



Majorel Group Luxembourg S.A.

Société anonyme

Registered office: 18, Boulevard de Kockelscheuer, L-1821 Luxembourg,

Grand Duchy of Luxembourg

R.C.S. Luxembourg B227626

(the “**Company**”)

PROPOSED AGENDA AND RESOLUTIONS OF THE ANNUAL GENERAL MEETING OF THE COMPANY

TO BE HELD ON 22 JUNE 2023 AT 14:00 CEST

**AT HOTEL NOVOTEL LUXEMBOURG KIRCHBERG, 6 RUE DU FORT NIEDERGRÜNEWALD, L-2226
LUXEMBOURG, GRAND DUCHY OF LUXEMBOURG**

(THE “ANNUAL GENERAL MEETING”)

Agenda

1. Presentation of the combined consolidated management report of the Company regarding the annual accounts of the Company (the “**Annual Accounts**”) and the consolidated financial statements (the “**Consolidated Financial Statements**”) for the financial year ended 31 December 2022.
2. Presentation of the report of the independent auditor (*réviseur d’entreprises agréé*) of the Company regarding the Annual Accounts and the Consolidated Financial Statements.
3. Approval of the Annual Accounts.
4. Acknowledgement of the profit of the Company made with respect to the financial year ended 31 December 2022 and allocation of the results of the Company for the financial year ended 31 December 2022.
5. Approval of the Consolidated Financial Statements.
6. Granting of discharge (*quitus*) to the members of the management board of the Company (the “**Management Board**”), for the execution of their mandates during the financial year ended 31 December 2022.

7. Granting of discharge (*quitus*) to the members of the supervisory board of the Company (the “**Supervisory Board**”), for the execution of their mandates during the financial year ended 31 December 2022.
8. (i) Acknowledgement of the resignation of Mr. Jörn Caumanns as class A member of the Supervisory Board with effect as of 26 August 2022 and of the co-optation by the Supervisory Board of Ms. Bettina Wulf as class A member of the Supervisory Board with effect as of the same date to fill in the vacancy until the date of the next general meeting of shareholders and (ii) decision to appoint Ms. Bettina Wulf as class A member of the Supervisory Board with effect as of the date of the Annual General Meeting and for a period ending at the general meeting of shareholders approving the annual accounts relating to the financial year ending on 31 December 2024 to be held in 2025.
9. (i) Acknowledgement of the resignation of Ms. Ghita Lahlou as class B member of the Supervisory Board with effect as of 12 December 2022 and of the co-optation by the Supervisory Board of Mr. Geoffroy Dedieu as class B member of the Supervisory Board with effect as of 16 December 2022 to fill in the vacancy until the date of the next general meeting of shareholders and (ii) decision to appoint Mr. Geoffroy Dedieu as class B member of the Supervisory Board with effect as of the date of the Annual General Meeting and for a period ending at the general meeting of shareholders approving the annual accounts relating to the financial year ending on of 31 December 2024 to be held in 2025.
10. Acknowledgement of the expiration of the mandate of KPMG Luxembourg SA, *société anonyme*, having its registered office at 39, avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B149133, as independent auditor (*réviseur d’entreprises agréé*) of the Company (the “**Independent Auditor**”) and renewal of the mandate of the Independent Auditor for a period ending at the general meeting of shareholders approving the annual accounts and the consolidated financial statements relating to the financial year ending on 31 December 2023 to be held in 2024.
11. 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 2022.
12. Decision to ratify the increase of the aggregate annual base salary of the members of the Management Board from EUR 1,000,000 to EUR 1,250,000 effective as of 1 January 2023, which constitutes an increase of 25% from the former aggregate annual base salary (and an aggregate 25% increase of the total direct compensation for the members of the Management Board, taking into account the split between base salary, short-term incentive and long-term incentive as set out in the Company's remuneration policy for the members of the Management Board), following the proposal made by the Supervisory Board in December 2022 in order to align the Management Board's compensation with current market levels.

13. Presentation of and advisory vote on the revised remuneration policy for the members of the Management Board and the Supervisory Board applicable as from 1 January 2023.

First Resolution

[No resolution required.]

Second Resolution

[No resolution required.]

Third Resolution

The general meeting of shareholders approves the Annual Accounts.

Fourth Resolution

The general meeting of shareholders acknowledges that (i) the Company has made a profit with respect to the financial year ended 31 December 2022 in an aggregate amount of EUR 131,792,628 (one hundred thirty-one million seven hundred ninety-two thousand six hundred twenty-eight euros) and (ii) there is a profit from previous financial year in the amount of EUR 670,496 (six hundred seventy thousand four hundred ninety-six euros), so that the aggregate amount of profit amounts to EUR 132,463,124 (one hundred thirty-two million four hundred sixty-three thousand one hundred twenty-four euros) (the “**Profit**”).

The general meeting of shareholders approves the distribution of a dividend in an amount of EUR 0.68 (sixty-eight euro cents) per share resulting in an aggregate dividend distribution in an amount of EUR 68 million (sixty-eight million euros) out of the Profit.

The general meeting of shareholders approves that the dividend of EUR 0.68 (sixty-eight euro cents) per share shall be payable as follows:

Ex-Date	26 June 2023
Record date	27 June 2023
Payment Date	18 July 2023

The general meeting of shareholders approves to carry forward the resulting balance of profits in an aggregate amount of EUR 64,463,124 (sixty-four million four hundred sixty-three thousand one hundred twenty-four euros) to the next financial year.

Fifth Resolution

The general meeting of shareholders approves the Consolidated Financial Statements.

Sixth Resolution

The general meeting of shareholders resolves to grant discharge (*quitus*) to the members of the Management Board, for the execution of their mandates during the financial year ended 31 December 2022.

Seventh Resolution

The general meeting of shareholders resolves to grant discharge (*quitus*) to the members of the Supervisory Board, for the execution of their mandates during the financial year ended 31 December 2022.

Eighth Resolution

The general meeting of shareholders (i) acknowledges the resignation of Mr. Jörn Caumanns as class A member of the Supervisory Board with effect as of 26 August 2022 and the co-optation by the Supervisory Board of Ms. Bettina Wulf as class A member of the Supervisory Board with effect as of the same date to fill in the vacancy until the date of the next general meeting of shareholders and, (ii) following the suggestion of the Supervisory Board, approves the appointment of Ms. Bettina Wulf as class A member of the Supervisory Board with effect as of the date of the Annual General Meeting and for a period ending at the general meeting of shareholders approving the annual accounts relating to the financial year ending on 31 December 2024 to be held in 2025.

Ninth Resolution

The general meeting of shareholders (i) acknowledges the resignation of Ms. Ghita Lahlou as class B member of the Supervisory Board with effect as of 12 December 2022 and the co-optation by the Supervisory Board of Mr. Geoffroy Dedieu as class B member of the Supervisory Board with effect as of 16 December 2022 to fill in the vacancy until the date of the next general meeting of shareholders and, (ii) following the suggestion of the Supervisory Board, approves the appointment of Mr. Geoffroy Dedieu as class B member of the Supervisory Board with effect as of the date of the Annual General Meeting and for a period ending at the general meeting of shareholders approving the annual accounts relating to the financial year ending on 31 December 2024 to be held in 2025.

Tenth Resolution

The general meeting of shareholders acknowledges the expiration of the mandate of the Independent Auditor as independent auditor (*réviseur d'entreprises agréé*) of the Company and approves the renewal of the mandate of the Independent Auditor for a period ending at the

general meeting of shareholders approving the annual accounts and the consolidated financial statements relating to the financial year ending on 31 December 2023 to be held in 2024.

Eleventh Resolution

The general meeting of shareholders approves, on an advisory basis, the remuneration report for the members of the Management Board and the Supervisory Board for the financial year ended 31 December 2022.

Twelfth Resolution

The general meeting of shareholders resolves to ratify the increase of the aggregate annual base salary of the members of the Management Board from EUR 1,000,000 to EUR 1,250,000 effective as of 1 January 2023, as proposed by the Supervisory Board.

Thirteenth Resolution

The general meeting of shareholders approves, on an advisory basis, the revised remuneration policy for the members of the Management Board and the Supervisory Board applicable as of 1 January 2023.