



**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 30 MAY 2022**

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 **30 May 2022 at 13:00 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 2021.**
2. **Presentation and approval of the statutory annual accounts for the financial year ended 31 December 2021.**
3. **Presentation and approval of the consolidated annual accounts for the financial year ended 31 December 2021.**
4. **Allocation of the financial results in relation to the financial year ended 31 December 2021.**
5. **Presentation and approval of the remuneration policy.**
6. **Presentation and approval of the remuneration report for the financial year ended 31 December 2021.**
7. **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 2021.**
8. **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 2021.**
9. **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 2023**

concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2022.

10. 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 2023 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2022.
11. 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 2023 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2022.
12. 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 2023 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2022
13. Subject to the approval of item 9 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 2023 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2022.
14. Decision to appoint Mr. Martin Nemecek 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 2023 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2022.
15. Decision to appoint with immediate effect Ernst & Young S.A., 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 2023 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2022.
16. Decision to approve the new share buy-back programme of the Company enabling the redemption of the Company's own shares.

#### **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 2021.

**No resolution is required on this item.**

2. Presentation and approval of the statutory annual accounts for the financial year ended 31 December 2021.

**Proposed resolution:**

*After presentation and review of the statutory annual accounts for the financial year ended 31 December 2021, 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 2021.*

3. Presentation and approval of the consolidated annual accounts for the financial year ended 31 December 2021.

**Proposed resolution:**

*After presentation and review of the consolidated annual accounts for the financial year ended 31 December 2021, 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 2021.*

4. Allocation of the financial results in relation to the financial year ended 31 December 2021.

**Proposed resolution:**

*The Meeting resolves to allocate the financial results in relation to the financial year ended 31 December 2021 as follows:*

*The statutory profit for the financial year ended 31 December 2021 amounting to EUR 197,463,092 shall be carried forward.*

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

Result brought forward as of December 31, 2021	EUR	(748,493,193)
Result of the fiscal year ending December 31, 2021	EUR	197,463,092
Allocation to Legal reserves	EUR	-
Own Equity instruments variation	EUR	-
<b>Total Result to be carried forward to the following fiscal year</b>	<b>EUR</b>	<b>(551,030,101)</b>

5. Presentation and approval of the remuneration policy.

**Proposed resolution:**

*The Meeting resolves to approve on an advisory non-binding basis the remuneration policy of the Company established by the Board of Directors in its entirety.*

6. Presentation and approval of the remuneration report for the financial year ended 31 December 2021.

**Proposed resolution:**

*The Meeting resolves to approve on an advisory non-binding basis the remuneration report for the financial year ended 31 December 2021 in its entirety.*

7. 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 2021.

**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 2021.*

8. 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 2021.

**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 2021.*

9. 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 2023 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2022.

**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 2023 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2022.*

10. 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 2023 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2022.

**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 2023 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2022.*

11. 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 2023 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2022.

**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 2023 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2022.*

12. 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 2023 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2022.

**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 2023 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2022.*

13. Subject to the approval of item 9 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 2023 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2022.

**Proposed resolution:**

*Considering that item 9 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 2023 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2022.*

14. Decision to appoint Mr. Martin Nemecek 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 2023 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2022.

**Proposed resolution:**

*The Meeting resolves to appoint Mr. Martin Nemecek 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 2023 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2022.*

15. Decision to appoint with immediate effect Ernst & Young S.A., 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 2023 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2022.

**Proposed resolution:**

*The Meeting resolves to appoint with immediate effect Ernst & Young S.A., 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 2023 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2022.*

16. Decision to approve the new share buy-back programme of the Company enabling the redemption of the Company's own shares.

**Proposed resolution:**

*The Meeting resolves to approve the terms and conditions of the share buy-back programme of the Company prepared by the Board of Directors enabling the redemption of Company's own shares (a copy of which will remain attached to the minutes of the present general meeting of the shareholders) and to authorise the Company to redeem/repurchase its own shares in accordance with the terms and conditions set forth in this buy-back programme and in the LCA. In particular, the Meeting authorises the Board of Directors of the Company (with option to delegate) to repurchase, in one or several steps, under the conditions set forth in this buy-back programme and in the LCA, a maximum number of 35,308,653 shares in the Company from the existing and/or future shareholders of the Company, for a purchase price comprised in the range between one eurocent (EUR 0.01-) and five euro (EUR 5.-), for a period of five (5) years from the date of the general meeting*

*of the shareholders held on 30 May 2022 (or in case of adjourning or reconvening the general meeting because no quorum has been reached, the date of the adjourned or reconvened general meeting). The Meeting further resolves to grant power to the Board of Directors of the Company (with option to delegate) (i) to proceed with the payment of the relevant repurchase price out of the Company's available funds, (ii) to take all required actions to complete any repurchase of shares and (iii) to verify that the process of the share repurchase is made in compliance with the legal provisions of the LCA.*

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