

GFJ ESG Acquisition I SE

Société européenne

Registered office: 55, Avenue Pasteur

L-2311 Luxembourg

R.C.S. Luxembourg B 255487

(the “**Company**”)

FORM OF RESOLUTIONS TO BE PROPOSED AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF GFJ ESG ACQUISITION I SE TO BE HELD ON 30 JUNE 2022 AT 09:00 AM CEST

AGENDA

1. Presentation of the combined consolidated management report of the management board of the Company regarding the annual accounts of the Company and the consolidated financial statements for the financial year ended December 31, 2021.
2. Presentation of the reports of the independent auditor (*réviseur d'entreprises agréé*) of the Company regarding the annual accounts and the consolidated financial statements of the Company for the financial year ended December 31, 2021.
3. Approval of the annual accounts of the Company for the financial year ended December 31, 2021.
4. Acknowledgement of the results of the Company made with respect to the financial year ended December 31, 2021, and resolution concerning the allocation of the results of the Company for the financial year ended December 31, 2021.
5. Approval of the consolidated financial statements of the Company for the financial year ended December 31, 2021.
6. Granting of discharge (*quitus*) to Josef Brunner, as member of the supervisory board, for the performance of his duties as member of the supervisory board for and in connection with the financial year ended December 31, 2021.
7. Granting of discharge (*quitus*) to Florian Fritsch, as member of the supervisory board, for the performance of his duties as member of the supervisory board for and in connection with the financial year ended December 31, 2021.

8. Granting of discharge (*quitus*) to Harald Mahrer as member of the supervisory board, for the performance of his duties as member of the supervisory board for and in connection with the financial year ended December 31, 2021.
9. Granting of discharge (*quitus*) to Anna-Katharina Alex-Smend, as member of the supervisory board, for the performance of her duties as member of the supervisory board for and in connection with the financial year ended December 31, 2021.
10. Granting of discharge (*quitus*) to Philipp von Hagen, as member of the supervisory board, for the performance of his duties as member of the supervisory board for and in connection with the financial year ended December 31, 2021.
11. Granting of discharge (*quitus*) to Edith Baggott, as member of the management board, for the performance of her mandate as member of the management board for the financial year ended December 31, 2021.
12. Granting of discharge (*quitus*) to Oliver Kaltner, as member of the management board, for the performance of his mandate as member of the management board for the financial year ended December 31, 2021.
13. Granting of discharge (*quitus*) to Gisbert Rühl, as member of the management board, for the performance of his mandate as member of the management board for the financial year ended December 31, 2021.
14. Renewal of the mandate of Mazars Luxembourg as independent auditor (*réviseur d'entreprises agréé*) of the Company in relation to the annual accounts and the financial statements for the financial year ending on 31 December 2022.
15. Approval of the remuneration of members of the supervisory board of the Company acting on committees.
16. Presentation of and advisory vote on the remuneration policy for the members of the management board and the supervisory board.

The management board and supervisory board of the Company submit the following resolutions for adoption:

First Resolution

The general meeting of shareholders acknowledges the combined consolidated management report of the management board of the Company regarding the annual accounts of the Company and the consolidated financial statements for the financial year ended December 31, 2021.

Second Resolution

The general meeting of shareholders acknowledges the reports of the independent auditor (*cabinet de révision agréé*) of the Company regarding the annual accounts and the consolidated financial statements of the Company for the financial year ended December 31, 2021, as presented to it by Mazars, in its capacity as independent auditor (*cabinet de révision agréé*) of the Company.

Third Resolution

The management board proposes that the general meeting of shareholders approves the annual accounts of the Company for the financial year ended December 31, 2021.

Fourth Resolution

The general meeting of shareholders acknowledges the loss of EUR 5,856,918 of the Company for the financial year ended December 31, 2021, as presented to it by the management board of the Company.

The management board proposes that the general meeting of shareholders carries forward the net loss of the financial year ended December 31, 2021 amounting to EUR 5,856,918 to the following financial year.

Fifth Resolution

The management board proposes that the general meeting of shareholders approves the consolidated financial statements of the Company for the financial year ended December 31, 2021.

Sixth Resolution

The management board proposes that the general meeting of shareholders grants discharge (*quitus*) to Josef Brunner, as member of the supervisory board, for the performance of his duties as member of the supervisory board for and in connection with the financial year ended December 31, 2021.

Seventh Resolution

The management board proposes that the general meeting of shareholders grants discharge (*quitus*) to Florian Fritsch, as member of the supervisory board, for the performance of his duties as member of the supervisory board for and in connection with the financial year ended December 31, 2021.

Eighth Resolution

The management board proposes that the general meeting of shareholders grants discharge (*quitus*) to Harald Mahrer, as member of the supervisory board, for the performance of his duties as member of the supervisory board for and in connection with the financial year ended December 31, 2021.

Ninth Resolution

The management board proposes that the general meeting of shareholders grants discharge (*quitus*) to Anna-Katharina Alex-Smend, as member of the supervisory board, for the performance of her duties as member of the supervisory board for and in connection with the financial year ended December 31, 2021.

Tenth Resolution

The management board proposes that the general meeting of shareholders grants discharge (*quitus*) to Philipp von Hagen, as member of the supervisory board, for the performance of his duties as member of the supervisory board for and in connection with the financial year ended December 31, 2021.

Eleventh Resolution

The management board proposes that the general meeting of shareholders grants discharge (*quitus*) to Edith Baggott, as member of the management board, for the performance of his duties as member of the management board for and in connection with the financial year ended December 31, 2021.

Twelfth Resolution

The management board proposes that the general meeting of shareholders grants discharge (*quitus*) to Oliver Kaltner, as member of the management board, for the performance of his duties as member of the management board for and in connection with the financial year ended December 31, 2021.

Thirteenth Resolution

The management board proposes that the general meeting of shareholders grants discharge (*quitus*) to Gisbert Rühl, as member of the management board, for the performance of his duties as member of the manager board for and in connection with the financial year ended December 31, 2021.

Fourteenth Resolution

The management board proposes that the general meeting of shareholders renews the mandate of Mazars Luxembourg, represented by partner Fabien Delante, as independent auditor (*cabinet de révision agréé*) of the Company in relation to the annual accounts and the consolidated financial statements for the financial year ending on December 31, 2022, for a term which will expire at the end of the annual general meeting of the shareholders of the Company called to approve the annual accounts and the consolidated financial statements for the financial year ending on December 31, 2022.

Fifteenth Resolution

The management board proposes that the general meeting of shareholders acknowledges the remuneration of the members of the supervisory board acting on the audit committee of the Company, which is comprised in the fixed annual compensation amounting to twenty-five thousand euro (EUR 25,000) paid to the members of the supervisory board of the Company.

Sixteenth Resolution

The management board proposes that the general meeting of shareholders passes an advisory vote on the remuneration policy for the members of the management board and the supervisory board.