

**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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**CONVENING NOTICE TO THE GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY**

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The annual and extraordinary general meeting of the shareholders of the Company (the “**General Meeting**”) is to be held on 23 December 2024 at 10 a.m. CET at 41A, Avenue John F. Kennedy, L-2082 Luxembourg, Grand Duchy of Luxembourg.

**I. AGENDA**

1. Presentation of the report of the board of directors of the Company and of the report of the independent auditor (*réviseur d'entreprises agréé*) on the Company's consolidated accounts for the financial year ended 31 December 2023 and on the Company's annual accounts for the financial year ended 31 December 2023.
2. Approval of the Company's consolidated accounts for the financial year ended 31 December 2023.
3. Approval of the Company's annual accounts for the financial year ended 31 December 2023.
4. Acknowledgement of the result of the Company made for the financial year ended 31 December 2023 and allocation of the results of the Company for the financial year ended 31 December 2023.
5. Granting of discharge (*quitus*) to Mr. George Aase, director, for the exercise of his mandate during the financial year ended 31 December 2023.
6. Granting of discharge (*quitus*) to Mr. Stefan Petrikovics, director, for the exercise of his mandate during the financial year ended 31 December 2023.
7. Granting of discharge (*quitus*) to Mr. Werner Weynand, director, for the exercise of his mandate during the financial year ended 31 December 2023.
8. Granting of discharge (*quitus*) to (i) Mr. Anand Tejani and Mr. Benoît De Belder as former members of the supervisory board of the Company and (ii) Mr. Liam Doyle and Mr. René Geppert as former members of the management board of the Company, for the exercise of their mandates during the financial year ended 31 December 2023.
9. Renewal of the mandate of Forvis Mazars, having its registered office at 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand-Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B159962, as independent auditor (*réviseur d'entreprises agréé*) of the Company for a period ending at the annual general meeting of shareholders of the Company to be held in 2025.

10. Approval of the remuneration of the directors of the Company for the financial year ending on 31 December 2024.
11. Presentation of and advisory vote on the remuneration report for the financial year ended 31 December 2023.
12. Presentation of and advisory vote on the remuneration policy for the Company.
13. Increase of the share capital of the Company from its current amount of six hundred thousand euro (EUR 600,000) represented by (i) eleven million five hundred thousand (11,500,000) redeemable class A shares without nominal value, (ii) one million four hundred thirty-seven thousand five hundred (1,437,500) class B1 shares without nominal value and (iii) one million four hundred thirty-seven thousand five hundred (1,437,500) class B2 shares without nominal value up to seven hundred twenty thousand euro (EUR 720,000) through the issue of one million four hundred thirty-seven thousand five hundred (1,437,500) new class B1 shares without nominal value and one million four hundred thirty-seven thousand five hundred (1,437,500) new class B2 shares without nominal value and subsequent amendment of article 5.1 of the articles of association of the Company.

## II. PARTICIPATION

### 1. Record date

The rights of a shareholder to participate in the General Meeting and to vote shall be determined with respect to the shares held by that shareholder on 9 December 2024 at midnight CET (the “**Record Date**”). Any transferee having become owner of any shares after the Record Date has no right to vote at the General Meeting.

Shareholders whose shares are held in book-entry form through the operator of a securities settlement system or with a professional depository or sub-depository designated by such depository must request from their account bank or custodian a certificate certifying the number of shares recorded in their account on the Record Date (the “**Proof of Holding Form**”).

To participate in and vote at the General Meeting (regardless the manner they wish to participate, either by attendance in person, by representation through proxy or voting by correspondence), the Proof of Holding Form shall be submitted to the Company by e-mail to: stefan@smg-spac.com or at its registered office within the period from the Record Date until 19 December 2024 at 6:00 p.m. CET.

A proof of holding form is provided on the website of the Company (<https://smg-recovery.com/shareholder-meetings>) which may be used.

### 2. Attendance

Shareholders may exercise their voting rights at the General Meeting, as applicable, in one of the following manners, as further described below:

- (i) by attending the meeting in person, in the manner described below; or
- (ii) by appointing a proxy representative, in the manner described below; or
- (iii) by voting by correspondence, in the manner described below.

The board of directors of the Company considers that shareholders who provide proof of their shareholding on the Record Date and submit their voting form as set forth in section 2.3. or provide a proxy as set forth in section 2.2. of the present convening notice do not have to undertake other formalities to comply with the obligation set out in Article 5(3) of the law of 24 May 2011 on the exercise of certain shareholders' rights at general meetings of listed companies. Notwithstanding the foregoing, in case of participation in person, the intention to participate in person shall be indicated as set forth in section 2.1.

### 2.1. Attendance in person

The intention of a shareholder to participate in person in the General Meeting (the “**In-Person Attendance Declaration Form**”) shall be notified by such shareholder to the Company by e-mail to: stefan@smg-spac.com no later than 19 December 2024 at 6:00 p.m. CET.

An In-Person Attendance Declaration Form is provided on the website of the Company (<https://smg-recovery.com/shareholder-meetings>) which may be used.

Any shareholder participating in the General Meeting in person shall carry proof of identity.

Shareholders will have the opportunity to vote in person in the manner further specified at the General Meeting.

### 2.2. Representation through proxy

In the event that a shareholder appoints another person, shareholder or not, as his proxy to vote on his behalf, the completed and executed proxy form must be submitted to the Company by e-mail to: stefan@smg-spac.com no later than 19 December 2024 at 6:00 p.m. CET.

The proxy form provided on the website of the Company (<https://smg-recovery.com/shareholder-meetings>) may be used and if used, only signed proxy forms will be taken into account (including for the avoidance of doubt, signed pursuant to a valid, legal and binding power of attorney and/or duly signed electronically). One person may represent more than one shareholder.

Shareholders having submitted a proxy form but who wish to revoke such proxy form may do so by timely providing a later dated proxy form or cancelling the proxy form in writing to the Company by e-mail to: stefan@smg-spac.com.

If the Company receives more than one proxy form from a shareholder, only the last proxy form received by the Company no later than 19 December 2024 at 6:00 p.m. CET will be considered.

### 2.3. Voting by correspondence

Shareholders who do not wish to participate in person or to be represented through a proxy may vote through a voting form (including electronically) in the General Meeting. The completed and executed voting form must be submitted to the Company by e-mail to: stefan@smg-spac.com or in any other form, and in particular by any other electronic means made available by the Company, no later than 19 December 2024 at 6:00 p.m. CET.

The voting form provided by the Company on its website (<https://smg-recovery.com/shareholder-meetings>) may be used and if used, only signed voting forms will be taken into

account (including for the avoidance of doubt, signed pursuant to a valid, legal and binding power of attorney and/or duly signed electronically).

Shareholders having submitted a voting form but who wish to revoke such voting form may do so by timely providing a later dated voting form or cancelling the voting form in writing to the Company by e-mail to: stefan@smg-spac.com.

If the Company receives more than one voting form from a Shareholder, only the last voting form received by the Company no later than 19 December 2024 at 6:00 p.m. CET will be considered.

### 3. **Quorum and majority requirements**

Pursuant to the articles of association of the Company and the Luxembourg law dated 10 August 1915 on commercial companies, as amended, resolutions regarding (i) items 2 to 12 of the agenda of the General Meeting will be adopted by a simple majority of the votes validly cast, regardless of the portion of capital represented, it being understood that items 11 and 12 constitute advisory votes only, and (ii) item 13 of the agenda will be adopted by a majority of at least 2/3 of the votes validly cast and only if a quorum of at least half of the share capital is present or represented.

### 4. **Share capital and voting rights**

At the time of convening the General Meeting, the Company's share capital amounts to six hundred thousand euro (EUR 600,000) represented by (i) eleven million five hundred thousand (11,500,000) redeemable class A shares without nominal value (ii) one million four hundred thirty-seven thousand five hundred (1,437,500) class B1 shares without nominal value and (iii) one million four hundred thirty-seven thousand five hundred (1,437,500) class B2 shares without nominal value, all of which are fully paid up. Each share entitles the holder to one vote.

### 5. **Contact details of the Company**

The contact details of the Company to receive (i) the Proof of Holding Form, (ii) the In-Person Attendance Declaration Form (where applicable), (iii) the proxy form (where applicable) and (iv) the voting form (where applicable) and any questions about the General Meeting pursuant to this convening notice are as follows:

**Attn:** Board of Directors  
**Address:** 9, rue de Bitbourg, L-1273 Luxembourg  
**Email:** stefan@smg-spac.com

### 6. **Language**

The General Meeting will be held in English. The (i) the Proof of Holding Form, (ii) the In-Person Attendance Declaration Form (where applicable), (iii) the proxy form (where applicable) and (iv) the voting form (where applicable) shall be provided by the shareholders in English.

## III. **AVAILABILITY OF THE DOCUMENTATION**

The following information is available as from the day of the publication of this convening notice in the Luxembourg official gazette RESA (*Recueil Electronique des Sociétés et Associations*) and at least until and including the day of the General Meeting on the Company's website (<https://smg-recovery.com/shareholder-meetings>):

- this convening notice for the General Meeting;
- the draft resolutions in relation to each of the items included in the agenda to be adopted at the General Meeting, or, where no resolution is proposed to be adopted, a comment from the board of directors of the Company;
- the total number of shares in issue and voting rights at the date of the convening notice;
- all documents made available by the Company at the General Meeting;
- the In-Person Attendance Declaration Form, the Proof of Holding Form and the proxy and voting form.

The shareholders may obtain without charge a copy of the full text of any of the above documents upon request to the Company by e-mail to: [stefan@smg-spac.com](mailto:stefan@smg-spac.com) or download them from the Company's website (<https://smg-recovery.com/shareholder-meetings>).

#### **IV. REVISED AGENDA**

Shareholders providing evidence that they hold individually or collectively at least five percent (5%) of the issued share capital of the Company as of the Record Date are entitled to (i) request the addition of items to the agenda of the General Meeting and (ii) to table draft resolutions for items included or to be included in the agenda of the General Meeting.

Such rights must be exercised by sending such request by 1 December 2024 at 6:00 p.m. CET at the latest, to the e-mail address of the Company: [stefan@smg-spac.com](mailto:stefan@smg-spac.com).

Where the requests entail a new item in the agenda for the General Meeting already communicated to the shareholders, the Company will publish a revised agenda on or before 8 December 2024 at the latest.

#### **V. RESULTS**

Subject to compliance with the threshold notification obligations provided for by the Luxembourg law of 11 January 2008 on transparency requirements for issuers of securities, as amended, there is no limit to the maximum number of votes that may be exercised by the same person, whether in its own name or by proxy. The results of the vote will be published on the Company's website (<https://smg-recovery.com/shareholder-meetings>) within fifteen (15) days following the General Meeting.

Luxembourg, 18 November 2024.

For the board of directors of the Company:

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**Mr. Stefan Petrikovics**

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**Mr. Werner Weynand**

