2026 Annual General Meeting

Proxy Solicited by Board of Directors for 2026 Annual General Meeting

The undersigned shareholder of Nebius Group N.V. (the "**Company**") hereby constitutes and appoints John Boynton and Nathalie van Wiggen each individually as the attorney and proxy of the undersigned, with full power of substitution and revocation, to vote for and in the name, place, and stead of the undersigned at the 2026 Annual General Meeting of the Company to be held on Tuesday, August 25, 2026 at 3 p.m. CET, at the Company's offices at Burgerweeshuispad 101, 1076 ER Amsterdam, the Netherlands and at any adjournments thereof, the number of votes the undersigned would be entitled to cast if present.

WHEN PROPERLY EXECUTED, THIS PROXY WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED SHAREHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED <u>FOR</u> EACH OF THE FOLLOWING PROPOSALS

<u>**Annual General Meeting Proposals**</u>

Adoption of 2025 Statutory Accounts; Discharge of Directors

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).

☐ **For** ☐ **Against** ☐ **Abstain**

2. Adoption of 2025 annual statutory accounts of the Company (prepared in accordance with IFRS).

☐ **For** ☐ **Against** ☐ **Abstain**

3. Discharge of the members of the Board of Directors for their liability towards the Company for their management during the 2025 financial year.

☐ **For** ☐ **Against** ☐ **Abstain**

Re-appointment of Executive and Non-Executive Directors

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.

☐ **For** ☐ **Against** ☐ **Abstain**

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.

☐ **For** ☐ **Against** ☐ **Abstain**

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.

☐ **For** ☐ **Against** ☐ **Abstain**

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.

☐ **For** ☐ **Against** ☐ **Abstain**

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.

☐ **For** ☐ **Against** ☐ **Abstain**

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.

☐ **For** ☐ **Against** ☐ **Abstain**

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.

☐ **For** ☐ **Against** ☐ **Abstain**

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.

☐ **For** ☐ **Against** ☐ **Abstain**

Appointment of Auditor

12. Appointment of the external auditor of the Company’s consolidated financial statements and statutory accounts for the 2026 financial year.

☐ **For** ☐ **Against** ☐ **Abstain**

General Authorizations of the Board of Directors

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

☐ **For** ☐ **Against** ☐ **Abstain**

14. General authorization of the Board of Directors to exclude pre-emption rights.

☐ **For** ☐ **Against** ☐ **Abstain**

15. General authorization of the Board of Directors to repurchase Class C Shares.

☐ **For** ☐ **Against** ☐ **Abstain**

Cancellation of Class C Shares

16. Cancellation of 2,243,621 Class C shares of the Company.

☐ **For** ☐ **Against** ☐ **Abstain**

[signature follows on next page]

If an individual*

____
Print exact name of shareholder

____
Signature

Date:

If an entity**

____
Print exact name of shareholder

By: ________________________________

____
Print name

____
Print title

Date:

*Please provide a copy of your passport page on which your signature appears.

** Please provide a copy of the passport page on which the signature of the signatory appears together with evidence that the signatory is authorized to bind the entity.