

SMG Hospitality SE

Société européenne

Registered office: 9, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg
R.C.S. Luxembourg B 255839
(the "**Company**")

**AGENDA AND PROPOSED RESOLUTIONS FOR THE ANNUAL AND EXTRAORDINARY
GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY TO BE HELD ON 23
DECEMBER 2024 AT 10 A.M. CET (THE "GENERAL MEETING") AT 41A, AVENUE JOHN F.
KENNEDY, L-2082 LUXEMBOURG, GRAND DUCHY OF LUXEMBOURG**

AGENDA FOR THE GENERAL MEETING

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.

PROPOSED RESOLUTIONS FOR THE GENERAL MEETING

1.

[No resolution required.]

2.

The general meeting of shareholders resolves to approve the Company's consolidated accounts for the financial year ended 31 December 2023.

3.

The general meeting of shareholders resolves to approve the Company's annual accounts for the financial year ended 31 December 2023.

4.

The general meeting of shareholders resolves to acknowledge a loss of eleven million two hundred eighty-three thousand five hundred sixty-one euro and seventy-three cents (EUR 11,283,561.73), made for the financial year ended 31 December 2023 and to allocate the result of the Company for the financial year ended 31 December 2023 as follows:

- Results brought forward from the previous financial year: eight million five hundred fourteen thousand six hundred two euro and eighty-one cents (EUR 8,514,602.81)
- Results of the financial year ended 31 December 2023: eleven million two hundred eighty-three thousand five hundred sixty-one euro and seventy-three cents (EUR 11,283,561.73)
- Results to be carried forward to the following financial year: nineteen million seven hundred ninety-eight thousand one hundred sixty-four euro and fifty-four cents (EUR

5.

The general meeting of shareholders resolves to grant discharge (*quitus*) to Mr. George Aase, director, for the exercise of his mandate during the financial year ended 31 December 2023.

6.

The general meeting of shareholders resolves to grant discharge (*quitus*) to Mr. Stefan Petrikovics, director of the Company, for the exercise of his mandate during the financial year ended 31 December 2023.

7.

The general meeting of shareholders resolves to grant discharge (*quitus*) to Mr. Werner Weynand, director of the Company, for the exercise of his mandate during the financial year ended 31 December 2023.

8.

The general meeting of shareholders resolves to grant 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.

The general meeting of shareholders resolves to renew 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.

The general meeting of shareholders resolves to approve the remuneration of the directors of the Company for the financial year ending on 31 December 2024 as follows:

The remuneration of the directors of the Company only comprises a fixed component and the reimbursement of expenses as set out below.

Stefan Petrikovics receives compensation for the performance of his mandate as director of the Company in the amount of EUR 300,000 gross *per annum*, and George Aase receives compensation in the amount of EUR 60,000 gross *per annum*, paid on a monthly, prorated basis.

The independent director, Werner Weynand, in accordance with the terms of an independent director service agreement entered between the Company and Weynand & Partners S.à r.l., shall benefit from a fixed remuneration amounting to EUR 60,000 *per annum*.

Any ordinary and reasonable expenses of the directors of the Company incurred in connection with the activity as director of the Company will be reimbursed by the Company.

11.

The general meeting of shareholders resolves to approve, on an advisory basis, the remuneration report for the financial year ended 31 December 2023.

12.

The general meeting of shareholders resolves to approve, on an advisory basis, the remuneration policy for the Company.

13.

The general meeting of shareholders resolves to increase the Company's share capital 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.

As a consequence, the general meeting of shareholders resolves to amend article 5.1 of the articles of association of the Company which shall henceforth read as follows:

*"5.1 The Company's share capital is set at seven hundred twenty thousand euro (EUR 720,000), represented by (i) eleven million five hundred thousand (11,500,000) redeemable class A shares without nominal value (the "**Class A Shares**", and the holders thereof being referred to as "**A Shareholders**") (ii) two million eight hundred seventy-five thousand (2,875,000) class B1 shares without nominal value (the "**Class B1 Shares**") and (ii) two million eight hundred seventy-five thousand (2,875,000) class B2 shares without nominal value (the "**Class B2 Shares**", and together with the Class B1 Shares, the "**Class B Shares**", and the holders thereof being referred to as "**B Shareholders**"). Any reference made hereinafter to the "**Shares**" or a "**Share**" shall be construed as a reference to the Class A Shares and/or the Class B Shares, depending on the context and as applicable. The same construction applies to any reference made hereinafter to the "**Shareholders**" or a "**Shareholder**" of the Company."*
