

MINUTES

of the 2025 Annual General Meeting (the “AGM”) of Shareholders of Nebius Group N.V. (the “Company”) held on August 21, 2025 at 3.00 p.m. Amsterdam Time at the Company’s offices at Schiphol Boulevard 165, 1118 BG Schiphol, the Netherlands

The AGM was chaired by Mr. John Boynton, the minutes were kept by Ms. Nathalie van Wiggeren.

The documents to convene the AGM including the resolutions submitted to the shareholders for adoption were preliminarily approved by the Board of Directors at its meeting held on July 23, 2025.

The Chairman opened the AGM and noted that the AGM had been called in accordance with the Articles of Association of the Company and Dutch law. In particular, the Chairman noted that on July 24, 2025, the Notice of Annual General Meeting with the Agenda and Explanatory Notes were sent to all registered shareholders of the Company, and the relevant documents were made available to them.

The Chairman noted that the shareholders who voted by proxy represented approximately 74.28% of the voting rights of the Company’s ordinary shares as of the Record Date, July 24, 2025, and concluded that the decisions made were valid.

The Chairman opened the AGM. The Chairman subsequently moved on to the agenda items, provided comments on the same, and concluded that the proposed decisions had each been adopted with the requisite majorities, as follows:

IT WAS RESOLVED:

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

For	413,735,313
Against	123,050
Abstained	2,104,319

2. To adopt the 2024 annual statutory accounts of the Company (prepared in accordance with IFRS).

For	413,816,798
Against	61,688
Abstained	2,084,196

3. To discharge the members of the Board of Directors for their liability towards the Company for their management during the 2024 financial year.

For	413,419,206
Against	2,311,109
Abstained	232,367

4. To re-appoint Arkady Volozh to serve 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 | 414,917,731 |
| | Against | 872,064 |
| | Abstained | 172,887 |
5. To re-appoint Ophir Nave to serve 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 | 401,785,324 |
| | Against | 12,911,264 |
| | Abstained | 1,266,094 |
6. To re-appoint John Boynton to serve 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 | 396,747,571 |
| | Against | 19,015,666 |
| | Abstained | 199,445 |
7. To re-appoint Elena Bunina to serve 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 | 401,251,034 |
| | Against | 14,510,759 |
| | Abstained | 200,889 |
8. To appoint Arne Grimme to serve 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 | 414,193,016 |
| | Against | 506,752 |
| | Abstained | 1,262,914 |
9. To re-appoint Kira Radinsky to serve 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 | 406,071,115 |
| | Against | 8,169,967 |
| | Abstained | 1,721,600 |
10. To re-appoint Charles Ryan to serve 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 | 400,250,516 |
| | Against | 14,441,674 |
| | Abstained | 1,270,492 |
11. To appoint Matthew Weigand to serve 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 | 414,184,894 |
| | Against | 505,075 |
| | Abstained | 1,272,713 |
12. To amend the current Articles of Association of the Company, and to authorize Boaz Tal, General Counsel to the Company, and each of the lawyers and (candidate) civil-law notaries of Warendorf, acting individually, to sign a notarial Deed of Amendment of the Articles of Association.
- | | | |
|--|-----------|-------------|
| | For | 393,075,038 |
| | Against | 20,736,135 |
| | Abstained | 2,151,509 |

13. To approve an amendment of the General Guidelines for Compensation of the Board of Directors.

For	399,116,799
Against	14,708,428
Abstained	2,137,455
14. To appoint Reanda Audit & Assurance B.V., an independent registered public accounting firm, as an auditor of the Company's consolidated financial statements and statutory accounts for the 2025 financial year.

For	415,724,883
Against	56,308
Abstained	181,491
15. To designate the Board of Directors as the competent body to issue and/or grant rights to subscribe for from time-to-time Class A Shares up to an additional 20% of the issued share capital (excluding Class C Shares) of the Company for a period of five years from the date of the Annual General Meeting.

For	399,060,809
Against	14,801,824
Abstained	2,100,049
16. To designate the Board of Directors as the competent body to exclude pre-emptive rights of the existing shareholders in respect of the issue of (and/or granting of rights to subscribe for) Class A Shares for a period of five years from the date of the Annual General Meeting.

For	393,002,569
Against	20,744,607
Abstained	2,215,506
17. To authorize the Board of Directors for a period of 18 months to repurchase shares in the capital of the Company up to 20% of the issued share capital from time to time, in the case of Class A shares, against a purchase price equal to the market price on the Nasdaq Global Select Market of the Class A shares at the time of repurchase.

For	401,299,780
Against	14,483,756
Abstained	179,146
18. To cancel 40,000,000 Class A shares of the Company held in treasury.

For	415,705,815
Against	56,557
Abstained	200,310

[Signatures follow on the next page]

SIGNATURES

There being no further business, the Chairman closed the AGM.

Chairman

Secretary

John Boynton

Nathalie van Wigger