

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 EPIC Acquisition Corp (the **Company**) of up to 15,000,000 units (each a **Unit**) at a price per Unit of €10.00 (the **Offer Price**), and the Admission (as defined below). Each Unit comprises one (1) class A ordinary share in the share capital of the Company with a nominal value of €0.0001 per share (the **Class A Ordinary Shares** and each a **Class A Ordinary Share**, and a holder of one or more Class A Ordinary Share(s), a **Class A Ordinary Shareholder**; international securities identification number (**ISIN**) KYG3166N1060) and one-half (1/2) of a warrant (each whole warrant a **Warrant** and together the **Warrants**, and a holder of one or more Warrant(s), a **Warrant Holder**; ISIN KYG3166N1144). Each whole Warrant entitles an eligible Warrant Holder (i.e. someone who executes the “Warrant Holder Representation Letter” attached at the end of the Prospectus) to subscribe during the Exercise Period (as defined below) for one (1) Class A Ordinary Share, at the exercise price of €11.50 per new Class A Ordinary Share (the **Exercise Price**), subject to certain anti-dilution adjustments, in accordance with the terms and conditions of the Warrants. Any decision to invest in any Units, Class A Ordinary Shares and/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 (the **EEA**), 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, Class A Ordinary Shares and/or Warrants. The Company is the issuer of the Class A Ordinary Shares and the Warrants. The Company’s registered office is at Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9008, Cayman Islands. The Company’s telephone number is +44 (0) 20 7269 8860 and its website is www.epicacquisitioncorp.com. The Company is registered in the Cayman Islands under registration number 375312 and its legal entity identifier (**LEI**) is 549300W1RYJKNDFQT504.

The Prospectus is prepared for the admission to listing and trading on Euronext in Amsterdam (**Euronext Amsterdam**), a regulated market operated by Euronext Amsterdam N.V. of all: (i) Class A Ordinary Shares and the Warrants (including the Class A Ordinary Shares and Warrants subscribed for by the Sponsor, as described below); and (ii) Class A Ordinary Shares to be delivered upon any exercise of the Warrants (the **Admission**). 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 3 December 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.

KEY INFORMATION ON THE ISSUER

Who is the issuer of the securities?

Domicile and Legal Form. The Company is the issuer of the Class A Ordinary Shares and the Warrants. The Company is an exempted company incorporated with limited liability under Cayman Islands law. The Company’s LEI is 549300W1RYJKNDFQT504. The Company’s legal and commercial name is EPIC Acquisition Corp.

Principal activities. The Company is a newly incorporated special purpose acquisition company (**SPAC**) and formed for the purpose of effecting a merger, amalgamation, share exchange, asset acquisition, share purchase, reorganisation or similar business combination with a single business (a **Business Combination**). Although the Company may pursue an acquisition opportunity in any business or industry, the Company intends to leverage the experience of EPIC Investment Partners LLP, TT Bond Partners and their respective affiliates to identify, acquire and operate an innovative company operating in the broadly defined consumer sector (including, but not limited to, consumer brands operating in manufacturing, technology, brand and engagement, products and services) in the EEA or the United Kingdom which has the potential for significant growth in Asian markets.

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 EAC Sponsor Limited (the **Sponsor**) have not identified nor have they engaged, directly or indirectly, in discussions with any potential Business Combination targets, nor does the Company or the Sponsor have any agreements or understandings to acquire a stake in any potential Business Combination target. If and when the Company has identified a potential Business Combination target, the Company will convene a general meeting and propose the Business Combination (the **EGM**) to all holders of Class A Ordinary Shares and all holders of class B ordinary shares each having a nominal value of €0.0001 (the **Class B Ordinary Shares** and the holders thereof being the **Initial Shareholders**, and together with the Class A Ordinary Shareholders, the **Shareholders**). For the purpose of the 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. The Company will have 16.5 months from the Settlement Date (as defined below) (being until 25 April 2023, the **Initial Business Combination Deadline**) to complete a Business Combination, subject to an initial three-month extension period (the **First Extension Period**) and a further three-month extension period (the **Second Extension Period**, together with the First Extension Period, the **Extension Periods**) in each case, if approved by an ordinary resolution of the Shareholders (each resolution an **Extension Resolution**) (the **Business Combination Deadline**).

Major interests in Shares. The following persons hold, and will immediately following Admission hold, directly or indirectly, a substantial interest which is notifiable under Dutch law:

Major Shareholders	Number of Class A Ordinary Shares	Number of Class B Ordinary Shares	Percentage of issued share capital
Sponsor ⁽¹⁾⁽²⁾⁽³⁾	411,613	3,750,000	21.7%

(1) As at the date of this Prospectus, TTB, EPIC, the non-executive Directors of the Company and certain partners and employees of EPIC, EPE Special Opportunities Limited and TTB constitute the Sponsor.

(2) As at the date of this Prospectus, the Sponsor is the Initial Shareholder.

(3) Assuming full placement of the Offering.

Subject to customary exceptions, the Company has agreed not to sell, pledge, charge, grant any option to purchase, make any short sale or otherwise transfer or contract to sell, or otherwise dispose of, directly or indirectly, or announce an offer of any Class A Ordinary Shares, Class B Ordinary Shares, Warrants or Founder Warrants (as defined below) for the period up to and including the date falling 180 days after the Settlement Date without the prior written consent of the Underwriter.

As at the date of the Prospectus, and save for the control exercised by the Sponsor (which will cease upon Admission) the Company is not aware of any person or persons who, directly or indirectly, jointly or severally, exercise or could exercise control over the Company nor is it aware of any arrangements, the operation of which may at a subsequent date result in a change in control of the Company.

Executive Directors. The Company's statutory executive directors are Teresa Teague and James Henderson.

Independent Auditor. KPMG Cayman Islands (KPMG) is the independent auditor of the Company. The audit report includes the following emphasis of matter paragraph: "*We draw attention to Note 1 to the financial statements. The financial statements are prepared solely for the purpose of being included in the Prospectus for the listing of the Company on Euronext Amsterdam. As a result, the financial statements may not be suitable for another purpose. Our opinion is not modified in respect of this matter.*"

What is the key financial information regarding the issuer?

Historical key financial information. As the Company was incorporated on 5 May 2021 for the purpose of completing the Offering and the Business Combination, it has not conducted any operations prior to the date of the Prospectus. The following table sets forth financial information derived from the audited balance sheet of the Company as at 30 September 2021.

(all amounts in EUR)

	30 September 2021
Assets	
Total current assets	839,858
Total assets	839,858
Equity and Liabilities	
Total shareholder's equity	(67,777)
Total current liabilities	907,635
Total shareholder's equity and liabilities	839,858

The financial statements of the Company as of 30 September 2021 and for the period from the date of incorporation on 5 May 2021 to 30 September 2021 are included in this Prospectus (the **Financial Statements**).

Other key financial information. 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 Class A Ordinary Shares and/or the 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 Class A Ordinary Shares, and the Warrants. The following is a summary of the 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, results of operations and prospects and the attention that the Company's leadership team (consisting of Giles Brand, Teresa Teague, Peter Norris and James Henderson, the **Leadership Team**) would, on the basis of current expectations, have to devote to these risks if they were to materialise:

- (1) 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;
- (2) 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;
- (3) there is no assurance that the Company will identify or complete a suitable Business Combination opportunity by the Business Combination Deadline (as defined below), which could result in a loss of part or all of the Class A Ordinary Shareholders' investment;
- (4) any negative interest rate that the Company will have to pay on the proceeds that are held in the Escrow Account (as defined below) prior to the Business Combination incurred in excess of the Additional Sponsor Subscription decreases the amounts available for investment in a target business and amounts available to the Shareholders if they are entitled to them;
- (5) 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;
- (6) 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 (as defined below) areas of expertise;

- (7) 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;
- (8) the past performance of the Sponsor and the Leadership Team is not indicative of the future performance of an investment in the Company; and therefore investors will have limited data to assist them in evaluating the future performance of the Company;
- (9) if the Company seeks shareholder approval of its Business Combination, Initial Shareholders have agreed to vote in favour of such Business Combination, regardless of how Class A Ordinary Shareholders vote;
- (10) 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 from the Leadership Team or the target business could negatively impact the target business' success following the Business Combination;
- (11) the Leadership Team and the Sponsor will directly or indirectly hold Class B Ordinary Shares and Founder Warrants, which may give rise to a conflict of interest as they may be incentivised to focus on completing a Business Combination rather than on an objective selection of a feasible target business for the Business Combination; and
- (12) investors may suffer adverse tax consequences or uncertain tax consequences in connection with acquiring, owning and disposing of the Class A Ordinary Shares and/or Warrants.

KEY INFORMATION ON THE SECURITIES

What are the main features of the securities?

