



NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA, JAPAN OR SOUTH AFRICA OR ANY OTHER JURISDICTION IN VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.

Pegasus Entrepreneurs announces the launch of its proposed private placement of Units and its intended listing on Euronext Amsterdam

Focus on entrepreneurial European growth businesses drawing on experience from sponsor and CEO Pierre Cuilleret combined with deal and capital markets expertise of Financière Agache SA and Tikehau Capital SCA

Offering size of up to €200 million with total sponsor commitment of up to €81 million, including a minimum of €31 million at the Offering and an unconditional Forward Purchase Agreement commitment from institutional sponsors Financière Agache SA and Tikehau Capital SCA

AMSTERDAM – 7 December 2021 / Pegasus Entrepreneurial Acquisition Company Europe B.V. (“**Pegasus Entrepreneurs**”), a newly formed Special Purpose Acquisition Company (SPAC) focussed on European growth companies and backed by serial entrepreneur Pierre Cuilleret and institutional sponsors Tikehau Capital SCA (“**Tikehau Capital**”) and Financière Agache SA (“**Financière Agache**”), today announces the launch of the Offering (as defined below) and the intended admission of all of the Units, the Class A Ordinary Shares and the Warrants (each as defined below) (the “**Admission**”) to listing and trading on Euronext Amsterdam.

Pegasus Entrepreneurs is offering (the “**Offering**”) up to 20,000,000 units (the “**Units**”) to certain qualified investors in certain jurisdictions in which such Offering is permitted at a price per Unit of €10.00 (the “**Offer Price**”). There will be no public offering in any jurisdiction.

Pegasus Entrepreneurs aims to raise up to €200 million in gross Offering proceeds to partner with a European headquartered business that has a track record of achieving high growth and a clear growth and value creation plan which can be further developed with the expertise, additional capital and a listing obtained by entering into a business combination. Potential targets may include a broad range of business models and financial characteristics including mature businesses with established franchises and strong competitive positions.

Pegasus Entrepreneurs will be led by Sponsor, CEO and Operating Partner, Pierre Cuilleret, who brings 30 years of professional experience growing companies and creating value for shareholders as a serial entrepreneur, investor and board member.

Commenting on the announcement, Pierre Cuilleret said: *“Europe offers a significant pool of growth companies, many of them family or entrepreneur led, which have historically had greater difficulty in raising late-stage funding rounds. Pegasus Entrepreneurs was created by entrepreneurs, for entrepreneurs, and combines real world experience of nurturing entrepreneurial DNA with the long-term vision, committed capital and unique deal sourcing of our institutional sponsors Tikehau Capital and Financière Agache to target exciting businesses in this space.”*

Antoine Flamarion and Mathieu Chabran, co-founders of Tikehau Capital added: *“As entrepreneurs ourselves, we have always worked hand-in-hand with individuals who share our entrepreneurial vision and approach. Financing and accelerating the growth of companies is at the core of Tikehau Capital’s DNA, and as such we are delighted to sponsor this second SPAC, together with Financière Agache and the Pegasus team, led by Pierre Cuilleret who has a strong track record as an entrepreneur. SPACs provide an efficient financing solution alongside private equity and IPOs and are an effective way to deploy capital. We believe they are a natural extension of Tikehau Capital’s existing investment expertise. The Pegasus Entrepreneurs SPAC will leverage our strong European-wide sourcing network and capabilities as well as our relationships with entrepreneurs. Pegasus Entrepreneurs will offer investors a unique opportunity to access top-tier investment opportunities in high-performing, entrepreneur-led private companies.”*

Pegasus Entrepreneurs is sponsored by Pegasus Acquisition Partners Holding B.V. (jointly controlled by Pierre Cuilleret, Diego De Giorgi and Jean Pierre Mustier), Tikehau Capital, Financière Agache, Diego De Giorgi and Jean Pierre Mustier (together referred to as the **“Sponsors”**). The Sponsors today confirmed their significant capital commitment up to €81 million to the project. In aggregate the Sponsors, including Pierre Cuilleret through Pegasus Acquisition Partners Holding B.V., will invest an amount of approximately €31 million in Units in the Offering, demonstrating strong alignment of interest with all shareholders. Tikehau Capital and Financière Agache will make their investments through designated subsidiaries.

A forward purchase agreement of up to €50 million will be unconditionally provided by institutional sponsors Tikehau Capital and Financière Agache, which Pegasus Entrepreneurs may call in full or in part at the time of a business combination. The Sponsors are also subscribing for founder shares and founder warrants for a total amount of up to €7,650,000 to be used to cover commissions and costs in connection with the Offering, the Admission and the business combination.

Each Unit comprises one Class A ordinary share in the share capital of Pegasus Entrepreneurs with a nominal value of €0.01 per share (a **“Class A Ordinary Share”**) that entitles its holder to receive an additional one-third (1/3) of a redeemable warrant (a **“Warrant”**).

The Class A Ordinary Shares and the Warrants will trade as Units on Euronext Amsterdam for the first 35 calendar days from the First Listing and Trading Date (as defined below). On 14 January 2022 (the **“Conversion Trading Date”**) whole Warrants will automatically commence trading

separately. On 18 January 2022 which is two Euronext Amsterdam trading days after the Conversion Trading Date, the Company will distribute whole Warrants to each holder that owned at least three Class A Ordinary Shares (or a multiple thereof) at the end of 17 January 2022, which is the first trading date after the Conversion Trading Date. For the avoidance of doubt, none of the Joint Global Coordinators (as defined below) will undertake any stabilisation transactions following Admission.

Certain investors have individually expressed their intention to subscribe for 5% or more of the Units offered in the Offering (each a "**Major IPO Shareholder**"). The Major IPO Shareholders are in aggregate expected to subscribe for 6,000,000 Units in the Offering at the Offer Price for an aggregate subscription price of €60,000,000.

The Sponsors intend to offer at no cost to each Major IPO Shareholder that is allocated at least 2,500,000 Units in the Offering a number of Class A Ordinary Shares corresponding to 2% of the number of Class A Ordinary Shares (forming part of the Units) such Major IPO Shareholder subscribed for in the Offering, or if less, that such Major IPO Shareholder will hold upon the completion of the Business Combination; provided that, on the date that is two Trading Days after the Redemption Date (as defined below), such Major IPO Shareholder (i) has not redeemed any of its Class A Ordinary Shares subscribed for in the Offering to the extent that such redemption would lead to such Major IPO Shareholder holding fewer than 2,500,000 Class A Ordinary Shares at any time and (ii) owns at least 2,500,000 Class A Ordinary Shares.

The Sponsors may deliver such additional Class A Ordinary Shares to the Major IPO Shareholders from Class A Ordinary Shares they already own or Class A Ordinary Shares they have purchased in the market. The Company will not issue new Class A Ordinary Shares for such purpose. To date the Sponsors have received interest from two Major IPO Shareholders that have expressed an intention to subscribe for a total of 6,000,000 Units in the Offering to receive the additional 2% Class A Ordinary Shares on the terms as described above. Prior to allocations having been communicated to investors, the Sponsors may at their discretion enter into such arrangements as set out above with further Major IPO Shareholders as set out above at their discretion.

Trading on an "as-if-and-when-issued/delivered" basis on Euronext Amsterdam in the Units is expected to commence at 09:00 CET on 10 December 2021 (the "**First Listing and Trading Date**"). Payment (in euro) for, and delivery of, the Units is expected to take place on 14 December 2021 (the "**Settlement Date**").

Citigroup Global Markets Europe AG, Goldman Sachs Bank Europe SE and BNP Paribas are acting as joint global coordinators and joint bookrunners (the "**Joint Global Coordinators**") for the Offering.

Further details about the Admission will be included in the listing prospectus prepared in connection with the Admission ("**Prospectus**"), to be approved by the Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*). The Prospectus is expected to be approved and published on 10 December 2021, and will be published and made available at no

cost through the corporate website of the Company (www.pegasuseurope.com/investor-relations/peace), subject to securities law restrictions in certain jurisdictions.

All timings given are subject to acceleration or extension of the timetable.

For further information please visit www.pegasuseurope.com/investor-relations/peace

Media Contacts

Pegasus Entrepreneurs

FinElk: **Robin Haddrill / Cornelia Schnepf**: +44 7920 016 203/ +44 7387 108 998

pegasus@finelk.eu

Tikehau Capital

Tikehau Capital: **Grégoire Lucas & Valérie Sueur**, Tel : +33 (0)1 40 06 11 48 / +33 (0)1 40 06 39 30

France - Image 7: **Florence Coupry**, Tel: +33 (0)1 53 70 74 70

UK – Prosek Partners: **Henrietta Dehn** – Tel: +44 (0)20 8323 0475

press@tikehaucapital.com

Shareholder and Investor Contact: **Louis Igonet**, Tel: +33 (0)1 40 06 11 11 shareholders@tikehaucapital.com

Website: www.tikehaucapital.com

Financière Agache

DGM Conseil : Olivier Labesse, Hugues Schmitt, Thomas de Climens : +33 1 40 70 11 89

Pierre Cuilleret – Biography

Pierre has 30 years of professional experience growing companies and creating value for shareholders as a serial technology entrepreneur, investor and board member.

In 1996, Pierre sold his car to fund the start-up of The Phone House, a fast-growing specialist mobile phone retailer that later became part of Carphone Warehouse plc, which listed on the London Stock Exchange in 2000. In 2005, Pierre invested alongside L-Catterton in video game retailer Micromania and became CEO. Under Pierre's leadership, Micromania grew rapidly and was sold to GameStop for approximately \$700 million in 2008.

Pierre was an early investor in Facebook, Uber, Royalty Pharma and Moderna. Since 2011, he has served as a non-executive board member for both listed and private companies, including DIA and Desigual in Spain and Boohoo Group Plc in the UK.

After studying at the University of California (Berkeley), the Stockholm School of Economics and HEC (France), Pierre's early career was spent in strategy and business transformation consulting. Advising companies such as Disney and Orange, his focus was on growth, digitalisation, organisation, improving customer experience, brand building and corporate culture.

Key Terms

Issuer	<ul style="list-style-type: none"> • Pegasus Entrepreneurial Acquisition Company Europe B.V.
Sponsors	<ul style="list-style-type: none"> • Tikehau Capital SCA • Financière Agache SA • Pegasus Acquisition Partners Holding B.V. • Jean Pierre Mustier • Diego De Giorgi
Sector Focus / Thesis	<ul style="list-style-type: none"> • An operating business in Europe
Offering Size	<ul style="list-style-type: none"> • Up to 20,000,000 Units
Business Combination Deadline	<ul style="list-style-type: none"> • 18 months from the Settlement Date, subject to a six month extension period if approved by a shareholder vote (the “Business Combination Deadline”)
Sponsor Commitment	<ul style="list-style-type: none"> • Total sponsor commitment of up to €81 million, including a commitment of the Sponsors to invest an aggregate amount of €31,000,000 in Units, and an up to €50m unconditional Forward Purchase Agreement commitment provided by Tikehau Capital SCA and Financière Agache SA at time of business combination (in a size to be determined at the sole discretion of the board of directors (<i>bestuur</i>) of Pegasus Entrepreneurs (the “Board”) (acting unanimously))
Unit Structure	<ul style="list-style-type: none"> • Each Unit will consist of 1 Class A Ordinary Share that entitles its holder to receive an additional one-third of a Warrant (each whole Warrant exercisable for 1 Class A Ordinary Share) • €10.00 per Unit • The Class A Ordinary Shares and the Warrants (initially trading as Units) are expected to be admitted to listing on Euronext Amsterdam on or around 10 December 2021 • The Class A Ordinary Shares and Warrants will initially trade as Units and can only be traded separately after 35 calendar days from the First Listing and Trading Date, after which the Class A Ordinary Shares and the whole Warrants will automatically trade separately
Warrant Terms	<ul style="list-style-type: none"> • Each whole Warrant entitles the Warrant Holder to acquire one Class A Ordinary Share at a price of €11.50, subject to adjustments as set out in the terms and conditions of the Warrants and the founder warrants, at any time commencing five business days after the date of completion of a business combination
Sponsor Promote & “at Risk” Capital	<ul style="list-style-type: none"> • Assuming a total offer size of €200 million, €7,650,000 at risk capital investment in exchange for 5,000,000 founder warrants and 5,000,000 founder shares¹ • Founder shares will be equivalent to 20.0% of total shares outstanding upon completion of the offering. The Sponsors will together control 32.13% of the voting rights at the time of the offering

¹ 100,000 of these founder shares will be issued by Pegasus Entrepreneurs to the Sponsors and subsequently repurchased by Pegasus Entrepreneurs and held in treasury for the purposes of allocating them to each of the independent Non-Executive Directors and Baptiste Desplats, the Company’s chief financial officer on or around the Business Combination Date

	<ul style="list-style-type: none"> Up to 50% of the Founder Shares (excluding Founder Shares allocated to the independent non-executive directors and the CFO), held by each Sponsor and their affiliates and/or directors, including Pierre Cuilleret, Diego De Giorgi and Jean Pierre Mustier, in aggregate amounting to up to 2,450,000 Founder Shares will be exchanged on a one-for-one basis for Class A Ordinary Shares held in treasury on or around the business combination date (subject to lock-up arrangements); Up to 25% of the Founder Shares (excluding Founder Shares allocated to the independent non-executive directors and the CFO), held by each Sponsor and their affiliates and/or directors, including Pierre Cuilleret, Diego De Giorgi and Jean Pierre Mustier, in aggregate amounting to up to 1,225,000 Founder Shares will be exchanged on a one-for-one basis for Class A Ordinary Shares held in treasury, if after the Business Combination Date the closing price of the Class A Ordinary Shares equals or exceeds €11.50 per Ordinary Share for any 20 trading days within a 30 consecutive-trading day period; and Up to 25% of the Founder Shares (excluding Founder Shares allocated to the independent non-executive directors and the CFO), held by each Sponsor and their affiliates and/or directors, including Pierre Cuilleret, Diego De Giorgi and Jean Pierre Mustier, in aggregate amounting to up to 1,225,000 Founder Shares will be exchanged on a one-for-one basis for Class A Ordinary Shares held in treasury, if after the business combination date the closing price of the Class A Ordinary Shares equals or exceeds €13.00 per Ordinary Share any 20 trading days within a 30 consecutive-trading day period.
Cash Management	<ul style="list-style-type: none"> An amount equal to the gross proceeds from the Offering will be deposited in the designated bank accounts opened by Stichting Pegasus Entrepreneurial Europe Escrow and held with BNP Paribas and Caisse d'Epargne Côte d'Azur (the "Escrow Accounts") The amount in the Escrow Accounts is initially anticipated to be €10.00 per Class A Ordinary Share. However, because Class A Ordinary Shareholders who wish to redeem their Shares in connection with the Business Combination will receive their pro rata share of the Escrow Accounts, the amount they receive may be less than €10.00 and will be decreased by any negative interest due by the Company or increased by any positive interest received by the Company In connection with the Escrow Accounts, the Company is expected to pay interest at a rate of minus 7.5 bpts per annum for the period up and until the Business Combination Deadline (not including a potential, one-off six month extension). During this period, up to €225,000 of negative interest incurring in the Escrow Accounts will be paid out of the at-risk capital
Management	<ul style="list-style-type: none"> Operating Partner: Pierre Cuilleret
Governance	<ul style="list-style-type: none"> 5 member Board including Pierre Cuilleret, 1 director representing both Financière Agache SA and Tikehau Capital SCA and 3 independent directors
Listing Venue	<ul style="list-style-type: none"> Euronext Amsterdam, a regulated market operated by Euronext Amsterdam N.V.
Shareholder vote upon acquisition	<ul style="list-style-type: none"> In order to complete a business combination, Pegasus Entrepreneurs will convene a general meeting and propose the business combination for consideration and approval by its shareholders, which resolution is to be adopted by a simple majority of the votes cast at such shareholders' meeting (assuming at least half of the issued and outstanding share capital is represented at such meeting)

