

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**")

PROXY AND VOTING FORM FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY TO BE HELD ON 21 JULY 2023 AT 10 A.M. CEST AND THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY 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

Important instructions regarding the attendance and the exercise of your voting rights at the annual general meeting of shareholders of the Company 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 (the "**Annual General Meeting**") and the extraordinary general meeting of shareholders of the Company to be held on 21 July 2023 at 10:30 a.m. CEST (the "**Extraordinary General Meeting**") on the premises of Arendt & Medernach SA at 41A, Avenue John F. Kennedy, L-2082 Luxembourg, Grand Duchy of Luxembourg

Shareholders may exercise their voting rights at the Annual General Meeting and the Extraordinary General Meeting in one of the following manners, as further described in the convening notice to the Annual General Meeting published on 21 June 2023: i) by attending the Annual General Meeting and the Extraordinary General Meeting in person; ii) by appointing a proxy representative; or iii) by voting by correspondence.

Section A. Appointment of proxy or vote by correspondence

Option 1. Appointment of a proxy representative.

Option 2. Vote by correspondence prior to the Annual General Meeting and the Extraordinary General Meeting.

In order to exercise your voting rights at the Annual General Meeting and the Extraordinary General Meeting, these instructions shall be read together with the information set out in the convening notice to the Annual General Meeting and the Extraordinary General Meeting published on 21 June 2023.

Printed form - Please choose Option 1 or Option 2 by filling in the required information in this Section A, tick the corresponding boxes in section B, then date and sign below.

Electronic form - Alternatively, shareholders can electronically follow the vote instruction sent through clearings via swift message to fill in a voting form no later than 19 July 2023 at 6:00 p.m. CEST.

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

Option 1. Appointment of a proxy representative (by making use of this form).

By completing this proxy form, you are authorising and instructing as your proxy representative to exercise your voting rights at the Annual General Meeting and/or the Extraordinary General Meeting in accordance with the instructions set out below (the “**Proxy Representative**”):

Stefan Petrikovics, member of the management board of the Company

OR

.....
.....
.....
.....

(insert first name, family name, date and place of birth and address of the person you are designating as your Proxy Representative).

The undersigned,

(if an individual: please indicate first and family name, address and email address)

(if a company: please indicate name or company name, registered office, registration authority and number, address and email address)

holding

_____ shares of the Company on 7 July 2023 at midnight CEST, being the date that is 14 days before the date of the Annual General Meeting and the Extraordinary General Meeting (the “**Record Date**”), hereby gives an irrevocable proxy to the Proxy Representative named above to represent the undersigned at the Annual General Meeting and the Extraordinary General Meeting, in order to deliberate and vote all of my shares on the items of the agenda of the Annual General Meeting and the Extraordinary General Meeting in accordance with the instructions and as set forth otherwise in Section B below.

The Proxy Representative participating in the Annual General Meeting and the Extraordinary General Meeting shall carry proof of identity.

In case of a conflict of interest, the Proxy Representative shall disclose certain specified facts which may be relevant for the undersigned in assessing any risk that the Proxy Representative might pursue any interest other than the interest of the undersigned. In consideration of this requirement, please note that the Proxy Representative is a member of the management board of the Company (the “**Management Board**”).

This proxy and the rights, obligations and liabilities of the undersigned and the Proxy Representative hereunder shall be governed by the laws of Luxembourg.

The undersigned undertakes to indemnify the Proxy Representative against any claims, losses, costs, expenses, damages or liability sustained or incurred by the Proxy Representative as a result of any action taken in good faith pursuant to the present proxy.

Any claims, disputes or disagreements arising under, in connection with or by reason of this proxy shall be brought by the undersigned and the Proxy Representative in the courts of the city of Luxembourg, and each of the undersigned and the Proxy Representative hereby submits to the exclusive jurisdiction of such courts in any such actions or proceeding and waives any objection to the jurisdiction or venue of such courts.

This proxy shall remain valid if the above meeting is for any reason, postponed or rescheduled unless the agenda is modified.

Instructions:

The shareholders whose shares are in book entry form held on a securities account shall submit by no later than 19 July 2023 at 6:00 p.m. CEST a form from their depository bank or financial institution showing their number and ownership of shares as at the Record Date.

Please issue an instruction for each proposed resolution made by the Management Board on the agenda items. Only one instruction may be issued for each item of the agenda. If you do not explicitly issue instructions in respect of the individual agenda items, the Proxy Representative will abstain from voting for these items. Please mark your decision by a cross in the corresponding space reserved to that effect below. Please mark with a cross only within the small box .

Option 2. Vote by correspondence prior to the Annual General Meeting and/or the Extraordinary General Meeting (by making use of this form).

By completing this voting form, you are exercising your voting rights at the Annual General Meeting and/or the Extraordinary General Meeting as set out below.

The undersigned,

(if an individual: please indicate first and family name, address and email address)

(if a company: please indicate name or company name, registered office, registration authority and number, address and email address)

holding

_____ shares of the Company on the Record Date hereby state that:

- (i) I will not attend the Annual General Meeting and/or the Extraordinary General Meeting in person or by a proxy and I wish to cast my vote at the Annual General Meeting and/or the Extraordinary General Meeting on the proposed resolutions made by the Management Board on the agenda items, by ticking the appropriate box set forth next to each agenda item in Section B. below; and

- (ii) I am fully aware of the content of the convening notice to the Annual General Meeting and/or the Extraordinary General Meeting and I have taken into account the contents of the convening notice in order to cast my vote on the proposed resolutions made by the Management Board on the agenda items in the present voting form.

Instructions:

The shareholders whose shares are in book entry form held on a securities account shall submit by no later than 19 July 2023 at 6:00 p.m. CEST a form from their depository bank or financial institution showing their number and ownership of shares as at the Record Date.

Please cast your votes for each proposed resolution made by the Management Board on the agenda items. Only one vote may be issued for each item of the agenda. If you do not explicitly cast a vote in respect of the individual agenda items, no vote shall be taken into account. Please mark with a cross only within the small box .

Section B. Voting instructions (Option 1) or voting by correspondence (Option 2), as applicable, for the Annual General Meeting and/or the Extraordinary General Meeting:

AGENDA (AGM)

Agenda Item 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.

PROPOSED RESOLUTION	
[No resolution required.]	No vote required

Agenda Item 2

Approval of the Company's consolidated accounts for the financial year ended 31 December 2022.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
"The general meeting of shareholders resolves to approve the Company's consolidated accounts for the financial year ended 31 December 2022."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 3

Approval of the Company's annual accounts for the financial year ended 31 December 2022.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
"The general meeting of shareholders resolves to approve the Company's annual accounts for the financial year ended 31 December 2022."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
"The general meeting of shareholders resolves to acknowledge a loss of six million six hundred seventeen thousand five hundred eighty euro and fifty-five cents (EUR 6,617,580.55), made for the financial year ended 31 December	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<p>2022 and to allocate the result of the Company for the financial year ended 31 December 2022 as follows:</p> <ul style="list-style-type: none"> - Results brought forward from the previous financial year: EUR - 1,897,022.26 - Results of the financial year ended 31 December 2022: EUR - 6,617,580.55 - Results to be carried forward to the following financial year: EUR - 8,514,602.81” 			
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Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) to Mr. George Aase, member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2022.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) to Mr. Liam Doyle, member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2022.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) to Mr. René Geppert, member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2022.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) to Mr. Stefan Petrikovics, member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2022.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) to Mr. Werner Weynand, member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2022.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) to Mr. Benoit De Belder, member of the Supervisory Board for the exercise of his mandate during the financial year ended 31 December 2022.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
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“The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) to Mr. Paul Johnson, member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2022.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) to Mr. Anand Tejani, member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2022.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to acknowledge the resignation of Mr. George Aase as member of the Management Board with effect as of the date of this annual general meeting.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to acknowledge the resignation of Mr. Paul Johnson as member of the Supervisory Board with effect as of the date of this annual general meeting and 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.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to renew the mandate of Mazars Luxembourg S.A. (<i>société anonyme</i>), 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 (<i>réviseur d'entreprises agréé</i>) of the Company for a period ending at the annual general meeting of shareholders of the Company to be held in 2024.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 16

