

SUMMARY

Introductions and Warnings

This summary should be read as an introduction to the prospectus (the **Prospectus**) prepared in connection with the offering (the **Offering**) by European FinTech IPO Company 1 B.V., with Legal Entity Identifier (**LEI**) 7245007RB3M5PMWY6N86 (the **Company**) of up to 36,510,000 units (each a **Unit**; ISIN NL00150006Z9) (or 41,520,000 Units if the Overallotment Option is fully exercised) consisting of one ordinary share in the Company with a nominal value of €0.01 per share (the **Ordinary Shares**; ISIN NL00150006Z9, which is the same as for the Units) and one-third (1/3) Warrant (as defined below) (ISIN NL00150007A0), at a price per Unit of €10.00 (the **Offer Price**), and the admission to listing and trading of all the Units, Ordinary Shares and the Warrants on Euronext Amsterdam (**Euronext Amsterdam**), a regulated market operated by Euronext Amsterdam N.V. (the **Admission**). During the exercise period described in this Prospectus, each whole Warrant entitles an eligible holder of one or more Warrant(s) (a **Warrant Holder**) (i.e. someone who can execute the “Warrant Holder Representation Letter” attached at the end of this Prospectus) to subscribe for one (1) Ordinary Share, for an exercise price of €11.50 per new Ordinary Share (the **Exercise Price**), subject to certain anti-dilution adjustments, in accordance with its terms and conditions as set out in this Prospectus. 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 relevant delegated regulations, 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 22 March 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. Any decision to invest in any Units, Ordinary Shares or Warrants should be based on a consideration of the Prospectus as a whole by the investor and not just this summary. An investor could lose all or part of the 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 legislation of the member states of the European Economic Area, have to bear the costs of translating the Prospectus and any documents incorporated by reference therein before the legal proceedings can be initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus, or 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 the Units, Ordinary Shares or Warrants.

Key information on the issuer

Who is the issuer of the securities?

Domicile and Legal Form. The Company is a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*) incorporated under Dutch law, having its registered office at Herengracht 456, 1017 CA Amsterdam, the Netherlands and registered in the Business Register of the Netherlands Chamber of Commerce (*handelsregister van de Kamer van Koophandel*) under number 81697244, and operating under the laws of the Netherlands. The Company's LEI is 7245007RB3M5PMWY6N86. The Company's commercial name is European FinTech IPO Company 1 B.V.

Principal activities. The Company is a special purpose acquisition company (**SPAC**) incorporated for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganisation or similar business combination with or acquisition of a target business or entity (a **Business Combination**). The Company intends to focus on the financial services and financial services technology sectors and businesses that are headquartered or operating in Europe (including the UK) or Israel, although it may pursue an acquisition opportunity in any industry or sector. The Company is not presently engaged in any activities other than the activities necessary to implement the Offering. Following the Offering and prior to the completion of a Business Combination, the Company will not engage in any operations, other than in connection with the selection, structuring and completion of a Business Combination. The Company and the Sponsors have not engaged in discussions with any potential acquisition or combination candidates, nor do they have any agreements or understandings to acquire a stake in any potential target businesses. The Company and the Sponsors do not intend to engage in negotiations with any target business prior to the completion of the Offering and do not currently have a specific Business Combination under consideration; if and when it has, the Company will convene a general meeting and propose the Business Combination (the **BC-EGM**) to all holders of one or more Ordinary Share(s) (the **Ordinary Shareholders**) and the holders of one or more Special Share(s) (**Special Shareholders**) in the Company. For the purpose of the BC-EGM, the Company shall prepare and publish a shareholder circular in which the Company shall include an envisaged timetable and material information concerning the Business Combination (including material information on the target business to facilitate an informed investment decision by the shareholders as regards the Business Combination). The possible consolidation of the Company and the target business is one of the key features of the SPAC.

Share Capital. At the date of this Prospectus, the Company's share capital comprises the Special Shares (as defined below). At the date of payment for and delivery of the Ordinary Shares (the **Settlement Date**), the Company's share capital will comprise Ordinary Shares, Special Shares and Capital Shares. On the date of this Prospectus, no Shares are held by the Company and all outstanding

Special Shares are paid up and no Ordinary Shares have been issued. Pursuant to the Articles of Association (as defined below), the one tier board (*raad van bestuur*) of the Company (the **Board**) has the authority to resolve to issue Ordinary Shares (either in the form of a stock dividend or otherwise) and/or grant rights to acquire Ordinary Shares immediately following Settlement. At Settlement the Company will create 146,040,000 additional Ordinary Shares and 48,680,000 Warrants for the purpose of holding these in treasury (excluding Units held in treasury in connection with the Overallotment Option). As long as these Ordinary Shares are held in treasury they will not yield dividends, will not entitle the holders to voting rights, and will not count towards the calculation of dividends or voting percentages. As long as these Warrants are held in treasury, they are not exercisable. The Ordinary Shares and Warrants held in treasury will be admitted to listing and trading on Euronext Amsterdam at Settlement.

Major shareholders, Special Shares, Capital Shares and Founder Warrants. EFIC1 Group Coöperatie U.A. (the **EFIC1 Coop Sponsor**), majority owned by Martin Blessing and Nicholas Aperghis, Ben Davey (together, with EFIC1 Coop Sponsor, the **Management Sponsors**) and H.T.P. Capital Partners B.V. (the **HTP Sponsor**) constitute the **Sponsors** of the Company. Immediately prior to the Settlement Date, the HTP Sponsor and EFIC1 Coop Sponsor will have acquired 9,279,720 convertible shares with a nominal value of €0.01 each (the **Special Shares**) (assuming full exercise of the Overallotment Option, or 8,159,985 Special Shares assuming no exercise of the Overallotment Option), meaning that the Sponsors are the sole holders of shares of the Company (**Shares**) (**Shareholders**). The Sponsors have subscribed for the Special Shares for a price of €0.01 per Special Share. Ben Davey has a call option which irrevocably (*onherroepelijk*) entitles him to acquire 1,100,280 Special Shares (assuming full exercise of the Overallotment Option, or 967,515 assuming no exercise of the Overallotment Option) against an exercise price of €0.01 (the **Call Option**). Immediately following Settlement and assuming Ben Davey has exercised the Call Option in full, the Sponsors will hold 10,380,000 Special Shares equal to 20% of the outstanding Shares (excluding the Capital Shares), of which 1,252,500 Special Shares will be cancelled if the Overallotment Option is not exercised (such that the Sponsors will hold 20% of the outstanding Shares (excluding the Capital Shares). At Settlement, the Sponsors will also purchase a total of 5,584,134 founder warrants (the **Founder Warrants**) (of which 492,650 will be cancelled if the Overallotment Option is not exercised) at a price of €1.50 per Founder Warrant (€8,376,201 in the aggregate, or €7,637,226 in the aggregate if the Overallotment Option is not exercised), in a private placement that will occur simultaneously with the completion of the Offering. Finally, the EFIC1 Coop Sponsor and HTP Sponsor will each purchase at a purchase price of €10,000 per share one capital share with a nominal value of €10,000 each (the **Capital Shares**). The Sponsors may hold their Special Shares, Founder Warrants, Capital Shares and other interests in the Company directly or indirectly through a legal vehicle.

Anti-takeover measures. The Company has no anti-takeover measures in place and does not intend to adopt any such measures.

Executive Directors. The Company's statutory executive directors are Mr Martin Blessing, Mr Ben Davey and Mr Nicholas Aperghis (the executive **Directors**).

Independent Auditor. Deloitte Accountants B.V. is the independent auditor of the Company.

What is the key financial information regarding the issuer?

Historical key financial information. Not applicable. As the Company has been incorporated on 25 January 2021 for the purpose of completing the Offering and the Business Combination and has not conducted any operations prior to the date of this Prospectus, no historical financial information is available.

Selected financial information. The following table sets forth the audited opening balance sheet of the Company and the unaudited as adjusted figures as at Settlement.

Statement of Financial Position

<i>(all amounts in EUR)</i>	As at incorporation	As at Settlement (as adjusted with no exercise of the Overallotment Option)	As at Settlement (as adjusted with Overallotment Option exercised in full)
	(audited)	(unaudited)	(unaudited)
Assets			
Total current assets	100	372,848,501	423,700,001
Total assets	100	372,848,501	423,700,001
Equity and Liabilities			
Total Shareholder's equity	100	366,329,251	416,429,251
Total current liabilities	-	6,519,250	7,270,750
Total equity and liabilities	100	372,848,501	423,700,001

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, the Ordinary Shares and Warrants is associated with risks. Prior to any investment decision, it is important to carefully analyse the risk factors considered relevant to the future development of the Company, the Units, the Ordinary Shares, and the Warrants. The following is a summary of key risks that, alone or in combination with other events or circumstances, could have a material adverse effect on the Company's business, financial condition, results of operations and prospects. In making the selection, the Company has considered circumstances such as the probability of the risk materialising, the potential impact which the materialisation of the risk could have on the Company's business, financial condition, and prospects, and the attention that management would, on the basis of current expectations, have to devote to these risks if they were to materialise:

- the Company is a newly formed entity with no operating history and the Company has not generated and currently does not generate any revenues, and as such prospective investors have no basis on which to evaluate the Company's performance and ability to achieve its business objective;
- the Shareholders are heavily reliant on the ability of the Company to obtain adequate information to evaluate the target business and any due diligence by the Company in connection with a Business Combination may not reveal all relevant considerations or liabilities of a target business;
- there is no assurance that the Company will identify or complete a suitable Business Combination opportunity by the Business Combination Deadline, which could result in a loss of part or all of the Ordinary Shareholders' investment;
- the negative interest rate that the Company will have to pay on the proceeds of the Offering that are held in the Escrow Account prior to the Business Combination decreases the amounts available for investment in a target business and amounts available to shareholders if they are entitled to them;
- because the Company is not limited to evaluating a target business in a particular industry, sector or geographic region and it has not yet identified a specific potential target business with which the Company wishes to complete a Business Combination, prospective investors have no basis on which to evaluate the possible merits or risks of a target business' operations;
- the Company may seek acquisition opportunities outside of its target industries or sectors including industries or sectors which may be outside of the Board's areas of expertise;
- the Company intends to complete the Business Combination with a single target business or company with the proceeds of the Offering, meaning the Company's operations may depend on a single business or company that is likely to operate in a non-diverse industry or segment of an industry. This lack of diversification may materially negatively impact the Company's operations and profitability;
- if the Company seeks shareholder approval of the Business Combination, the Sponsors are expected to vote in favour of such Business Combination, regardless of how the other Ordinary Shareholders vote;
- the Company's ability to successfully complete the Business Combination and to be successful thereafter is dependent upon a small group of individuals and other key personnel. The loss of key personnel could negatively impact the target business' success;
- the Leadership Team may 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 a Business Combination and its operations following the Business Combination; and
- if the Company fails to complete a Business Combination before the Business Combination Deadline and distributes the amounts held in the Escrow Account as consideration in the Share Repurchase Arrangement and liquidation proceeds, Ordinary Shareholders could receive less than €10.00 per Ordinary Share or nothing at all.

Key information on the securities

What are the main features of the securities?

Type, Class and ISIN. The Units consist of Ordinary Shares with a nominal value of €0.01 each and one-third (1/3) Warrant. The Units, the Ordinary Shares and the Warrants are denominated in and will trade in EUR on Euronext Amsterdam. The ISIN of the Units is NL00150006Z9. As from the date 35 days following the First Trading Date, or on such earlier date after the Settlement Date as communicated by the Company to the market with at least two trading days notice following any exercise of the Overallotment Option by the Underwriter, the Ordinary Shares and the Warrants will automatically trade separately under the respective symbols EFIC1 and EFICW. Units will not trade from such time. As from the moment the Ordinary Shares and Warrants trade separately, the ISIN of the Ordinary Shares is NL00150006Z9 (same as for the Units) and the ISIN of the Warrants is NL00150007A0.

Rights attached to the Ordinary Shares. The Ordinary Shares will rank *pari passu* with each other and 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 to the right to attend and to cast one vote at the general meeting (*algemene vergadering*) of the Company. Prior to completion of a Business Combination, the Board will submit the proposed Business Combination for approval to the BC-EGM, which will require the affirmative vote by a majority of at least 50%+1 of the votes cast on the Ordinary Shares and Special Shares at such BC-EGM. The Sponsors will be entitled to cast a vote on any of their Ordinary Shares and Special Shares at the BC-EGM, including on a resolution

to complete a Business Combination. The Sponsors may vote for or against, or abstain from voting, in relation to a proposed Business Combination.

Share Repurchase Arrangement. Following the completion of the Business Combination, subject to complying with applicable law and satisfaction of certain conditions, the Company will repurchase Ordinary Shares held by Ordinary Shareholders that deliver their Ordinary Shares, irrespective of whether and how they voted at the BC-EGM in accordance with the terms set out in the share repurchase arrangement (**Share Repurchase Arrangement**). The Company has committed to adhere to the Share Repurchase Arrangement in a resolution of the general meeting of the Company taken prior to the date of this Prospectus. The terms and conditions of the Share Repurchase Arrangement will be repeated in the convocation materials for the BC-EGM. The gross repurchase price of an Ordinary Share under the Share Repurchase Arrangement in connection with a Business Combination is equal to a pro rata share of funds in the Escrow Account (without first deducting the BC Underwriting Fee) as determined two a days (other than a Saturday or Sunday) on which banks in the Netherlands and Euronext Amsterdam are generally open for normal business (**Business Days**) prior to the BC-EGM, which is anticipated to be €10.00 per Ordinary Share minus the negative interest paid. The amounts held in the Escrow Account at the time of the repurchase may be subject to claims that would take priority over the claims of the Ordinary Shareholders and, as a result, the per-Ordinary Share repurchase price or liquidation price could be less than the initial amount per-Ordinary Share held in the Escrow Account. The repurchase of the Ordinary Shares held by an Ordinary Shareholder does not trigger the repurchase of the Warrants held by such Ordinary Shareholder (if any). Accordingly, Ordinary Shareholders whose Ordinary Shares are repurchased by the Company will retain all rights to any Warrants that they may hold at the time of repurchase. The Company will also open the Share Repurchase Arrangement to any Ordinary Shareholder in the event no Business Combination is completed within 24 months of the Offering. The procedures and participation will be communicated by the Company via a press release, and such repurchase to be effected as soon as reasonably practicable. The Company may stipulate in the shareholder circular that an Ordinary Shareholder, together with any affiliate of such shareholder or any other person with whom such shareholder is acting in concert (“personen die in onderling overleg handelen” as defined in Section 1:1 of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*)), will be restricted from exercising repurchase rights with respect to more than an aggregate of 15% of the Ordinary Shares sold in this Offering. The purchases of shares under Share Repurchase Arrangement will be conducted in accordance with applicable law.

Warrants. During the exercise period described in this Prospectus, each whole warrant (a **Warrant**) entitles an eligible Warrant Holder (i.e. someone who can execute the “Warrant Holder Representation Letter” attached at the end of this Prospectus) to subscribe for one (1) Ordinary Share for the Exercise Price, in accordance with its terms and conditions as set out in this Prospectus. Each whole Warrant is exercisable to purchase one Ordinary Share at €11.50, subject to certain adjustments. All Warrants will become exercisable in the **Exercise Period**, which begins 30 days after the completion of the Business Combination (**Business Combination Completion Date**) and ends at the close of trading on Euronext Amsterdam (17:30 CET) on the first business day after the fifth anniversary of the Business Combination Completion Date or earlier upon (i) redemption of the Warrants, (ii) Liquidation, (iii) or any regular liquidation of the Company. Warrant Holders may exercise their Warrants through the relevant participant of Euroclear through which they hold such Warrants, following applicable procedures for exercise and payment including compliance with the selling and transfer restrictions as set out in the section “*Selling and Transfer Restrictions*”. The date of exercise of the Warrants shall be the date on which the last of the following conditions is met: (i) the Warrants have been transferred by the accredited financial intermediary to ABN AMRO, in its capacity as warrant agent; and (ii) the amount due to the Company as a result of the exercise of the Warrants is received by ABN AMRO, in its capacity as warrant agent. Delivery of Ordinary Shares issued upon exercise of the Warrants shall take place no later than on the 10th Business Day after their exercise date. Upon exercise, the relevant Warrants held by the Warrant Holder will cease to exist and the Company will transfer to the Warrant Holder the number of Ordinary Shares it is entitled to. Only whole Warrants are exercisable. No cash will be paid in lieu of fractional Warrants and only whole Warrants will trade. Accordingly, unless an investor purchases at least three (3) Units (or a multiple thereof), it will not be able to receive or trade a whole Warrant. In certain circumstances, the Warrants, Founder Warrants and the Special Shares are subject to anti-dilution provisions. The Warrant Holders will not be charged by the Company upon the conversion of Warrants. Financial intermediaries processing the conversion may charge costs to the investor directly, which will depend on the terms in effect between the Warrant Holder and such financial intermediary and are as such unknown to the Company. During the Exercise Period, the Company may, at its sole discretion, elect to call the Warrants for redemption in whole but not in part, against a redemption price of €0.01 per Warrant, and upon a minimum of 30 calendar days’ prior written notice of redemption, if, and only if, the last trading price of the Ordinary Shares equals or exceeds €18.00 per Ordinary Share for any 20 trading days within a 30 consecutive trading day period ending three Business Days before the Company publishes the notice of redemption. In addition, during the Exercise Period, the Company may, at its sole discretion, elect to call the Warrants for redemption in whole and not in part, at a price of €0.10 per Warrant upon a minimum of 30 days’ prior written notice of redemption; provided that holders will be able to exercise their Warrants on a cashless basis prior to redemption and receive that number of Ordinary Shares determined by reference to the table set forth under “*Description of Securities–The Warrants*” based on the redemption date and the fair market value (as defined below) of the Ordinary Shares except as otherwise described in “*Description of Securities–The Warrants*”;

and if, and only if, the closing price of the Ordinary Shares for any 20 trading days within a 30 consecutive trading day period ending three Business Days before the Company sends the notice of redemption, equals or exceeds €10.00 per share (as adjusted for the number of shares issuable upon exercise or the Exercise Price as described under the heading “*Description of Securities–The Warrants –Anti-Dilution Provisions*”). The “fair market value” of the Ordinary Shares for the above purpose shall mean the volume weighted average price of the Ordinary Shares for the 10 trading days ending on the third trading day prior to the date on which the notice of redemption is published. The Company will provide Warrant holders with the final fair market value in the notice of redemption. In no event will the Warrants be exercisable in connection with this redemption feature for more than 0.361 Ordinary Shares per Warrant (subject to adjustment). A holder of Founder Warrants may elect to have its Founder Warrants redeemed on a cashless basis concurrently with, and on the same terms as, a redemption of Warrants based on the right of the Company to redeem Warrants where the price per Ordinary Share equals or exceeds €10.00 as described above. In either case, Warrant Holders may exercise their Warrants after such redemption notice is given until the scheduled redemption date.

