



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

**PROXY 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 in person on Wednesday 14 June 2023 at 10:00 (Central European Summer Time, “CEST”).**

**The AGM will be held at the offices of Arendt & Medernach SA. (41A, Avenue John F. Kennedy, L-2082 Luxembourg, Grand Duchy of Luxembourg). Shareholders may attend and vote at the meeting in person. Shareholders who do not wish to participate in person in the Annual General Meeting or cast their votes by correspondence, may appoint a proxy by using this form.**

These instructions shall be read together with the information set out in the Convening Notice to the AGM published on 10 May 2023 on the Company’s website, <https://ir.global-fashion-group.com/agm/>, including but not limited to the information relating to the Certificate of Holdings and the In-Person Attendance Declaration.

By completing this Proxy Form, you are authorising and instructing either the proxy representative nominated by the Company or another person 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 dematerialised form, as shown on the attached copy of the certificate evidencing the shareholding on the 31 May 2023, being the date that is 14 calendar days before the date of the AGM (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:

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any member of the management board of the Company and/or Computershare Operations Center, represented by Markus Laue, each acting individually and with full power of substitution,

or

(First and Family Name, Date and Place of Birth, Address of proxy holder)

to represent the undersigned at the AGM of the Company to be held in person at the offices of Arendt & Medernach SA. (41A, Avenue John F. Kennedy, L-2082 Luxembourg, Grand Duchy of Luxembourg) on 14 June 2023 at 10:00 (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**

<p>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 (réviseur d’entreprises agréé) on the Company’s consolidated accounts for the financial year ended 31 December 2022 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 2022 prepared in accordance with Luxembourg Generally Accepted Accounting Principles (<b>“Luxembourg GAAP”</b>).</p>	<p>NO VOTE REQUIRED</p>			
<p>2 Approval of the Company’s consolidated accounts for the financial year ended 31 December 2022.</p>	<table border="1"> <tr> <td>YES <input type="checkbox"/></td> <td>NO <input type="checkbox"/></td> <td>ABSTAIN <input type="checkbox"/></td> </tr> </table>	YES <input type="checkbox"/>	NO <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>
YES <input type="checkbox"/>	NO <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>		
<p>3 Approval of the Company’s annual accounts for the financial year ended 31 December 2022.</p>	<table border="1"> <tr> <td>YES <input type="checkbox"/></td> <td>NO <input type="checkbox"/></td> <td>ABSTAIN <input type="checkbox"/></td> </tr> </table>	YES <input type="checkbox"/>	NO <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>
YES <input type="checkbox"/>	NO <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>		
<p>4 Allocation of results for the financial year ended 31 December 2022.</p>	<table border="1"> <tr> <td>YES <input type="checkbox"/></td> <td>NO <input type="checkbox"/></td> <td>ABSTAIN <input type="checkbox"/></td> </tr> </table>	YES <input type="checkbox"/>	NO <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>
YES <input type="checkbox"/>	NO <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>		
<p>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 2022.</p>	<table border="1"> <tr> <td>YES <input type="checkbox"/></td> <td>NO <input type="checkbox"/></td> <td>ABSTAIN <input type="checkbox"/></td> </tr> </table>	YES <input type="checkbox"/>	NO <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>
YES <input type="checkbox"/>	NO <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>		

<p>6 Granting of discharge to Matthew Price, member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2022.</p>	<table border="1" style="width: 100%; text-align: center;"> <tr> <td style="width: 33%;">YES ☐</td> <td style="width: 33%;">NO ☐</td> <td style="width: 33%;">ABSTAIN ☐</td> </tr> </table>	YES ☐	NO ☐	ABSTAIN ☐
YES ☐	NO ☐	ABSTAIN ☐		
<p>7 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 2022.</p>	<table border="1" style="width: 100%; text-align: center;"> <tr> <td style="width: 33%;">YES ☐</td> <td style="width: 33%;">NO ☐</td> <td style="width: 33%;">ABSTAIN ☐</td> </tr> </table>	YES ☐	NO ☐	ABSTAIN ☐
YES ☐	NO ☐	ABSTAIN ☐		
<p>8 Granting of discharge to Georgi Ganev, member of the supervisory board of the Company (the “<b>Supervisory Board</b>”), for the exercise of his mandate during the financial year ended 31 December 2022.</p>	<table border="1" style="width: 100%; text-align: center;"> <tr> <td style="width: 33%;">YES ☐</td> <td style="width: 33%;">NO ☐</td> <td style="width: 33%;">ABSTAIN ☐</td> </tr> </table>	YES ☐	NO ☐	ABSTAIN ☐
YES ☐	NO ☐	ABSTAIN ☐		
<p>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 2022.</p>	<table border="1" style="width: 100%; text-align: center;"> <tr> <td style="width: 33%;">YES ☐</td> <td style="width: 33%;">NO ☐</td> <td style="width: 33%;">ABSTAIN ☐</td> </tr> </table>	YES ☐	NO ☐	ABSTAIN ☐
YES ☐	NO ☐	ABSTAIN ☐		
<p>10 Granting of discharge to Carol Shen, member of the Supervisory Board, for the exercise of her mandate during the financial year ended 31 December 2022.</p>	<table border="1" style="width: 100%; text-align: center;"> <tr> <td style="width: 33%;">YES ☐</td> <td style="width: 33%;">NO ☐</td> <td style="width: 33%;">ABSTAIN ☐</td> </tr> </table>	YES ☐	NO ☐	ABSTAIN ☐
YES ☐	NO ☐	ABSTAIN ☐		
<p>11 Granting of discharge to Laura Weil, member of the Supervisory Board, for the exercise of her mandate during the financial year ended 31 December 2022.</p>	<table border="1" style="width: 100%; text-align: center;"> <tr> <td style="width: 33%;">YES ☐</td> <td style="width: 33%;">NO ☐</td> <td style="width: 33%;">ABSTAIN ☐</td> </tr> </table>	YES ☐	NO ☐	ABSTAIN ☐
YES ☐	NO ☐	ABSTAIN ☐		
<p>12 Granting of discharge to Philipp Povel, former member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2022.</p>	<table border="1" style="width: 100%; text-align: center;"> <tr> <td style="width: 33%;">YES ☐</td> <td style="width: 33%;">NO ☐</td> <td style="width: 33%;">ABSTAIN ☐</td> </tr> </table>	YES ☐	NO ☐	ABSTAIN ☐
YES ☐	NO ☐	ABSTAIN ☐		
<p>13 Granting of discharge to Victor Herrero, former member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2022.</p>	<table border="1" style="width: 100%; text-align: center;"> <tr> <td style="width: 33%;">YES ☐</td> <td style="width: 33%;">NO ☐</td> <td style="width: 33%;">ABSTAIN ☐</td> </tr> </table>	YES ☐	NO ☐	ABSTAIN ☐
YES ☐	NO ☐	ABSTAIN ☐		
<p>14 Ratification of the appointment and approval of the final appointment of John Baker 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.</p>	<table border="1" style="width: 100%; text-align: center;"> <tr> <td style="width: 33%;">YES ☐</td> <td style="width: 33%;">NO ☐</td> <td style="width: 33%;">ABSTAIN ☐</td> </tr> </table>	YES ☐	NO ☐	ABSTAIN ☐
YES ☐	NO ☐	ABSTAIN ☐		

<p>15 Renewal of the appointment of Ernst &amp; 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 2023.</p>	<table border="1"> <tr> <td>YES ☺</td> <td>NO ☺</td> <td>ABSTAIN ☺</td> </tr> </table>	YES ☺	NO ☺	ABSTAIN ☺
YES ☺	NO ☺	ABSTAIN ☺		
<p>16 Presentation of and advisory vote on the remuneration report for the financial year ended 31 December 2022 for the members of the Management Board and the Supervisory Board.</p>	<table border="1"> <tr> <td>YES ☺</td> <td>NO ☺</td> <td>ABSTAIN ☺</td> </tr> </table>	YES ☺	NO ☺	ABSTAIN ☺
YES ☺	NO ☺	ABSTAIN ☺		
<p>17 Presentation of and advisory vote on the revised remuneration policy for the members of the Management Board and the Supervisory Board.</p>	<table border="1"> <tr> <td>YES ☺</td> <td>NO ☺</td> <td>ABSTAIN ☺</td> </tr> </table>	YES ☺	NO ☺	ABSTAIN ☺
YES ☺	NO ☺	ABSTAIN ☺		
<p>18 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.</p>	<table border="1"> <tr> <td>YES ☺</td> <td>NO ☺</td> <td>ABSTAIN ☺</td> </tr> </table>	YES ☺	NO ☺	ABSTAIN ☺
YES ☺	NO ☺	ABSTAIN ☺		
<p>19 Presentation and acknowledgement of the special report of the Management Board dated 1 May 2023 with respect to (i) the restatement and renewal of the current authorised capital, (ii) waiving of the preferential subscription right of existing shareholders where expressly provided in the special report of the Management Board dated 1 May 2023, and (iii) amendment of articles 6.1 and 6.2 of the articles of association of the Company.</p>	<table border="1"> <tr> <td>YES ☺</td> <td>NO ☺</td> <td>ABSTAIN ☺</td> </tr> </table>	YES ☺	NO ☺	ABSTAIN ☺
YES ☺	NO ☺	ABSTAIN ☺		

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, Matthew Price and Gunjan Soni are members of the management board of the Company.

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



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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 duly completed and signed Proxy Form to the Company by no later than **18:00 CEST on 9 June 2023** by email to:

**Global Fashion Group S.A.**  
c/o Computershare Operations Center  
Address: 80249 München  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.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.

Signed in \_\_\_\_\_, on \_\_\_\_\_ 2023.

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

\_\_\_\_\_

By:

Title:

\_\_\_\_\_

By:

Title: