



## EUROPEAN FINTECH IPO COMPANY 1 B.V. ANNOUNCES AGREEMENT ON BUSINESS COMBINATION WITH AZERION AND CONVENES AN EXTRAORDINARY GENERAL MEETING TO SEEK SHAREHOLDER APPROVAL ON 31 JANUARY 2022

Amsterdam, the Netherlands - 13 December 2021

European FinTech IPO Company 1 B.V. (“EFIC1”), a special purpose acquisition company (SPAC) incorporated under the laws of the Netherlands and listed on Euronext Amsterdam (symbol: EFIC1), today announced in a separate joint press release with Azerion Holding B.V. (“Azerion”), a high-growth digital entertainment and media company, that they have reached an agreement to create a business combination (the “Business Combination”), pursuant to which EFIC1 will acquire 100% of the issued and outstanding share capital of Azerion. The rationale for the Business Combination, the envisaged structure of the transaction and additional information regarding Azerion and the Business Combination is further described in the aforementioned joint press release, which is available on EFIC1’s website ([www.efic1.com](http://www.efic1.com)).

The Business Combination is subject to approval of EFIC1’s shareholders at a virtual extraordinary general meeting of shareholders (the “EGM”) which will take place on Monday 31 January 2022 at 10:00 a.m. CET. In connection with COVID-19 and the protection of the health of all participants in the EGM, the board of EFIC1 has decided that shareholders can only attend the EGM virtually, in accordance with the temporary law regarding COVID-19.

### EFIC1 TO BECOME AZERION

Subject to the approval of the Business Combination by the shareholders and certain other (waivable) customary closing conditions as agreed in the business combination agreement, as well as the completion of the Business Combination, the first day of listing and trading of shares in the combined company on Euronext Amsterdam under the new name “Azerion Group N.V.” will be on 2 February 2022.

### SHAREHOLDER CIRCULAR

EFIC1 has prepared a shareholder circular that includes the formal convocation of the EGM, including the agenda and the explanatory notes thereto, and relevant information for shareholders in relation to the Business Combination to facilitate a proper decision.

The agenda for the EGM includes among others proposals to (i) approve the Business Combination, (ii) appoint the members of the Management Board and the Supervisory Board, (iii) adopt the remuneration policy for the Management Board and the Supervisory Board, and (iv) adopt amendments to the articles of association of EFIC1 by two separate deeds of amendment.

The shareholder circular, together with all relevant EGM documentation (including the proposed articles of association for the Business Combination), as well as all information required by Dutch law, are published on [www.efic1.com](http://www.efic1.com) and can be obtained - free of charge - via [EGM@efic1.com](mailto:EGM@efic1.com).

## SHARE REPURCHASE ARRANGEMENT EFIC1 PUBLIC SHAREHOLDERS

In connection with the Business Combination, shareholders of EFIC1 may require EFIC1 to repurchase some or all of the ordinary shares held by them. Such repurchase shall be effectuated if and when the general meeting resolves to approve the Business Combination at the EGM, after which the EFIC1 board shall resolve on the date of the EGM to repurchase these ordinary shares, assuming that the shareholders exercising their repurchase right have validly transferred such shares to EFIC1 in accordance with the transfer instructions given by EFIC1. For the avoidance of doubt, shareholders can require EFIC1 to repurchase their ordinary shares in accordance with these terms, irrespective of whether and how they vote at the EGM.

Any EFIC1 shareholders wishing to have their ordinary shares repurchased through the share repurchase arrangement are expected to receive approximately €9.95 per ordinary share repurchased, being the repurchase price per ordinary share after deduction of the estimated negative interest. However, the final repurchase price is subject to deduction of the actual negative interest paid.

Shareholders wishing to require EFIC1 to repurchase their ordinary shares, must instruct their financial intermediary to submit a repurchase request electronically through the system of Euroclear Nederland. Such requests can be submitted from 9:00 a.m. CET on 4 January 2022 until noon CET on 27 January 2022 (or at any earlier deadline communicated by the financial intermediary).

H.T.P. Capital Partners B.V., which owns an equivalent of €40 million in EFIC1's ordinary shares since the EFIC1 IPO, has committed to not exercise its option to have these shares repurchased. Its shares currently represent 10.5% of the issued and outstanding ordinary shares. Detailed information regarding this share repurchase arrangement, including the transfer instructions and relevant terms and conditions, are included in the shareholder circular that is available on EFIC1's website.

## EGM REGISTRATION, VOTING, PROXIES AND QUESTIONS

Pursuant to Dutch law and EFIC1's articles of association, the persons who will be entitled to attend the EGM and, to the extent applicable, give voting instructions or grant a voting proxy for the EGM are the persons who are registered as shareholder of EFIC1 in the administrations held by their financial intermediaries or in EFIC1's shareholders register on 3 January 2022 at 5:30 p.m. CET, after processing of all settlements on that date.

Shareholders who wish to exercise their voting rights at the EGM and/or attend the EGM are required to register within the registration period. The registration period starts on 4 January 2022 at 9:00 a.m. CET and ends on 24 January 2022 at 5:30 p.m. CET. Registrations can be made via ABN AMRO ([www.abnamro.com/evoting](http://www.abnamro.com/evoting)), via the shareholder's intermediary, by sending an email for such purpose to [EGM@efic1.com](mailto:EGM@efic1.com), or for holders of shares who are registered in EFIC1's shareholders register (save for ordinary shares held through Euroclear Nederland), in the manner as communicated to them by EFIC1.

Voting during the EGM will not be possible. Voting rights can be exercised electronically by granting a proxy with voting instructions via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) to the civil law notary (*notaris*) Jan Bouwen de Snaaijer of Hogan Lovells International LLP and any prospective civil law notary acting under his supervision

(the “Notary”) by 24 January 2022, 5:30 p.m. CET. Such shareholder can also give a proxy with voting instructions to the Notary by using a written proxy form including voting instructions, and sending such form to the Notary, email [chantalle.schoegje@hoganlovells.com](mailto:chantalle.schoegje@hoganlovells.com), no later than 24 January 2022 at 5:30 p.m. CET. Such a proxy form is available on [www.efic1.com](http://www.efic1.com). This proxy form can also be used if a shareholder is unable to give its voting instruction through [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

Shareholders who have registered for the EGM are invited to submit their questions relating to agenda items prior the EGM by sending an email to [EGM@efic1.com](mailto:EGM@efic1.com). Questions can be submitted until 10:00 a.m. CET on 28 January 2022. EFIC1 aims to address these questions during the EGM.

The shareholders who submitted questions prior to the EGM in accordance with the procedure described above, also have the possibility to ask follow-up questions in writing via the webcast during the EGM. However, the chair of the EGM may limit the number of questions and combine questions (thematically or otherwise).

Further information on registering for and attending the EGM, voting, granting a proxy and raising questions is available in the shareholder circular on EFIC1’s website.

## WEBCAST

There will be a live webcast of the EGM that registered shareholders can attend. The shareholders who have registered themselves to attend the EGM will receive a confirmation email containing further instructions for attending the EGM via the webcast.

## PRESS AND INVESTOR INFORMATION EFIC1

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## PROSPECTUS

More information about EFIC1 can be found in the EFIC1 IPO prospectus dated 22 March 2021 which has been approved by the Netherlands Authority for the Financial Markets in the Netherlands and is available on [www.efic1.com](http://www.efic1.com).

## DISCLAIMER

This press release is for information purposes only. The information contained in this press release does not purport to be full or complete and, in particular, does not contain all the information that should be considered concerning the proposed business combination between European FinTech IPO Company 1 B.V. (“EFIC1”) and Azerion Holding B.V. (“Azerion”) pursuant to a business combination agreement between EFIC1, Azerion and its shareholders (the “Business Combination”) and is not intended to form the basis of any investment decision or any other decision in respect of the Business Combination. No reliance may be placed by any person for any purpose on the information contained in this press release or its accuracy, fairness or completeness. EFIC1 will not be held liable for any loss or damages of any nature ensuing from using, trusting or acting on information provided. This press release does not constitute, and should not be construed as, an offer to sell or a solicitation of any offer to purchase the ordinary shares and/or warrants of EFIC1 and is not a recommendation to engage in any investment activities.

Before making any voting or other investment decisions, shareholders of EFIC1 and other interested persons are advised to read the shareholder circular, all relevant EGM documentation (including the proposed articles of association for the Business Combination) and the EFIC1 IPO prospectus dated 22 March 2021, that are made available by EFIC1, as these materials will contain important information about EFIC1, Azerion and the Business Combination.

This press release may include certain forward-looking statements, which are based on EFIC1’s current expectations and projections with respect to future events and speak only as of the date hereof (“Forward-looking Statements”). By their nature, Forward-looking Statements are subject to known and unknown risks, uncertainties, assumptions and other factors because they relate to events and depend on circumstances that will occur in the future whether or not outside the control of EFIC1. Such factors may cause actual results, performance or developments to differ materially from those expressed or implied by such Forward-looking Statements. Accordingly, no undue reliance should be placed on any Forward-looking Statements.