> |
| 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.  | YES<br><input type="checkbox"/> | NO<br><input type="checkbox"/> | ABSTAIN<br><input type="checkbox"/> |
| 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.   | YES<br><input type="checkbox"/> | NO<br><input type="checkbox"/> | ABSTAIN<br><input type="checkbox"/> |
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- 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. YES  NO  ABSTAIN
- 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. YES  NO  ABSTAIN
- 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. YES  NO  ABSTAIN
- 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. YES  NO  ABSTAIN
- 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. YES  NO  ABSTAIN
- 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. YES  NO  ABSTAIN
- 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. YES  NO  ABSTAIN
- 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. YES  NO  ABSTAIN
- 20 Renewal of the appointment of Ernst & Young as independent auditor for the financial year 2020. YES  NO  ABSTAIN
- 21 Approval of the remuneration of the members of the Supervisory Board for the financial year ending 31 December 2020, split as follows: YES  NO  ABSTAIN

|                 | 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               |

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|----|---|---------------------------------|--------------------------------|-------------------------------------|
| 22 | Presentation of and advisory vote on the remuneration policy for the members of the Management Board and the Supervisory Board.   | YES<br><input type="checkbox"/> | NO<br><input type="checkbox"/> | ABSTAIN<br><input type="checkbox"/> |
| 23 | 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.   | YES<br><input type="checkbox"/> | NO<br><input type="checkbox"/> | ABSTAIN<br><input type="checkbox"/> |
| 24 | 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. | YES<br><input type="checkbox"/> | NO<br><input type="checkbox"/> | ABSTAIN<br><input type="checkbox"/> |
| 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.   | YES<br><input type="checkbox"/> | NO<br><input type="checkbox"/> | ABSTAIN<br><input type="checkbox"/> |
| 26 | Insertion of a new article 10.8 in the articles of association of the Company which shall read as follows :   | YES<br><input type="checkbox"/> | NO<br><input type="checkbox"/> | ABSTAIN<br><input type="checkbox"/> |

“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.”

Any lack of a clearly expressed choice in relation to one or more of the various voting instruction options provided above and any contradictory choice will be considered as an instruction to abstain from voting in respect of the proposed resolution by the proxy representative.

In case of a conflict of interest, the proxy representative shall disclose certain specified facts which may be relevant for the undersigned in assessing any risk that the proxy representative might pursue any interest other than the interest of the undersigned. In consideration of this requirement, please note that each of Christoph Barchewitz, Patrick Schmidt and Matthew Price are members of the management board of the Company.



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This proxy and the rights, obligations and liabilities of the undersigned and the proxy representative hereunder shall be governed by the laws of Luxembourg.

The undersigned undertakes to indemnify the proxy representative against any claims, losses, costs, expenses, damages or liability sustained or incurred by the proxy representative as a result of any action taken in good faith pursuant to the present proxy.

Any claims, disputes or disagreements arising under, in connection with or by reason of this proxy shall be brought by the undersigned and the proxy representative in the courts of the city of Luxembourg, and each of the undersigned and the proxy representative 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 proxy shall remain valid if the above meeting is for any reason, postponed or rescheduled unless the agenda is modified.

**Important:** Please send this Proxy 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](mailto:agm@linkmarketservices.de)

Any Proxy Forms received after this date will not be registered by the Company and your votes will not be recorded at the AGM.



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Signed in \_\_\_\_\_, on \_\_\_\_\_ 2020.

Shareholder: \_\_\_\_\_

\_\_\_\_\_

By:

Title:

\_\_\_\_\_

By:

Title: