

## GFJ ESG Acquisition I SE

*Société européenne*

Registered office: 55, avenue Pasteur, L-2311 Luxembourg

R.C.S. Luxembourg B 255487

(the "Company")

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### MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS HELD ON 30 JUNE 2022

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The meeting was opened at 09:00 a.m. CEST with Ms. Edith Baggott professionally residing in Luxembourg as chair, who appointed as secretary Mr. Alexander Olliges, professionally residing in Luxembourg. The meeting elected as scrutineer Ms. Anna Olejarz, professionally residing in Luxembourg.

The board of the meeting (*bureau*) having thus been constituted, the chairman declares and the meeting agrees the following:

- I. The general meeting has been duly convened through notices containing the below agenda and published as follows:
  - on the Recueil électronique des sociétés et associations n° RESA\_2022\_114.22 on 30 May 2022;
  - on the Financial News Service (FNS) of the Luxembourg Stock Exchange on 30 May 2022; and
  - in the Tageblatt on 30 May 2022.
  - Proof of these publications has been delivered to the general meeting and the board of the meeting.
- II. The proxies of the represented shareholders and the number of their shares as well as the votes received in writing are shown on an attendance list attached to these minutes which is duly signed by the proxyholders of the shareholders and the board of the meeting. Proof of the said proxies and voting forms has been provided to the board of the meeting and is attached to these minutes.
- III. It appears from the attendance list that 4,730,226 (25.22%) of shares (both Class A and B) have validly voted by proxy or voting form; and
- IV. Pursuant to the articles of association of the Company and the Luxembourg law dated 10 August 1915 on commercial companies, as amended, resolutions regarding (i) items 1 and 2 do not require any votes from the shareholders of the Company, (ii) resolutions regarding items 3 to 15

of the agenda will be passed at a simple majority of the votes validly cast, regardless of the portion of capital represented, and (iii) resolution regarding item 16 constitutes advisory votes only.

- V. No shareholder has exercised his right to submit questions to the general meeting of shareholders prior to the meeting and no additional resolutions or amendments to the proposed resolutions were proposed.
- VI. The present meeting is thus regularly constituted and may validly deliberate on all the items on the agenda.
- VII. The agenda of the present meeting is the following:

#### **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 consolidated 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.
16. Presentation of and advisory vote on the remuneration policy for the members of the management board and the supervisory board.

Having duly considered each item of the agenda, the general meeting of shareholders takes the following resolutions:

#### **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 general meeting of shareholders approves the annual accounts of the Company for the financial year ended December 31, 2021.

The resolution has been adopted as follows:

- 4,334,438 shares voting in favour: 100% (of the votes validly expressed);

- 0 shares voting against: 0%;
- 395,788 shares not voting (abstention) (8.37% of the shares present).

The resolution was approved by the required majority and was thus adopted by the general meeting of shareholders.

#### **Fourth Resolution**

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

The resolution has been adopted as follows:

- 4,334,438 shares voting in favour: 100% (of the votes validly expressed);
- 0 shares voting against: 0%;
- 395,788 shares not voting (abstention) (8.37% of the shares present).

The resolution was approved by the required majority and was thus adopted by the general meeting of shareholders.

#### **Fifth Resolution**

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

The resolution has been adopted as follows:

- 4,334,438 shares voting in favour: 100% (of the votes validly expressed);
- 0 shares voting against: 0%;
- 395,788 shares not voting (abstention) (8.37% of the shares present).

The resolution was approved by the required majority and was thus adopted by the general meeting of shareholders.

#### **Sixth Resolution**

The general meeting of shareholders approves to grant 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.

The resolution has been adopted as follows:

- 4,334,438 shares voting in favour: 100% (of the votes validly expressed);
- 0 shares voting against: 0%;
- 395,788 shares not voting (abstention) (8.37% of the shares present).

The resolution was approved by the required majority and was thus adopted by the general meeting of shareholders.

#### **Seventh Resolution**

The general meeting of shareholders approves to grant 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.

The resolution has been adopted as follows:

- 4,334,438 shares voting in favour: 100% (of the votes validly expressed);
- 0 shares voting against: 0%;
- 395,788 shares not voting (abstention) (8.37% of the shares present).

The resolution was approved by the required majority and was thus adopted by the general meeting of shareholders.

#### **Eighth Resolution**

The general meeting of shareholders approves to grant 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.

The resolution has been adopted as follows:

- 4,334,438 shares voting in favour: 100% (of the votes validly expressed);
- 0 shares voting against: 0%;
- 395,788 shares not voting (abstention) (8.37% of the shares present).

The resolution was approved by the required majority and was thus adopted by the general meeting of shareholders.

### **Ninth Resolution**

The general meeting of shareholders approves to grant 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.

The resolution has been adopted as follows:

- 4,334,438 shares voting in favour: 100% (of the votes validly expressed);
- 0 shares voting against: 0%;
- 395,788 shares not voting (abstention) (8.37% of the shares present).

The resolution was approved by the required majority and was thus adopted by the general meeting of shareholders.

### **Tenth Resolution**

The general meeting of shareholders approves to grant 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.

The resolution has been adopted as follows:

- 4,334,438 shares voting in favour: 100% (of the votes validly expressed);
- 0 shares voting against: 0%;
- 395,788 shares not voting (abstention) (8.37% of the shares present).

The resolution was approved by the required majority and was thus adopted by the general meeting of shareholders.

### **Eleventh Resolution**

The general meeting of shareholders approves to grant 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.

The resolution has been adopted as follows:

- 4,334,438 shares voting in favour: 100% (of the votes validly expressed);
- 0 shares voting against: 0%;
- 395,788 shares not voting (abstention) (8.37% of the shares present).

The resolution was approved by the required majority and was thus adopted by the general meeting of shareholders.

#### **Twelfth Resolution**

The general meeting of shareholders approves to grant 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.

The resolution has been adopted as follows:

- 4,334,438 shares voting in favour: 100% (of the votes validly expressed);
- 0 shares voting against: 0%;
- 395,788 shares not voting (abstention) (8.37% of the shares present).

The resolution was approved by the required majority and was thus adopted by the general meeting of shareholders.

#### **Thirteenth Resolution**

The general meeting of shareholders approves to grant 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.

The resolution has been adopted as follows:

- 4,334,438 shares voting in favour: 100% (of the votes validly expressed);
- 0 shares voting against: 0%;
- 395,788 shares not voting (abstention) (8.37% of the shares present).

The resolution was approved by the required majority and was thus adopted by the general meeting of shareholders.

#### **Fourteenth Resolution**

The general meeting of shareholders approves to renew 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.

The resolution has been adopted as follows:

- 4,334,438 shares voting in favour: 100% (of the votes validly expressed);
- 0 shares voting against: 0%;
- 395,788 shares not voting (abstention) (8.37% of the shares present).

The resolution was approved by the required majority and was thus adopted by the general meeting of shareholders.

#### **Fifteenth Resolution**

The general meeting of shareholders approves 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.

The resolution has been adopted as follows:

- 4,334,438 shares voting in favour: 100% (of the votes validly expressed);
- 0 shares voting against: 0%;
- 395,788 shares not voting (abstention) (8.37% of the shares present).

The resolution was approved by the required majority and was thus adopted by the general meeting of shareholders.

#### **Sixteenth Resolution**

The general meeting of shareholders approves to pass an advisory vote on the remuneration policy for the members of the management board and the supervisory board.

The resolution has been adopted as follows:

- 4,334,438 shares voting in favour: 100% (of the votes validly expressed);
- 0 shares voting against: 0%;
- 395,788 shares not voting (abstention) (8.37% of the shares present).

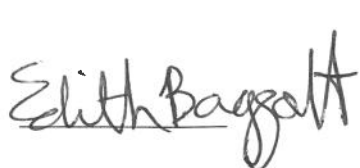
The resolution was approved by the required majority and was thus adopted by the general meeting of shareholders.

There being no other business, the meeting was closed.

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*[Signature page of the minutes of the annual general meeting of GFJ ESG Acquisition I SE relating to the approval of its annual accounts for the financial year ended on 31 December 2021]*



Edith Baggott

Chairman



Alexander Olliges

Secretary



Anna Olejarz

Scrutineer