

**SMG European Recovery SPAC SE**

*Société européenne*

Registered office: 9, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg

R.C.S. Luxembourg B 255839

(the "**Company**")

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**SHARE CAPITAL AND VOTING RIGHTS**

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At the time of the convening of the extraordinary general meeting of shareholders of the Company to be held on 29 February 2024 at 10:00 a.m. CET (the "**Extraordinary General Meeting**") on the premises of Arendt & Medernach SA at 41A, Avenue John F. Kennedy, L-2082 Luxembourg, Grand Duchy of Luxembourg, 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.

Each share entitles the holder to one vote.