Presentation of and advisory vote on the remuneration report for the financial year ended 31 December 2022.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to approve, on an advisory basis, the remuneration report for the financial year ended 31 December 2022.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 17

Presentation of and advisory vote on the remuneration policy for the Company.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to approve, on an advisory basis, the remuneration policy for the Company.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

“The general meeting of shareholders resolves to ratify the remuneration of the members of the Supervisory Board for the financial year ended 31 December 2022 as follows:

The members of the Supervisory Board of the Company received an annual fixed remuneration for 2022 on a pro-rated basis, as detailed in the table below.

	Annual remuneration in 2022 (gross)	Pro-rated remuneration in 2022 (gross)
Anand Tejani <i>Chairman and member of the Supervisory Board</i>	EUR 233,009	EUR 135,922 Remuneration payments were granted since 1 June 2022.
Paul Johnson <i>Member of the Supervisory Board</i>	EUR 120,000	EUR 70,000 Remuneration payments were granted since 1 June 2022.
Benoît de Belder <i>Member of the Supervisory Board and chief risk officer</i>	EUR 25,000	EUR 25,000
In total	EUR 378,009	EUR 230,922

The independent Supervisory Board member, Benoît de Belder, received a fixed remuneration in accordance with the terms of an independent director service agreement entered into between the Company and SRL Dianthus under which Benoît de Belder is obligated to perform his duties as independent director for the Company.

□ □ □

The members of the Supervisory Board received no further remuneration, in particular no fringe benefits, except reimbursed costs, such as travel expenses, which are not included in the Report.

The general meeting of shareholders resolves to approve the remuneration of the members of the Supervisory Board for the financial year ending on 31 December 2023 as follows:

The remuneration of the members of the Supervisory Board of the Company only comprises a fixed component and the reimbursement of expenses as set out below.

Anand Tejani receives compensation for the performance of his mandate as member of the Supervisory Board in the amount of EUR 233,009 gross *per annum*, and George Aase receives compensation in the amount of EUR 120,000 gross *per annum*, paid on a monthly, prorated basis.

The independent Supervisory Board member, Benoît de Belder, in accordance with the terms of an independent director service agreement entered into between the Company and SRL Dianthus, shall benefit from a fixed remuneration in the amount of EUR 25,000 *per annum*, paid on a monthly, prorated basis.

Any ordinary and reasonable expenses of the members of the Supervisory Board of the Company incurred in connection with the activity as member of the Supervisory Board of the Company will be reimbursed by the Company.

The members of the Supervisory Board of the Company are appointed by the general meeting of the Company for a term not exceeding four years. They are eligible for reappointment and may be removed at any time by the general meeting of shareholders with or without cause at a two-third majority vote of the shares present or represented. No termination indemnity is contractually due in case of termination of their mandate.”

AGENDA (EGM)

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.

Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>“The general meeting of shareholders resolves to amend article 9.6 of the Company’s articles of association, which shall read as follows:</p> <p><i>"9.6 Each Class A Share that is redeemed shall be redeemed in cash for a price equal to ten euro and thirty-five cent (EUR 10.35) per class A Share, paid from the amount on deposit in 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, containing the proceeds from the private placement of the Class A Shares and class A warrants, as may be reduced by prior redemption of Class A Shares in accordance with Article 32.1, accrued proceeds thereon, as well as certain proceeds from the issuance of class B warrants (the "Escrow Account") at the time of the expiry of the Extended Acquisition Period (as defined below), subject to (i) the availability of sufficient amounts on the Escrow Account and (ii) sufficient distributable profits and reserves of the Company."</i></p> <p>The general meeting of shareholders resolves to amend article 32 of the Company’s articles of association, which shall read as follows:</p> <p><i>"Article 32 Redemption of Class A Shares prior to Liquidation</i></p> <p><i>32.1 If the Company fails to consummate a Business Combination within fifteen (15) months of the date on which trading in Class A Shares formally commenced on the Frankfurt Stock Exchange in connection with the first listing of the Class A Shares of the Company or the Company acknowledges that it will not be able to proceed with a Business Combination within that period (the “Initial Acquisition Period”), the Company will offer to each Class A Shareholder the right to request redemption of all or a portion of their Class A Shares, subject to the conditions and procedures set forth in this Article 32.1. Class A Shares for which a Class A Shareholder has accepted the offer of redemption, will be redeemed only if all of the following conditions are complied with:</i></p> <p><i>(i) 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 the Law or the proceeds of a new issue made for the purpose of such redemption;</i></p> <p><i>(ii) Class A Shareholders accept the Company’s offer to redeem a portion or all of its Class A Shares in the form and on the terms proposed by the management board; and</i></p> <p><i>(iii) the offer for redemption shall be made for a cash price for each Class A Share equal to ten euro and thirty five cent (EUR 10.35) per Class A Share, paid from the amount on deposit in the Escrow Account at the time of the expiry of the Initial Acquisition Period, subject to (a) the availability of sufficient amounts on the Escrow Account and (b) sufficient distributable profits and reserves of the Company.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

