

## **SMG Hospitality SE**

*Société européenne*

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

R.C.S. Luxembourg: B255839

(the “Company”)

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### **AGENDA AND PROPOSED RESOLUTIONS FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY TO BE HELD ON 28 JUNE 2024 AT 10 A.M. CEST**

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#### **AGENDA**

1. (i) Approval of the extension of the acquisition period to consummate a business combination until 31 December 2029, (ii) amendment of article 33.3 of the articles of association of the Company and (iii) for the avoidance of doubt, approval of consequent amendments of the escrow agreement, if any.
2. Change of the governance structure of the Company from a two-tier management structure to a one-tier management structure and subsequent amendment and full restatement of the articles of association of the Company, conditional upon the approval of item 1 of the agenda of this extraordinary general meeting of shareholders of the Company and with effect as of the date of this extraordinary general meeting of shareholders of the Company.
3. Acknowledgment of (i) the resignation of Mr. George Aase, Mr. Anand Tejani and Mr. Benoît De Belder as members of the supervisory board of the Company and granting them discharge (*quitus*) for the exercise of their mandates as members of the supervisory board of the Company and (ii) the resignation of Dr. Stefan Petrikovics, Mr. Liam Doyle, Mr. René Geppert and Mr. Werner Weynand as members of the management board of the Company and granting them discharge (*quitus*) for the exercise of their mandates as members of the management board of the Company, it being understood that all resignations are conditional upon the approval of item 2 of the agenda of this extraordinary general meeting of shareholders of the Company and with effect as of the date of this extraordinary general meeting of shareholders of the Company.
4. Appointment of Dr. Stefan Petrikovics, Mr. Werner Weynand (each of them former member of the management board of the Company) and Mr. George Aase (former member of the supervisory board of the Company) as members of the board of directors of the Company, conditional upon the approval of item 2 of the agenda of this extraordinary general meeting of shareholders of the Company and with effect as of the date of this extraordinary general meeting of shareholders of the Company and for a period ending at the general meeting of shareholders of the Company approving the annual accounts relating to the financial year ending on 31 December 2024 to be held in 2025.

## **PROPOSED RESOLUTIONS**

### **First Resolution**

The general meeting of shareholders resolves to approve the extension of the acquisition period to consummate a business combination until 31 December 2029 and in consequence, amend article 33.3 of the articles of association of the Company, which shall read as follows:

*“33.3 The Initial Acquisition Period is extended up to the last day of December 2029, 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.

### **Second Resolution**

The general meeting of shareholders resolves to change the governance structure of the Company from a two-tier management structure to a one-tier management structure and to subsequently approve the amendment and full restatement of the articles of association of the Company as attached hereto in **Annex 1**, conditional upon the approval of item 1 of the agenda of this extraordinary general meeting of shareholders of the Company and with effect as of the date of this extraordinary general meeting of shareholders of the Company.

### **Third Resolution**

The general meeting of shareholders resolves to acknowledge (i) the resignation of Mr. George Aase, Mr. Anand Tejani and Mr. Benoît De Belder as members of the supervisory board of the Company and grant them discharge (*quitus*) for the exercise of their mandates as members of the supervisory board of the Company and (ii) the resignation of Dr. Stefan Petrikovics, Mr. Liam Doyle, Mr. René Geppert and Mr. Werner Weynand as members of the management board of the Company and grant them discharge (*quitus*) for the exercise of their mandates as members of the management board of the Company, it being understood that all resignations are conditional upon the approval of item 2 of the agenda of this extraordinary general meeting of shareholders of the Company and with effect as of the date of this extraordinary general meeting of shareholders of the Company.

### **Fourth Resolution**

The general meeting of shareholders resolves to appoint Dr. Stefan Petrikovics, Mr. Werner Weynand (each of them former member of the management board of the Company) and Mr. George Aase (former member of the supervisory board of the Company) as members of the board of directors of the Company, conditional upon the approval of item 2 of the agenda of this extraordinary general meeting of shareholders of the Company and with effect as of the date of this extraordinary general meeting of shareholders of the Company and for a period ending at the general meeting of shareholders of the Company approving the annual accounts relating to the financial year ending on 31 December 2024 to be held in 2025.

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**Annex 1**

**Amended and restated articles of association of the Company with effect as of the date of this extraordinary general meeting of shareholders of the Company**