



CPI FIM SA
Société Anonyme
40, rue de la Vallée
L-2661 Luxembourg
R.C.S. LUXEMBOURG B 44.996
(the “Company”)

**DRAFT RESOLUTIONS PROPOSED TO
THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY
TO BE HELD ON 31 MAY 2023**

Dear Shareholders,

Please find below draft resolutions that will be proposed to the shareholders at the annual general meeting of the shareholders of the Company (the “**Meeting**”) to be held on **31 May 2023 at 9:00 CEST** at the registered office of the Company at 40, rue de la Vallée, L-2661 Luxembourg, Grand Duchy of Luxembourg, to discuss and to vote on the agenda indicated below.

The agenda of the Meeting is the following:

AGENDA

1. **Presentation of the reports of the Board of Directors and of the approved auditor (*réviseur d’entreprises agréé*) of the Company on the statutory annual accounts and on the consolidated annual accounts of the Company for the financial year ended 31 December 2022.**
2. **Presentation and approval of the statutory annual accounts for the financial year ended 31 December 2022.**
3. **Presentation and approval of the consolidated annual accounts for the financial year ended 31 December 2022.**
4. **Allocation of the financial results in relation to the financial year ended 31 December 2022.**
5. **Presentation and approval of the remuneration report for the financial year ended 31 December 2022.**
6. **Discharge to be granted to the members of the Board of Directors in respect of the performance of their duties during the financial year ended 31 December 2022.**
7. **Discharge to be granted to the approved auditor (*réviseur d’entreprises agréé*) in respect of the performance of its duties during the financial year ended 31 December 2022.**
8. **Decision to appoint with immediate effect Mr. David Greenbaum to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2024 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2023.**

9. Decision to appoint with immediate effect Mr. Edward Hughes to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2024 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2023.
10. Decision to appoint with immediate effect Mrs. Anita Dubost to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2024 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2023.
11. Decision to appoint with immediate effect Mr. Scot Wardlaw to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2024 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2023
12. Subject to the approval of item 8 of the agenda, decision to appoint Mr. David Greenbaum as the Managing Director (*délégué à la gestion journalière*) of the Company until the annual general meeting of the shareholders of the Company to be held in 2024 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2023.
13. Decision to appoint Mr. Martin Němeček as the Managing Director (*délégué à la gestion journalière*) of the Company until the annual general meeting of the shareholders of the Company to be held in 2024 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2023.
14. Decision to appoint with immediate effect Ernst & Young, Luxembourg as the approved auditor (*réviseur d'entreprises agréé*) of the Company until the annual general meeting of the shareholders of the Company to be held in 2024 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2023.

PROPOSED RESOLUTIONS

1. Presentation of the reports of the Board of Directors and of the approved auditor (*réviseur d'entreprises agréé*) of the Company on the statutory annual accounts and on the consolidated annual accounts of the Company for the financial year ended 31 December 2022.

No resolution is required on this item.

2. Presentation and approval of the statutory annual accounts for the financial year ended 31 December 2022.

Proposed resolution:

After presentation and review of the statutory annual accounts for the financial year ended 31 December 2022, and of the reports of the Board of Directors and of the approved auditor (réviseur d'entreprises agréé) of the Company on such statutory annual accounts, the Meeting resolves to approve the statutory annual accounts of the Company for the financial year ended 31 December 2022.

3. Presentation and approval of the consolidated annual accounts for the financial year ended 31 December 2022.

Proposed resolution:

After presentation and review of the consolidated annual accounts for the financial year ended 31 December 2022, and of the reports of the Board of Directors and of the approved auditor (réviseur d'entreprises agréé) of the Company on such consolidated annual accounts, the Meeting resolves to approve the consolidated annual accounts for the financial year ended 31 December 2022.

4. Allocation of the financial results in relation to the financial year ended 31 December 2022.

Proposed resolution:

The Meeting resolves to allocate the financial results in relation to the financial year ended 31 December 2022 as follows:

The statutory profit for the financial year ended 31 December 2022 amounting to EUR 85,889,609 shall be carried forward.

The total results to be carried forward shall be as follows:

Result brought forward as of December 31, 2022	EUR	(551,030,101)
Result of the fiscal year ending December 31, 2022	EUR	85,889,609
Allocation to Legal reserves	EUR	-
Own Equity instruments variation	EUR	-
Total Result to be carried forward to the following fiscal year	EUR	(465,140,492)

5. Presentation and approval of the remuneration report for the financial year ended 31 December 2022.

Proposed resolution:

The Meeting resolves to approve on an advisory non-binding basis the remuneration report for the financial year ended 31 December 2022 in its entirety.

6. Discharge to be granted to the members of the Board of Directors in respect of the performance of their duties during the financial year ended 31 December 2022.

Proposed resolution:

In accordance with Article 461-7 of the Luxembourg law on commercial companies dated 10 August 1915, as amended from time to time (the "LCA"), the Meeting resolves to grant full discharge to the members of the Board of Directors in respect of the performance of their duties during the financial year ended 31 December 2022.

7. Discharge to be granted to the approved auditor (réviseur d'entreprises agréé) in respect of the performance of its duties during the financial year ended 31 December 2022.

Proposed resolution:

The Meeting resolves to grant full discharge to the approved auditor (réviseur d'entreprises agréé) of the Company in respect of the performance of its duties during the financial year ended 31 December 2022.

8. Decision to appoint with immediate effect Mr. David Greenbaum to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2024 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2023.

Proposed resolution:

The Meeting resolves to appoint with immediate effect Mr. David Greenbaum as member of the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2024 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2023.

9. Decision to appoint with immediate effect Mr. Edward Hughes to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2024 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2023.

Proposed resolution:

The Meeting resolves to appoint with immediate effect Mr. Edward Hughes as member of the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2024 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2023.

10. Decision to appoint with immediate effect Mrs. Anita Dubost to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2024 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2023.

Proposed resolution:

The Meeting resolves to appoint with immediate effect Mrs. Anita Dubost as member of the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2024 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2023.

11. Decision to appoint with immediate effect Mr. Scot Wardlaw to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2024 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2023.

Proposed resolution:

The Meeting resolves to appoint with immediate effect Mr. Scot Wardlaw as member of the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2024 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2023.

12. Subject to the approval of item 8 of the agenda, decision to appoint Mr. David Greenbaum as the Managing Director (*délégué à la gestion journalière*) of the Company until the annual general meeting of the shareholders of the Company to be held in 2024 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2023.

Proposed resolution:

Considering that item 8 of the agenda has been approved, the Meeting resolves to appoint Mr. David Greenbaum as the Managing Director (délégué à la gestion journalière) of the Company as of the date of the Meeting until the annual general meeting of the shareholders of the Company to be held in 2024 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2023.

13. Decision to appoint Mr. Martin Němeček as the Managing Director (délégué à la gestion journalière) of the Company until the annual general meeting of the shareholders of the Company to be held in 2024 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2023.

Proposed resolution:

The Meeting resolves to appoint Mr. Martin Němeček as the Managing Director (délégué à la gestion journalière) of the Company as of the date of the Meeting until the annual general meeting of the shareholders of the Company to be held in 2024 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2023.

14. Decision to appoint with immediate effect Ernst & Young, Luxembourg as the approved auditor (réviseur d'entreprises agréé) of the Company until the annual general meeting of the shareholders of the Company to be held in 2024 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2023.

Proposed resolution:

The Meeting resolves to appoint with immediate effect Ernst & Young, Luxembourg as the approved auditor (réviseur d'entreprises agréé) of the Company until the annual general meeting of the shareholders of the Company to be held in 2024 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2023.

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