	<ul style="list-style-type: none"> Separately, the Company will provide its Class A Ordinary Shareholders with the opportunity to have all or a portion of their Class A Ordinary Shares redeemed upon the completion of the business combination at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the Escrow Account
--	---

Selected Risk Factors

Any investment in the Units, Class A Ordinary Shares and Warrants involves numerous risks and uncertainties related to the Pegasus Entrepreneurs' business that may result for investors in a partial or total loss of their investment, including:

- Pegasus Entrepreneurs may face significant competition for Business Combination opportunities;
- Pegasus Entrepreneurs is a newly incorporated entity with no operating history and will not commence operations prior to the Offering;
- Pegasus Entrepreneurs is dependent upon the Sponsors and/or the Statutory Directors to identify potential Business Combination opportunities and to execute the Business Combination and the loss of the services of such individuals could materially adversely affect Pegasus Entrepreneurs;
- Past performance by the Sponsors and their affiliates and/or any of the Statutory Directors may not be indicative of future performance of an investment in Pegasus Entrepreneurs;
- Pegasus Entrepreneurs may need to arrange third party financing and there can be no assurance that it will be able to obtain such financing, which could compel Pegasus Entrepreneurs to restructure or abandon a particular Business Combination;
- Pegasus Entrepreneurs expects to complete the Business Combination with a single target company or business, meaning Pegasus Entrepreneurs' operations will likely depend on a single business or company that is expected to operate in a non-diverse industry or segment of an industry;
- The Sponsors and their affiliates and/or directors and one Statutory Director control a substantial interest in Pegasus Entrepreneurs and thus will exert a substantial influence on actions requiring a shareholder vote, potentially in a manner that Class A Ordinary Shareholders do not support;
- Pegasus Entrepreneurs may seek to complete a Business Combination in a sector or an industry in which Statutory Directors do not have prior experience;
- The Statutory Directors will allocate their time to other businesses leading to potential conflicts of interest in their determination as to how much time to devote to Pegasus Entrepreneurs' affairs, which could have a negative impact on Pegasus Entrepreneurs' ability to complete the Business Combination;
- Certain of the Sponsors and Statutory Directors are now, and all of them may in the future become, affiliated with entities engaged in business activities similar to those intended to be conducted by Pegasus Entrepreneurs and, accordingly, may have conflicts of interest in determining to which entity a particular business opportunity should be presented, which could have a negative impact on the Pegasus Entrepreneurs' ability to complete the Business Combination.

Disclaimer

NOT FOR DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, AND SHOULD NOT BE DISTRIBUTED IN OR SENT INTO, THE UNITED STATES, AUSTRALIA, CANADA OR JAPAN OR ANY OTHER JURISDICTION IN WHICH SUCH DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL OR WOULD REQUIRE REGISTRATION OR OTHER MEASURES. OTHER RESTRICTIONS ARE APPLICABLE. PLEASE SEE THE IMPORTANT NOTICE AT THE END OF THIS PUBLICATION. THESE MATERIALS DO NOT CONTAIN OR CONSTITUTE AN OFFER OF SECURITIES FOR SALE OR AN INVITATION OR OFFER TO THE PUBLIC OR FORM OF APPLICATION TO SUBSCRIBE FOR SECURITIES.

