

**GLOBAL FASHION GROUP S.A.  
PROPOSED RESOLUTIONS OF THE 2024  
ANNUAL GENERAL MEETING**



**PROPOSED RESOLUTIONS OF THE ANNUAL GENERAL MEETING OF THE COMPANY TO  
BE HELD ON WEDNESDAY 12 JUNE 2024**

**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 2023 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 2023 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 2023.
3. Approval of the Company’s annual accounts for the financial year ended 31 December 2023.
4. Allocation of results for the financial year ended 31 December 2023.
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 2023.
6. Granting of discharge to Gunjan Soni, member of the Management Board, for the exercise of her mandate during the financial year ended 31 December 2023.
7. Granting of discharge to Matthew Price, former member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2023.
8. Granting of discharge to Patrick Schmidt, former member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2023.
9. Granting of discharge to Cynthia Gordon, member of the supervisory board of the Company (the “**Supervisory Board**”), for the exercise of her mandate during the financial year ended 31 December 2023.
10. Granting of discharge to Georgi Ganev, member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2023.
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 2023.
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 2023.

13. Granting of discharge to John Baker, member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2023.
14. Renewal of the appointment 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 2024.
15. Presentation of, and advisory vote on, the remuneration report for the members of the Management Board and the Supervisory Board for the financial year ended 31 December 2023.
16. Presentation of, and advisory vote on, the revised remuneration policy for the members of the Management Board and the Supervisory Board.
17. Approval and, to the extent necessary, ratification of the remuneration of the members of the Supervisory Board, payable annually and for the period of their mandate.

**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 2023.

**Second resolution**

The general meeting of shareholders approves the consolidated accounts for the financial year which ended on 31 December 2023 showing a balance sheet total of eight hundred sixty-two million fifteen thousand six hundred fifty-three euro and thirty-one cents (EUR 862,015,653.31), 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 2023 showing a balance sheet total of five hundred one million nine hundred thirty-five thousand eight hundred thirteen euro and fifteen cents (EUR 501,935,813.15), as presented by the Management Board.

**Fourth Resolution**

The general meeting of shareholders acknowledges a loss of three hundred eighty-two million four hundred thirty-eight thousand eight hundred eighty-six euro and fifty-seven cents (EUR 382,438,886.57) and resolves to allocate it as follows:

Loss of the financial year	EUR	382,438,886.57
Loss of the previous financial year	EUR	2,867,968,202.08
Loss to be carried forward to the following financial year	EUR	3,250,407,088.65

**Fifth resolution**

The general meeting of shareholders 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 2023.

**Sixth resolution**

The general meeting of shareholders resolves to grant discharge to Ms. Gunjan Soni, member of the Management Board, for the exercise of her mandate during the financial year ended 31 December 2023.

**Seventh resolution**

The general meeting of shareholders resolves to grant discharge to Mr. Matthew Price, former member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2023.

**Eighth resolution**

The general meeting of shareholders resolves to grant discharge to Mr. Patrick Schmidt, former member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2023.

**Ninth resolution**

The general meeting of shareholders 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 2023.

**Tenth Resolution**

The general meeting of shareholders 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 2023.

**Eleventh Resolution**

The general meeting of shareholders 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 2023.

**Twelfth Resolution**

The general meeting of shareholders 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 2023.

**Thirteenth Resolution**

The general meeting of shareholders resolves to grant discharge to John Baker, member of

the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2023.

**Fourteenth Resolution**

The general meeting of shareholders resolves to renew the appointment 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 2024.

**Fifteenth Resolution**

The general meeting of shareholders passes an advisory vote on the remuneration report for the financial year ended 31 December 2023 for the members of the Management Board and of the Supervisory Board.

**Sixteenth Resolution**

The general meeting of shareholders passes an advisory vote on the revised remuneration policy for the Management Board and Supervisory Board of the Company.

**Seventeenth Resolution**

The general meeting of shareholders resolves to approve and to the extent necessary to ratify the remuneration of the members of the Supervisory Board payable annually and for the period of their mandate.



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