

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 May 2021 at 10:00 AM (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 23 April 2021, 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 12 May 2021 at 23:59 (CEST), 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 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 May 2021 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



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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 (<i>réviseur d’entreprises agréé</i>) on the Company’s consolidated accounts for the financial year ended 31 December 2020 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 2020 prepared in accordance with IFRS.</p>	<p>NO VOTE REQUIRED</p>						
<p>2 Approval of the Company’s consolidated accounts for the financial year ended 31 December 2020.</p>	<table border="1"> <tr> <td>YES</td> <td>NO</td> <td>ABSTAIN</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>	YES	NO	ABSTAIN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
YES	NO	ABSTAIN					
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
<p>3 Approval of the Company’s annual accounts for the financial year ended 31 December 2020.</p>	<table border="1"> <tr> <td>YES</td> <td>NO</td> <td>ABSTAIN</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>	YES	NO	ABSTAIN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
YES	NO	ABSTAIN					
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
<p>4 Allocation of results for the financial year ended 31 December 2020.</p>	<table border="1"> <tr> <td>YES</td> <td>NO</td> <td>ABSTAIN</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>	YES	NO	ABSTAIN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
YES	NO	ABSTAIN					
<input type="checkbox"/>	<input type="checkbox"/>	<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 2020.</p>	<table border="1"> <tr> <td>YES</td> <td>NO</td> <td>ABSTAIN</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>	YES	NO	ABSTAIN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
YES	NO	ABSTAIN					
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
<p>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 2020.</p>	<table border="1"> <tr> <td>YES</td> <td>NO</td> <td>ABSTAIN</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>	YES	NO	ABSTAIN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
YES	NO	ABSTAIN					
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
<p>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 2020.</p>	<table border="1"> <tr> <td>YES</td> <td>NO</td> <td>ABSTAIN</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>	YES	NO	ABSTAIN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
YES	NO	ABSTAIN					
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
<p>8 Granting of discharge to Alexis Babeau, 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 2020.</p>	<table border="1"> <tr> <td>YES</td> <td>NO</td> <td>ABSTAIN</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>	YES	NO	ABSTAIN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
YES	NO	ABSTAIN					
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
<p>9 Granting of discharge to Georgi Ganey, member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2020.</p>	<table border="1"> <tr> <td>YES</td> <td>NO</td> <td>ABSTAIN</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>	YES	NO	ABSTAIN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
YES	NO	ABSTAIN					
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
<p>10 Granting of discharge to Cynthia Gordon, member of the Supervisory Board, for the exercise of her mandate during the financial year ended 31 December 2020.</p>	<table border="1"> <tr> <td>YES</td> <td>NO</td> <td>ABSTAIN</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>	YES	NO	ABSTAIN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
YES	NO	ABSTAIN					
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