32.2 If the Company fails to consummate a Business Combination within the Extended Acquisition Period (as defined below), the Company shall, as promptly as reasonably possible, redeem all of the then outstanding Class A Shares in accordance with Article 430-22 of the Law. In the event of liquidation prior to the date of Consummation, the Company shall redeem all of the then outstanding Class A Shares immediately prior to the opening of such liquidation.

32.3 Article 9.3 applies mutatis mutandis in case of a redemption as per Article 32.2. In addition, the Company shall redeem the then outstanding Class A Shares at a per-share price equal to ten euro and thirty five cent (EUR 10.35) per Class A Share paid from the amount on deposit in the Escrow Account at the time of the expiry of the Extended Acquisition Period (as defined below), subject to (i) the availability of sufficient amounts on the Escrow Account and (ii) sufficient distributable profits and reserves of the Company.

32.4 In case not all of Class A Shares can be redeemed in accordance with Article 32.2 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.

32.5 Following their redemption, Class A Shares shall bear no voting rights, and shall have no rights to receive dividends or liquidation proceeds, which shall be allocated to the other Shareholders in accordance with these articles of association."

The general meeting of shareholders resolves to amend article 33 of the Company's articles of association, which shall read as follows:

"Article 33 Liquidation

33.1 In the event of dissolution of the Company in accordance with Article 3.2 of these articles of association, the liquidation shall be carried out by one or several liquidators who are appointed by the general meeting of Shareholders deciding on such dissolution and which shall determine their powers and their compensation. Unless otherwise provided, the liquidators shall have the most extensive powers for the realisation of the assets and payment of the liabilities of the Company.

33.2 Prior to Consummation and following the redemption of Class A Shares in accordance with Article 32.2, the surplus resulting from the realisation of the assets and the payment of the liabilities shall be distributed among the Shareholders in proportion to the number of Class B Shares held by them.

33.3 The Initial Acquisition Period is extended up to last day of February 2024, by resolution of the Company's general shareholders' meeting through adoption of the present articles of association (the "**Extended Acquisition Period**"). The management board shall promptly upon expiration of the Extended Acquisition Period convene a general meeting of shareholders for the purpose of resolving on the Company's dissolution

and liquidation in accordance with the Regulation, the Law and these articles of association."

The general meeting of shareholders resolves to authorise 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.

The general meeting of shareholders further approves, for the avoidance of doubt, any amendments to the escrow agreement required for the purposes of the foregoing.

Any lack of a clearly expressed choice in relation to one or more of the various voting instruction options provided above and any contradictory choice will be considered as an instruction or a decision, as applicable, to abstain from voting in respect of the proposed resolution.

Important: Please send this form to the Company by no later than 19 July 2023 at 6:00 p.m. CEST by email to as_agm@bil.com

Any forms received after this date will not be registered by the Company and your votes will not be recorded at the Annual General Meeting and the Extraordinary General Meeting.

Signed in _____, on _____ 2023.

Shareholder: _____

By:

Title: