

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 EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS OF THE COMPANY TO BE HELD ON 28 JUNE 2024 AT 10:00 A.M. CEST 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 extraordinary general meeting of shareholders of the Company to be held on 28 June 2024 at 10:00 a.m. CEST (the “**Extraordinary General Meeting**”) at 41A, Avenue John F. Kennedy, L-2082 Luxembourg, Grand Duchy of Luxembourg

Shareholders may exercise their voting rights at the Extraordinary General Meeting in one of the following manners, as further described in the convening notice to the Extraordinary General Meeting published on 28 May 2024: (i) by attending the Extraordinary 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 Extraordinary General Meeting.

In order to exercise your voting rights at the Extraordinary General Meeting, these instructions shall be read together with the information set out in the convening notice to the Extraordinary General Meeting published on 28 May 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.

Electronic form - Alternatively, shareholders can electronically follow the vote instruction sent through clearings via swift message to fill in a voting form no later than 26 June 2024 at 6:00 p.m. CEST.

Attn: Agency Services Team (Desk 408D)

Address: 69, route d'Esch, L-2953 Luxembourg

Tel: +352 4590 4597

Email: as_agm@bil.com

Swift Address: BILLULL

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 Extraordinary 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

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

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

The Proxy Representative participating in the Extraordinary 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. Liam Doyle, Mr. René Geppert 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 26 June 2024 at 6:00 p.m. CEST 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 small box .

Option 2. Vote by correspondence prior to the Extraordinary 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 Extraordinary General Meeting in person or by a proxy and I wish to cast my vote at the Extraordinary 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 Extraordinary 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 26 June 2024 at 6:00 p.m. CEST 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 box .

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

Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>“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:</p> <p><i>“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.”</i></p> <p>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.”</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>“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</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

shareholders of the Company and with effect as of the date of this extraordinary general meeting of shareholders of the Company.”			
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Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“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 (<i>quitus</i>) 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 (<i>quitus</i>) 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.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 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 RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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.”

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 26 June 2024 at 6:00 p.m. CEST by email to as_agm@bil.com

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

Signed in _____, on _____ 2024.

Shareholder: _____

By:

Title: