AD-HOC ANNOUNCEMENT

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Public disclosure of inside information according to Article 17 para. 1 of the Regulation (EU) No 596/2014 on market abuse (Market Abuse Regulation)

Termination of the Business Combination Agreement between Sircle Hospitality Group Ltd and SMG Hospitality SE

Luxembourg, [25] September 2026 – SMG Hospitality SE (the "Company", ISIN: LU2380749676, Frankfurt Stock Exchange: RCVR) announces that Sircle Hospitality Group Ltd ("Sircle") has terminated the Business Combination Agreement dated 15 February 2024 between Sircle, the Company, the shareholders of Sircle and the sponsor of the Company (the "BCA") with immediate effect. The termination notice was received by the Company on 25 September 2026.

In connection with the termination, Sircle has demanded payment by the Company of a break fee in the amount of EUR 2,500,000, subject to certain deductions for payments already made. The Company is reviewing the termination notice and the break fee claim and will assess its legal position.

As a result of the termination, the contemplated business combination with Sircle and the listing of the combined entity will not take place. The Company will evaluate its strategic options.

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Important Notice

This release may contain forward looking statements, estimates, opinions and projections with respect to anticipated future performance of the Company ("forward-looking statements"). These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes," "estimates," "anticipates," "expects," "intends," "may," "will" or "should" or, in each case, their negative, or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. Forward-looking statements are based on the current views, expectations and assumptions of the management of the Company and involve significant known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in such statements. Forward-looking statements should not be read as guarantees of future performance or results and will not necessarily be accurate indications of whether or not such results will be achieved. Any forward-looking statements included herein only speak as at the date of this release. The Company undertakes no obligation, and does not expect to publicly update, or publicly revise, any of the information, forward-looking statements or the conclusions contained herein or to reflect new events or circumstances or to correct any inaccuracies which may become apparent subsequent to the date hereof, whether as a result of new information, future events or otherwise. The Company accepts no liability whatsoever in respect of the achievement of such forward-looking statements and assumptions.

Additional Information

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