

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**”)

**PROXY AND VOTING FORM FOR THE ANNUAL AND EXTRAORDINARY GENERAL MEETING
OF SHAREHOLDERS OF THE COMPANY TO BE HELD ON 23 DECEMBER 2024 AT 10:00 A.M.
CET AT 41A, AVENUE JOHN F. KENNEDY, L-2082 LUXEMBOURG, GRAND DUCHY OF
LUXEMBOURG**

Important instructions regarding the attendance and the exercise of your voting rights at the annual and extraordinary general meeting of shareholders of the Company to be held on 23 December 2024 at 10:00 a.m. CET (the “**General Meeting**”) at 41A, Avenue John F. Kennedy, L-2082 Luxembourg, Grand Duchy of Luxembourg

Shareholders may exercise their voting rights at the Annual and Extraordinary General Meeting in one of the following manners, as further described in the convening notice to the General Meeting published on 20 November 2024: (i) by attending the General Meeting in person; (ii) by appointing a proxy representative; or (iii) by voting by correspondence.

Section A. Appointment of proxy or vote by correspondence

Option 1. Appointment of a proxy representative.

Option 2. Vote by correspondence prior to the General Meeting.

In order to exercise your voting rights at the General Meeting, these instructions shall be read together with the information set out in the convening notice to the General Meeting published on 20 November 2024.

Printed form - Please choose Option 1 or Option 2 by filling in the required information in this Section A, tick the corresponding boxes in section B, then date and sign below and submit no later than 19 December 2024 at 6:00 p.m. CET.

Attn: SMG Hospitality SE

Attn : the board of directors

Address: 9, rue de Bitbourg, L-1273 Luxembourg

Tel: +352 [***]

Email: stefan@smg-spac.com

Option 1. Appointment of a proxy representative (by making use of this form).

By completing this proxy form, you are authorising and instructing as your proxy representative to exercise your voting rights at the General Meeting in accordance with the instructions set out below and with full power of substitution (the “**Proxy Representative**”):

- any member of the management board of the Company

OR

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.....
.....
.....

(insert first name, family name, date and place of birth and address of the person you are designating as your Proxy Representative).

The undersigned,

(if an individual: please indicate first and family name, address and email address)

(if a company: please indicate name or company name, registered office, registration authority and number, address and email address)

holding

_____ shares of the Company on 9 December 2024 at midnight CET, being the date that is 14 days before the date of the General Meeting (the “**Record Date**”), hereby gives an irrevocable proxy to the Proxy Representative named above to represent the undersigned at the General Meeting, in order to deliberate and vote all of my shares on the items of the agenda of the General Meeting in accordance with the instructions and as set forth otherwise in Section B below.

The Proxy Representative participating in the General Meeting shall carry proof of identity.

In case of a conflict of interest, the Proxy Representative shall disclose certain specified facts which may be relevant for the undersigned in assessing any risk that the Proxy Representative might pursue any interest other than the interest of the undersigned. In consideration of this requirement, please note that each of Mr. Stefan Petrikovics, Mr. George Aase and Mr. Werner Weynand are the members of the management board of the Company (the “**Management Board**”).

This proxy and the rights, obligations and liabilities of the undersigned and the Proxy Representative hereunder shall be governed by the laws of Luxembourg.

The undersigned undertakes to indemnify the Proxy Representative against any claims, losses, costs, expenses, damages or liability sustained or incurred by the Proxy Representative as a result of any action taken in good faith pursuant to the present proxy.

Any claims, disputes or disagreements arising under, in connection with or by reason of this proxy shall be brought by the undersigned and the Proxy Representative in the courts of the city of Luxembourg, and each of the undersigned and the Proxy Representative hereby submits to the exclusive jurisdiction of such courts in any such actions or proceeding and waives any objection to the jurisdiction or venue of such courts.

This proxy shall remain valid if the above meeting is for any reason, postponed or rescheduled unless the agenda is modified.

Instructions:

The shareholders whose shares are in book entry form held on a securities account shall submit by no later than 19 December 2024 at 6:00 p.m. CET a form from their depository bank or financial institution showing their number and ownership of shares as at the Record Date.

Please issue an instruction for each proposed resolution made by the Management Board on the agenda items. Only one instruction may be issued for each item of the agenda. If you do not explicitly issue instructions in respect of the individual agenda items, the Proxy Representative will abstain from voting for these items. Please mark your decision by a cross in the corresponding space reserved to that effect below. Please mark with a cross only within the all box .

Option 2. Vote by correspondence prior to the General Meeting (by making use of this form).

By completing this voting form, you are exercising your voting rights at the Extraordinary General Meeting as set out below.

The undersigned,

(if an individual: please indicate first and family name, address and email address)

(if a company: please indicate name or company name, registered office, registration authority and number, address and email address)

holding

_____ shares of the Company on the Record Date hereby state that:

- (i) I will not attend the General Meeting in person or by a proxy and I wish to cast my vote at the General Meeting on the proposed resolutions made by the Management Board on the agenda items, by ticking the appropriate box set forth next to each agenda item in Section B. below; and
- (ii) I am fully aware of the content of the convening notice to the General Meeting and I have taken into account the contents of the convening notice in order to cast my vote on the proposed resolutions made by the Management Board on the agenda items in the present voting form.

Instructions:

The shareholders whose shares are in book entry form held on a securities account shall submit by no later than 19 December 2024 at 6:00 p.m. CET a form from their depository bank or financial institution showing their number and ownership of shares as at the Record Date.

Please cast your votes for each proposed resolution made by the Management Board on the agenda items. Only one vote may be issued for each item of the agenda. If you do not explicitly cast a vote in respect of the individual agenda items, no vote shall be taken into account. Please mark with a cross only within the small .

Section B. Voting instructions (Option 1) or voting by correspondence (Option 2), as applicable, for the General Meeting:

Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<i>[No resolution required]</i>	N/A	N/A	N/A

Agenda Item 2

Approval of the Company's consolidated accounts for the financial year ended 31 December 2023.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
"The general meeting of shareholders resolves to approve the Company's consolidated accounts for the financial year ended 31 December 2023."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 3

Approval of the Company's annual accounts for the financial year ended 31 December 2023.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
"The general meeting of shareholders resolves to approve the Company's annual accounts for the financial year ended 31 December 2023."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
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<p>“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:</p> <ul style="list-style-type: none"> - Result 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) - Result 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) - Result to be carried forward to the following financial 	□	□	□
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Agenda Item 5

Granting of discharge (*quitus*) to Mr. George Aase, director, for the exercise of his mandate during the financial year ended 31 December 2023.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAIN	ABSTENTIO N
<p>“The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) to Mr. George Aase, director, for the exercise of his mandate during the financial year ended 31 December</p>	□	□	□

Agenda Item 6

Granting of discharge (*quitus*) to Mr. Stefan Petrikovics, director, for the exercise of his mandate during the financial year ended 31 December 2023.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAIN	ABSTENTION
“The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) to Mr. Stefan Petrikovics, director of the Company, for the exercise of his mandate during the financial year ended 31 December 2023.”	□	□	□

Agenda Item 7

Granting of discharge (*quitus*) to Mr. Werner Weynand, director, for the exercise of his mandate during the financial year ended 31 December 2023.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAIN	ABSTENTION
“The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) to Mr. Werner Weynand, director of the Company, for the exercise of his mandate during the financial year ended 31 December 2023.”	□	□	□

Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAIN	ABSTENTION
“The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) 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.”	□	□	□

Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAIN	ABSTENTION
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<p>“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 (<i>réviseur d’entreprises agréé</i>) of the Company for a period ending at the annual general meeting of shareholders of the Company for the financial year ending on 31 December 2024.”</p>	□	□	□
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Agenda Item 10

Approval of the remuneration of the directors of the Company for the financial year ending on 31 December 2024.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINS	ABSTENTION
<p>“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:</p> <p>The remuneration of the directors of the Company only comprises a fixed component and the reimbursement of expenses as set out below.</p> <p>Stefan Petrikovics receives compensation for the performance of his mandate as director of the Company in the amount of EUR 300,000 gross <i>per annum</i>, and George Aase receives compensation in the amount of EUR 120,000 gross <i>per annum</i>, paid on a monthly, prorated basis.</p> <p>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 25,000 <i>per annum</i>.</p> <p>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.”</p>	□	□	□

Agenda Item 11

Presentation of and advisory vote on the remuneration report for the financial year ended 31 December 2023.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINS	ABSTENTION
<p>“The general meeting of shareholders resolves to approve, on an advisory basis, the remuneration report for the financial year ended 31 December 2023.”</p>	□	□	□

Agenda Item 12

Presentation of and advisory vote on the remuneration policy for the Company.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAIN	ABSTENTIO N
"The general meeting of shareholders resolves to approve, on an advisory basis, the remuneration policy for the Company."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 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 RESOLUTION	VOTE FOR	VOTE AGAIN	ABSTENTIO N
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“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.

Any lack of a clearly expressed choice in relation to one or more of the various voting instruction options provided above and any contradictory choice will be considered as an instruction or a decision, as applicable, to abstain from voting in respect of the proposed resolution.

Important: Please send this form to the Company by no later than 19 December 2024 at 6:00 p.m. CET by email to stefan@smg-spac.com

Any forms received after this date will not be registered by the Company and your votes will not be recorded at the Annual and Extraordinary General Meeting.

Signed in _____, on _____ 2024.

Shareholder: _____

By:

Title:

