

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**”)

Luxembourg, 8 April 2024

Dear holder(s) of class A shares (ISIN: LU2380749676),

Pursuant to the extraordinary general meeting of shareholders of the Company dated 2 April 2024, article 9.9 of the articles of association of the Company entitles shareholders holding class A shares of the Company to redeem such class A shares in cash for a price equal to EUR 10.35 per class A share outside the context of the approval of a business combination, if all of the following conditions are complied with and on the following terms:

- only fully paid up class A shares may be redeemed and the redemption can only be made by using sums available for distribution in accordance with articles 430-22 and 461-2 of the Luxembourg law dated 10 August 1915 on commercial companies, as amended, or the proceeds of a new issuance made for the purpose of such redemption;
- each class A share that is redeemed shall be redeemed in cash for a price equal to EUR 10.35 per class A share, subject to (i) the availability of sufficient amounts on the escrow account established with Deutsche Bank Aktiengesellschaft, or any successor entity thereof, by SMG SPAC Advisors GmbH & Co. KG, an affiliate of the Company (the “**Escrow Account**”) and (ii) sufficient distributable profits and reserves of the Company;
- in case not all of class A shares can be redeemed because there are no sufficient distributable reserves, distribution shall be made in priority to the holders of the remaining outstanding class A shares for any amounts remaining in the Escrow Account and pro rata to the number of class A shares held by each of them;
- holders of class A shares shall notify the Company of their intention to redeem a portion or all of its class A shares by providing to the Company the redemption notice set out in **Appendix 1** duly filled out and signed no later than 12 April 2024 at 6.00 pm CEST.

Yours faithfully,

SMG Hospitality SE

By: Mr. Stefan Petrikovics

Title: Member of the management board

By: Mr. Werner Weynand

Title: Member of the management board

Appendix 1

REDEMPTION NOTICE

📅 IMPORTANT NOTE

Please send this redemption notice no later than 12 April 2024 at 6.00 pm CEST

FROM: If you are an individual, please indicate:

Name

Address

If you are a company, please indicate:

Corporate name

Registered office

Registration number and authority

Please insert the following information of your custodian bank (the “Bank Account”):

Bank name

IBAN number

Securities account number

TO: SMG Hospitality SE

c/o Banque Internationale à Luxembourg S.A.
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

DATE:

Dear Sirs,

1. This is a redemption notice (the “Redemption Notice”) in relation to the redemption of redeemable class A shares (ISIN: LU2380749676).

I am the holder of redeemable class A shares of SMG Hospitality SE (the “Company”).

Terms defined in the articles of association of the Company shall have the same meaning in this Redemption Notice, unless given a different meaning herein.

2. I hereby tender: redeemable class A shares (the “Shares”) for redemption

in accordance with article 9.9 of the articles of association of the Company and I acknowledge that my request for redemption will be considered nil and void if the relevant Shares are not blocked on my account and/or transferred to the following account no later than 12 April 2024 at 6.00 pm CEST:

Account holder:	SMG Hospitality SE
Account name:	SMG Hospitality SE
Custodian Bank:	Banque Internationale à Luxembourg S.A.
BIL account number at Clearstream Luxembourg:	11215
BIC code:	BILLULL
Email:	as_agm@bil.com

3. I acknowledge and agree that

- each Share that is redeemed shall be redeemed in cash for a price equal to EUR 10.35 per Share, paid from the Escrow Account, subject to (i) the availability of sufficient amounts on the Escrow Account and (ii) sufficient distributable profits and reserves of the Company; and
- in case not all of class A shares can be redeemed in accordance with article 9.9 of the articles of association of the Company because there are no sufficient distributable reserves, distribution shall be made in priority to the holders of the remaining outstanding class A shares for any amounts remaining in the Escrow Account and *pro rata* to the number of class A shares held by each of them.

4. I acknowledge that I may withdraw this Redemption Notice

in accordance with article 9.9.4 of the articles of association of the Company by delivering to the Company a withdrawal notice or any other form, and in particular by any other electronic means made available by the Company, any time up to 12 April 2024 at 6.00 pm CEST.

In case my request is invalid and/or I withdraw my redemption notice, any redeemable class A shares tendered for redemption in respect of which such redemption notice is validly withdrawn (i) will not be redeemed, (ii) will be temporarily held by the Company on my behalf and, if any class A shares have been transferred to the above-mentioned trust depositary account specified by the Company, (iii) will be returned to the Bank Account in due course.

5. For the avoidance of doubt, I confirm that in case of conflicting Redemption Notices

with respect to the Shares, the latest valid Redemption Notice received by the Company but no later than on 12 April 2024 at 6.00 pm CEST shall be taken into account.

SIGNATURES

Date of signature	<input type="text"/>	← Use the format day/month/year
Place of signature	<input type="text"/>	← Write the name of the city and the country

Signature	<input type="text"/>
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Name	<input type="text"/>	← Name of a company or the First and Family name of a natural person
Signed by	<input type="text"/>	← If signed by a company, First and Family name of a natural person
Title	<input type="text"/>	← Title of the natural person