

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**")

**CONVENING NOTICE TO THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF
THE COMPANY AND AN EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS
OF THE COMPANY**

I. AGENDAS

The annual general meeting of the shareholders of the Company (the "**Annual General Meeting**") is to be held on 21 July 2023 at 10 a.m. CEST on the premises of Arendt & Medernach SA at 41A, Avenue John F. Kennedy, L-2082 Luxembourg, Grand Duchy of Luxembourg.

AGENDA FOR THE ANNUAL GENERAL MEETING

1. Presentation of the management report of the management board of the Company (the "**Management Board**") 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 2022 and on the Company's annual accounts for the financial year ended 31 December 2022.
2. Approval of the Company's consolidated accounts for the financial year ended 31 December 2022.
3. Approval of the Company's annual accounts for the financial year ended 31 December 2022.
4. Acknowledgement of the result of the Company made for the financial year ended 31 December 2022 and allocation of the results of the Company for the financial year ended 31 December 2022.
5. Granting of discharge (*quitus*) to Mr. George Aase, member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2022.
6. Granting of discharge (*quitus*) to Mr. Liam Doyle, member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2022.
7. Granting of discharge (*quitus*) to Mr. René Geppert, member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2022.
8. Granting of discharge (*quitus*) to Mr. Stefan Petrikovics, member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2022.
9. Granting of discharge (*quitus*) to Mr. Werner Weynand, member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2022.

10. Granting of discharge (*quitus*) to Mr. Benoit De Belder, member of the supervisory board of the Company (the "**Supervisory Board**"), for the exercise of his mandate during the financial year ended 31 December 2022.
11. Granting of discharge (*quitus*) to Mr. Paul Johnson, member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2022.
12. Granting of discharge (*quitus*) to Mr. Anand Tejani, member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2022.
13. Acknowledgement of the resignation of Mr. George Aase as member of the Management Board with effect as of the date of this annual general meeting.
14. Acknowledgement of the resignation of Mr. Paul Johnson as member of the Supervisory Board with effect as of the date of this annual general meeting and decision to appoint Mr. George Aase as member of the Supervisory Board with effect as of the date of this annual general meeting and for a period ending at the annual general meeting of shareholders of the Company to be held in 2024.
15. Renewal of the mandate of Mazars Luxembourg S.A. (*société anonyme*), having its registered office at 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand-Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B159962, 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 2024.
16. Presentation of and advisory vote on the remuneration report for the financial year ended 31 December 2022.
17. Presentation of and advisory vote on the remuneration policy for the Company.
18. Ratification of the remuneration of the members of the Supervisory Board for the financial year ended 31 December 2022 and approval of the remuneration of the members of the Supervisory Board for the financial year ending on 31 December 2023.

The Annual General Meeting shall be followed immediately by an extraordinary general meeting of the shareholders of the Company (the "**Extraordinary General Meeting**") which is to be held on 21 July 2023 at 10:30 a.m. CEST on the premises of Arendt & Medernach SA at 41A, Avenue John F. Kennedy, L-2082 Luxembourg, Grand Duchy of Luxembourg.

AGENDA FOR THE EXTRAORDINARY GENERAL MEETING

1. (i) Amendment of article 9.6, article 32 and article 33 of the Company's article of association, (ii) authorisation to the management board of the Company to acquire, pursuant to article 32.1 of the Company's articles of association and subject to approval by the supervisory board of the Company, Company's redeemable class A shares in issue at the date of this extraordinary general meeting in accordance with the terms of the amended Company's articles of association, and (iii) for the avoidance of doubt, approval of consequent amendments of the escrow agreement.
2. Miscellaneous.

II. PARTICIPATION

1. Record date

The rights of a shareholder to participate in the Annual General Meeting and/or the Extraordinary General Meeting and to vote shall be determined with respect to the shares held by that shareholder on 7 July 2023 at midnight CEST (the “**Record Date**”). Any transferee having become owner of any shares after the Record Date has no right to vote at the Annual General Meeting or at the Extraordinary General Meeting.

Shareholders whose shares are held in book-entry form through the operator of a securities settlement system or with a professional depositary or sub-depositary designated by such depositary must request from their account bank or custodian a certificate certifying the number of shares recorded in their account on the Record Date (the “**Proof of Holding Form**”).

To participate in and vote at the Annual General Meeting and/or the Extraordinary General Meeting (regardless the manner they wish to participate, either by attendance in person, by representation through proxy or voting by correspondence), the Proof of Holding Form shall be submitted to the centralizing agent of the Company by e-mail to: as_agm@bil.com or at its registered office within the period from the Record Date until 19 July 2023 at 6:00 p.m. CEST.

A proof of holding form is provided on the website of the Company (<https://smg-spac.com/news-publications>) which may be used.

2. Attendance

Shareholders may exercise their voting rights at the Annual General Meeting and/or the Extraordinary General Meeting, as applicable, in one of the following manners, as further described below:

- (i) by attending the meeting in person, in the manner described below; or
- (ii) by appointing a proxy representative, in the manner described below; or
- (iii) by voting by correspondence, in the manner described below.

The Management Board considers that shareholders who provide proof of their shareholding on the Record Date and submit their voting form as set forth in section 2.3. or provide a proxy as set forth in section 2.2. of the present convening notice do not have to undertake other formalities to comply with the obligation set out in Article 5(3) of the law of 24 May 2011 on the exercise of certain shareholders' rights at general meetings of listed companies. Notwithstanding the foregoing, in case of participation in person, the intention to participate in person shall be indicated as set forth in section 2.1.

2.1. Attendance in person

The intention of a shareholder to participate in person in the Annual General Meeting and/or the Extraordinary General Meeting (the “**In-Person Attendance Declaration Form**”) shall be notified by such shareholder to the centralizing agent of the Company by e-mail to: as_agm@bil.com no later than 19 July 2023 at 6:00 p.m. CEST. An in-person attendance

declaration form is provided on the website of the Company (<https://smg-spac.com/news-publications>) which may be used.

Any shareholder participating in the Annual General Meeting and/or the Extraordinary General Meeting in person shall carry proof of identity.

Shareholders will have the opportunity to vote in person in the manner further specified at the Annual General Meeting and/or the Extraordinary General Meeting.

2.2. Representation through proxy

In the event that a shareholder appoints another person, shareholder or not, as his proxy to vote on his behalf, the completed and executed proxy form must be submitted to the centralizing agent of the Company by e-mail to: as_agm@bil.com no later than 19 July 2023 at 6:00 p.m. CEST.

The proxy form provided on the website of the Company (<https://smg-spac.com/news-publications>) may be used and if used, only signed proxy forms will be taken into account (including for the avoidance of doubt, signed pursuant to a valid, legal and binding power of attorney and/or duly signed electronically). One person may represent more than one shareholder.

Shareholders having submitted a proxy form but who wish to revoke such proxy form may do so by timely providing a later dated proxy form or cancelling the proxy form in writing to the centralizing agent of the Company by e-mail to: as_agm@bil.com.

If the centralizing agent of the Company receives more than one proxy form from a shareholder, only the last proxy form received by the centralizing agent of the Company no later than 19 July 2023 at 6:00 p.m. CEST will be considered.

2.3. Voting by correspondence

Shareholders who do not wish to participate in person or to be represented through a proxy may vote through a voting form (including electronically) in the Annual General Meeting and/or the Extraordinary General Meeting. The completed and executed voting form must be submitted to the centralizing agent of the Company by e-mail to: as_agm@bil.com or in any other form, and in particular by any other electronic means made available by the Company, no later than 19 July 2023 at 6:00 p.m. CEST.

The voting form provided by the Company on its website (<https://smg-spac.com/news-publications>) may be used and if used, only signed voting forms will be taken into account (including for the avoidance of doubt, signed pursuant to a valid, legal and binding power of attorney and/or duly signed electronically).

Shareholders having submitted a voting form but who wish to revoke such voting form may do so by timely providing a later dated voting form or cancelling the voting form in writing to the centralizing agent of the Company by e-mail to: as_agm@bil.com.

If the centralizing agent of the Company receives more than one voting form from a Shareholder, only the last voting form received by the centralizing agent of the Company no later than 19 July 2023 at 6:00 p.m. CEST will be considered.

3. Quorum and majority requirements

Annual General Meeting

Pursuant to the Company's articles of association and the Luxembourg law dated 10 August 1915 on commercial companies, as amended, resolutions regarding (i) items 2 to 18 of the agenda of the Annual General Meeting will be passed at a simple majority of the votes validly cast, regardless of the portion of capital represented and (ii) item 1 of the agenda of the Annual General Meeting does not require any votes from the shareholders of the Company.

Extraordinary General Meeting

Pursuant to the Company's articles of association and the Luxembourg law dated 10 August 1915 on commercial companies, as amended, resolutions regarding item 1 of the agenda of the Extraordinary General Meeting will be adopted by a majority of at least 2/3 of the votes validly cast and only if a quorum of at least half of the share capital is present or represented

4. Share capital and voting rights

At the time of convening the Annual General Meeting and the Extraordinary General Meeting, 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 (the "**Class A Shares**", and the holders thereof being referred to as "**A Shareholders**") (ii) one million four hundred thirty-seven thousand five hundred (1,437,500) class B1 shares without nominal value (the "**Class B1 Shares**") and (iii) one million four hundred thirty-seven thousand five hundred (1,437,500) class B2 shares without nominal value (the "**Class B2 Shares**", and together with the Class B1 Shares, the "**Class B Shares**", and the holders thereof being referred to as "**B Shareholders**").

5. Contact details of the centralizing agent of the Company

The contact details of the centralizing agent duly mandated by the Company to receive (i) the Proof of Holding Form, (ii) the In-Person Attendance Declaration Form (where applicable), (iii) the proxy form (where applicable) and (iv) the voting form (where applicable) and any questions about the Annual General Meeting and/or the Extraordinary General Meeting pursuant to this convening notice are as follows:

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: BILLLULL

6. Language

The Annual General Meeting and the Extraordinary General Meeting will be held in English. The (i) the Proof of Holding Form, (ii) the In-Person Attendance Declaration Form (where applicable), (iii) the proxy form (where applicable) and (iv) the voting form (where applicable) shall be provided by the shareholders in English.

III. AVAILABILITY OF THE DOCUMENTATION

The following information is available as from the day of the publication of this convening notice in the Luxembourg official gazette RESA (*Recueil Electronique des Sociétés et Associations*) and at least until and including the day of the Annual General Meeting and the Extraordinary General Meeting on the Company's website (<https://smg-spac.com/news-publications>):

- this convening notice for the Annual General Meeting and the Extraordinary General Meeting;
- the draft resolutions in relation to each of the items included in the agenda to be adopted at the Annual General Meeting and the Extraordinary General Meeting, or, where no resolution is proposed to be adopted, a comment from the Management Board;
- the total number of shares in issue and voting rights at the date of the convening notice;
- all documents made available by the Company at the Annual General Meeting and the Extraordinary General Meeting;
- the in-person attendance declaration form, the proof of holding form and the proxy and voting form.

The shareholders may obtain without charge a copy of the full text of any of the above documents upon request to the centralizing agent of the Company by e-mail to: as_agm@bil.com or download them from the Company's website (<https://smg-spac.com/news-publications>).

IV. REVISED AGENDA

Shareholders providing evidence that they hold individually or collectively at least five percent (5%) of the issued share capital of the Company as of the Record Date are entitled to (i) request the addition of items to the agenda of the Annual General Meeting and/or the Extraordinary General Meeting and (ii) to table draft resolutions for items included or to be included in the agenda of the Annual General Meeting and/or the Extraordinary General Meeting.

Such rights must be exercised by sending such request by 29 June 2023 at 6:00 p.m. CEST at the latest, to the e-mail address of the centralizing agent of the Company: as_agm@bil.com.

Where the requests entail a new item in the agenda for the Annual General Meeting and/or the Extraordinary General Meeting already communicated to the shareholders, the Company will publish a revised agenda on or before 6 July 2023 at the latest.

V. 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->

spac.com/news-publications) within fifteen (15) days following the Annual General Meeting and/or the Extraordinary General Meeting.

Luxembourg, 21 June 2023.

The Management Board