

Second Convening Notice to Annual General Meeting of Hiro Metaverse Acquisitions I S.A.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document, or the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your ordinary shares in the Company held in registered form or ordinary shares in the Company held in dematerialised form through depository interests, you should send this document, together with the accompanying proxy form (if any), at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

Hiro Metaverse Acquisitions I S.A.

Société Anonyme

17, Boulevard F.W. Raiffeisen, L-2411 Luxembourg

R.C.S. Luxembourg: B259488

(the "**Company**")

Luxembourg 16 June 2022

Dear Shareholder,

On 10 May 2022 you were notified of the annual general meeting of shareholders of the Company which was scheduled to be held at the registered office of the Company on Thursday 8 June 2022 at 14.00 CEST (the **First AGM**) with the agenda as set out below.

Please be informed that the quorum to validly deliberate on items 3 and 4 of the agenda of the First AGM was not reached and therefore those resolutions could not be adopted. In accordance with the articles of association of the Company (art. 13.39) and article 450.1 (6) of Luxembourg Law of 10 August 1915 on commercial companies, as amended, the board has decided to adjourn the First AGM and reconvene the shareholders of the Company to attend a second annual general meeting of shareholders of the Company (the **Second AGM**) with no applicable quorum requirement and with the same agenda as the first AGM. Signed special proxy forms received by the Company for the First AGM will remain valid.

In this respect, you are invited to attend the Second AGM, which will be held, on Thursday 7 July 2022 at 16.00 CEST at the registered office of the Company with the following agenda:

1. *Review and approval of the Annual Report consisting of (i) the Director Report (ii) the independent auditor report from Mazars to the consolidated financial statements, the consolidated statement of comprehensive income, the consolidated statement of financial position, the consolidated statement of changes in equity, the consolidated statement of cash flow and the notes to the consolidated financial statements and (iii) the independent auditor report from Mazars to the separate financial statements, the separate statement of comprehensive income, the*

separate statement of financial position, the separate statement of changes in equity, the separate statement of cash flow and the notes to the separate financial statements for the financial period beginning 20 September 2021 and ending 31 December 2021.

The Board of Directors proposes that the General Meeting approves the Annual Report consisting of (i) the Director Report (ii) the independent auditor report from Mazars to the consolidated financial statements, the consolidated statement of comprehensive income, the consolidated statement of financial position, the consolidated statement of changes in equity, the consolidated statement of cash flow and the notes to the consolidated financial statements and (iii) the independent auditor report from Mazars to the separate financial statements, the separate statement of comprehensive income, the separate statement of financial position, the separate statement of changes in equity, the separate statement of cash flow and the notes to the separate financial statements for the financial period beginning 20 September 2021 and ending 31 December 2021.

2. Decision on the allocation of the loss made by the Company during the financial period beginning 20 September 2021 and ending 31 December 2021.

The Board of Directors proposes that the General Meeting approves to carry forward the losses made by the Company during the financial period beginning 20 September 2021 and ending 31 December 2021, amounting to a total amount of GBP 152,428.

3. Approval of the special report as prepared by the Board of Directors in accordance with the article 480_2 of the Luxembourg Companies Act of 10 August 1915, as amended

The Board of directors proposes that the General Meeting approves the special report as prepared by the Board of Directors in accordance with the article 480-2 of the Luxembourg Companies Act of 10 August 1915, as amended from time to time.

4. Approval of the continuation of the activities of the Company despite the losses of the Company.

Since the loss to be carried forward appears to be higher than 75% of the corporate capital, the Board of Directors recommend that the shareholders deliberate on the continuity of the Company and advise that the activities of the Company shall be continued, despite the losses of the Company.

5. Granting of discharge to the independent auditor and to the members of the board of directors for the performance of their duties during the financial year under review.

The Board of Directors proposes that the General Meeting approves to grant discharge and release from liability for their conduct of the Company's affairs during the financial year under review:

- Mr Joost Anton Mees, Director, from 20 September 2021 to 10 December 2021;
- Mazars Luxembourg, a limited liability company (*Société Anonyme*) with registered office at 5, rue Guillaume J. Kroll, L-1882 Luxembourg and

registered with the Luxembourg Trade and Companies Register under number B159962 from 20 September 2021 to 31 December 2021;

- Mr Luke Alvarez, Director, from 28 October 2021 to 31 December 2021;
- Ms Cherry Freeman, Director, from 28 October 2021 to 31 December 2021;
- Sir Ian Livingstone, Director, from 10 December 2021 to 31 December 2021;

6. *Reappointment of the independent auditor for the financial year ending 31 December 2022.*

The Board of Directors proposes that the General Meeting approves the appointment of Mazars Luxembourg, a Société Anonyme with registered office at 5, rue Guillaume J. Kroll, L-1882 Luxembourg and registered with the Luxembourg Trade Register under number B159962, who has been appointed for the first time to audit the financial period ending 31 December 2021, be reappointed as independent auditor (Réviseur d'entreprises Agréé) to perform the independent audit of the Company regarding the financial year ending 31 December 2022.

A. Notes to the convening notice of the Second AGM

1. Available information and documentation

The following documents are made available by the Company for the purpose of the Second AGM on the Company's website ([Home - Hiro Metaverse Acquisitions I](#)) from the publication of this convening notice:

- this convening notice of the Second AGM;
- The Annual Report as at 31 December 2021;
- the full text of the draft resolutions in relation to each of the items included in the agenda to be adopted at the Second AGM;
- the Special Proxy Form to be used to vote by proxy or to vote by post, respectively.
- The special report as prepared by the Board of Directors in accordance with the article 480-2 of the Luxembourg Companies Act of 10 August 1915, will be made available by the Company on the Company's website ([Home - Hiro Metaverse Acquisitions I](#)).

Shareholders may obtain without charge a copy of the full text of any of the above documents upon request to JTC Corporate Services (Luxembourg) S.à r.l. as duly mandated domiciliation agent of the Company ("JTC") by sending a mail, fax or e-mail at the addresses detailed in section A. 6 of this convening notice.

2. Quorum and majority requirements

In accordance with article 13.31 of the articles of association of the Company, resolutions taken at the Second AGM will be passed by a simple majority of the votes validly cast,

regardless of the portion of issued share capital represented with the exception of resolutions (3) and (4) which will require a majority of at least two-thirds of the votes validly cast.

3. Total number of shares and voting rights

At the time of convening the Second AGM, the Company's registered capital amounts GBP 156,417.20 represented by 11,845,000 Public shares (Class A ordinary shares) without nominal value and 2,875,000 Sponsor shares (Class B ordinary shares) without nominal value.

Each share entitles its holder to one vote, so that the total number of possible votes at the time of convening the Second AGM of the Company is 14,720,000.

4. Requirements for participating in the Second AGM and exercising voting rights

Shareholders who wish to attend the Second AGM via audio conference shall submit their intention to attend via audio conference by e-mail to Hiro.cosec@jtcgroup.com together with evidence of share ownership on the Record Date (as defined below). Shareholders will then receive the dial-in details that enable them to attend the Second AGM via audio conference.

Registered shareholders and holders of dematerialised shares may take part in the Second AGM or any adjournment of it and exercise their rights if they hold such shares at the latest on the fourteenth day prior to the Second AGM (*ie* 23 June 2022) or any adjournment of it at midnight (24:00 CEST) (the "**Record Date**"), in accordance with article 13.10 of the articles of association of the Company and article 450-10 of the law of 10 August 1915 on commercial companies, as amended.

Any changes in share ownership after the Record Date will not be taken into account.

The Company has named Exequite Services S.à r.l. as proxy voting representative of the Company (the "**Special Proxyholder**"). Shareholders may appoint Special Proxyholder to vote at the Second AGM on their behalf by completing a special proxy form (the "**Special Proxy Form**"). The form of Proxy Form that can be used to grant a proxy can be requested from JTC.