11 Granting of discharge to Victor Herrero, member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2020.	<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"/>																		
12 Granting of discharge to Carol Shen, member of the Supervisory Board, for the exercise of her mandate during the financial year ended 31 December 2020.	<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"/>																		
13 Granting of discharge to Laura Weil, member of the Supervisory Board, for the exercise of her mandate during the financial year ended 31 December 2020.	<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"/>																		
14 Acknowledgment of the resignation of Alexis Babeau as member of the Supervisory Board and decision to appoint Philipp Povel as a member of the Supervisory Board for a period ending at the expiration of the general meeting of shareholders approving the annual accounts of the Company for the financial year ending 31 December 2021.	<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"/>																		
15 Renewal of the appointment of Ernst & Young as independent auditor for the financial year 2021.	<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"/>																		
16 Presentation of and advisory vote on the remuneration report for year ending 31 December 2020 for the members of the Management Board and the Supervisory Board.	<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"/>																		
17 Presentation of and advisory vote on the revised remuneration policy for the members of the Management Board and the Supervisory Board.	<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"/>																		
18 Approval and, to the extent necessary, ratification of the remuneration of the Supervisory Board for the financial year ending 31 December 2021.	<table border="1"> <tr> <td>YES <input type="checkbox"/></td> <td>NO <input type="checkbox"/></td> <td>ABSTAIN <input type="checkbox"/></td> </tr> <tr> <td></td> <td>Supervisory Board</td> <td>Audit Committee</td> <td>Sustainability Committee</td> </tr> <tr> <td>Chairman</td> <td>EUR 45,000 (cumulative with Member fee)</td> <td>EUR 40,000 (cumulative with Member fee)</td> <td>EUR 35,000 (cumulative with Member fee)</td> </tr> <tr> <td>Deputy Chairman</td> <td>EUR 25,000 (cumulative with Member fee)</td> <td>n/a</td> <td>n/a</td> </tr> <tr> <td>Member</td> <td>EUR 35,000</td> <td>EUR 10,000</td> <td>EUR 10,000</td> </tr> </table>	YES <input type="checkbox"/>	NO <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>		Supervisory Board	Audit Committee	Sustainability Committee	Chairman	EUR 45,000 (cumulative with Member fee)	EUR 40,000 (cumulative with Member fee)	EUR 35,000 (cumulative with Member fee)	Deputy Chairman	EUR 25,000 (cumulative with Member fee)	n/a	n/a	Member	EUR 35,000	EUR 10,000	EUR 10,000
YES <input type="checkbox"/>	NO <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>																		
	Supervisory Board	Audit Committee	Sustainability Committee																	
Chairman	EUR 45,000 (cumulative with Member fee)	EUR 40,000 (cumulative with Member fee)	EUR 35,000 (cumulative with Member fee)																	
Deputy Chairman	EUR 25,000 (cumulative with Member fee)	n/a	n/a																	
Member	EUR 35,000	EUR 10,000	EUR 10,000																	

19 Authorisation for the Management Board to repurchase up to 20% of the total number of common shares of the Company issued on the date of the Annual General Meeting within a period of five (5) years as from the date of the Annual General Meeting.	<table border="1"> <tr> <td data-bbox="1155 405 1225 506">YES <input type="checkbox"/></td> <td data-bbox="1225 405 1295 506">NO <input type="checkbox"/></td> <td data-bbox="1295 405 1423 506">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"/>		
20 Presentation and acknowledgement of the special report of the Management Board 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, and amendment of articles 6.1 and 6.2 of the articles of association of the Company.	<table border="1"> <tr> <td data-bbox="1155 584 1225 685">YES <input type="checkbox"/></td> <td data-bbox="1225 584 1295 685">NO <input type="checkbox"/></td> <td data-bbox="1295 584 1423 685">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"/>		
21 Approval of the amendment of the term of office of members of the Management Board for new appointments and any renewals of existing appointments to the Management Board, and subsequent amendment of the article 15.2 of the articles of association of the Company.	<table border="1"> <tr> <td data-bbox="1155 864 1225 965">YES <input type="checkbox"/></td> <td data-bbox="1225 864 1295 965">NO <input type="checkbox"/></td> <td data-bbox="1295 864 1423 965">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"/>		
22 Approval of the deletion of transitory provisions covering the conversion of common shares of the Company into dematerialised shares and subsequent deletion of article 7.5 and articles 28.1 to 28.5 of the articles of association of the Company	<table border="1"> <tr> <td data-bbox="1155 1043 1225 1144">YES <input type="checkbox"/></td> <td data-bbox="1225 1043 1295 1144">NO <input type="checkbox"/></td> <td data-bbox="1295 1043 1423 1144">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"/>		

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.

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.



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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 23:59 (CEST) on 19 May 2021 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.

Global Fashion Group S.A., *société anonyme*  
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Signed in \_\_\_\_\_, on \_\_\_\_\_ 2021.

Shareholder: _____	
_____	_____
By:	By:
Title:	Title: