



Schiphol Boulevard 165
1118 BG Schiphol
Tel.: +31 (0) 20 206 6970
Fax: + 31 (0) 20 446 6372
www.nebius.group

2025 ANNUAL GENERAL MEETING (“AGM”)

Proxy Solicited by Board of Directors for 2025 Annual General Meeting

The undersigned shareholder of Nebius Group N.V. (the “**Company**”) hereby constitutes and appoints John Boynton and Boaz Tal, and 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 2025 Annual General Meeting of Shareholders of the Company to be held on Thursday, August 21, 2025 at 15.00 Amsterdam Time, at the Company’s offices at Schiphol Boulevard 165, 1118 BG Schiphol, 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 FOR EACH OF THE FOLLOWING PROPOSALS**

AGM Proposals

Adoption of 2024 Statutory Accounts; Discharge of Directors

1. Approval of the extension of the term for preparation by the Company’s Board of Directors of the 2024 annual statutory accounts of the Company.

☐ **For**

☐ **Against**

☐ **Abstain**

2. Adoption of 2024 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 2024 financial year.

☐ **For**

☐ **Against**

☐ **Abstain**

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 2026.

☐ **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 2026.

☐ **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 2026.

☐ **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 2026.

☐ **For**

☐ **Against**

☐ **Abstain**

8. 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 2026.

☐ **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 2026.

☐ **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 2026.

☐ **For**

☐ **Against**

☐ **Abstain**

11. 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 2026.

☐ **For**

☐ **Against**

☐ **Abstain**

Amendment of Articles of Association

12. Amendment of the Articles of Association.

☐ **For**

☐ **Against**

☐ **Abstain**

Amendment of the General Guidelines for Compensation of the Board of Directors

13. Amendment of the General Guidelines for Compensation of the Board of Directors.

☐ **For**

☐ **Against**

☐ **Abstain**

Appointment of Auditors

14. Appointment of the external auditor of the Company's consolidated financial statements and statutory accounts for the 2025 financial year.

☐ **For**

☐ **Against**

☐ **Abstain**

General Designations and Authorizations of the Board of Directors

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

☐ **For**

☐ **Against**

☐ **Abstain**

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

☐ **For**

☐ **Against**

☐ **Abstain**

17. General authorization of the Board of Directors to repurchase Class A Shares.

☐ **For**

☐ **Against**

☐ **Abstain**

Cancellation of Class A Shares

18. Cancellation of 40,000,000 Class A 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.