FL / ENTERTAINMENT

PROSPECTUS SUMMARY

Section A – Introduction and warnings

*This summary should be read as an introduction to the prospectus (the "**Prospectus**"). Any decision to invest in the securities of FL Entertainment N.V. (the "**Company**") should be based on a consideration of the Prospectus as a whole by the investor. An investor could lose all or part of the invested capital. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the Prospectus 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 Prospectus has been prepared in connection with the admission to listing and trading of all ordinary shares in the issued share capital of the Company with a nominal value of €0.01 each (the "**Ordinary Shares**") and all public warrants (the "**Warrants**") and a holder of one or more Warrant(s), a "**Warrant Holder**"). The Company is listing 408,982,609 Ordinary Shares and 13,916,660 Warrants on Euronext in Amsterdam (the "**Listing**").

The Ordinary Shares and Warrants have been issued by the Company, and its legal and commercial name at the date of the Prospectus is FL Entertainment N.V. and its LEI is 894500G73K46H93RF180. Trading, to the extent applicable on an "as-if-and-when-issued/delivered" basis, in the Ordinary Shares on Euronext in Amsterdam, a regulated market of Euronext Amsterdam N.V. ("**Euronext Amsterdam**"), is expected to commence on or around 1 July 2022 (the "**First Trading Date**").

The international securities identification number ("**ISIN**") of the Ordinary Shares is NL0015000X07 and the ISIN of the Warrants is NL0015000H56. The Prospectus has been approved by the Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*) (the "**AFM**"), as competent authority under Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (including any amendments and relevant delegated regulations) (the "**Prospectus Regulation**"). The AFM's address is Vijzelgracht 50, 1017 HS Amsterdam, the Netherlands. Its telephone number is +31 (0)20 797 2000 and its website is www.afm.nl. The AFM approved the Prospectus on 1 July 2022.

Section B – Key Information on the Issuer

Who is the issuer of the securities?

Domicile and legal form The Company's legal and commercial name is FL Entertainment N.V. as of the date of the Prospectus. On 10 March 2022, the Company was incorporated as a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) under the laws of the Netherlands. At 00:00 Central European Summer Time ("**CEST**") on 1 July 2022, the Company converted into a public limited liability company (*naamloze vennootschap*) under the laws of the Netherlands and its name was changed to FL Entertainment N.V. The issuer of the Ordinary Shares and the Warrants is the Company, incorporated and domiciled in the Netherlands and operating under the laws of the Netherlands, having its statutory seat in Amsterdam, the Netherlands. The Company is domiciled in France and has its business address at 5, rue François 1er, 75008 Paris, France. The Company's telephone number is +33 1 44 95 23 00 and its website is www.fl-entertainment.com. The Company is registered with the Dutch Chamber of Commerce (*Kamer van Koophandel*) under number 85742422 and registered under number 913 167 227 R.C.S. Paris and its LEI is 894500G73K46H93RF180.

Principal activities. The Company together with its subsidiaries (together, the "**Group**") is a global group, operating across a variety of platforms and geographies. The Group's business is divided between the content production and distribution business (of which the revenues represented approximately 78.8% of the total revenues of the Group for the year ended 31 December 2021) and the online sports betting and gaming business (of which the revenues represented approximately 21.1% of the total revenues of the Group for the year ended 31 December 2021). The Group operates its business associated with content production & distribution through Banijay Group Holding SAS, a French joint stock company (*société par actions simplifiée*) duly organised and existing under the laws of France, having its business address at 5 rue François 1er, 75008 Paris, France, registered under number 829 295 138 R.C.S. PARIS together with its subsidiaries (the "**Banijay Group**") and its business associated with online sports betting and gaming through Betclic Everest Group SAS, a French joint stock company (société par actions simplifiée) duly organised and existing under the laws of France, having its business address at 5 rue François 1er, 75008 Paris, France, registered under number 501 420 939 R.C.S Paris ("**Betclic**") together with its subsidiaries (the "**Betclic Everest Group**") and together with its subsidiaries but excluding Bet-at-home AG ("**Bet-at-home**") (the "**Betclic Group**").

