

**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 25 May 2023

Dear Shareholder,

We have the pleasure in inviting you to participate at the Annual General Meeting of shareholders of the Company which will be held on 30 June 2023 at 15.00 CEST (Luxembourg time) 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 year beginning 1 January 2022 and ending 31 December 2022.*

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 year beginning 1 January 2022 and ending 31 December 2022.

2. *Decision on the allocation of the loss made by the Company during the financial year beginning 1 January 2022 and ending 31 December 2022.*

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 5,549,198.

3. *Review and 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 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, in accordance with article 480-2 of the Luxembourg Companies Act of 10 August 1915, as amended, 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 Luke Alvarez, Director, from 1 January 2022 and ending 31 December 2022;
- Ms Cherry Freeman, Director, from 1 January 2022 and ending 31 December 2022;
- Sir Ian Livingstone, Director, from 1 January 2022 and ending 31 December 2022;
- Ms Emily Greer, Director, from 1 January 2022 and ending 31 December 2022;
- Ms Addie Pinkster, Director, from 1 January 2022 and ending 31 December 2022;

- Mr Jurgen Post, Director, from 1 January 2022 and ending 31 December 2022;

6. *Reappointment of the independent auditor for the financial year ending 31 December 2023.*

The Board of Directors proposes that the General Meeting approves the re-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, as independent auditor (Réviseur d'entreprises Agréé) to perform the independent audit of the Company regarding the financial year ending 31 December 2023.

A. Notes to the convening notice of the 2023 annual general meeting

1. Available information and documentation

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

- this convening notice for the Annual General Meeting 2023;
- The Annual Report as at 31 December 2022;
- the full text of the draft resolutions in relation to each of the items included in the agenda to be adopted at the Annual General Meeting;
- 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;

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 Annual General Meeting will be passed by a simple majority of the votes validly cast, regardless of the portion of issued share capital represented. There is thus no quorum requirement.

3. Total number of shares and voting rights

At the time of convening the Annual General Meeting, 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 Annual General Meeting of the Company is 14,720,000.

4. Requirements for participating in the Annual General Meeting and exercising voting rights

Shareholders who wish to attend the Annual General Meeting 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 Annual General Meeting via audio conference.

Registered shareholders and holders of dematerialised shares may take part in the Annual General Meeting or any adjournment of it and exercise their rights if they hold such shares at the latest on the fourteenth day prior to the Annual General Meeting (ie 16 June 2023) 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 Exequate Services S.à r.l. as proxy voting representative of the Company (the “**Special Proxyholder**”). Shareholders may appoint Special Proxyholder to vote at the Annual General Meeting 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 Annual General Meeting 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 27 June 2023, 18:00 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 27 June 2023, 18:00 CEST will not be admitted at the Annual General Meeting.

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 18.00 CEST on 27 June 2023. 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 , 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL by no later than 18.00 CEST on 27 June 2023.

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 Annual General Meeting.

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

5.2. Rights of shareholders to request additional items to the agenda

In accordance with article 13.15 to 13.17 of the articles of association of the Company, the shareholders holding individually or jointly at least five per cent (5%) of the issued share capital of the Company are entitled to (i) request the addition of items to the agenda of the Annual General Meeting and (ii) submit draft resolutions for items included or to be included on the agenda of the Annual General Meeting.

Such requests must:

1. be in writing and sent to the Company by post or electronic means to the address, fax number or email address of JTC detailed in section A. 6 of this convening notice (with a copy to the Company at the following email address: 17 Boulevard F.W. Raiffeisen, L-2411 Luxembourg) and be accompanied by a justification or draft resolution to be adopted in the General Meeting;
2. include the postal or email address to which the Company may confirm receipt of the request; and
3. be received by the Company by 8 June 2023 at the latest.

Where the requests entail a modification of the agenda for the Annual General Meeting already communicated to the shareholders, the Company will publish a revised agenda on 15 June 2023 the latest.

The results of the vote will be published on the Company's website ([Home - Hiro Metaverse Acquisitions I](#)) within fifteen (15) days following the Annual General Meeting.

5.3. 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 Annual General Meeting must submit their questions by e-mail to Hiro.cosec@jtcgroup.com at least five (5) business days prior to the Annual General Meeting 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 Annual General Meeting, in particular respecting the good order of the Annual General Meeting 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 - 43
Email: Hiro.cosec@jtcgroup.com

Luxembourg, 25 May 2023

Sir Ian Livingstone
The Chairman of the Board of Directors