

SMG Hospitality SE

Société européenne

Registered office: 9, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg
R.C.S. Luxembourg B 255839
(the "Company")

**AGENDA AND PROPOSED RESOLUTIONS FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
THE COMPANY**

**TO BE HELD ON 24 FEBRUARY 2026 AT 3:00 P.M. CET (THE "GENERAL MEETING")
AT 15, RUE DU FORT BOURBON, L-1249 LUXEMBOURG, GRAND DUCHY OF LUXEMBOURG**

AGENDA FOR THE GENERAL MEETING

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.

PROPOSED RESOLUTIONS FOR THE GENERAL MEETING

1. *[No resolution required].*
2. The General Meeting resolves to approve the Company's consolidated accounts for the financial year ended 31 December 2024.
3. The General Meeting resolves to approve the Company's annual accounts for the financial year ended 31 December 2024.
4. The General Meeting resolves to acknowledge a profit of one million one hundred eighty eight thousand nine hundred eighty one euro (EUR 1,188,981), made for the financial year ended 31 December 2024 and to allocate the result of the Company for the financial year ended 31 December 2024 as follows:
 - Loss brought forward from the previous financial year: seventeen million one hundred twenty two thousand four hundred fifty euro (EUR 17,122,450)
 - Profit of the financial year ended 31 December 2024: one million one hundred eighty eight thousand nine hundred eighty one euro (EUR 1,188,981)
 - Result (loss) to be carried forward to the following financial year: fifteen million nine hundred thirty three thousand four hundred sixty nine euro (EUR 15,933,469)
5. The General Meeting resolves to grant discharge (*quitus*) to Mr. George Aase, director of the Company, for the exercise of his mandate during the financial year ended 31 December 2024.
6. The General Meeting resolves to grant discharge (*quitus*) to Mr. Stefan Petrikovics, director of the Company, for the exercise of his mandate during the financial year ended 31 December 2024.
7. The General Meeting resolves to grant discharge (*quitus*) to Mr. Werner Weynand, director of the Company, for the exercise of his mandate during the financial year ended 31 December 2024.
8. *[No resolution required - Item 8 of the agenda was included as a result of a clerical error as it duplicates item 11 and should therefore be disregarded. Only item 11, relating to financial year ending on 31 December 2025 will be considered for the purpose of this General Meeting].*
9. The General Meeting resolves to end the mandate of Forvis Mazars as independent auditor (*réviseur d'entreprises agréé*) with effect at the date of the General Meeting and, to grant full discharge to the outgoing auditor for the performance of its mandate for the financial year ended on 31 December 2024.
10. The General Meeting resolves to appoint 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. The General Meeting resolves to approve the remuneration of the directors of the Company for the financial year ending on 31 December 2025 as follows:

Mr. Stefan Petrikovics and Mr. George Aase shall receive no compensation for the financial year ending on 31 December 2025.

The independent director, Mr. Werner Weynand, in accordance with the terms of an independent director service agreement entered between the Company and Weynand & Partners S.à r.l., shall benefit from a fixed remuneration amounting to EUR 25,000 *per annum*.

Any ordinary and reasonable expenses of the directors of the Company incurred in connection with the activity as director of the Company will be reimbursed by the Company.

12. The General Meeting resolves to approve, on an advisory basis, the remuneration report for the financial year ended 31 December 2024.
13. The General Meeting resolves to approve, on an advisory basis, the remuneration policy for the Company.
