

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**”)

CONVENING NOTICE TO THE GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY

The annual and extraordinary general meeting of the shareholders of the Company (the “**General Meeting**”) is to be held on 24 February 2026 at 3 p.m. CET in the offices of the law firm Trialys at 15, rue du Fort Bourbon, L- 1249 Luxembourg, Grand Duchy of Luxembourg.

AGENDA

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 2024 and, on the Company's, annual accounts for the financial year ended 31 December 2024.
2. Approval of the Company's consolidated accounts for the financial year ended 31 December 2024.
3. Approval of the Company's annual accounts for the financial year ended 31 December 2024.
4. Acknowledgement of the result of the Company made for the financial year ended 31 December 2024 and allocation of the results of the Company for the financial year ended 31 December 2024.
5. Granting of discharge (quitus) to Mr. George Aase, director, for the exercise of his mandate during the financial year ended 31 December 2024.
6. Granting of discharge (quitus) to Mr. Stefan Petrikovics, director, for the exercise of his mandate during the financial year ended 31 December 2024.
7. Granting of discharge (quitus) to Mr. Werner Weynand, director, for the exercise of his mandate during the financial year ended 31 December 2024.
8. Approval of the remuneration of the directors of the Company for the financial year ended on 31 December 2024.
9. Acknowledging the end of the mandate of Forvis Mazars as independent auditor (*réviseur d'entreprises agréé*) with effect at the date of the general meeting and, granting full discharge to the outgoing auditor for the performance of its mandate for the financial year ended on 31 December 2024.
10. Appointment of PKF Audit&Conseil S.à r.l., having its registered office at 76, avenue de la Liberté, L-1930 Luxembourg, Grand-Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B222994, 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 2026 effective as of the date of the general meeting.
11. Approval of the remuneration of the directors of the Company for the financial year ending on 31 December 2025.
12. Presentation of and advisory vote on the remuneration report for the financial year ended 31 December 2024.
13. Presentation of and advisory vote on the remuneration policy for the Company.

RESULTS

Subject to compliance with the threshold notification obligations provided for by the Luxembourg law of 11 January 2008 on transparency requirements for issuers of securities, as amended, there is no limit to the maximum number of votes that may be exercised by the same person, whether in its own name or by proxy. The results of the vote will be published on the Company's website (<https://smg-recovery.com/shareholder-meetings>) within fifteen (15) days following the General Meeting.

Luxembourg, 20 January 2026.