Registered shareholders who wish to participate and vote at this Second AGM through a representation by the Special Proxyholder must complete and return the Special Proxy Form to JTC (by fax, e-mail or mail – see addresses detailed in section A.6 below), no later than 5 July 2022, 16:00 CEST (with a copy to the Company at the following email address: 17, Boulevard F.W. Raiffeisen, L-2411 Luxembourg).

Exercise of voting rights of shares in connection with duly filled and signed Special Proxy Forms received after 5 July 2022, 17:00 CEST will not be admitted at the Second AGM.

In the case of holders of Depository Interests representing shares in dematerialised form in the Company, an electronic vote must be submitted through the CREST system in order to instruct Link Market Services Trustees Limited, the Depository, to vote on the holder's behalf at the meeting by proxy or, if the meeting is adjourned, at the adjourned

meeting. If you are a CREST Personal Member, or other CREST Sponsored Member, you should consult your CREST sponsor, who will be able to take appropriate action on your behalf. Instructions can be submitted via the CREST system to be received by the issuer's agent, Link Group (ID:RA10) by 16.00 CEST on 4 July 2022. Each holder of Depository Interests may request that a hard copy form of direction is sent to them free of charge. The Depository may be contacted at , Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL or at the Depository's Shareholder Helpline, Tel: 0371 664 9272 (Shareholders). If you are outside the United Kingdom, please call +44371 664 9272. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The Depository is open between 9am - 5:30pm, Monday to Friday excluding public holidays in England and Wales. Email: nominee.enquiries@linkgroup.co.uk. To be effective, electronic vote must be submitted on-line or completed and signed form of direction (and any power of attorney or other authority under which it is signed) must be delivered to Link Group , PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by no later than 16.00 CEST on 4 July 2022.

5. Additional important information for shareholders

5.1. Exercise of voting rights

Shareholders are hereby informed that the exercise of voting rights is exclusively reserved to such persons that were shareholders on the Record Date and who have adhered to the voting instruction set out in this convening notice.

Transfer of shares after the Record Date is possible subject to usual transfer limitations, as applicable. However, alterations (either positive or negative) of the number of shares owned by the shareholder after the Record Date will have no impact on the voting rights of that shareholder at the Second AGM.

Likewise, any transferee having become owner of the shares after the Record Date has no right to vote at the Second AGM.

5.2. Ability to ask questions before and during the Annual General Meeting

Shareholders who wish to exercise their right to ask questions related to the items on the agenda of the Second AGM must submit their questions by e-mail to Hiro.cosec@jtcgroup.com at least five (5) business days prior to the Second AGM together with evidence of share ownership on the Record Date.

The right for shareholders to ask questions is subject to the condition of the question having been submitted in the form and within the delay as specified above. Every shareholder shall also have the right to ask questions related to items on the agenda of the general meeting during such meeting.

The Company will respond on a best effort basis to the questions with respect to the Second AGM, in particular respecting the good order of the Second AGM as well as the protection of confidentiality and business interests of the Company. The Company may provide one overall answer to the questions having the same content. An answer shall be deemed to be given if the relevant information is available on the Company's internet

site in a question and answer format or by the mere reference by the Company to its internet site.

6. Contact details of JTC

The contact details of the agent duly mandated by the Company to receive the Proxy Forms, proposals of additional agenda items and proposed resolutions pursuant to this convening notice are as follows:

JTC Corporate Services (Luxembourg) S.à r.l.
17, Avenue F.W. Raiffeisen, L-2411 Luxembourg, Grand Duchy of Luxembourg
Tel: +352 26 34 36 - 29 / 32 / 43
Email: Hiro.cosec@jtcgroup.com

Luxembourg, 16 June 2022

Sir Ian Livingstone
The Chairman of the Board of Directors