



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**”)

**PROXY AND VOTING FORM FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF THE
COMPANY**

TO BE HELD ON 22 JUNE 2023 AT 2:00 P.M. CEST

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

Important instructions regarding the attendance and the exercise of your voting rights at the annual general meeting of shareholders of the Company to be held on 22 June 2023 at 2:00 p.m. CEST at Hotel Novotel Luxembourg Kirchberg, 6 Rue du Fort Niedergrünwald, L-2226 Luxembourg, Grand Duchy of Luxembourg (the “**Annual General Meeting**”).

Shareholders may exercise their voting rights at the Annual General Meeting in one of the following manners, as further described in the convening notice to the Annual General Meeting published on 19 May 2023: i) by attending the Annual General Meeting in person; ii) by appointing a proxy representative; or iii) by voting by correspondence.

Section A. Appointment of proxy or vote by correspondence

Option 1. Appointment of a proxy representative.

Option 2. Vote by correspondence prior to the Annual General Meeting.

In order to exercise your voting rights at the Annual General Meeting, these instructions shall be read together with the information set out in the convening notice to the Annual General Meeting published on 19 May 2023.

Printed form - Please choose Option 1 or Option 2 by filling in the required information in this Section A, tick the corresponding boxes in section B, then date and sign below.

Electronical form - Alternatively, shareholders can electronically access www.abnamro.com/evoting and follow the registration steps to fill in a voting form no later than 16 June 2023 at 5:00 p.m. CEST.

ABN AMRO Bank N.V.
Equity Capital Markets / Corporate Broking HQ 7212
Gustav Mahlerlaan 10
NL-1082 PP Amsterdam, The Netherlands
ava@nl.abnamro.com
Phone: +31 20 628 6070

Option 1. Appointment of a proxy representative (by making use of this form).

By completing this proxy form, you are authorising and instructing as your proxy representative to exercise your voting rights at the Annual General Meeting in accordance with the instructions set out below (the “**Proxy Representative**”):

any member of the management board of the Company (the “**Management Board**”)

OR

.....

.....

(insert first name, family name, date and place of birth and address of the person you are designating as your Proxy Representative).

The undersigned,

(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

_____ shares of the Company on of 8 June 2023 at 00:00 CEST, being the date that is 14 days before the date of the Annual General Meeting (the “**Record Date**”), hereby gives an irrevocable proxy to the Proxy Representative named above to represent the undersigned at the Annual General Meeting of the Company to be held on 22 June 2023 at 2:00 p.m. CEST at Hotel Novotel Luxembourg Kirchberg, 6 Rue du Fort Niedergrünwald, L-2226 Luxembourg, Grand Duchy of Luxembourg, in order to deliberate and vote all of my

shares on the items of the agenda of the Annual General Meeting in accordance with the instructions and as set forth otherwise in Section B below.

The Proxy Representative participating in the Annual General Meeting shall carry proof of identity.

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 Thomas Mackenbrock and Otmane Serraj are the members of the Management Board.

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.

Instructions:

The shareholders whose shares are in book entry form held on a securities account shall submit by no later than at 5:00 p.m. CEST on 16 June 2023 a form from their depository bank or financial institution showing their number and ownership of shares as at the Record Date, as shown in Annex 1.

Please issue an instruction for each proposed resolution made by the Management Board on the agenda items. Only one instruction may be issued for each item of the agenda. If you do not explicitly issue instructions in respect of the individual agenda items, the Proxy Representative will abstain from voting for these items. Please mark your decision by a cross in the corresponding space reserved to that effect below. Please mark with a cross only within the small box .

Option 2. Vote by correspondence prior to the Annual General Meeting (by making use of this form).

By completing this voting form, you are exercising your voting rights at the Annual General Meeting as set out below.

The undersigned,

(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

_____ shares of the Company on the Record Date hereby state that:

- (i) I will not attend the Annual General Meeting in person or by a proxy and I wish to cast my vote at the Annual General Meeting on the proposed resolutions made by the Management Board on the agenda items, by ticking the appropriate box set forth next to each agenda item in Section B. below; and
- (ii) I am fully aware of the content of the convening notice to the Annual General Meeting and I have taken into account the contents of the convening notice in order to cast my vote on the proposed resolutions made by the Management Board on the agenda items in the present voting form.

Instructions:

The shareholders whose shares are in book entry form held on a securities account shall submit by no later than at 5:00 p.m. CEST on 16 June 2023 a form from their depository bank or financial institution showing their number and ownership of shares as at the Record Date, as shown in Annex 1.

Please cast your votes for each proposed resolution made by the Management Board on the agenda items. Only one vote may be issued for each item of the agenda. If you do not explicitly cast a vote in respect of the individual agenda items, no vote shall be taken into account. Please mark with a cross only within the small box .

Section B. Voting instructions (Option 1) or voting by correspondence (Option 2), as applicable, for the Annual General Meeting:

AGENDA

Agenda Item 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.

PROPOSED RESOLUTION	
	No vote required

Agenda Item 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.

PROPOSED RESOLUTION	
	No vote required

Agenda Item 3

Approval of the Annual Accounts.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The Annual General Meeting resolves to approve the Annual Accounts.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION

“The Annual General Meeting resolves to acknowledge 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 Annual General Meeting resolves to approve 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 Annual General Meeting resolves to approve 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 Annual General Meeting resolves to approve 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.”

Agenda Item 5

Approval of the Consolidated Financial Statements.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
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“The Annual General Meeting resolves to approve the Consolidated Financial Statements.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The Annual General Meeting resolves to approve that discharge (<i>quitus</i>) be granted to the members of the Management Board, for the execution of their mandates during the financial year ended 31 December 2022.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The Annual General Meeting resolves to approve that discharge (<i>quitus</i>) be granted to the members of the Supervisory Board, for the execution of their mandates during the financial year ended 31 December 2022.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTIO N
<p>“The Annual General Meeting resolves to (i) acknowledge 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, approve 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.”</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTIO N
<p>“The Annual General Meeting resolves to (i) acknowledge 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, approve 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.”</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The Annual General Meeting resolves to acknowledge the expiration of the mandate of the Independent Auditor as independent auditor (<i>réviseur d'entreprises agréé</i>) of the Company and approve 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.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The Annual General Meeting resolves to approve, 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.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>“The Annual General Meeting 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.”</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>“The Annual General Meeting resolves to approve, 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.”</p>	<input type="checkbox"/>	<input type="checkbox"/>	<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 or a decision, as applicable, to abstain from voting in respect of the proposed resolution.

Important: Please send this form to the Company by no later than at 5:00 p.m. CEST on 16 June 2023 by email to: ava@nl.abnamro.com

Any forms received after this date will not be registered by the Company and your votes will not be recorded at the Annual General Meeting.

Section C. Privacy Notice

- **Controller Of The Data Processing**

Majorel Group Luxembourg S.A. (see adress above) is responsible for processing your personal data (hereinafter referred to as “we”). We process certain personally identifiable information (personal data) in accordance with the General Data Protection Regulation (GDPR) provisions. Therefore we would like to inform you herewith about the processing of your personal data by us with regard to the organisation and conduct of the Annual General Meeting and your rights under the data protection provisions set out in GDPR.

- **Data Protection Officer**

You can contact our designated Data Protection Officer by using the reference 'For the attention of the Data Protection Officer' at the following email address: corporate.dataprotection@majorel.com.

- **Which Personal Data Do We Process And For What Purpose**

In connection with the Annual General Meeting, we are required to collect and process personal data such as the name of the shareholder, the email address and his/her/its particular shareholding (e.g. voting rights, information regarding holdings and entitlements connected to the holdings), in order to confirm the identity of individual shareholders and allow for the exercise of his/her/its rights. By using the platform to connect to the Annual General Meeting your name, email address and log in/log out details will be processed. By attending the Annual General Meeting in person, your name, shareholding and voting instructions will be processed. The personal data will be collected, processed and used in connection with the Annual General Meeting including for the purpose of the organisation of the Annual General Meeting, the voting on the resolutions in accordance with the Company's articles of association and applicable laws and the matters concerning the organisation of the Annual General Meeting such as the technical aspects related to the holding of the Annual General Meeting via broadcast initiated from Luxembourg (no questions can be addressed and voting is not possible) (the "Broadcast") and the registration of shareholders attending the physical Annual General Meeting in person.

- **Legal Basis For Processing Your Personal Data**

The legal basis for the processing of these data are the compliance with our legal obligations according to Art. 6 (1) lit. c) GDPR (e.g., regulatory requirements, as well as stock exchange, commercial and tax legislation requirements).

- **With Whom We Share Your Personal Data**

ABN AMRO Bank N.V. (ABN AMRO) has been engaged as trusted third party in the context of the general meeting of shareholders of Majorel and is responsible for the organisation of the Annual General Meeting (e.g. dispatch the convening notice and the proxy and voting form) and collection of instructions from the shareholders who wish to participate in the Annual General Meeting.

Computershare Netherlands BV (Computershare) has been engaged to set up a platform to allow shareholders to attend the Broadcast, to maintain the list of the participants (name and email address) attending the Broadcast, to set up the physical Annual General Meeting, to maintain the attendance register for the physical Annual General Meeting, to collect votes from shareholders attending the physical Annual General Meeting and to prepare voting results.

- **From Whom Do We Obtain Your Personal Data**

ABN AMRO provides us with the relevant personal data required to organise the Annual General Meeting, including to register shareholders and to collect instructions from the shareholders who wish to participate in the Annual General Meeting.

Computershare collects and provides us with the required personal data of the shareholders attending the physical Annual General Meeting as required to prepare voting results.

- **How Long We Store Your Personal Data**

We will process your personal data for as long as it is needed in the context of the Annual General Meeting and for as long as is necessary to comply with our obligations under applicable laws and, if relevant, to deal with any claim or dispute that might arise in connection with your shareholding. We will delete your personal data as soon as it is no longer necessary for the purposes mentioned above. In addition, we also retain data if required in relation to claims asserted by or against the Company or for safeguarding our aforementioned legitimate interests.

In principle, the minutes of the Annual General Meeting will be deleted after 5 years following the liquidation of the Company.

The processed data in connection with the use of the platform made available for attending the Broadcast will be deleted after 3 months.

- **Your Rights**

If the legal requirements are met, shareholders and their authorised representatives as data subjects have the right,

- to obtain information on data processing and a copy of the processed data (right of access, Art. 15 GDPR),
- demand the rectification of inaccurate data or the completion of incomplete data (right to rectification, Art. 16 GDPR),
- demand the erasure of personal data without undue delay (right to erasure, Art. 17 GDPR),
- to demand the restriction of processing (right to restriction of processing, Art. 18 GDPR),
- as well as to receive personal data concerning them, which they have provided to a controller in a structured, commonly used and machine-readable format, and also to transmit these data to another controller without hindrance from the controller to which the personal data have been provided (right to data portability, Art. 20 GDPR)

You can assert the aforementioned rights by contacting our Data Protection Officer at the address specified above. You also have the right to lodge a complaint with the competent data protection authority. The authority responsible in this case is:

Commission nationale pour la protection des données
1, avenue du Rock'n'Roll
L-4361 Esch-sur-Alzette

You also have the right to contact the data protection authority at your place of residence and request support in pursuing your matter.

Signed in _____, on _____ 2023.

Shareholder: _____

By:

Title:

ANNEX 1 - ATTESTATION FORM - RECORD OF SHARE OWNERSHIP

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”)

ATTESTATION FORM

RECORD OF SHARE OWNERSHIP

FOR THE ANNUAL GENERAL MEETING OF THE COMPANY

TO BE HELD ON 22 JUNE 2023 AT 2:00 P.M. CEST

Annual General Meeting (the “Meeting”) of the shareholders of the Company to be held on Thursday, 22 June 2023 at 2:00 p.m. CEST at Hotel Novotel Luxembourg Kirchberg, 6 Rue du Fort Niedergrünwald, L-2226 Luxembourg, Grand Duchy of Luxembourg.

This Attestation is issued to shareholders in order to evidence their right to take part in the Meeting.

We hereby confirm to *(please fill in)*

<Surname, First Name or Company Name of the Shareholder / Shareholders>

<Street, No.>

<City, Postcode, Country>

that _____ shares of Majorel Group Luxembourg S.A.;

<No. of Shares>

ISIN: LU2382956378

are kept safe by us in a securities account as of **8 June 2023** at **00:00 (CEST)**, being the date that is 14 calendar days before the date of the Meeting (the “**Record Date**”).

<City, Date>

<Signature and Stamp of the Depository Bank>

Depository Bank Details:

<Name of the Depository Bank>

<Street, No.>

<City, Postcode, Country>

<Contact>

<Telephone Number for Queries>

Important:

Please send the Attestation Form to the Company no later than 5:00 p.m. (CEST) on 16 June 2023 by email to: ava@nl.abnamro.com