

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**")

SHARE CAPITAL AND VOTING RIGHTS

At the time of the convening of the annual general meeting of shareholders of the Company to be held on 21 July 2023 at 10 a.m. CEST (the "**Annual General Meeting**"), followed immediately by the extraordinary general meeting of the 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, 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.