

**NOTICE OF EXCHANGE FOUNDER WARRANTS**

Reference is made to the exchange of Founder Warrants issued by FL Entertainment N.V. (the "**Company**") for listed Public Warrants issued by the Company as described in the Warrant T&Cs. Capitalized terms used, but not defined herein, have the meaning ascribed to them in the Warrant T&Cs.

**Request to Exercise**

The undersigned (the "**Warrant Holder**"):

Name:	
Address:	
Email:	
Telephone number:	

Hereby requests to exchange:

\_\_\_\_\_ Founder Warrants

for the same amount of listed Public Warrants (ISIN: NL0015000H56)

**Custodian details**

Please fill in below the details of the account to which the Public Warrants should be delivered:

Custodian (name of the financial institution):	
Account number with Custodian:	
Registration number (correspondent bank) at ESES (EGSP):	
Swift address (correspondent bank):	
Contact person at Custodian (name, email and telephone number):	

**Representations and Warranties**

The Warrant Holder represents and warrant to the Warrant Agent and the Company that:

- a) the Warrant Holder has full title to the Warrants and there is no encumbrance or agreement, arrangement or obligation to create or given an encumbrance in relation to any of the Warrants;
- b) there is no agreement, arrangement or obligation requiring the transfer or the grant to a person of the right (conditional or not) to require the transfer of the Warrants;

- c) the exchange is permitted in the jurisdiction of the Warrant Holder; and
- d) the Warrant Holder understands that the Public Warrants to be received upon exchange of the Founder Warrants have not been, and will not be, registered under the United States Securities Act of 1933 (the "**Securities Act**") or with any state or other jurisdiction of the United States, and may not be offered or sold in the United States absent registration or pursuant to an exemption from the registration requirements under the Securities Act.

As of the date hereof, the Warrant Holder either (i) is not resident or located the United States and a professional client as defined in point (10) of Article 4 of Directive 2014/65/EU or (ii) is located in the United States, in which case the Warrant Holder represents and warrants to the Warrant Agent and the Company that:

- a) the Warrant Holder is a qualified institutional buyer as defined in Rule 144A of the Securities Act ("**QIB**") and is acquiring the Public Warrants for its own account or for the account of a QIB. If the Warrant Holder is acquiring the Public Warrants for the account of one or more QIBs, the Warrant Holder represents that it has sole investment discretion with respect to each such account and that the Warrant Holder has full power to make the foregoing acknowledgements, representations, warranties and agreements on behalf of each such account;
- b) the Warrant Holder is exchanging the Founder Warrants for Public Warrants for investment purposes only and not with a view to distribution or resale, directly or indirectly, in the United States or otherwise in violation of United States securities laws;
- c) the Warrant Holder understands that the Public Warrants may not be reoffered, resold, pledged or otherwise transferred except (i) in an offshore transaction in accordance with Rule 903 or Rule 904 of Regulation S to a person outside the United States, (ii) pursuant to another available exemption from the registration requirements of the Securities Act or (iii) pursuant to an effective registration statement under the Securities Act, in each case in accordance with applicable securities laws of any state of the United States; and
- d) the Warrant Holder satisfies any and all standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of its residence and any other applicable jurisdictions.

### **Instructions for Completion**

A Warrant Holder may request to exchange its Founder Warrants for listed Public Warrants in accordance with the Warrant T&Cs by sending this completed notice to ABN AMRO Bank N.V. (see "*Contact details*" below).

Simultaneously with sending this notice to ABN AMRO Bank N.V., the Warrant Holder shall transfer the number of Founder Warrants requested to exchange in accordance with the Warrant T&Cs.

The date of exchange of the Founder Warrants shall be the date on which the last of the abovementioned conditions is met (the "**Exchange Date**"). The delivery of the listed Public Warrants shall take place no later than on the tenth trading day after the Exchange Date.

**Contact details**

ABN AMRO Bank N.V. – Warrant Agent  
ABN AMRO Corporate Broking & Issuer Services  
Email: as.exchange.agency@nl.abnamro.com

**Warrant Holder Signature**

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Name:

Name authorized representative:

Date: