

PROXY FORM

IN ACCORDANCE WITH THE LAW OF 23 SEPTEMBER 2020 RELATING TO MEASURES ON THE HOLDING OF MEETINGS IN COMPANIES AND OTHER LEGAL ENTITIES, AS EXTENDED, THE SHAREHOLDERS WILL NOT BE ABLE TO EXPRESS THEIR VOTE IN PERSON AT THE ANNUAL GENERAL MEETING. FOR THIS REASON, PLEASE EXERCISE YOUR VOTING RIGHTS BY EITHER USING A VOTING FORM (IN ACCORDANCE WITH SECTIONS “VOTING FORMS” OF THE CONVENING NOTICE) OR BY SUBMITTING THIS PROXY COMPLETED AND EXECUTED TO THE CENTRALIZING AGENT.¹

IF A SHAREHOLDER APPOINTS A PROXYHOLDER OTHER THAN THE CENTRALIZING AGENT AS THEIR PROXYHOLDER, SUCH PROXYHOLDER CAN ONLY VOTE BY WAY OF A VOTING FORM (IN ACCORDANCE WITH SECTION “VOTING FORMS” OF THE CONVENING NOTICE).

Dear Shareholder,

You are holding shares of the Company (as defined below) on **16 June 2022 at 12:00 a.m. (midnight) CEST**. You are therefore entitled to participate in the annual general meeting of shareholders of:

Company name	GFJ ESG Acquisition I SE (the “Company”)
Nationality	Incorporated under the laws of the Grand Duchy of Luxembourg
Legal form	<i>Société européenne</i>
Registered office	55, avenue Pasteur, L-2311 Luxembourg
Registration number	R.C.S. Luxembourg B 255487

WHEN IS THE MEETING?

We invite you to participate in the annual general meeting of shareholders that will be held on:

Date and time	30 June 2022 at 09:00 a.m. CEST
Deadline to register	No later than on 16 June 2022 at 12:00 a.m. (midnight) CEST

HOW TO PARTICIPATE AND VOTE?

STEP 1: Register for the meeting no later than 16 June 2022 at 12:00 a.m. (midnight)

- 1 Submit your registration to the Centralizing Agent by any of the following means of communication:

✉ By postal mail to:
GFJ ESG Acquisition I SE,
c/o Banque Internationale à Luxembourg SA
Attn: Agency Services
Address: 69, route d'Esch, L-2953 Luxembourg
Tel: +352 4590 4597

@ By email to: as_agm@bil.com

¹**Note:** If this proxy has been received no later than 16 June 2022 at 12:00 a.m. (midnight) (“Record Date”), no additional registration is needed in order to participate to the annual general meeting.

STEP
2 : Vote by proxy form

- 1** Fill in the “*Proxy form*” in [Schedule 1](#)
- 2** Send the proxy form no later than 27 June 2022 at 6:00 p.m. CEST by any of the following means of communication:
 - ✉ By postal mail to:
GFJ ESG Acquisition I SE,
c/o Banque Internationale à Luxembourg SA
Attn: Agency Services
Address: 69, route d'Esch, L-2953 Luxembourg
Tel: +352 4590 4597
 - @ By email to: as_agm@bil.com

WHAT IS ON THE AGENDA?

The shareholders will deliberate and vote on the following agenda.

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 (<i>réviseur d'entreprises agréé</i>) 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 (<i>quitus</i>) 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 (<i>quitus</i>) 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 (<i>quitus</i>) 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 (<i>quitus</i>) 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 (<i>quitus</i>) to Philipp von Hagen, 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.

- 11** Granting of discharge (*quitus*) to Edith Baggott, as member of the management board, for the performance of her duties as member of the management board for and in connection with 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 duties as member of the management board for and in connection with 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 duties as member of the management board for and in connection with 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 2021.
- 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.

PROXY FORM

for the annual general meeting of shareholders of **GFJ ESG Acquisition I SE** to be held in Luxembourg on 30 June 2022 at 09:00 a.m. CEST



Please return this form no later than on 27 June 2022 at 6:00 p.m. CEST

✉ By postal mail to:
GFJ ESG Acquisition I SE,
 c/o Banque Internationale à Luxembourg SA
 Attn: Agency Services
 Address: 69, route d'Esch, L-2953 Luxembourg
 Tel: +3524590 4597

@ By email to: as_agm@bil.com

I, THE UNDERSIGNED,

If you are an individual, please indicate:

First name(s)

Last name

Address

OR

If you are a company, please indicate:

Corporate name

Registered office or principal place of business

Registration authority

Registration number

HOLDER OF THE FOLLOWING SHARES

Please fill in the number of corresponding shares as shown in the attached certificate(s):

Number of shares:

I HEREBY GIVE IRREVOCABLE PROXY TO

c/o Ms. Anna Olejarz,
Banque Internationale à
Luxembourg S.A., with full
power of substitution

OR **Other proxyholder²:**

First Name(s)

Last Name

Date of birth

Place of birth

Address

IN ORDER TO DELIBERATE AND VOTE AS FOLLOWS ON THE AGENDA ITEMS

Resolution

- 1** 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

Resolution

- 2** 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.

Resolution

- 3** 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.

My vote

- I approve
 I do not approve
 I abstain

Resolution

- 4** 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.

My vote

- I approve
 I do not approve
 I abstain

² If you wish to appoint a person other than the Centralizing Agent as your proxyholder, please note that the proxyholder will need to provide a new voting form in accordance with section "Voting Forms" of the convening notice.

Resolution	My vote
<p>5 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.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>
Resolution	My vote
<p>6 The management board proposes that the general meeting of shareholders grants discharge (<i>quitus</i>) 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.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>
Resolution	My vote
<p>7 The management board proposes that the general meeting of shareholders grants discharge (<i>quitus</i>) 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.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>
Resolution	My vote
<p>8 The management board proposes that the general meeting of shareholders grants discharge (<i>quitus</i>) 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.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>
Resolution	My vote
<p>9 The management board proposes that the general meeting of shareholders grants discharge (<i>quitus</i>) to Anna-Katharina Alex-Smend, 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.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>
Resolution	My vote
<p>10 The management board proposes that the general meeting of shareholders grants discharge (<i>quitus</i>) 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.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>
Resolution	My vote
<p>11 The management board proposes that the general meeting of shareholders grants discharge (<i>quitus</i>) to Edith Baggott, as member of the management board, for the performance of her duties as member of the management board for and in connection with the financial year ended December 31, 2021.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>

Resolution	My vote
<p>12 The management board proposes that the general meeting of shareholders grant discharge (<i>quitus</i>) 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.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
<p>13 The management board proposes that the general meeting of shareholders grant discharge (<i>quitus</i>) to Gisbert Rühl, 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.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
<p>14 The management board proposes that the general meeting of shareholders renew the mandate of Mazars Luxembourg, represented by partner Fabien Delante, as independent auditor (<i>cabinet de révision agréé</i>) 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.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
<p>15 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.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
<p>16 The management board proposes that the general meeting of shareholders pass an advisory vote on the remuneration policy for the members of the management board and the supervisory board.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

IMPORTANT NOTES

What happens if my vote is not clearly expressed?

Any lack of clearly expressed choice in one or more of the various voting instruction options provided above will be considered an instruction to vote in favor of the proposed resolution.

Any contradictory choice will be considered as an instruction to abstain from voting in respect of the proposed resolution.

How can I inform you of a conflict of interest?

In case of a conflict of interest the proxy holder shall disclose certain specified facts which may be relevant for the undersigned in assessing any risk that the proxy holder might pursue any interest other than the interest of the undersigned. For more information, see on the website of the Company (<https://qfj-esg.com/websites/qfj/English/1300/news-amp-publications.html>).

Can I revoke this proxy form?

Yes. This proxy can be revoked by timely delivering a properly executed later-dated proxy or voting form or a declaration to revoke the proxy to the Centralizing Agent no later than on 27 June 2022 at 6:00 p.m. CEST.