

PART I SUMMARY

Section A – Introduction and warnings

This summary should be read as an introduction to this Prospectus. Any decision to invest in the securities of Pegasus Entrepreneurial Acquisition Company Europe (the "**Company**") should be based on consideration of the Prospectus as a whole by the investor. Investors could lose all or part of their invested capital. Where a claim relating to the information contained in, or incorporated by reference into, the Prospectus is brought before a court, the plaintiff investor might, under the national law, have to bear the costs of translating the Prospectus and any document incorporated by reference therein before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such securities.

The Company is offering 21,000,000 units (the "**Units**", and each a "**Unit**", and a holder of one or more Unit(s), a "**Unit Holder**") at a price per Unit of €10.00 (the "**Offer Price**") to certain qualified investors in certain jurisdictions where such offering is permitted (the "**Offering**"). Each Unit consists of one class A ordinary share in the capital of the Company with a nominal value of €0.01 per share (the "**Class A Ordinary Shares**", and each an "**Class A Ordinary Share**", and a holder of one or more Class A Ordinary Share(s), a "**Class A Ordinary Shareholder**") that entitles its holder to receive an additional 1/3 of a redeemable warrant (each whole warrant a "**Warrant**" and together the "**Warrants**", and a holder of one or more Warrant(s), a "**Warrant Holder**").

The Prospectus has been prepared and published solely in connection with the admission to listing and trading of all Class A Ordinary Shares (prior to the Conversion Trading Date (as defined below) described as Units) and Warrants ("**Admission**") to Euronext Amsterdam, the regulated market operated by Euronext Amsterdam N.V. ("**Euronext Amsterdam**"). When admitted to trading, the Class A Ordinary Shares (initially trading as Units) will be registered with International Securities Identification Number ("**ISIN**") NL0015000H31; the Warrants will be registered with ISIN NL0015000H56. The Prospectus was approved as a prospectus for the purposes of Article 3 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (including any amendments and relevant delegated regulations thereto, the "**Prospectus Regulation**") by, and filed with, the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the "**AFM**"), as a competent authority under the Prospectus Regulation, on 10 December 2021. The AFM's registered office is at Vijzelgracht 50, 1017 HS Amsterdam, the Netherlands, and its telephone number is +31 (0)20 797 2000.

Section B – Key information on the issuer

Who is the issuer of the securities?

Domicile and legal form. The legal name of the Company is Pegasus Entrepreneurial Acquisition Company Europe B.V. The Company is the issuer of the Units, the Class A Ordinary Shares and the Warrants. The Company is a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*) incorporated under Dutch law, having its registered office at Hoogoorddreef 15, 1101 BA Amsterdam, the Netherlands and registered in the Trade Register of the Dutch Chamber of Commerce (*handelsregister van de Kamer van Koophandel*) under number 83107878, and operating under the laws of the Netherlands. The Company's Legal Entity Identifier ("**LEI**") is 894500WS1004IMHY7N05.

Principal activities. The Company is a special purpose acquisition company incorporated for the purpose of entering into a business combination with an operating business in Europe in the form of a merger, share exchange, asset acquisition, share purchase, reorganisation or similar business combination (the "**Business Combination**"). The Company is not presently engaged in any activities other than the activities necessary to implement the Offering and Admission. The Company will not engage in any operations, other than in connection with the selection, structuring and completion of the Business Combination. On the date of this Prospectus, the Company does not have any specific Business Combination under consideration and has not engaged in any negotiation with any target company or business. The Company will have 18 months from the Settlement Date to complete a Business Combination, subject to a one off, six month extension period if approved by a shareholder vote (the "**Business Combination Deadline**", which term shall include, unless the context indicates otherwise, the potential, one-off six month extension). If the Company intends to complete a Business Combination, it will convene a general meeting and propose the Business Combination be considered by Class A Ordinary Shareholders and holders of Founder Shares (as defined below), together with the Class A Ordinary Shareholders, the "**Shareholders**") at a general meeting (the "**Business Combination EGM**"). If the Company fails to complete the Business Combination prior to the Business Combination Deadline, it will liquidate and distribute the proceeds of the Offering less certain costs.

Major interests in Class A Ordinary Shares. Immediately following the Settlement Date, the following persons will, or are expected to, directly or indirectly, own 5% or more of the Company's voting rights:

Major Shareholders⁽⁶⁾	Number of Units	Number of Founder Shares	Percentage of voting rights on the Settlement Date through both Class A Ordinary Shares and Founder Shares*
Tikehau Capital ⁽¹⁾	1,250,000	1,716,666	11.34%
Financière Agache ⁽²⁾	1,250,000	1,716,666	11.34%
Pegasus Acquisition Partners Holding ⁽³⁾	600,000	858,334	5.58%
Subtotal	3,100,000	4,291,666	28.27%
Major IPO Shareholders ⁽⁴⁾⁽⁵⁾	7,000,000	-	26.77%
TOTAL	10,100,000	4,291,666	55.04%

*Percentages exclude any Shares held in treasury and any potential interest held through Warrants or Founder Warrants.

(1) Tikehau Capital's investment in the Units will be made through Tikehau Capital SCA (a French partnership limited by shares that is listed on Euronext Paris). Tikehau Capital's investment in the Founder Shares will be made through Bellerophon Financial Sponsor 2 SAS. Tikehau Capital's investment in the Founder Warrants will also be made through Bellerophon Financial Sponsor 2 SAS. Bellerophon Financial Sponsor 2 SAS is owned 20% by Tikehau Management S.A.S. and 26.67% by each of Tikehau Capital SCA, Tikehau Capital Advisors SAS and Tikehau Investment Management SAS each of which are companies within Tikehau Capital SCA's group.

(2) Financière Agache's investment in the Units and Founder Shares will be made through Poseidon Entrepreneurs Financial Sponsor SAS. The Founder Warrants will be owned by Poseidon Entrepreneurs Financial Sponsor SAS and one of its directors directly. Financière Agache is indirectly controlled by the Arnault family.

(3) The investment of Pierre Cuilleret, being the Company's Operating Partner (as defined below), Executive Director (as defined below) and CEO (as defined below), in 858,334 Founder Shares and 600,000 Units will be made exclusively through Pegasus Acquisition Partners Holding. Pegasus Acquisition Partners Holding is jointly controlled by Pierre Cuilleret, Diego De Giorgi and Jean Pierre Mustier.

(4) Certain investors have individually subscribed for 5% or more of the Units offered in the Offering (each a "**Major IPO Shareholder**"). The Major IPO Shareholders in aggregate will subscribe for 7,000,000 Units in the Offering at the Offer Price for an aggregate subscription price of €70,000,000. The Sponsors have offered at no cost 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 is allocated 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 (a "**Trading Day**" being a day on which Euronext Amsterdam is open for trading) 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. Two Major IPO Shareholders that in aggregate have been allocated a total of 7,000,000 Units in the Offering will receive the additional 2% Class A Ordinary Shares on the terms as described above.

(5) The Major IPO Shareholders are (i) Ms De Raedt who owns 3,000,000 Units through Straco B.V. and Cinco N.V. (which she jointly controls with her partner) and (ii) Mr Lazard who owns 4,000,000 Units through Lazard Group Real Estate.

(6) Other investments of the other Sponsors will be: Diego De Giorgi will directly own 429,167 Founder Shares and 1.64% of the voting rights in the Company, Jean Pierre Mustier will directly own 429,167 Founder Shares and 1.64% of the voting rights in the Company and Charles-Eduard van Rossum will directly own 25,000 Units and 0.10% of the voting rights in the Company. The investment of Diego De Giorgi and Jean Pierre Mustier in the Units will be made exclusively through Pegasus Acquisition Partners Holding. Pegasus Acquisition Partners Holding is jointly controlled by Pierre Cuilleret, Diego De Giorgi and Jean Pierre Mustier.

On the date of this Prospectus, and save for the control exercised by the Sponsors and their affiliates (which will cease upon Admission) the Company is not aware of any person or persons who, directly or indirectly, jointly or severally, exercise or could exercise control over the Company nor is it aware of any arrangements, the operation of which may at a subsequent date result in a change in control of the Company. Those interested, directly or indirectly, in 5% or more of the Company's share capital or voting rights do not now, and, following the Settlement Date will not, have different voting rights from other holders of Class A Ordinary Shares.

Shareholders. As at the date of this Prospectus, the Sponsors are the Company's sole shareholders.

Directors and officers. As at the date of this Prospectus, the **Statutory Board** is composed of the following members (the "**Statutory Directors**"):

Name	Age	Position
Pierre Cuilleret	54	Executive Director and CEO
Charles-Eduard van Rossum	47	Non-Executive Director, Chairman
Cécile Levi	57	Non-Executive Director
Domitille Méheut	48	Non-Executive Director
Anne-Laure Navéos	41	Non-Executive Director

As at the date of this Prospectus, the Company has one employee: Baptiste Desplats is the chief financial officer of the Company (the "**CFO**"). Pierre Cuilleret, the executive director ("**Executive Director**"), chief executive officer (the "**CEO**") and the Company's operating partner (the "**Operating Partner**"), is engaged by the Company via a service agreement. The Company is further supported through services provided to it by the Sponsors. Pursuant to a letter agreement to be entered into between *inter alia* the Sponsors and the Company, both Tikehau Capital (via Bellerophon Financial Sponsor 2 SAS) and Financière Agache (via Poseidon Entrepreneurs Financial Sponsor SAS) may jointly designate a Statutory Director and each of Tikehau Capital (via Bellerophon Financial Sponsor 2 SAS) and Financière Agache (via Poseidon Entrepreneurs Financial Sponsor SAS) may designate one of their partners or employees or representatives to observe meetings of the Statutory Board.

Statutory auditor. The Company's statutory auditor is Mazars Accountants N.V., having its registered office at Watermanweg 80, 3067 GG Rotterdam, the Netherlands.

What is the key financial information regarding the issuer?

Historical key financial information. As the Company was incorporated on 16 June 2021 for the purpose of completing the Offering and the Business Combination, the only available financial information is the audited special purpose financial statements that cover the period from 16 June 2021 up to and including 31 October 2021.

Selected financial information. The following tables set forth selected financial information of the Company that is derived from the statement of financial position as at 31 October 2021 and for the period from incorporation, 16 June 2021, to 31 October 2021.

Statement of financial position

	As at 31 October 2021
	€1,000
Total assets	-
Total equity and liabilities	-

Statement of changes in equity

	For the period from incorporation, 16 June 2021, to 31 October 2021
	€1,000
Total comprehensive income	(242)
Transactions with owners of the Company – contributions and distributions.....	-

The audit report includes the following emphasis of matter paragraph: "Without qualifying our opinion, we draw your attention to the following matter set out in Note 1 "General (c) Going concern" which discloses that the going concern assumption is based on successful completion of the securities increase and the business acquisition."

Other key financial information: Not applicable. No pro forma financial information has been included in the Prospectus.

What are the key risks that are specific to the issuer?

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

- The Company is a newly incorporated entity with no operating history and will not commence operations prior to the Offering;
- The Company may face significant competition for Business Combination opportunities;
- The Company 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 the Company;
- 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 the Company;
- The Company 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 the Company to restructure or abandon a particular Business Combination;
- The Company expects to complete the Business Combination with a single target company or business, meaning the Company's 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 the Company 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;
- The Company 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 the Company's affairs, which could have a negative impact on the Company's 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 the Company 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 Company's ability to complete the Business Combination.

Section C – Key information on the securities

What are the main features of the securities?

Each Unit consists of one Class A Ordinary Share and the right to receive an additional 1/3 of 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), under the symbol "PEACE" (which will be the same symbol as for the Class A Ordinary Shares). On 14 January 2022 (the "**Conversion Trading Date**"), the Class A Ordinary Shares and the Warrants will automatically trade separately under ISIN NL0015000H31 and symbol PEACE (Class A Ordinary Shares) and ISIN NL0015000H56 and symbol PEACW (Warrants). On the date that is two Trading Days' (a "**Trading Day**" being a day on which Euronext Amsterdam is open for trading) 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 whole multiple thereof) at the end of the first Trading Day after the Conversion Trading Date." For the avoidance of doubt, none of the Joint Global Coordinators will undertake any stabilisation transactions following Admission. No additional costs will be charged by the Listing and Paying Agent for the distribution of the Warrants. Prior to the Conversion Trading Date, the Units are therefore Class A Ordinary Shares with (cum) a right to receive one-third (1/3) of a Warrant. As from the Conversion Trading Date, the Warrants trade separately from the Class A Ordinary Shares. After the end of the first Trading Day after the Conversion Trading Date, the Class A Ordinary Shares will no longer give any right to receive one-third (1/3) of a Warrant. On the second Trading Day after the Conversion Trading Date, the Warrants will be distributed. Consequently, references in this Prospectus to "Units" are to Class A Ordinary Shares cum a right to receive one-third (1/3) of a Warrant and references to "Class A Ordinary Shares" are to Class A Ordinary Shares that no longer give a right to receive one-third (1/3) of a Warrant.

The Sponsors and their affiliates and/or directors, including Pierre Cuilleret, Diego De Giorgi and Jean Pierre Mustier, will together subscribe for a total of 5,250,000 founder shares in the Company with a nominal value of €0.01 per share (the "**Founder Shares**") at a subscription price of €1.50 per share for an aggregate subscription price of €7,875,000. Of these 5,250,000 Founder Shares, 100,000 Founder Shares will be issued by the Company to the Sponsors and subsequently repurchased by the Company at their nominal value and held in treasury for the purposes of allocating them to each of the independent Non-Executive Directors (as defined below) and Baptiste Desplats, the Company's chief financial officer (the "**CFO**") on or around the Business Combination Date. The Founder Shares will rank *pari passu* with each other. Each Founder Share entitles its holder to cast one vote in the general meeting (*algemene vergadering*) of the Company. Subject to the satisfaction of the conditions set out below (the "**Promote Schedule**"), and subject to adjustment for share sub-divisions, share capitalisations, reorganisations, recapitalisations and the like:

- all 100,000 Founder Shares allocated to each of the independent Non-Executive Directors (as defined below) and Baptiste Desplats, the Company's CFO (the "**NED Founder Shares**") will be exchanged on a one-for-one basis for Class A Ordinary Shares on or around the Business Combination Date (subject to lock-up arrangements);
- up to 50% of the Founder Shares (excluding NED Founder Shares), 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 2,575,000 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 NED Founder Shares), 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 1,287,500 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 NED Founder Shares), 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 1,287,500 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 for any 20 Trading Days within a 30 consecutive-Trading Day period.

