



Majorel Group Luxembourg S.A.
(the “**Company**”)

The management board of the Company requires the prior consent of the supervisory board for the transactions and measures set out below (the “**Supervisory Board Consent Matters**”):

(a) the approval of the annual budget and the financial statements of the Company, or any amendment or revision thereof;

(b) any distributions, dividends or return of capital in respect of any shares in the Company or other equity interests contemplated by the shareholders’ agreement or any constitutional document;

(c) the entering into by the Company or any of its subsidiaries of any contract that contains any substantial restrictions (including substantial geographic restrictions) on the ability of the Company or any of its subsidiaries to conduct or compete in any material line of the contributed business other than any such restriction entered into in connection with a transaction approved pursuant to lit. (o) or lit. (p);

(d) the entering into of any material collective bargaining or other similar agreement by the Company or any of its subsidiaries relating to employees of the Company or any of its subsidiaries;

(e) any material amendment or modification of any contract, agreement, commitment, plan (other than as required by law) or arrangement that required or would have, if entered into after the date hereof, required the approval of the supervisory board pursuant to the shareholders’ agreement in connection with this list of Supervisory Board Consent Matters, where, in addition, the positive vote of one class B member shall be required if such amendment or modification of any contract, agreement, commitment, plan or arrangement required or had required the positive vote of one class B member;

(f) the approval of the strategic business plan or any amendment or revision thereof, where, in each case, in addition, the positive vote of one class B member shall be required;

(g) any engagement by the Company or any of its subsidiaries in any business or other activities other than the contributed business, where, in each case, in addition, the positive vote of one class B member shall be required;

(h) the delegation of authority (or changes to the delegation of authority) to any supervisory board committee, including any material change in the authority delegated to its existing committees, where, in each case, in addition, the positive vote of one class B member shall be required;

(i) the adoption or modification of any material accounting practices and policies or the method of application thereof (other than as required to comply with any law or regulation) by the Company or any of its subsidiaries (including any change in the fiscal year), where, in addition, the positive vote of one class B member shall be required;

(j) the determination of any officers who are the senior executive officers in accordance with the shareholders’ agreement, where, in addition, the positive vote of one class B member shall be required;

(k) except as may be required by law, any commitment applicable to a group of employees of the Company or any of its subsidiaries providing for bonus, profit sharing, equity or other incentive compensation, not already in the annual budget and in excess of , EUR 10 million, where, in addition, the positive vote of one class B member shall be required;

(l) any issuance of new shares within the authorised share capital of the Company

where, in addition, the positive vote of one class B member shall be required;

(m) any incurrence, assumption or guarantee by the Company or any of its subsidiaries of indebtedness for borrowed money in an amount exceeding EUR 10 million (other than any such incurrence, assumption or guarantee of indebtedness for borrowed money pursuant to arrangements previously approved pursuant to the shareholders' agreement in connection with this list of Supervisory Board Consent Matters), where, in each case, in addition, the positive vote of one class B member shall be required if the borrowed money exceeds EUR 50 million;

(n) any creation or other incurrence by the Company or any of its subsidiaries of any lien on any of their respective assets securing indebtedness for borrowed money in an amount exceeding EUR 10 million (other than any such amounts approved pursuant to the shareholders' agreement or incurred in the ordinary course of business), where, in each case, in addition, the positive vote of one class B member shall be required if the secured indebtedness exceeds EUR 50 million;

(o) other than pursuant to agreements in effect as of the date hereof (i) any capital expenditure by the Company or any of its subsidiaries unless included in an annual budget, (ii) any loan, advance or capital contribution to or investment in, by the Company or any of its subsidiaries, any existing or newly-formed joint venture, partnership or other person or any acquisition of any company, partnership, business or assets, (iii) any merger, consolidation, share exchange, joint venture or other similar business combination by the Company or any of its subsidiaries (other than any such internal combination involving the Company and/or one or more of its wholly-owned subsidiaries), in each case of (i) through (iii) (and for (i) unless included in an annual budget) if the relevant capital expenditure or transaction value exceeds EUR 10 million, where, in addition, the positive vote of one class B member shall be required if the relevant capital expenditure or transaction value (as applicable) exceeds EUR 50 million;

(p) any sale, lease or other disposition by the Company or any of its subsidiaries of any assets (tangible or intangible), including any shares, partnership interests or other interests in any person in an amount exceeding EUR 10 million (in any one transaction or series of related transactions), where, in addition, the positive vote of one class B member shall be required if the relevant amount exceeds EUR 50 million (in any one transaction or series of related transactions);

(q) any lease of real or personal property by the Company or any of its subsidiaries involving aggregate payments (calculated as the net present value (using an appropriate discount rate under IFRS 16) of all amounts required to be expended thereunder) by the Company and its subsidiaries in an amount exceeding EUR 10 million, where, in each case, in addition, the positive vote of one class B member shall be required if the relevant amount exceeds EUR 50 million;

(r) the establishment of or change in the remuneration of the CEO, CFO, CDO, CCO and COO of the Company;

(s) entering into by the Company or any of its subsidiaries of (i) any employment, consulting or similar agreement or arrangement with any natural person that involves committed compensation (which shall include any guaranteed bonus) in excess of EUR 500,000 per annum or EUR 1.5 million in the aggregate, or (ii) agreement providing a severance package to an employee of over EUR 500,000;

(t) the entering into by the Company or any of its subsidiaries of any contract, agreement, arrangement or understanding not otherwise contemplated in this list of Supervisory Board Consent Matters in connection with a transaction or series of related transactions involving aggregate financial commitments (calculated as the sum of all amounts required to be expended) by the Company and its subsidiaries in an amount exceeding EUR 10 million, where, in addition, the positive vote of one class B member shall be required if the commitments exceeds EUR 50 million;

(u) the commencement or settlement by the Company or any of its subsidiaries of any litigation, arbitration, investigation or other proceeding involving a claim in excess of



EUR 5 million where, in addition, the positive vote of one class B member shall be required if the claim exceeds EUR 30 million;

(v) the provision of indemnification by the Company or any of its subsidiaries to any person (other than the Company or any of its subsidiaries) outside the ordinary course, where, in addition, the positive vote of one class B member shall be required if the maximum indemnification amount exceeds EUR 2 million;

(w) any merger & acquisition affiliate transaction that is reasonably expected to require payments to or by the Company or any of its subsidiaries in excess of EUR 3 million, where, in each case, in addition, the positive vote of one class B member shall be required; in addition the supervisory board shall be informed about any affiliate transaction that is reasonably expected to require payments in excess of EUR 1 million and at the request of at least 2 supervisory board member the supervisory board will designate an expert to confirm to the supervisory board that the terms are at arm's length, and

(x) the entering into by the Company or any of its subsidiaries of any put options, call options, shoot-out clauses, keyman clauses, drag-along clauses, recapitalisation clauses or any similar clauses, where, in each case, in addition, the positive vote of one class B member shall be required with a potential financial impact exceeds EUR 30 million.