



EXTRAORDINARY GENERAL MEETING OF EUROPEAN FINTECH IPO COMPANY 1 B.V. (THE "EGM")

PROXY WITH VOTING INSTRUCTIONS

This is a voting proxy and voting instruction (the "Proxy") for the EGM to be held on Monday 31 January 2022 commencing at 10:00 a.m. CET. To the extent applicable, shareholders can give a proxy with voting instructions to the civil law notary (*notaris*) Jan Bouwen de Snaijer of Hogan Lovells International LLP in Amsterdam and any prospective civil law notary acting under his supervision (the "Notary") by using this written proxy form including voting instructions and sending such form to the Notary, email chantalle.schoegje@hoganlovells.com, no later than 24 January 2022 at 5:30 p.m. CET. Your timely (i) registration in accordance with the section titled "Registration for the EGM" set out in the shareholder circular available via www.efic1.com (the "Circular") and (ii) submission of proof of shareholding in accordance with the section titled "Proxies with voting instructions" set out in the Circular is also required.

Shareholders are requested to ensure that this Proxy is completed, duly signed and sent together with a proof of registration for the EGM and proof of shareholding (items (i) and (ii) above) to the following postal address or email address (e.g. as a PDF file) with receipt no later than **Monday 24 January 2022 at 5:30 p.m. CET**:

Hogan Lovells International LLP
Attn. Chantalle Schoegje

Postal address: Atrium - North Tower
Strawinskylaan 4129
1077 ZX Amsterdam

Email: chantalle.schoegje@hoganlovells.com

PROXY

The undersigned:

(if the shareholder is a private person)

Name (first name and surname)	
Residential address (including postal code, city and country)	
Passport number and country of issue ¹	
Number of shares held on the registration date (<i>i.e.</i> 3 January 2022 at 5:30 p.m. CET) ²	

¹ Please attach copy of a valid passport.

² In respect of the ordinary shares held through Euroclear, the relevant intermediary must confirm the number of ordinary shares held by the Shareholder on the registration date. Please attach such confirmation to this proxy form.

(if the shareholder is a legal entity)

Company name	
Office address (including postal code, city and country)	
Legal representative(s) ³	
Passport number and country of issue ⁴	
Number of shares held on the registration date (<i>i.e.</i> 3 January 2022 at 5:30 p.m. CET) ⁵	

hereinafter referred to as the “**Shareholder**” hereby grants a power of attorney to the Notary, to represent the Shareholder at the EGM and to exercise voting rights that are connected to all the shares with voting rights held by the Shareholder in respect of the items on the agenda for the EGM in accordance with the voting instruction below, and do whatever the Notary may deem necessary, all with the authority of substitution.

VOTING INSTRUCTION

For a valid voting instruction, only mark one box per voting item. In the event that this power of attorney is granted without (valid) voting instruction, it shall be deemed to be a voting instruction in favour of the voting item where no (valid) voting instruction was given.

Individual voting instruction for agenda items (<i>voting items only</i>) ^{6 7}	FOR	AGAINST	ABSTAIN
Agenda item 2(b): The proposed Business Combination: Entering into and approval of the Business Combination in accordance with article 19 of the current articles of association of the Company, including the transactions contemplated by the Business Combination Agreement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

³ Please attach documents evidencing that the representative(s)/signator(y)(ies) is/are authorised to represent the legal entity (*e.g.* copy of the excerpt of the trade register evidencing the authority).

⁴ Please attach copy of a valid passport of the representative(s).

⁵ In respect of the ordinary shares held through Euroclear, the relevant intermediary must confirm the number of ordinary shares held by the Shareholder on the registration date. Please attach such confirmation to this proxy form.

⁶ Capitalised terms are defined in the Circular. Please also refer to the Circular for a detailed description of the agenda items and explanatory notes thereto.

⁷ Some agenda items are considered one single voting item at the EGM and are reflected as such in this table. For these items you can only provide a single vote (for, against or abstain), which will be considered the vote for each of the matters described under such agenda item. Please mark only one box per voting item or your voting instruction for such item will be considered invalid.

Individual voting instruction for agenda items (voting items only) ^{6 7}	FOR	AGAINST	ABSTAIN
<p>Agenda item 3: Re-structure of the Company as per the Business Combination</p> <p>(a) Cancellation of Ordinary Shares repurchased by the Company under the Share Repurchase Arrangement;</p> <p>(b) First amendment of the current articles of association of the Company (the "First Amendment AoA"), including the authorisation of each member of the EFIC1 Board and each civil law notary practising with Stibbe N.V. and any prospective civil law notary acting under his or her supervision to execute the notarial deed containing the First Amendment AoA;</p> <p>(c) Cancellation of 853,989 (10%) Special Shares without repayment, effective upon the day following Business Combination;</p> <p>(d) Conversion of the Company's legal form to that of a limited company (<i>naamloze vennootschap</i>) and second amendment of the articles of association of the Company (the "Second Amendment AoA"), including the authorisation of each member of the Management Board and each civil law notary practising with Stibbe N.V. and any prospective civil law notary acting under his or her supervision to execute the notarial deed containing the Second Amendment AoA, to be executed the day following Business Combination</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>Agenda item 4(a): Appointments of members of the Management Board, subject to and effective as per the moment of execution of the notarial deed containing the First Amendment AoA ((i) Atilla Aytekin, (ii) Umut Akpınar and (iii) Maria del Dado Alonso Sanchez)</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>Agenda item 4(b): Appointments of members of the Supervisory Board, subject to and effective as per the moment of execution of the notarial deed containing the First Amendment AoA ((i) Peter Tordoir, (ii) Derk Haank, (iii) Klaas Meertens, (iv) Chris Figee, (v) Florence von Erb and (vi) Katrin Brökelmann)</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>Agenda item 5(a): Adoption of the remuneration policy for the Management Board, subject to and effective upon the execution of the notarial deed containing the First Amendment AoA</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>Agenda item 5(b): Adoption of the remuneration policy for the Supervisory Board, subject to and effective upon the execution of the notarial deed containing the First Amendment AoA</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Individual voting instruction for agenda items (voting items only) ^{6 7}	FOR	AGAINST	ABSTAIN
<p>Agenda item 6: Other remuneration related items of the Company as per the Business Combination</p> <p>(a) Determine compensation of the members of the Supervisory Board subject to and effective upon the execution of the notarial deed containing the First Amendment AoA;</p> <p>(b) Approval of the main terms and conditions of a long-term incentive plan</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>Agenda item 7: Accounting of the Company as per the Business Combination</p> <p>(a) To appoint and instruct PwC as auditor to audit the annual accounts over the financial year 2021 and financial year 2022, subject to Completion;</p> <p>(b) To withdraw the appointment of Deloitte as auditor of the Company to audit the annual accounts over the financial year 2021, subject to Completion;</p> <p>(c) To have the management report (<i>bestuursverslag</i>) of the Company and the annual accounts of the Company over the financial year 2021 and the following financial years drawn up in the English language</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>Agenda item 8: Authorisations of the Management Board to repurchase Shares</p> <p>(a) Authorisation of the Management Board to repurchase Ordinary Shares in the share capital of the Company, subject to the Second Amendment AoA becoming effective;</p> <p>(b) Authorisation of the Management Board to repurchase Capital Shares with repayment, subject to the Second Amendment AoA becoming effective</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>Voting item 9: Cancellation of Shares</p> <p>(a) Cancellation of Capital Shares after their repurchase; and</p> <p>(b) Cancellation of a maximum of 1,152,886 (13.5%) Conditional Special Shares without repayment</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Shareholder hereby agrees to indemnify and to hold harmless the Notary against any claims, actions or proceedings made against the Notary and against any damages, costs and expenses that the Notary might incur in connection with this power of attorney.

This power of attorney is governed by Dutch law and shall remain in full force and effect until revoked by written communication received by the Notary at the postal address or email address set out above.

Disputes, if any, with respect to this power of attorney shall be exclusively submitted to the competent court in the Netherlands.

(signature page follows)

SIGNATURE PAGE TO PROXY WITH VOTING INSTRUCTIONS

Signed on _____ 2022 in _____

By: _____

Signature(s) (legal representative(s) of) Shareholder

Please state your phone number in case we have any further questions

(voluntary): _____