Tikehau Capital, Financière Agache, Diego De Giorgi, Jean Pierre Mustier, as well as Pegasus Acquisition Partners Holding (which is jointly controlled by Pierre Cuilleret, Diego De Giorgi and Jean Pierre Mustier) and/or their respective affiliates and/or directors, have agreed to subscribe for an aggregate of 5,250,000 warrants (the "**Founder Warrants**") for an aggregate subscription price of €157,500. Each Founder Warrant entitles the holder thereof to purchase one Class A Ordinary Share at a price of €11.50, subject to certain adjustments. Each Founder Share carries one vote at the general meeting of the Company, while no voting rights attach to the Founder Warrants. Each of Tikehau Capital, Financière Agache, Diego De Giorgi, Jean Pierre Mustier, as well as Pegasus Acquisition Partners Holding (which is jointly controlled by Pierre Cuilleret, Diego De Giorgi and Jean Pierre Mustier) and/or their respective affiliates and/or directors or their permitted transferees may elect to exchange their Founder Warrants for listed Warrants held in treasury at the earliest thirty (30) days after the completion of a Business Combination.

Furthermore Tikehau Capital and Financière Agache shall enter into a forward purchase agreement ("**Forward Purchase Agreement**") with the Company, pursuant to which each of Tikehau Capital and Financière Agache unconditionally commits to purchase from the Company up to 2,500,000 Class A Ordinary Shares and up to 833,333 Warrants, for an aggregate amount of up to €25,000,000 each, in a private placement that would occur simultaneously with, and in such an amount as determined by the Statutory Board (acting unanimously) in connection with the closing of the Business Combination.

On or prior to the Settlement Date, the Company will also issue to, and immediately repurchase from the Sponsors and their affiliates and/or directors 100,000 Founder Shares, to be held in treasury for the purpose of allocating them to each of the independent Non-Executive Directors and Baptiste Desplats, the CFO, on or around the Business Combination Date. On or prior to the Settlement Date, the Company will also issue to, and immediately repurchase from the Sponsors and their affiliates and/or directors 10,250,000 Class A Ordinary Shares and 13,916,666 Warrants, all at the same value, for the purpose of holding these in treasury. Of these Class A Ordinary Shares and Warrants held in treasury (i) 7,000,000 Warrants are held in treasury for the purpose of effecting the distribution of the Warrants after the Conversion Trading Date, (ii) 5,250,000 Class A Ordinary Shares are held in treasury for the purpose of effecting the exchange of the Founder Shares for Class A Ordinary Shares in accordance with the Promote Schedule, (iii) 5,000,000 Class A Ordinary Shares and 1,666,666 Warrants are held in treasury for the purchase of the Forward Purchase Securities by Tikehau Capital and Financière Agache from the Company pursuant to the Forward Purchase Agreement and (iv) 5,250,000 Warrants are held in treasury for the purpose of effecting the exchange of Founder Warrants held by each of Tikehau Capital, Financière Agache, Diego De Giorgi, Jean Pierre Mustier, as well as Pegasus Acquisition Partners Holding (which is jointly controlled by Pierre Cuilleret, Diego De Giorgi and Jean Pierre Mustier) and/or their respective affiliates and/or directors or their permitted transferees for listed Warrants at the earliest thirty (30) days after the completion of a Business Combination. As long as any Units, Class A Ordinary Shares or Founder Shares are held in treasury, they do not yield dividends, do not entitle the Company as a holder thereof to voting rights, and do not count towards the calculation of dividends or voting percentages and are not eligible for redemption. As long as Warrants are held in treasury, they cannot be exercised. The Class A Ordinary Shares and Warrants held in treasury will be admitted to listing and trading on Euronext Amsterdam under ISIN NL0015000H31 for the Class A Ordinary Shares and ISIN NL0015000H56 for the Warrants.

Rights attaching to the Class A Ordinary Shares. The Class A Ordinary Shares will rank *pari passu* with each other and holders of Class A Ordinary Shares will be entitled to dividends and other distributions declared and paid on them. Each Class A Ordinary Share carries the distribution rights as included in the articles of association of the Company (from time to time, the "**Articles of Association**") and entitles its holder the right to attend and to cast one vote at the general meeting of the Company. Class A Ordinary Shares held in treasury do not yield dividends, do not entitle the Company as a holder thereof to voting rights do not count towards the calculation of dividends or voting percentages and are not eligible for redemption.