The Banijay Group is the world's leading independent producer and distributor of television programmes based on revenue for the year ended 31 December 2021. The Banijay Group creates, develops, sells, produces and distributes television formats and programmes, and digital content for a wide range of customers. The Banijay Group operates over 120 production companies, across 22 countries. The Banijay Group has a multi-genre catalogue boasting over 130,000 hours of original standout programming. It produces both scripted and non-scripted content across all genres, including reality shows, entertainment and talk shows, game shows, factual entertainment, documentary, drama and comedy. The

Banijay Group has produced successful long-running programmes such as Survivor, Temptation Island, Peaky Blinders, *Big Brother* and *MasterChef*.

The Company believes that the Betclic Everest Group is the fastest growing online sports gaming platform in Europe in terms of revenue growth. The Betclic Everest Group aims to offer the most entertaining gaming experience on the market thanks to easy-to-use, interactive and innovative mobile apps. In its online sports betting offering, customers can find betting offers on more than 50 sports. The Betclic Everest Group's online gaming offering comprises casino, poker, games and virtual sports. Furthermore, Betclic has a controlling interest of 53.9% in Bet-at-home, an online gaming and sports betting company listed on the Frankfurt Stock Exchange that operates independently.

Business Combination. On 10 December 2021 Pegasus Entrepreneurial Acquisition Company Europe B.V. ("**Pegasus Entrepreneurs**"), a special purpose acquisition company which was incorporated under the laws of the Netherlands as a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) for the purpose of entering into a business combination with an operating business in Europe, listed on Euronext Amsterdam. Pegasus Entrepreneurs was established by Pegasus Acquisition Partners Holding B.V. ("**Pegasus Acquisition Partners Holding**") which is jointly controlled by Pierre Cuilleret, Diego De Giorgi and Jean Pierre Mustier; Tikehau Capital SCA (a French partnership limited by shares that is listed on Euronext Paris) through a subsidiary (together with Tikehau Capital SCA herein referred to as "**Tikehau Capital**"); Financière Agache SA through a subsidiary (together with Financière Agache SA herein referred to as "**Financière Agache**"); Diego De Giorgi; and Jean Pierre Mustier as sponsors (hereinafter together referred to as the "**Sponsors**").

On 10 May 2022, Pegasus Entrepreneurs, the Company and Financière Lov SAS ("**Financière Lov**") entered into a business combination agreement and on 22 June 2022 the same parties entered into an amendment and waiver to the business combination agreement (the amended business combination agreement is hereinafter referred to asthe "**Business Combination Agreement**") relating to a business combination between Pegasus Entrepreneurs and the Company (the "**Business Combination**"). Pursuant to the Business Combination Agreement, Pegasus Entrepreneurs entered into a notarial deed of merger (the "**Deed of Merger**") with the Company on 30 June 2022 (the "Business Combination Date"). The merger between Pegasus Entrepreneurs and the Company became effective as from 00:00 on 1 July 2022 and Pegasus Entrepreneurs was the disappearing entity (the "**Merger**"). As a result of the Merger becoming effective, Pegasus Entrepreneurs' shareholders received Ordinary Shares, Warrants, founder shares in the Company's capital with a nominal value of € 0.01 per share ("**Founder Shares**") and Founder Warrants (as defined below) in proportion to their original shareholdings and warrant holdings in Pegasus Entrepreneurs and thereby became shareholders of the Company.

The Company also entered into subscription agreements with certain investors in a private investment in public equity transaction (the "**PIPE Financing**") in the aggregate amount of €229,230,000. In return for their investment, these investors will receive a total of 22,923,000 newly issued Ordinary Shares on 5 July 2022 (the "**Settlement Date**").

Following a forward purchase agreement entered into by Pegasus Entrepreneurs, Tikehau Capital and Financière Agache on 10 December 2021, Tikehau Capital and Financière Agache each subscribed for 2,500,000 newly issued Ordinary Shares in the Company's capital and 833,333 Warrants (together the "**Forward Purchase Securities**"), for an aggregate amount of €25,000,000 each. Tikehau Capital and Financière Agache received the Forward Purchase Securities on 1 July 2022.

On 10 May 2022, the Company entered into an investment agreement with Financière Lov and Stéphane Courbit, Lov Group Invest, Monte-Carlo SBM International S.à.r.l ("**SBM International**"), Dea Communications SA ("**De Agostini**"), F. Marc de Lacharrière ("**Fimalac**"), Pegasus Acquisition Partners Holding, Pegasus Entrepreneurs, Tikehau Capital, Bellerophon Financial Sponsor 2 SAS (a subsidiary of the Sponsor Tikehau Capital SCA), Poseidon Entrepreneurs Financial Sponsor SAS (a subsidiary of the Sponsor Financière Agache), Financière Agache (a Sponsor, Vivendi Content ("**Vivendi**"), Société d'Investissements et de Gestion – SIG 116 and Vivendi SE. On 22 June 2022 the same parties entered into an amendment and waiver to the investment agreement (the amended investment agreement is hereinafter referred to as the "**Investment Agreement**"). Pursuant to the Investment Agreement, Financière Lov agreed to subscribe for and, on 30 June 2022 received in return for its investment, 13,520,565 newly issued Ordinary Shares, 13,520,565 newly issued Special Voting Shares A (as defined below) and 13,000,000 newly issued earn-out preference shares A in the Company's capital with a nominal value of €0.03 per share, 3,500,000 newly issued earn-out preference shares B in the Company's capital with a nominal value of €0.03 per share and 3,500,000 newly issued earn-out preference shares C in the Company's capital with a nominal value of €0.03 per share for an aggregate amount of €250,000,000 (the newly issued earn-out preferences shares A, the newly issued earn-out preference shares B and the newly issued earn-out preference shares C are together referred to as the "**Earn-Out Preference Shares**").

Major shareholders. The Company is controlled by Financière Lov and indirectly by Stéphane Courbit, his wife and children. The following table sets forth information with respect to each person that directly or indirectly holds a substantial interest (*substantiële deelneming*), i.e., a holding of at least 3% of the share capital, effective economic rights or voting rights in the Company) as of the date of the Prospectus.

The Company's Major Shareholders

Shareholder	Number of Ordinary Shares[(1)]	Number of Founder Shares[(2)]	Number of Earn-Out Preference Shares[(3)]	Number of Special voting Shares[(4)]	Percentage of share capital and voting rights[(5)]	Percentage of effective economic rights[(6)]	Percentage of effective voting rights[(7)]
Financière Lov	192,000,997	0	20,000,000	191,999,997	74.11%	46.95%	72.64%
Vivendi**[(8)]**	81,329,610	0	0	0	9.48%	19.89%	10.26%
Monte Carlo, SBM International	42,500,000	0	0	0	4.95%	10.39%	5.36%
Fimalac**[(8)(9)]**	31,478,416	0	0	0	3.67%	7.70%	3.97%
De Agostini	20,408,177	0	0	0	2.38%	4.99%	2.57%
Total[(10)]	367,717,200	0	20,000,000	191,999,997	94.58%	89.91%	94.80%

(1) Each Ordinary Share carries distribution rights and entitles its holder the right to attend and cast one vote at the general meeting (*algemene vergadering*) of shareholders of the Company (the "**General Meeting**").

(2) Each Founder Share carries distribution rights and entitles its holder the right to attend and cast one vote at the General Meeting. As at the date of the Prospectus, the Sponsors hold 5,150,000 Founder Shares, representing less than 3% of the share capital, effective economic rights or voting rights in the Company. The Company, Pegasus Entrepreneurs and Financière Lov have agreed that after the Listing and when several Ordinary Share price thresholds are met and subject to certain capital adjustment measures as described in the Articles of Association, the Founder Shares may be converted into Ordinary Shares.

(3) Each Earn-Out Preference Share carries distribution rights and entitles its holder to cast three votes in the General Meeting, but Financière Lov has committed not to exercise any voting rights attached to the Earn-Out Preference Shares.

(4) The Company has implemented a special voting plan by creating special voting shares A in the Company's capital with a nominal value of €0.02 per share ("**Special Voting Shares A**" and together with the Special Voting Shares B, the "**Special Voting Shares**"), that will allow the holder of such Special Voting Shares A to exercise two voting rights in the General Meeting in addition to the one voting right for each Ordinary Share held by it, in accordance with the Articles of Association and the other terms and conditions applicable to the holder(s) of Special Voting Shares. Each Special Voting Share A carries distribution rights. In relation thereto, the Company shall maintain a Special Voting Shares A dividend reserve to which, from any available profits as remaining after application of the provisions in the Articles of Association regarding reservation and the profit entitlement of Earn-Out Preference Shares, an amount equal to 0.1% of the nominal value of each Special Voting Share A shall be added in accordance with the Articles of Association.

(5) The percentage of share capital and voting rights is calculated as follows: (the total number of shares (across all classes of shares) held by the relevant shareholder multiplied by the respective nominal value of each share) divided by (the total number of shares (across all classes of shares) held by all shareholders multiplied by the nominal value of each share).

(6) The effective economic rights are calculated on the basis of Ordinary Shares shown under "Number of Ordinary Shares" and reflect the expected actual economic rights of the various parties as of the First Trading Date. The calculation does not include Founder Shares, Earn-Out Preference Shares or Special Voting Shares, as the Special Voting Shares, the Founder Shares and the Earn-Out Preference Shares have a minimal economic entitlement and any amount of profit allocated to the Special Voting Shares, Founder Shares and/or Earn-Out Preference Shares pursuant to such entitlement will not be distributed to the holders thereof but added to separate dividend reserves maintained by the Company in relation to (each class of the) Special Voting Shares, Founder Shares and Earn-Out Preference Shares).

(7) The effective voting rights are calculated on the basis of the Ordinary Shares shown under "Number of Ordinary Shares" and Special Voting Shares shown under "Number of Special Voting Shares". The calculation reflects the expected actual voting rights of the various parties as of the First Trading Date. The calculation does not include Founder Shares and Earn-Out Preference Shares. Voting rights are attached to the Founder Shares and the Earn-Out Preference Shares, but their holders have committed to not exercise any voting rights attached to these shares.

(8) The respective shareholdings of Vivendi and Fimalac include their PIPE Financing contributions.

(9) Fimalac also holds 8.34% of the shares in the capital of Financière Lov.

(10) The total numbers show the number of each class of shares held in aggregate by major shareholders. It does not show the total number of each class of shares issued by the Company. Furthermore, the totals show the percentage of the share capital and voting rights, the effective economic rights and the effective voting rights held in aggregate by the major shareholders. The remainder (i.e. 5.42% of the share capital and voting rights, 10.09% of the effective economic rights and 5.20% of the effective voting rights) are held by the other shareholders of the Company.

As a result of the Merger becoming effective, as of the First Trading Date: (i) Pegasus Entrepreneurs' holders of Pegasus Ordinary Shares, other than the Sponsors, own approximately 0.98% of the Company's issued share capital; (ii) the PIPE Investors own approximately 2.67% of the Company's issued share capital; (iii) the Sponsors own approximately 1.55% of the Company's issued share capital.

Key directors. The Company has a one-tier board (the "**Board**") consisting of one or more executive directors (*uitvoerende bestuurders*) ("**Executive Directors**") and one or more non-executive directors (*niet-uitvoerende bestuurders*) ("**Non-Executive Directors**", and the Non-Executive Directors together with the Executive Directors the "**Directors**"). François Riahi and Sophie Kurinckx will be the Executive Directors and Stéphane Courbit, Pierre Cuilleret, Susana Gallardo, Eléonore Ladreit de Lacharrière, Cécile Lévi, Alain Minc, Marella Moretti, Hervé Philippe, and Yves de Toytot will be the Non-Executive Directors. Pierre Cuilleret, one of the Non-Executive Directors, is also an indirect sponsor of Pegasus Entrepreneurs through its partial control of Pegasus Acquisition Partners Holding, one of the Sponsors of Pegasus Entrepreneurs.

Statutory auditor. The Combined Financial Statements (as defined below) have been audited by Ernst & Young et Autres. The auditor's report in connection with the Combined Financial Statements contains an emphasis of matter, which states: "*We draw attention to Note "2.2 Basis of preparation" of the Combined Group's combined financial statements which describes the general approach for the preparation of the combined financial statements, including sources of data and accounting and measurement methods applied. Our opinion is not modified in respect of this matter.*"The Company's statutory auditor will be Ernst & Young Accountants LLP for the financial years 2022 and 2023.

What is the key financial information regarding the issuer?

The Company was incorporated on 10 March 2022 to act as the parent company of the Group in connection with the Business Combination and did not have any operational activities before that time. During the financial periods presented in the Prospectus, the Banijay Group and the Betclic Everest Group and their consolidated subsidiaries were under the common control of Financière Lov.

Selected historical key financial information. The following tables set forth certain information derived from the audited combined financial information of the Group for the years ended 31 December 2021, 2020 and 2019 (together, the "**Combined Financial Statements**"). The Combined Financial Statements for the years ended 31 December 2021, 2020 and 2019 have been prepared by using reporting packages prepared locally by subsidiaries' management for the purpose of Financière Lov's consolidated financial statements and in accordance with International Financial Reporting Standards as adopted by the European Union ("**IFRS**"). The Combined Financial Statements have been audited by Ernst & Young et Autres. The Group historically did not exist as a reporting group and therefore previously no separate (statutory) consolidated financial statements were prepared. Although the Combined Financial Statements reflect all the historical assets, liabilities, revenue, expenses, and cash flows of the Group, they may not necessarily be indicative of the Group's future financial position, results of operations, or cash flows had the Group operated as a separate, stand-alone entity during the periods presented. The Combined Financial Statements do not yet reflect, among other things, the costs that are expected to be incurred by the Company, to function as the listed parent of the Group (including, but not limited to, additional legal costs, finance function costs, investors relation function costs, auditors fees and other operating costs) as well as the staff costs incurred for future employees at the holding level of the Group. The Company expects the costs it will incur in the financial year 2022 related to its position as listed parent of the Group, and impacting the Group's Adjusted EBIDTA Forecast, to be approximately €5 million.

Combined Statement of Income Information

	Year ended 31 December		
	2021	**2020**	**2019**
	(in € millions, unless indicated otherwise)		
Revenues...	3,497.0	2,128.5	1,455.5
Operating profit/(loss)..	110.4	186.2	90.1
Net income/(loss) for the period	(73.4)	47.5	(12.3)

The following table sets out a reconciliation of the Group's Net income / loss for the period to Adjusted Net Income for the periods indicated.

	Year ended 31 December		
	2021	**2020**	**2019**
	(in € millions, unless indicated otherwise)		
Net income / loss for the period...	**(73.4)**	**47.5**	**(12.3)**
Restructuring costs & other non-core items.....................................	49.8	52.4	13.4
Long-term incentive plans and employment-related earn-out and option expenses...	308.0	57.6	80.6
Other financial income...	(1.9)	(6.2)	45.4
Adjusted Net Income(1)	**282.5**	**151.2**	**127.1**

(1)"Adjusted Net Income" is defined as net income (loss) adjusted for restructuring costs and other non-core items, costs associated with the long-term incentive plans and employment related earn-out and option expenses and other financial income.

Adjusted Net Income is not a measure of financial performance or cash flow under IFRS. The Group considers Adjusted Net Income to be a useful metric for evaluating its operating performance as it facilitates a comparison of its operating results per segment from period to period by removing the impact of certain non-core costs.

In analysing the Group's future performance, investors should consider non-IFRS measures such as Adjusted Net Income in conjunction with the presentation of the financial condition, results of operations and cash flow of the Company under IFRS, rather than as an alternative to IFRS financial measures.

Combined Statement of Financial Position Information

	As at 31 December		
	2021	**2020**	**2019**
	(in € millions, unless indicated otherwise)		
Assets	5,042.0	4,647.72	1,794.6
Equity	(6.2)	138.1	116.4
Net Debt	2,268.8	2,164.1	402.0

Combined Statement of Cash Flows Information

	Year ended 31 December		
	2021	**2020**	**2019**
	(in € millions, unless indicated otherwise)		
Net cash flows provided by operating activities	403.5	306.8	211.8
Net cash flows provided by/(used for) investing activities	(97.1)	(1,905.6)	(78.0)
Net cash flows from (used in) financing activities	(258.0)	1,804.2	(135.9)

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

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

1. The Group may not be able to retain key personnel or creative talents or to attract new talent, and it may not be able to maintain stable relationships with its consultants in certain strategic domains.
2. The revenues generated by the Group depend on positive reception by audiences, consumer preferences and trends in popular culture, media and technology, which can be difficult to predict and can be impacted by various factors that the Group does not control.
3. The Group may fail to successfully implement its business strategy or achieve any or all of the financial objectives included in the Prospectus, and if it does its financial performance and growth could be materially and adversely affected.
4. The Group faces substantial competition and if it is unable to compete effectively with existing or new competitors, its market share and sales could decline or not grow as rapidly as expected.
5. Customers may request to obtain intellectual property rights to the formats the Banijay Group creates and programmes the Banijay Group produces, which may have a negative impact on the Banijay Group's revenues.
6. Some of the formats produced by the Banijay Group are owned by third parties and the Banijay Group's access to these formats depends on the terms of the licenses for these formats.
7. The Banijay Group's business may be impacted by misconduct of management, employees, performers or other persons acting in connection with its productions.
8. Activities related to online sports betting and gaming are subject to an uncertain and rapidly evolving regulatory regime which varies significantly among countries.
9. The Betclic Everest Group's growth prospects and market potential depend on obtaining, maintaining and renewing the licenses required by applicable national rules and regulations. The loss and/or revocation of such licenses could have a material adverse effect on the Betclic Everest Group's business.
10. The Betclic Everest Group's success depends on its ability to attract and retain new users, which may be negatively impacted by prohibitions, constraints and restrictions on marketing activities as well as other applicable regulations. The loss of Betclic Everest Group's users, failure to attract new users in a cost-effective manner, or failure to effectively manage the Betclic Everest Group's growth could adversely affect its business, financial condition, results of operations and prospects.

Section C – Key information on the securities

What are the main features of the securities?

The Listing consists of an admission to listing and trading of 408,982,609 Ordinary Shares and 13,916,660 Warrants on Euronext Amsterdam. The Ordinary Shares are ordinary shares in the share capital of the Company with a nominal value of €0.01. The Ordinary Shares and Warrants are denominated in and will trade in euro. The ISIN of the Ordinary Shares is NL0015000X07 and the ISIN of the Warrants is NL0015000H56. The Founder Shares, Founder Warrants, Earn-Out Preference Shares and Special Voting Shares will not be listed or admitted to trading.

Rights attaching to the Ordinary Shares. The Ordinary Shares will rank pari passu with each other and holders of Ordinary Shares ("**Ordinary Shareholders**") will be entitled to dividends and other distributions declared and paid on them. Each Ordinary Share carries distribution rights and entitles its holder the right to attend and cast one vote at the

General Meeting. There are no restrictions on voting rights attached to the Ordinary Shares. Upon issue of Ordinary Shares or grant of rights to subscribe for Ordinary Shares, subject to certain exceptions, each Ordinary Shareholder shall have a pre-emptive right in proportion to the number of Ordinary Shares already held by it. Pre-emptive rights may be limited or excluded by a resolution of the General Meeting or by a resolution of the Board if designated thereto by the General Meeting for a period not exceeding five years. Unless determined otherwise in the designation, the designation of the Board as the corporate body authorised to resolve to issue Ordinary Shares cannot be revoked. The Board has been authorised, for a period of 18 months from the First Trading Date to (i) issue Ordinary Shares or grant rights to subscribe for Ordinary Shares up to 10% of the issued shares at the time of the issuance, and (ii) to restrict or exclude pre-emptive rights in relation to such issuances or granting of rights of Ordinary Shares.

In the event of insolvency proceedings, any claims of the holders of Ordinary Shares are subordinated to those of the creditors of the Company. This means that an investor could potentially lose all or part of its invested capital.

Rights attaching to the Warrants. Each Warrant entitles the Warrant Holder to purchase one Ordinary Share at a price of €11.50 per Ordinary Share, subject to adjustments as set out in terms and conditions of the Warrants and the Founder Warrants (as defined below), at any time commencing five business days after the Business Combination Date. The Warrants will expire on the date that is five years following the Business Combination Date or earlier upon redemption of the Warrants by the Company or the liquidation of the Company. The Warrant Holders in such capacity do not have the rights or privileges of Ordinary Shareholders and any voting rights until they exercise their Warrants and receive Ordinary Shares. After the issuance and delivery of Ordinary Shares upon exercise of the Warrants, each holder of Ordinary Shares will be entitled to one vote for each Ordinary Share held of record on all matters to be voted on by Ordinary Shareholders. Once the Warrants become exercisable (and prior to their expiration), the Company may redeem all issued and outstanding Warrants (excluding, for the avoidance of doubt, the 5,250,000 founder warrants issued by the Pegasus Entrepreneurs and assumed by Company pursuant to the Business Combination (the "**Founder Warrants**"), in whole and not in part at a price of €0.01 per Warrant upon not less than 30 days' prior written notice of redemption (a "**Redemption Notice**"), if the closing price of the Ordinary Shares for any 20 Trading Days (a "**Trading Day**" being a day on which Euronext Amsterdam is open for trading) 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 Ordinary Share (as adjusted for adjustments to the number of Ordinary Shares issuable upon exercise or the exercise price of a Warrant being €11.50, subject to adjustments as set out in the Prospectus (the "**Exercise Price**")). Furthermore, once the Warrants become exercisable (and prior to their expiration), the Company has the ability to redeem the outstanding Warrants, at a price of €0.01 per Warrant if, among other things, the Reference Value equals or exceeds €10.00 per Ordinary Share (as adjusted for adjustments to the number of Ordinary Shares issuable or deliverable upon exercise or the Exercise Price of a Warrant). Provided the Reference Value equals or exceeds €10.00 per 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 Ordinary Shares based on the redemption date and the "fair market value" of the Ordinary Shares.

Restrictions on transferability of the Ordinary Shares and Warrants. There are no restrictions on the transferability of the Ordinary Shares and Warrants in the Company's Articles of Association.

Dividend policy. In the medium term, the Company's objective is to distribute an amount of dividends representing at least 33% of adjusted net income (being net income (loss) adjusted for restructuring costs and other non-core items, costs associated with the long-term incentive plan and employment related earn-out and option expenses and other financial income), subject to (i) customary exceptions, including restrictions under applicable law; (ii) the results of operations, financial condition, contractual restrictions and capital requirements of the Company and (iii) approval by the annual general shareholders' meeting.

Where will the securities be traded?

Application has been made to list all Ordinary Shares and Warrants under the respective symbols "FLE" and "FLEW" on Euronext Amsterdam.

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

The key risks specific to the Listing and the securities include, among others:

1. The Special Voting Shares will concentrate voting control with Financière LOV or a permitted subsequent holder thereof, and limit the ability of other shareholders to influence corporate matters.
2. Any future sales or the possibility of future sales of a substantial number of Ordinary Shares and Warrants by Ordinary Shareholders or Warrant Holders may adversely affect the market price of the Ordinary Shares and Warrants.
3. To the extent a Warrant Holder has not exercised its Warrants before the end of the period within which that is permitted such Warrants will lapse worthless.
4. The Company may redeem unexpired Warrants prior to their exercise at a time that is disadvantageous to Warrant Holders, thereby making such Warrants worthless.
5. The Company has determined that the Founder Shares, the Public Warrants and Founder Warrants currently should be treated as equity. However, the Company cannot guarantee that the Warrants will be able to stay as equity and should not be reclassified as debt in the future.

Section D – Key Information on the offer of Securities to the Public and/or the Admission to Trading on a Regulated Market

Under which conditions can I invest in the securities?

The Listing. The Company is listing 408,982,609 Ordinary Shares and 13,916,660 Warrants on Euronext Amsterdam.

Delivery of Ordinary Shares and Warrants. The Ordinary Shares will be delivered in book-entry form through the facilities of the Netherlands Central Institute for Giro Securities Transactions (*Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V.*). Delivery of the Ordinary Shares in exchange for the Pegasus Ordinary Shares ("**Settlement**") will take place on the Settlement Date. No delivery of the Warrants in exchange for the Pegasus Public Warrants is required as a result of the Merger. Holders of Pegasus Public Warrants at the time of the Merger will automatically become holders of Warrants. If Settlement does not take place on the Settlement Date as planned or at all, the Listing may be withdrawn. Any dealings in Ordinary Shares and Pegasus Ordinary Shares prior to Settlement are at the sole risk of the parties concerned.

Timetable. Subject to acceleration or extension of the timetable for, or withdrawal of, the Listing, the timetable below sets forth key dates for the Listing.

Event	**Expected Date (Time)**
Merger became effective	1 July 2022 (0:00 CEST)
First Trading Date (trading, to the extent applicable on an "as-if-and-when-issued/delivered" basis) on Euronext Amsterdam	1 July 2022 (9:00 CEST)
Ex date dividend Pegasus Entrepreneurs	1 July 2022
Record date for holders of Pegasus Ordinary Shares to receive Ordinary Shares	4 July 2022 (9:00 CEST)
Settlement Date (delivery of Ordinary Shares in exchange for Pegasus Ordinary Shares)	5 July 2022 (9:00 CEST)

The dates, times and periods given in the timetable and throughout this Prospectus may be adjusted. If that is the case, this will be made public through a press release, which will also be posted on the Company's website (www.fl-entertainment.com). Any other material alterations will be published through a press release that will also be posted on the Company's website and (if required) in a supplement to this Prospectus that is subject to the approval of the AFM.

Any extension of the timetable for the Listing will be published in a press release at least the day before the First Trading Date, provided that any extension will be for a minimum of one full business day. Any acceleration of the timetable for the Listing will be published in a press release at least the day before the accelerated First Trading Date.

Dilution. No Ordinary Shares, Warrants or other securities will be issued under this Prospectus. As a result, there will be no dilution of the ownership or voting interest of the Company's shareholders pursuant to the Listing. The exercise of Warrants may result in dilution of the Company's share capital.

The Company, Pegasus Entrepreneurs and Financière Lov have agreed that after the Listing and when several Ordinary Share price thresholds are met, Founder Shares, Earn-Out Preference Shares, Warrants and Founder Warrants, may be converted into Ordinary Shares. Such conversions will result in dilution of the ownership of voting interest of the Company's shareholders.

Estimated expenses. The expenses, commissions and taxes related to the Listing payable by the Company are estimated to amount to approximately €1 million. No expenses have been or will be charged to investors by the Company in relation to the Listing.

Why is the prospectus being produced?

Reasons for the Listing. The Prospectus is being produced in connection with the Listing. The Listing takes place in the context of the Merger. The Company expects the Listing to create a new long-term shareholder base as well as liquidity for its shareholders. The Listing will also provide additional financial flexibility and diversity through access to a wider range of capital raising options. Furthermore, the Listing will create a market in the Ordinary Shares and Warrants for existing and future shareholders.

Use and estimated net amount of the proceeds. The Business Combination will also provide the Group with additional capital. After deduction of the fees and expenses of the Business Combination which excludes expenses related to the Listing and is estimated at approximately €35 million, the remainder of the proceeds are approximately €608 million, taking into account (i) €114 million which is the amount on the bank accounts opened by Stichting Pegasus Entrepreneurial Europe Escrow and held with BNP Paribas and Caisse d'Epargne Côte d'Azur at the Business Combination Date minus the amounts payable to Pegasus Entrepreneurs' shareholders pursuant to the redemptions (redemptions amount to in aggregate €95,738,600), (ii) approximately €229 million in PIPE Financing proceeds, and (iii) €300 million investments from Financière Lov and the Sponsors. The Group intends to use these proceeds (together with cash otherwise available in the Group) to purchase part of SBM International's stake in Betclic in cash (for an amount of €388.5 million), and to repay (i) the bridge credit facility entered into on 13 December 2021, pursuant to which a €130 million term loan has been made available to Betclic and (ii) the bonds issued by Lov Banijay SAS to SIG 116 (an affiliate of Vivendi SE) for an aggregate amount of approximately €170 million (including accrued interests).