

SMG European Recovery SPAC SE

Société européenne

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

R.C.S. Luxembourg: B255839

(the "**Company**")

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

AGENDA FOR THE EXTRAORDINARY GENERAL MEETING

1. Change of the name of the Company to "**SMG Hospitality SE**" and subsequent amendment of article 1 of the articles of association of the Company.
2. (i) Approval of the extension of the acquisition period to consummate a business combination, (ii) amendment of article 33.3 of the Company's article of association, and (iii) for the avoidance of doubt, approval of consequent amendments of the escrow agreement, if any.
3. Miscellaneous.

PROPOSED RESOLUTIONS FOR THE EXTRAORDINARY GENERAL MEETING

First Resolution

The general meeting of shareholders resolves to approve the change of the name of the Company from "**SMG European Recovery SPAC SE**" to "**SMG Hospitality SE**" and subsequent amendment of article 1 of the articles of association of the Company accordingly, which shall henceforth read as follows:

"Article 1 Name - Legal form

*There exists a European Company (Societas Europaea, SE) under the name **SMG Hospitality SE** (the "**Company**") which is governed by the law of 10 August 1915 on commercial companies, as amended (the "**Law**"), by the provisions of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company (the "**Regulation**"), as well as by the present articles of association."*

Second Resolution

The general meeting of shareholders resolves to approve the extension of the acquisition period to consummate a business combination and in consequence, amend article 33.3 of the Company's articles of association, which shall read as follows:

"33.3 *The Initial Acquisition Period is extended up to the last day of June 2024, by resolution of the Company's general shareholders' meeting through adoption of the present articles of association (the "**Extended Acquisition Period**"). The management board shall promptly upon expiration of the Extended Acquisition Period convene a general meeting of*

shareholders for the purpose of resolving on the Company's dissolution and liquidation in accordance with the Regulation, the Law and these articles of association.”

The general meeting of shareholders further resolves to approve, for the avoidance of doubt, any amendments to the escrow agreement required for the purposes of the foregoing.