ADVERTISEMENT. This announcement is an advertisement relating to the launch by Pegasus Entrepreneurial Acquisition Company Europe B.V. (the "**Company**") of its private placement (the "**Offering**") of units (the "**Units**") (each Unit comprises one class A ordinary share in the share capital of the Company with a nominal value of €0.01 per share (each, a "**Class A Ordinary Share**" and collectively,

the “**Class A Ordinary Shares**”) that entitles its holder to receive an additional one-third (1/3) of a redeemable warrant (each, a “**Warrant**”, and collectively, the “**Warrants**”) and the admission of all of the Units, the Ordinary Shares and the Warrants (the “**Admission**”) to listing and trading on Euronext Amsterdam, the regulated market operated by Euronext Amsterdam N.V. These materials are for information purposes only and are not intended to constitute, and should not be construed as, an offer to sell or a solicitation of any offer to buy the securities of the Company (such securities, the “**Securities**”) in the United States, Canada, Australia or Japan or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to such registration, exemption from registration or qualification under the securities laws of such jurisdiction.

Further details about the Offering and the Admission will be included in the listing prospectus prepared in connection with the Admission (“**Prospectus**”), to be approved by the Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*) (“**AFM**”). The Prospectus is expected to be approved and published on 10 December 2021, and will be published and made available at no cost through the corporate website of the Company (www.pegasuspartners.com/pegasusentrepreneurs.com), subject to securities law restrictions in certain jurisdictions. Any potential investor must make their investment solely on the basis of information that will be contained in the Prospectus. Potential investors must read the entire Prospectus carefully before making an investment decision in order to fully understand the potential risks and rewards associated with the decision to invest in the Units. The (prospective) approval of the Prospectus by the AFM should not be understood as an endorsement of the quality of the Units and the Company.

This press release contains information that qualifies or may have qualified as inside information within the meaning of Article 7(1) of the EU Market Abuse Regulation.

These materials are not for release, distribution or publication, whether directly or indirectly and whether in whole or in part, in or into the United States, Canada, Australia or Japan or any other jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction. These materials are for information purposes only and are not intended to constitute, and should not be construed as, an offer to sell or a solicitation of any offer to buy the Securities of the Company in the United States, Canada, Australia or Japan or in any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of such jurisdiction.

This announcement is not for publication or distribution, directly or indirectly, in or into the United States. This announcement is not an offer of securities for sale into the United States. The Securities have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States, except pursuant to an applicable exemption from registration. The Company will not be registered in the United States as an investment company under the U.S. Investment Company Act of 1940. No public offering of securities is being made in the United States.

In the United Kingdom, this document and any other materials in relation to the Securities is only being distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, “qualified investors” within the meaning of Article 2(e) of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**EUWA**”) and who are also (i) persons having professional experience in matters relating to investments who fall within the definition of “investment professionals” in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the Order); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as “**relevant persons**”). The Securities are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Securities will be engaged in only with, relevant persons. Persons who are not relevant persons should not take any action on the basis of this document and should not act or rely on it.

In relation to each member state of the European Economic Area, no Units, Class A Ordinary Shares or Warrants have been offered or will be offered, except to any legal entity which is a qualified investor as defined in Article 2 of the Prospectus Regulation, provided that no such offer of Units, Class A Ordinary Shares or Warrants shall require the Company to publish a prospectus pursuant to Article 3 of the

Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation. In Switzerland, no Units, Class A Ordinary Shares or Warrants have been offered or will be offered and the materials are addressed to, and directed only at, persons who are professional or institutional clients within the meaning of Article 4(3) and Article 4(4) of the Swiss Financial Services Act.

The Units, the Class A Ordinary Shares and the Warrants are not intended to be offered, sold or otherwise made available to and, should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive (EU) 2014/65/EU on markets in financial instruments (as amended) ("**MiFID II**"); (ii) a customer within the meaning of Directive 2016/97/EC (as amended or superseded, the '**Insurance Distribution Directive**'), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended the '**PRiIPs Regulation**') for offering or selling the Units or the Warrants or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Units or the Warrants or otherwise making them available to any retail investor in the EEA may be unlawful under the PRiIPs Regulation.

No action has been taken by the Company that would permit an offer of Securities or the possession or distribution of these materials or any other offering or publicity material relating to such Securities in any jurisdiction where action for that purpose is required.

The Units and the Warrants are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom. For these purposes, a "retail investor" means a person who is one (or more) of: (i) a retail client, as defined in Directive (EU) 2014/65/EU on markets in financial instruments (as amended) and implemented in the United Kingdom as it forms part of the domestic law of the United Kingdom by virtue of the EUWA ("**UK MIFID II**"); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended) as it forms part of the domestic law of the United Kingdom by virtue of the EUWA, where that customer would not qualify as a professional client as defined in UK MIFID II; or (iii) not a qualified investor as defined in Article 2 of the UK Prospectus Regulation. Consequently, no key information document required by the Regulation (EU) No 1286/2014 as it forms part of the domestic law of the United Kingdom by virtue of the EUWA (the "**UK PRiIPs Regulation**") for offering or selling the Units and the Warrants or otherwise making them available to retail investors in the United Kingdom has been prepared and, therefore, offering or selling the Units and the Warrants or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRiIPs Regulation.

The release, publication or distribution of these materials in certain jurisdictions may be restricted by law and therefore persons in such jurisdictions into which they are released, published or distributed, should inform themselves about, and observe, such restrictions.

These materials may include statements, including the Company's financial and operational medium-term objectives that are, or may be deemed to be, "forward-looking statements". These forward-looking statements may be identified by the use of forward-looking terminology, including the terms "believes", "aims", "forecasts", "continues", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect the Company's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company's business, results of operations, financial position, liquidity, prospects, growth or strategies. Forward-looking statements speak only as of the date they are made.

This announcement does not constitute a prospectus. An offer to acquire Securities pursuant to the proposed offering will be made, and any investor should make his investment, solely on the basis of information that will be contained in the prospectus to be made generally available in the Netherlands in

connection with such offering. Copies of the prospectus may be obtained at no cost from the Company or through the website of the Company.

Each of the Company, Citigroup Global Markets Europe AG, Goldman Sachs Bank Europe SE and BNP Paribas (together, the “**Joint Global Coordinators**”) and their respective affiliates expressly disclaims any obligation or undertaking to update, review or revise any forward-looking statement contained in these materials whether as a result of new information, future developments or otherwise.

The Joint Global Coordinators are acting exclusively for the Company and no one else in connection with any offering of Securities. It will not regard any other person as its respective clients in relation to any offering of Securities and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients nor for providing advice in relation to any offering of Securities, the contents of these materials or any transaction, arrangement or other matter referred to herein. The Joint Global Coordinators or any of their respective subsidiary undertakings, affiliates or any of its respective directors, officers, employees, advisers, agents, alliance partners or any other entity or person accepts any responsibility or liability whatsoever for, or makes any representation, warranty or undertaking, express or implied, as to the truth, accuracy, completeness or fairness of the information or opinions in these materials (or whether any information has been omitted from these materials) or any other information relating to the Company, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of these materials or its contents or otherwise arising in connection therewith. Accordingly, each Joint Global Coordinator disclaims, to the fullest extent permitted by applicable law, all and any liability, whether arising in tort or contract or that they might otherwise be found to have in respect of these materials and/or any such statement.