Subject to complying with applicable law and satisfaction of certain conditions, 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 on deposit in the Escrow Accounts calculated as of two Trading Days prior to the date of completion of a Business Combination (such date of completion of the Business Combination, the "**Business Combination Date**"), divided by the number of then issued and outstanding Class A Ordinary Shares (not held in treasury). Full details and terms and conditions will be provided in the convocation materials for the Business Combination EGM. The amounts in the Escrow Accounts are 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 a *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 (as defined below) incurred in the Escrow Accounts and not paid out of the Costs Cover (as defined below) or increased with any positive interest accrued in the Escrow Accounts. The repurchase of the Class A Ordinary Shares held by a Class A Ordinary Shareholder does not trigger the repurchase of the Warrants held by the Class A Ordinary Shareholder (if any). Accordingly, Class A Ordinary Shareholders whose Class A Ordinary Shares are repurchased by the Company will retain all rights to any Warrants that they may hold at the time of repurchase. The procedures for participation will be communicated by the Company via a press release.

Subject to compliance with applicable law, the Company will redeem the Class A Ordinary Shares held by the redeeming shareholders in accordance with the redemption arrangements described in this Prospectus and Dutch law.

Rights attaching to the Warrants. Each whole Warrant entitles the Warrant Holder to purchase one Class A Ordinary Share at a price of €11.50 per Class A Ordinary Share, subject to adjustments as set out in the Prospectus, at any time commencing five business days after the Business Combination Date. The Warrants will expire upon the earlier of: (i) five years after the Business Combination Date, (ii) their redemption by the Company or (iii) the liquidation of the Company. No fractional Warrants will be issued or delivered and only whole Warrants will trade on Euronext Amsterdam. Accordingly, unless an investor owns at least three Units (or a whole multiple thereof), it will not be able to receive or trade a whole Warrant.

The Warrant Holders in such capacity do not have the rights or privileges of Class A Ordinary Shareholders and any voting rights until they exercise their Warrants and receive Class A Ordinary Shares. After the issuance and delivery of Class A Ordinary Shares upon

exercise of the Warrants, each holder of Class A Ordinary Shares will be entitled to one vote for each Class A Ordinary Share held of record on all matters to be voted on by Class A Ordinary Shareholders.

Once the Warrants become exercisable (and prior to their expiration), the Company may redeem all issued and outstanding Warrants (other than the Founder Warrants), in whole and not in part at a price of €0.01 per Warrant if the closing price of the Class A Ordinary Shares for any 20 Trading Days within a 30-day trading period ending on the third Trading Day prior to the date on which the Company publishes the redemption notice (the "**Reference Value**") equals or exceeds €18.00 per Class A Ordinary Share (as adjusted for adjustments to the number of Class A Ordinary Shares issuable upon exercise or the Exercise Price of a Warrant) for any 20 Trading Days within a 30-day trading period ending on the third Trading Day prior to the date on which the Company sends the notice of redemption to the Warrant Holders.

Furthermore, once the Warrants become exercisable (and prior to their expiration), the Company has the ability to redeem the outstanding Warrants (other than the Founder Warrants), at a price of €0.01 per Warrant if, among other things, the Reference Value equals or exceeds €10.00 per Class A Ordinary Share (as adjusted for adjustments to the number of Class A Ordinary Shares issuable or deliverable upon exercise or the Exercise Price of a Warrant). Provided the Reference Value equals or exceeds €10.00 per Class A Ordinary Share and is less than €18.00, the Warrant Holders have the option to exercise their Warrants on a cashless basis prior to the redemption record date as indicated in the redemption notice and the holder thereof will receive a certain number of Class A Ordinary Shares based on the redemption date and the "fair market value" of the Class A Ordinary Shares.

The Warrants held in treasury will be admitted to listing and trading on Euronext Amsterdam under ISIN NL0015000H56. Any Warrants held in treasury cannot be exercised.

Restrictions on free transferability of Units, Class A Ordinary Shares and Warrants. There are no restrictions on the free transferability of the Units, the Class A Ordinary Shares and the Warrants, but the offer and sale of the Units, Class A Ordinary Shares and the Warrants to persons located or resident in, or who are citizens of, or who have a registered address in countries other than the Netherlands, and the transfer of Units, Class A Ordinary Shares and Warrants into jurisdictions other than the Netherlands, may be subject to specific regulations and restrictions.

Certain lock-up arrangements apply to the Units, Class A Ordinary Shares and Warrants.

Dividend policy. The Company has not paid any dividends to date and will not pay any dividends prior to a Business Combination. In any event, the Company may only make distributions in accordance with the requirements in the Articles of Association and of Dutch law.

Where will the securities be traded?

Application has been made for all of the Class A Ordinary Shares (prior to the Conversion Trading Date described as Units) and Warrants to be admitted to listing and trading on Euronext Amsterdam. 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**"). Neither the Founder Shares nor the Founder Warrants will be admitted to listing and trading on Euronext Amsterdam.

What are the key risks that are specific to the securities?

The key risks specific to the securities are as follows:

- The Company may issue additional Class A Ordinary Shares to complete a Business Combination or under an employee incentive plan after completion of a Business Combination. Any such issuances would dilute the interest of the Shareholders and likely present other risks;
- The Company may be liquidated before the completion of a Business Combination by the Business Combination Deadline, or may not be able to complete a Business Combination by the Business Combination Deadline, as a result of which it would cease all operations except for the purpose of winding up and it intends to redeem its Class A Ordinary Shares and liquidate, in which case the Shareholders may receive less than €10.00 per Class A Ordinary Share in certain circumstances and any outstanding Warrants will expire worthless;
- The Company may redeem unexpired Warrants prior to their exercise at a time that is disadvantageous to Warrant Holders, thereby making such Warrants worthless;
- Investors will not have any rights or interests in funds from the Escrow Accounts, except under certain limited circumstances. To liquidate an investment, therefore, a Shareholder may be forced to sell its Class A Ordinary Shares and/or Warrants, potentially at a loss; and
- There is a risk that the market for the Units, Class A Ordinary Shares or the Warrants will not be active and liquid, which may adversely affect the liquidity and price of the Units, Class A Ordinary Shares and the Warrants.

Section D – Key information on the offer and/or the admission to trading on a regulated market

Under which conditions and timetable can I invest in this security?

Offer. The Company is offering 21,000,000 Units at a price per Unit of €10.00. In the Offering, Units are being offered (i) to certain qualified investors in certain states of the European Economic Area, and the United Kingdom and elsewhere outside the United States in offshore transactions in accordance with Regulation S ("**Regulation S**") under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**") and (ii) in the United States only to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the U.S. Securities Act or pursuant to another exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

No action has been taken or will be taken in any jurisdiction by the Company, Citigroup Global Markets Europe AG ("**Citigroup**"), Goldman Sachs Bank Europe SE ("**Goldman Sachs**") and BNP Paribas ("**BNPP**"), as the joint global coordinators and the joint bookrunners in connection with the Offering (the "**Joint Global Coordinators**") or together with the Joint Global Coordinators as joint bookrunner (the "**Joint Bookrunners**") or ABN AMRO Bank N.V. (the "**Agent**") that would permit a public offering of the Units, the Class A Ordinary Shares or the Warrants, or the possession, circulation or distribution of this Prospectus or any other material relating to the Company, the Units, the Class A Ordinary Shares or the Warrants, in any country or jurisdiction where action for that purpose is required. Accordingly, no Units, the Class A Ordinary Shares or the Warrants, may be offered or sold either directly or indirectly, and neither this Prospectus nor any other offer material, advertisements or any other related materials in connection with the Units, the Class A Ordinary Shares and/or the Warrants may be distributed or published, in or from any country or jurisdiction except in compliance with any applicable rules and regulations of any such country or jurisdiction.

Timetable. The timetable below sets out certain expected key dates for the Offering and Admission:

Event	Date and time (CET)
	2021
Press release announcing the Admission and launch of the Offering.....	7 December, before 9:00
AFM approval of Prospectus.....	10 December, before 8:00
Press release announcing the publication of the Prospectus and the results of the Offering and communication of allocations	10 December, before 9:00
Trading on an "as-if-and-when-issued/delivered" basis in the Units	10 December, 9:00
Settlement	14 December

Each of the times and dates in the above timetable is subject to change without further notice.

Allocation. Allocations under the Offering will be determined by the Joint Global Coordinators in agreement with the Company after indications of interest from prospective investors have been received. Multiple applications for Units under the Offering will be accepted. A number of factors will be considered in deciding the basis of allocation under the Offering, including the level and nature of the demand for the Units and the objective of establishing an investor profile consistent with the long-term objective of the Company.

Payment and delivery. Payment for the Units will take place on the Settlement Date. The Offer Price must be paid in full in euro and is exclusive of any taxes and expenses which must be borne by the investor. The Offer Price must be paid by investors in cash upon remittance of their share subscription or, alternatively, by authorising their financial intermediary to debit their bank account with such amount for value on payment on the Settlement Date.

The Class A Ordinary Shares and the Warrants will be issued in registered form and will be entered into the collective deposit (*verzameldepot*) and giro deposit (*girodepot*) on the basis of the Dutch Securities Giro Transactions Act. Application has been made for the Class A Ordinary Shares (prior to the Conversion Trading Date described as Units) and the Warrants to be accepted for clearance through the book-entry facilities of Euroclear Nederland. Euroclear Nederland has its offices at Herengracht 459-469, 1017 BS, Amsterdam, the Netherlands. The Company has appointed ABN AMRO Bank N.V. as the Euroclear Nederland agent, in connection with the Offering and Admission.

