

SMG European Recovery SPAC SE

Société européenne

Registered office: 9, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg

R.C.S. Luxembourg B 255839

(the "**Company**")

**PROOF OF HOLDING FORM
(RECORD OF SHARE OWNERSHIP)**

**FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY TO
BE HELD ON 29 FEBRUARY 2024 AT 10:00 A.M. CET (THE "EGM") ON THE PREMISES OF
ARENDT & MEDERNACH SA AT 41A, AVENUE JOHN F. KENNEDY, L-2082 LUXEMBOURG,
GRAND DUCHY OF LUXEMBOURG**

This proof of holding form is issued to the shareholders of the Company to take part in the EGM.

We hereby confirm to *(please fill in)*

<Surname, First Name of the Shareholder / Shareholders>

<Street, No.>

<City, Postcode, Country>

that _____ shares of the Company; ISIN: LU _____

<No. of Shares>

are kept safe by us in a securities account 14 calendar days before the date of the EGM (the "**Record Date**"), i.e., on 15 February 2024 at midnight CET.

<City, Date>

<Signature and Stamp of the Depository Bank>

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Depositary Bank Details:

<Name of the Depositary Bank>

<Street, No.>

<City, Postcode, Country>

<Contact>

<Telephone Number for Queries>

Important:

This attestation must reach the Company by e-mail at the following address, as_agm@bil.com no later than 27 February 2024 at 6:00 p.m. CET, followed by the original to:

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