The Warrants will only be exercisable by persons who represent, amongst other things, that they (i) if in the United States, are QIBs, or (ii) are outside the United States, and are acquiring Ordinary Shares upon exercise of the Warrants in reliance on an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

Founder Warrants. As for each Warrant, each Founder Warrant is exercisable to purchase one Ordinary Share at €11.50, subject to certain adjustments. Only if the Founder Warrants are held by holders other than the Sponsors or any of their affiliates (where affiliate means, in relation to a person / legal entity, a person / legal entity that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person / legal entity specified and in relation to a person / individual either (i) a person / legal entity that directly, or indirectly through one or more intermediaries is controlled by the person / individual (including but without the requirement of control any family trust or similar that benefits the person / individual or any of the persons mentioned under (ii)) or (ii) a blood relative up to the second degree or spouse or registered partner of the person / individual, a **Permitted Transferee**), they will be redeemable by the Company without the holder’s consent and exercisable by the holders on the same basis as the Warrants. The Founder Warrants will otherwise have substantially the same terms as the Warrants, except that they will not be admitted to listing and trading on any trading platform and can be exercised on a cashless basis by the Sponsors and their Permitted Transferees. The holders of one or more Founder Warrant(s) (**Founder Warrant Holders**), and Warrant Holders, shall not receive any distribution in the event of Liquidation and all such Founder Warrants will automatically expire without value upon occurrence of the the failure by the Company to complete a Business Combination at the latest by the Business Combination Deadline.

Failure to Complete the Business Combination. If no Business Combination is completed by the Business Combination Deadline, which is 24 months from Settlement, the Company shall as soon as possible initiate the Share Repurchase Arrangement as described above, allowing the holders of Ordinary Shares to receive a pro rata share of funds in the escrow account (without first deducting the BC Underwriting Fee), which is anticipated to be €10.00 per Ordinary Share minus the Negative Interest paid. The Board will set and announce by press release an acceptance period for the repurchase of Ordinary Shares under the Share Repurchase Arrangement. Shareholders who fail to participate in the Share Repurchase Arrangement at such time are dependent on the dissolution and liquidation of the Company to receive any repayment in respect of their Ordinary Shares and such amount may be different to, and will be paid later than, that available under the Share Repurchase Arrangement. In addition, in accordance with the articles of association (*statuten*) of the Company (the **Articles of Association**), if no Business Combination is completed by the Business Combination Deadline, the Company shall as soon as possible, and in any event, within no more than two months from the Business Combination Deadline, convene a general meeting for the purpose of adopting a resolution to (i) dissolve and liquidate the Company and (ii) delist the Ordinary Shares and Warrants (the **Liquidation**). In the event of Liquidation, the distribution of the Company’s assets and the allocation of the liquidation surplus shall be completed, after payment of the Company’s creditors and settlement of its liabilities, in accordance with the rights of the Special Shares and the Ordinary Shares and according to the following order of priority, each to the extent possible:

- first, the repayment of the nominal value of each Ordinary Share to the Ordinary Shareholders pro rata to their respective shareholdings in the Company; second, the repayment of the share premium amount of each Ordinary Share that was included in the subscription price per Ordinary Share set on the issuance of Ordinary Shares as part of the Offering (i.e. €10.00 minus €0.01), plus or minus any interest accrued or incurred on the Escrow Account;
- third, the repayment of the nominal value of each Capital Share to the Capital Shareholders pro rata their respective shareholdings in the Company;
- fourth, the repayment of the nominal value of each Special Share to the Special Shareholders pro rata to their respective shareholdings in the Company; and
- finally, the distribution of any liquidation surplus remaining to the Special Shareholders pro rata to their respective shareholdings in the Company.

Warrant Holders and the Founder Warrant Holders shall not receive any distribution in the event of Liquidation and all such Warrants and Founder Warrants will automatically expire without value upon the failure by the Company to complete a Business Combination at the latest by the Business Combination Deadline. The amounts held in the Escrow Account at the time of the Liquidation may be

subject to claims that would take priority over the claims of the Ordinary Shareholders and, as a result, the per-Ordinary Share liquidation price could be less than the initial amount per-Ordinary Share held in the Escrow Account. The description of the Liquidation set out above is provided specifically for and is only applicable to the situation in which no Business Combination is completed by the Business Combination Deadline. In the event the Company is liquidated at any point in time after the Business Combination Completion Date, the regular liquidation process and conditions under Dutch law will apply to the Company.

Restrictions. There are no restrictions on the free transferability of the Ordinary Shares and the Warrants under Dutch law or the Company's articles of association. However, the offer and sale of the 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 Ordinary Shares into jurisdictions other than the Netherlands, such as the United States, may be subject to specific regulations and transfer restrictions. See "*Selling and Transfer Restrictions*".

Dividend Policy. The Company has not paid any dividends to date and will not pay any dividends prior to the Business Combination Completion Date. In any event, the Company may only make distributions to its Shareholders if its equity exceeds the amount of the reserves as required to be maintained by the Articles of Association (if any) or by Dutch law and as long as the distribution would not leave the Company incapable of servicing its payable and foreseeable debts. The Board determines which part of the profits will be added to the reserves, taking into account all relevant factors. The remaining part of the profits after the addition to reserves will be at the disposal of the general meeting. The dividend entitlements of the Ordinary Shareholders and Special Shareholders are equal. Capital Shareholders are annually entitled to 1% of their nominal value, insofar the profits in the relevant financial year are sufficient to make such a distribution. The Warrant Holders and the Founder Warrant Holders will not be entitled to receive dividends.

Where will the securities be traded?

Application has been made to admit all of the Units, Ordinary Shares and Warrants to listing and trading on Euronext Amsterdam. Trading on an "as-if-and-when-issued" basis in the Units on Euronext Amsterdam is expected to commence at 09:00 CET on or around 26 March 2021.

What are the key risks that are specific to the Units, Ordinary Shares and Warrants?

The main risks relating to the Offering and the Units, Ordinary Shares and Warrants include, among others:

- if the Company fails to complete a Business Combination before the Business Combination Deadline and distributes the amounts held in the Escrow Account as liquidation proceeds or consideration in the Share Repurchase Arrangement, Ordinary Shareholders could receive less than €10.00 per Ordinary Share or nothing at all;
- there is a risk that the market for the Units, the Ordinary Shares or the Warrants will not be active and liquid, which may adversely affect the liquidity and price of the Ordinary Shares and the Warrants; and
- the Warrants can only be exercised during the Exercise Period and to the extent a Warrant Holder has not exercised its Warrants before the end of the Exercise Period those Warrants will lapse without value.

Key information on the offer of securities to the public 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 36,510,000 Units at a price per Unit of €10.00. In addition, the Company has granted the Underwriter the option to purchase an additional 13.72% of Units to cover over-allotments, if any (the **Overallotment Option**), the full exercise of which would take the total number of Units sold to 41,520,000. Each Unit consists of one Ordinary Share and one-third (1/3) Warrant. Prior to the Offering, there has been no public market for the Ordinary Shares or the Warrants. The Offering will take place from 09:00 CET on 22 March 2021 until 17:30 CET on 25 March 2021 (the **Offer Period**), subject to acceleration or extension of the timetable for the Offering. The Offering consists of: (i) a private placement to qualified investors in the Netherlands and other member states of the EU; and (ii) a private placement to institutional investors or professional investors (where applicable) in various other jurisdictions. The Units are being offered and sold within the United States of America (the **United States** or **U.S.**) to persons reasonably believed to be qualified institutional buyers (**QIBs**) as defined in Rule 144A (**Rule 144A**) under the U.S. Securities Act of 1933, as amended (the **U.S. Securities Act**), pursuant to Rule 144A or another exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable securities laws or regulations of any state of the United States, and outside the United States in offshore transactions in accordance with Regulation S under the U.S. Securities Act (**Regulation S**). Prospective purchasers in the United States are hereby notified that sellers of the Units or of the Ordinary Shares or the Warrants may be relying on the exemption from the registration provisions of Section 5 of the U.S. Securities Act provided by Rule 144A. None of the Units, Ordinary Shares or Warrants carry registration rights.

Jurisdictions. No action has been taken or will be taken in any jurisdiction outside of the Netherlands by the Company, the Underwriter (as defined below) or the listing and paying agent (the **Listing and Paying Agent**) that would permit a public offering of the Units, or the possession, circulation or distribution of this Prospectus or any other material relating to the Company or the Units, in any other country or jurisdiction than the Netherlands where action for that purpose is required. Accordingly, no Units may be offered or sold either directly or indirectly, and neither this Prospectus nor any other Offering material or advertisements in connection with the Units

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. Subject to acceleration, extension or withdrawal of the Offering, the timetable of the Offering is as set forth below:

Event	Time (CET) and Date
AFM approval of the Prospectus	22 March 2021
Press release announcing the Offering	22 March 2021
Start of Offer Period	09:00 22 March 2021
End of Offer Period	17:30 25 March 2021
Determination of final number of Units to be issued in the Offering	25 March 2021
Press release announcing the results of the Offering	26 March 2021
Admission	26 March 2021
Settlement	30 March 2021

Allocation. Allocation of the Units is expected to take place after closing of the Offer Period on or about 26 March 2021, subject to acceleration or extension of the timetable for the Offering. Allocation of the Units to investors who subscribed for Units will be determined by the Company in consultation with the Underwriter on the basis of the respective demand of qualified investors and on the quantitative and the qualitative analysis of the order book, and full discretion will be exercised as to whether or not and how to allocate the Units subscribed for. In the event that the Offering is oversubscribed, investors may receive fewer Units than they applied to subscribe for.

Payment and Delivery. Payment for the Units will take place on the Settlement Date. The Offer Price must be paid in full in euros and is exclusive of any taxes and expenses charged directly by the financial intermediary involved by investors which must be borne by the investor. Investors may be charged expenses by their bank or other financial intermediary. 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 or around the Settlement Date (or earlier in the case of an early closing of the Offer Period and consequent acceleration of pricing, allocation, first trading and payment and delivery). The Ordinary Shares and the Warrants are in registered form and will be entered into the collection deposit (*verzameldepot*) and giro deposit (*girodepot*) on the basis of the Dutch Securities Transactions Act. Application has been made for the Units, the Ordinary Shares and the Warrants to be accepted for clearance through the book-entry facilities of the Netherlands Central Institute for Giro Securities Transactions (*Nederlands Centraal Instituut voor giraal Effectenverkeer B.V.*) trading as Euroclear Nederland. If Settlement does not take place on the Settlement Date as planned or at all, the Offering may be withdrawn, in which case all subscriptions for Units will be disregarded, any allotments made will be deemed not to have been made and any subscription payments made will be returned without interest or other compensation. The Company does not foresee any specific events that may lead to withdrawal of the Offering, such as investors withdrawing their indicated support, or any regulatory or other circumstances that may prevent the Company from being listed. However, the Company has sole and absolute discretion to decide to withdraw the Offering. Any dealings in Ordinary Shares or Warrants prior to Settlement are at the sole risk of the parties concerned.

Underwriter, Sole Global Coordinator and Joint Bookrunner. Credit Suisse Securities, Sociedad de Valores, S.A. (**Credit Suisse**) is acting as underwriter, sole global coordinator and joint bookrunner for the Offering (the **Underwriter**).

Listing and Paying Agent and Joint Bookrunner. ABN AMRO is a joint bookrunner for the Offering and Listing and Paying Agent for the Admission.

Financial advisor. Aperghis & Co B.V., an affiliated organisation of Nicholas Aperghis and an affiliate of one of the Sponsors, is acting as the Company's and the Sponsors' financial advisor in connection with this Offering and the effectuation of a Business Combination.

Dilution. Prior to Settlement, there are no Ordinary Shareholders. All Ordinary Shares that form part of the Offering are issued directly to the persons acquiring Units under the Offering at Settlement. The Offering as such, therefore, does not result in a dilution for the Ordinary Shareholder. The main factors that may lead to dilution are (i) the automatic conversion of Special Shares into Ordinary Shares upon completion of the Business Combination, (ii) the exercise of the Warrants into Ordinary Shares, (iii) the exercise of the Founder Warrants into Ordinary Shares; and (iv) any subsequent issuances of equity or equity-linked securities in connection with a Business Combination. With respect to investors acquiring Units as part of the Offering, part of the dilution of Ordinary Shares could be offset as, unlike Special Shares, each Unit contains, in addition to one Ordinary Share a one-third (1/3) Warrant. Each whole Warrant may be exercised into one Ordinary Share in accordance with the terms and conditions set out in this Prospectus.

Estimated Expenses. The expenses, commissions and taxes related to the Offering payable by the Company are estimated at approximately €1,740,250. In addition, the Company has agreed to pay the Underwriter an amount of (i) €4,779,000 (or €5,530,500 if the Overallotment Option is exercised in full, which amount is equivalent to approximately 2% of the initially contemplated offering size of €315 million (excluding the expected proceeds from the Units to be directly purchased by the HTP Sponsor)); and (ii) 3.5% of the Offer Price multiplied by the aggregate number of underwritten Units (for the avoidance of doubt, this does not include the Units to be directly purchased by the HTP Sponsor and certain investors introduced by the HTP Sponsor, with whom separate agreements

have been signed from the Company on the Settlement Date), conditional on and payable to the Underwriters on the date of the Business Combination (the **BC Underwriting Fee**).

Who is the offeror and/or the person asking for the Admission?

The Company is offering the Units, Ordinary Shares, and the Warrants and has requested the Admission.

Why is this Prospectus being produced?

Reasons for the Offer. The Company's main objective is to complete a Business Combination within a period of 24 months following the Settlement Date (the **Business Combination Deadline**). The reason for the Offering is to raise capital that will fund the consideration to be paid for such Business Combination and transaction costs associated therewith.

Net proceeds. The Company expects the net proceeds from (i) the Offering and (ii) the sale of the Special Shares (assuming full exercise of the Call Option), Capital Shares and Founder Warrants to amount to approximately €366,329,251 (or €416,429,251, if the Overallotment Option is exercised in full).

Use of Proceeds. The Company will primarily use the proceeds of the Offering to pay the consideration due in connection with a Business Combination and associated transaction costs. The Company will hold 100% of the proceeds of the Offering in an escrow account (the **Escrow Account**). The proceeds from the sale of the Founder Warrants and the nominal capital paid-in on the Special Shares and Capital Shares ranging from €7,748,501 (if the Overallotment Option is not exercised) to €8,500,001 (if the Overallotment Option is exercised in full), assuming the Call Option is exercised in full, will be deposited into a bank account of the Company and will be used to cover the costs related to (i) the Offering, and (ii) the search for and completion of a Business Combination and (iii) other running costs. For the avoidance of doubt, (i) the costs cover does not cover the negative interest amount to be paid on the proceeds of the Offering held on the Escrow Account and (ii) the BC Underwriting Fee will not be paid out of the costs cover. It is expected that the Company will have to pay an interest of EONIA -5bps for the first 12 months from the Settlement Date and EONIA -10bps for the 12 months thereafter in respect of the proceeds. If part or all of the Business Combination is paid for using equity or debt, or if not all of the funds released from the Escrow Account are used, the Company may apply the balance of the cash released from the Escrow Account (a) for general corporate purposes of the target business, including for maintenance or expansion of operations thereof, (b) for the payment of principal or interest due on indebtedness incurred in completing the Business Combination or the operations of the target business, (c) to fund the purchase by the target business of other companies, (d) for working capital of the target business, or (e) for the payment of a dividend to the Ordinary Shareholders (excluding the Ordinary Shareholders making use of their repurchasing right). There is no limitation on the ability of the Company to raise funds privately or through loans in connection with the Business Combination. In order to fund working capital deficiencies or finance transaction costs in connection with an intended Business Combination, the Sponsor (or any of its affiliates) may lend the Company funds as may be required, although they are under no obligation to advance funds or invest in the Company.

Underwriting Agreement. The Company, the Underwriter and ABN AMRO (in its capacity as joint bookrunner) entered into an underwriting agreement with respect to the Offering (the **Underwriting Agreement**). On the terms, and subject to the conditions, of the Underwriting Agreement and the execution of a sizing agreement by the Company and the Underwriter following the bookbuilding for the Offering, the Company has agreed to issue the Units at the Offer Price to or as specified by the Underwriter. The Units that the HTP Sponsor and accounts associated with an affiliate of the HTP Sponsor have committed to the Company to purchase in the Offering would not be underwritten by the Underwriter.

Most Material Conflicts of Interest pertaining to the Offering and the listing. Each of the Underwriter, the Listing and Paying 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, each of the Underwriter, the Listing and Paying Agent, and/or their respective affiliates may in the ordinary course of their business, hold the Company's securities for investment purposes. Also, Credit Suisse is entitled to receive deferred underwriting commissions that are conditioned on the completion of a Business Combination. The fact that Credit Suisse or its affiliates' financial interests are tied to the completion of a Business Combination may give rise to potential conflicts of interest in providing services to the Company, including potential conflicts of interest in connection with the sourcing and completion of a Business Combination or the rendering of a fairness opinion. 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. The Sponsors may have a potential conflict of interest with the Company insofar as they hold Ordinary Shares and Special Shares, Founder Warrants and Warrants, which will only be converted or exercised (as and if applicable) into Ordinary Shares if the Company succeeds in completing a Business Combination. Such securities may incentivise the Sponsors to focus on completing a Business Combination rather than on objective selection of the best possible target business and the negotiation of favourable terms for the transaction. Notwithstanding the long-term incentives afforded to the Sponsor in the form of these securities, the value of which should increase if the acquired target business performs well, if the Directors propose a Business Combination that is either not objectively selected or based on unfavourable terms, and the BC-EGM would nevertheless approve it, then the effective return for Shareholders (including the Sponsors) after the Business Combination may be low or non-existent or negative.