To: Shareholders of Nebius Group N.V.
From: Board of Directors
Date: July 27, 2026

Notice of Annual General Meeting of Nebius Group N.V.

We hereby inform you that Nebius Group N.V. (the "**Company**") will hold its Annual General Meeting ("**AGM**") on August 25, 2026, beginning at 3 p.m. CET on that day at the Company's offices at Burgerweeshuispad 101, 1076 ER Amsterdam, the Netherlands.

Enclosed with this notice you will find the Agenda for the AGM, together with Explanatory Notes, as well as a Power of Attorney / Proxy to authorize Company representatives to vote your shares at the AGM.

If you are planning to attend the AGM in person, we kindly request you to provide advance notice by notifying the Company at askIR@nebius.com before 5 p.m. CET on August 18, 2026.

The following agenda items are scheduled for the AGM:

Introductory remarks.

Substantive Business:

1. Approval of the extension of the term for preparation by the Company's Board of Directors of the 2025 annual statutory accounts of the Company (prepared in accordance with IFRS). (**Decision**)
2. Adoption of 2025 annual statutory accounts of the Company (prepared in accordance with IFRS). (**Decision**)
3. Discharge of the members of the Board of Directors for their liability towards the Company for their management during the 2025 financial year. (**Decision**)
4. Re-appointment of **Arkady Volozh** as an executive member of the Board of Directors for a one-year term, to end at the conclusion of the Annual General Meeting to be held in 2027. (**Decision**)
5. Re-appointment of **Ophir Nave** as an executive member of the Board of Directors for a one-year term, to end at the conclusion of the Annual General Meeting to be held in 2027. (**Decision**)
6. Re-appointment of **John Boynton** as a non-executive member of the Board of Directors for a one-year term, to end at the conclusion of the Annual General Meeting to be held in 2027. (**Decision**)
7. Re-appointment of **Elena Bunina** as a non-executive member of the Board of Directors for a one-year term, to end at the conclusion of the Annual General Meeting to be held in 2027. (**Decision**)

8. Re-appointment of **Arne Grimme** as a non-executive member of the Board of Directors for a one-year term, to end at the conclusion of the Annual General Meeting to be held in 2027. (**Decision**)

9. Re-appointment of **Kira Radinsky** as a non-executive member of the Board of Directors for a one-year term, to end at the conclusion of the Annual General Meeting to be held in 2027. (**Decision**)

10. Re-appointment of **Charles Ryan** as a non-executive member of the Board of Directors for a one-year term, to end at the conclusion of the Annual General Meeting to be held in 2027. (**Decision**)

11. Re-appointment of **Matthew Weigand** as a non-executive member of the Board of Directors for a one-year term, to end at the conclusion of the Annual General Meeting to be held in 2027. (**Decision**)

12. Appointment of the external auditor of the Company's consolidated financial statements and statutory accounts for the 2026 financial year. (**Decision**)

13. General authorization of the Board of Directors to issue and/or grant rights to subscribe for Class A Shares. (**Decision**)

14. General authorization of the Board of Directors to exclude pre-emption rights. (**Decision**)

15. General authorization of the Board of Directors to repurchase Class A Shares. (**Decision**)

16. Cancellation of 2,243,621 Class C shares of the Company. (**Decision**)

Any other business.

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Copies of materials related to the AGM, including this Notice and the Agenda and Explanatory Notes are available:

- **at: www.edocumentview.com/NBIS**
- **on our website at: https://group.nebius.com/governance/for-shareholders**
- **at the Company's offices (Burgerweeshuispad 101, 1076 ER Amsterdam, the Netherlands)**
- **from Investor Relations: askIR@nebius.com**

The Company's statutory accounts (which are prepared in accordance with IFRS solely to comply with Dutch law) are available for inspection by shareholders at the Company's offices at the above address or the Company's registered address at Schiphol Boulevard 165, 1118 BG Schiphol, the Netherlands; copies may be requested from Investor Relations.

On March 31, 2026, the total number of Class A Shares outstanding (excluding shares held in treasury) was 220,406,311 with a total of 220,406,311 voting rights (excluding 68,142,750 Class A shares held in treasury); and the total number of Class B Shares was 33,491,883 with a total of 334,918,830 voting rights. Each Class A Share carries one vote; and each Class B Share carries ten votes. The Class A Shares and Class B Shares will vote together as a single class on all matters at the AGM.

The persons who will be considered as entitled to vote and/or attend the AGM are those persons who on July 28, 2026, after processing of all settlements as of this date (the record date), have these rights and are registered as such in a register designated by the Board. The designated register for the Class A Shares is maintained by the Company's transfer agent and registrar, Computershare Trust Company N.A. The designated register for the Class B Shares is maintained by the Company.

If you would like to attend the AGM and your Class A Shares are held by a broker, bank or other nominee, you must bring to the AGM a letter from the nominee confirming your beneficial ownership of such shares. In order to vote your shares at the AGM, you must obtain from the nominee a proxy issued in your name. You must also bring a form of personal identification. If you wish to attend the AGM in person, you must notify the Company at askIR@nebius.com by no later than 5:00 p.m. CET on August 18, 2026.

Many brokers are subject to New York Stock Exchange ("**NYSE**") rules. The NYSE rules direct that, if you are the beneficial owner of shares held in "street name" by a broker, the broker, as the record holder of the shares, is required to vote those shares in accordance with your instruction. If you do not give instructions to the broker, the broker will be entitled to vote the shares with respect to "discretionary" items, such as Item 12 (appointment of the external auditor), but will not be permitted to vote the shares with respect to "non-discretionary" items (those shares are treated as "broker non-votes"). The election of directors and all other proposals (Items 1, 2, 3, 4 through 11, 13, 14, 15, and 16) are not considered discretionary items. This means that brokers who have not been furnished voting instructions from their clients will not be authorized to vote in their discretion for the election of directors or on such other non-discretionary matters listed above. Only with respect to Item 12 may your broker vote your shares in its discretion absent instructions. We urge you to provide voting instructions to your broker so that your votes may be counted on all items, including Item 12, to ensure your preferences are reflected.

Your vote is important regardless of the number of shares you own. Whether or not you expect to attend the AGM, we hope you will take the time to vote your shares. If you are a shareholder of record, you may vote your Class A Shares over the Internet (at **www.investorvote.com/NBIS**), by telephone (at +1-800-652-8683) or by completing and mailing the enclosed Power of Attorney / Proxy card in the envelope provided. If your shares are held in “street name”, meaning they are held for your account by a broker or other nominee, you will receive instructions from the broker that you must follow for your shares to be voted.

Shareholders and interested parties may contact any of the Company’s directors, including the Chairman, the non-executive directors as a group, the chair of any committee of the Board of Directors or any committee of the Board by writing them via e-mail at askIR@nebius.com. Shareholders who are eligible and intend to have an item added to the agenda of any future general meeting must comply with the requirements contained in Article 18 of our Articles of Association. We reserve the right (subject to the laws of the Netherlands) to reject, rule out of order or take other appropriate action with respect to any proposal or nomination that does not comply with these and other applicable requirements.

Amsterdam, July 27, 2026

Board of Directors
Nebius Group N.V.