Dilution. The Sponsors, and their affiliates and/or directors, including Pierre Cuilleret as CEO, will together subscribe for a total of 3,100,000 Units in the Offering. The Sponsors and their affiliates and/or directors may also at the Offer Price subscribe for Units in the Offering that are unsubscribed for at the end of the Offering, if any (the "**Additional Sponsor Units**"). On the Settlement Date, the Sponsors, and their affiliates and/or directors, including Pierre Cuilleret, Diego De Giorgi and Jean Pierre Mustier, will together own a total of 5,150,000 Founder Shares¹ and a total of 5,250,000 Founder Warrants. The Sponsors, and their affiliates and/or directors will therefore in the aggregate own 31.55% of the voting rights of the Company as at the Settlement Date. Each Founder Share may be exchanged for one Class A Ordinary Share upon completion of the Business Combination in accordance with the Promote Schedule. Exchange of the Founder Shares for Class A Ordinary Shares will not result in dilution for Class A Ordinary Shareholders. Each Founder Warrant is exercisable at a price of €11.50 per Class A Ordinary Share, subject to adjustment. The exercise of Founder Warrants into Class A Ordinary Shares will result in dilution of Class A Ordinary Shareholders. Furthermore Tikehau Capital and Financière Agache shall enter into a Forward Purchase Agreement pursuant to which each of Tikehau Capital and Financière Agache will each commit to purchase from the Company up to 2,500,000 Class A Ordinary Shares and up to 833,333 Warrants. As a result the Class A Shareholders would suffer a dilution of their proportionate ownership interest and voting rights.

Estimated expenses. Pursuant to the Underwriting Agreement (as defined below), the Joint Global Coordinators have agreed to reimburse the Company for certain properly incurred costs related to the Offering and Admission in an amount of up to €975,590.

The Company expects the Offering costs (comprising a commission of 2.0% of an amount equal to the Offer Price multiplied by the aggregate number of Underwritten Units (as defined below) sold in the Offering less the Units sold in the Offering to institutional investors introduced by the Sponsors, a list of which is to be agreed between the Sponsors and the Joint Global Coordinators (the "**F&F Units**"), which amount shall be due and payable on the Settlement Date from the Costs Cover (the "**Initial Underwriting Commission**") and other Offering costs related to advisors identified for this transaction), after reimbursement, to amount to up to €4,732,978. No expenses or fees will be charged by the Company or the Sponsors to investors in relation to the Offering. The Costs Cover will cover Negative Interest (as defined below) incurred up and until the Business Combination Deadline (not including a potential, one-off six month extension).

Why is this prospectus being produced?

Reasons for the offer and use of proceeds. The Company expects the gross proceeds from the Offering will total €210,000,000 (the "**IPO Proceeds**"). An amount equal to the gross IPO Proceeds will be deposited in the bank accounts opened by Stichting Pegasus Entrepreneurial Europe Escrow and held with BNP Paribas and Caisse d'Épargne Côte d'Azur (the "**Escrow Accounts**"). The IPO Proceeds may be used as consideration to pay the sellers of a target company or business with which the Company ultimately completes a Business Combination, to pay the Deferred Commissions (as defined below) payable to the Joint Global Coordinators upon completion of a Business Combination and, if the interest rate over the proceeds held on the Escrow Accounts is negative (the "**Negative Interest**"), pay any Negative Interest incurred up and until the Business Combination Deadline (not including a potential, one-off six month extension). If the Business Combination is paid for using equity or debt, or not all of the funds released from the Escrow Accounts are used for payment of the consideration in connection with a Business Combination or the redemption of Class A Ordinary Shares, the Company may apply the balance of the cash released to it from the Escrow Accounts for general corporate purposes, including for maintenance or expansion of operations of the post-Business Combination entity, the payment of principal or interest due on indebtedness incurred in completing a Business Combination, to fund the purchase of other companies or for working capital.

Of the proceeds of the Sponsors' subscription for the Founder Shares and Founder Warrants (collectively, the "**Sponsor Private Placement**"), an amount equal to the Initial Underwriting Commission payable to the Joint Global Coordinators in connection with the Offering will be deposited in the Escrow Accounts. The remainder of the proceeds of the Sponsor Private Placement will be held outside of the Escrow Accounts to cover the costs relating to (a) the Offering and Admission (the "**Offering Costs**"), (b) an amount equal to the

¹ An additional 100,000 Founder Shares will be issued by the Company to the Sponsors and subsequently repurchased by the Company at their nominal value and held in treasury for the purposes of allocating them to each of the independent Non-Executive Directors and the CFO on or around the Business Combination Date.

Negative Interest incurred up and until the Business Combination Deadline (not including a potential, one-off six month extension) and (c) the search for a company or business for a Business Combination and other Offering Costs (collectively, the "**Costs Cover**"). Immediately upon the making of a Negative Interest payment during the Business Combination Deadline (not including a potential, one-off six month extension), part of the Costs Cover will be transferred into the Escrow Accounts, to compensate the Negative Interest payment out of the Escrow Accounts. The Costs Cover together with the Deferred Commissions (as defined below) constitute the "**Total Costs**". For the avoidance of doubt, the Costs Cover does not cover any Negative Interest (if any) incurred in the Escrow Accounts after the Business Combination Deadline (not including a potential, one-off six month extension) or the Deferred Commissions. Insofar as there are any costs in excess of the Total Costs (the "**Excess Costs**"), the Sponsors may fund up to €2,000,000 of the Excess Costs through the issuance of loan or debt instruments to the Company, such as promissory notes, which at the option of the Sponsors, may be repaid in cash or settled for one Class A Ordinary Share and one-third (1/3) of a Founder Warrant for each €10.00 loaned. The Company entered into services agreements with Tikehau Capital SCA and Financière Agache SA, to provide certain services in connection with the launch of the Offering and Admission, ongoing services after the Offering and Admission and in connection with an actual or potential Business Combination. In consideration for such services the Company has agreed to pay Tikehau Capital SCA €107,500 in fees within 30 days after the Admission and a further €107,500 at the earliest of the completion of the Business Combination and the liquidation of the Company. Similarly the Company has agreed to pay Financière Agache SA €65,000 to compensate for services in connection with the launch of the Offering and Admission. In addition, the Company will pay an annual cash remuneration to Pegasus Acquisition Partners and the CFO, which will be €520,000 (pro rata for the year 2021). The proceeds of any cash settlement of the exercise of Warrants may be applied for general corporate purposes.

Underwriting. On 7 December 2021, the Joint Global Coordinators and the Company entered into an underwriting agreement (the "**Underwriting Agreement**"). Pursuant to the Underwriting Agreement, the Joint Global Coordinators have agreed, subject to certain conditions set out in the Underwriting Agreement, to use reasonable endeavours to procure investors to subscribe for Units in the Offering. To the extent that any investor procured by the Joint Global Coordinators to subscribe for Units in the Offering fails to subscribe for any or all of such Units which it has agreed to subscribe for, the Joint Global Coordinators shall subscribe for such Units themselves. The Founder Shares, the Founder Warrants and the 3,100,000 Units and any Additional Sponsor Units to be subscribed for by Pegasus Acquisition Partners Holding, Financière Agache, Tikehau Capital and/or their respective affiliates and/or directors, including Pierre Cuilleret as CEO, the 25,000 Units to be subscribed for by Charles-Eduard van Rossum as Statutory Director of the Company will not be underwritten by the Joint Global Coordinators. The Units that are subject to such underwriting obligations by the Joint Global Coordinators, the "**Underwritten Units**".

Material conflicts of interest. Certain of the Statutory Directors, the Operating Partner and the CFO have fiduciary and contractual duties to certain companies in which they have invested, such as the Sponsors. The Sponsors also have and may in the future have interests in other entities, including other special purpose acquisition companies, such as Pegasus Acquisition Company Europe B.V. These entities may compete with the Company for business combination opportunities. If these entities decide to pursue any such opportunity, the Company may be precluded from pursuing such opportunities. None of the Statutory Directors and the Operating Partner or the CFO have any obligation to present the Company with any opportunity for a potential Business Combination of which they become aware, subject to their fiduciary duties under Dutch law. The Sponsors and their affiliates and the Statutory Directors and Operating Partner are also not prohibited from sponsoring, investing in or otherwise becoming involved with, any other special purpose acquisition companies, including in connection with their business combinations, prior to the Company completing a Business Combination. The Statutory Directors, CFO and Operating Partner, in their capacities as directors, officers or employees of the Sponsors or their affiliates (to the extent applicable) or in their other endeavours, may choose to present potential business combination opportunities to the related entities described above, current or future entities affiliated with or managed by the Sponsors, or any other third parties, before they present such opportunities to the Company, subject to their fiduciary duties under Dutch law and any other applicable fiduciary duties. Further, the Company is not prohibited from pursuing a Business Combination with a target company or business that is affiliated with the Sponsors, any of their affiliates or any of the Statutory Directors or Operating Partner. Until the completion of the Business Combination, (i) Tikehau Capital, Financière Agache SA, Pegasus Acquisition Partners, Diego De Giorgi or Jean Pierre Mustier may provide services to the Company; and (ii) Pierre Cuilleret may provide services to Tikehau Capital or Financière Agache outside of activities of the Company. Furthermore, one Statutory Director, Cecile Levi, is employed by Tikehau Investment Management, a wholly-owned subsidiary of Tikehau Capital, and has been appointed on the Statutory Board to represent both Tikehau Capital and Financière Agache.

The Joint Global Coordinators and the Agent and/or their respective affiliates may in the future, from time to time, engage in commercial banking, investment banking and financial advisory and ancillary activities in the ordinary course of their business with the Company or any parties related to any of it, in respect of which they have and may in the future, receive customary fees and commissions. Additionally, the Joint Global Coordinators and/or the Agent and/or their respective affiliates may in the ordinary course of their business, hold the Company's securities for investment purposes. As a result, these parties may have interests that may not be aligned, or could possibly conflict with the interests of investors or of the Company.