Type, Class and ISIN. Each Unit comprises one (1) Class A Ordinary Share and one-half (1/2) of a Warrant. Although the Class A Ordinary Shares and the Warrants are offered in the form of Units in the context of the Offering, the underlying Class A Ordinary Shares and Warrants will trade separately from the First Trading Date (as defined below) on two trading lines on Euronext Amsterdam. The Class A Ordinary Shares will trade under the symbol EPIC and ISIN KYG3166N1060, and whole Warrants will trade under the symbol EPICW and ISIN KYG3166N1144. The Class A Ordinary Shares and the Warrants will be admitted to listing and trading on Euronext Amsterdam and are denominated in, and will trade in, euro. The Units themselves will not be listed or admitted to trading on Euronext Amsterdam or any other trading platform. No fractional Warrants will be issued on the Settlement Date, and only whole Warrants will trade on Euronext Amsterdam.

Share capital: At the date of this Prospectus, the Company's share capital comprises 3,750,000 Class B Ordinary Shares. At the date of the payment for and delivery of the Class A Ordinary Shares and Warrants (the **Settlement Date**), the Company's share capital will comprise up to 15,411,613 Class A Ordinary Shares, and up to 3,750,000 Class B Ordinary Shares.

The Sponsor expects to subscribe for an aggregate of 307,845 Units, for an aggregate purchase price of €3,078,450 to be deposited in an escrow account opened with ABN AMRO Bank N.V. (**ABN AMRO (Escrow Account)**) and has undertaken to further subscribe for 136,819 Units, for an aggregate purchase price of €1,368,190, in case one Extension Resolution is passed and a further 102,615 Units, for an aggregate purchase price of €1,026,150 in case two Extension Resolutions are passed (the **Overfunding Sponsor Subscription**). The proceeds of the Overfunding Sponsor Subscription will be used to provide additional funds with the aim of allowing in case of a liquidation of the Company after expiry of the Business Combination Deadline or in case of redemptions of Class A Ordinary Shares in the context of a Business Combination, as the case may be, for a redemption per Class A Ordinary Share at (i) €10.225 per Class A Ordinary Share in case no Extension Resolution has been passed; (ii) €10.325 per Class A Ordinary Share in case one Extension Resolution has been passed; and (iii) €10.40 per Class A Ordinary Share in case two Extension Resolutions have been passed. In addition, the Sponsor expects to subscribe for 103,768 Units, for an aggregate purchase price of €1,037,680 which will be deposited in the Escrow Account and has undertaken to subscribe to a further 18,750 Units for an aggregate purchase price of €187,500 each time an Extension Resolution is passed (the **Additional Sponsor Subscription**) to cover negative interest, if any, paid on the proceeds held in the Escrow Account up to an amount equal to the Additional Sponsor Subscription. For any excess portion of the Overfunding Sponsor Subscription and/or the Additional Sponsor Subscription remaining after completion of the Business Combination and the redemption of Class A Ordinary Shares, the Sponsor may elect to either: (i) request repayment of the remaining cash portion of the Overfunding Sponsor Subscription and/or the Additional Sponsor Subscription, as applicable, by redeeming the corresponding number of Class A Ordinary Shares and/or Warrants underlying the Units subscribed for under the Overfunding Sponsor Subscription and/or the Additional Sponsor Subscription, as applicable; or (ii) keep the Class A Ordinary Shares and/or Warrants underlying the Units subscribed for under the Overfunding Sponsor Subscription and/or the Additional Sponsor Subscription, as applicable, (in which case the Company may keep the remaining cash portion of the Overfunding Sponsor Subscription and/or the Additional Sponsor Subscription, as applicable, for discretionary use).

Rights attached to the Class A Ordinary Shares. The Class A Ordinary Shares will rank *pari passu* with each other and Class A Ordinary Shareholders will be entitled to dividends and other distributions declared and paid on them. Each Class A Ordinary Share entitles its holder to the right to attend and to cast one vote at a general meeting of the Company (a **General Meeting**). Prior to completion of a Business Combination, the board of Directors of the Company (the **Board**) will submit the proposed Business Combination for approval to the EGM, which will require the affirmative vote of at least: (i) an ordinary resolution at a quorate EGM; and (ii) in the event that the Business Combination is structured as a merger, a special resolution at a quorate EGM (the **Required Majority**), or such higher approval threshold as may be required by Cayman Islands law and pursuant to the Company's amended and restated memorandum and articles of association from time to time (the **Articles of Association**).

Share Redemption Arrangement. Following the completion of the Business Combination, subject to complying with applicable law and satisfaction of certain conditions, the Company will redeem Class A Ordinary Shares held by Class A Ordinary Shareholders that deliver their Class A Ordinary Shares, irrespective of whether and how they voted at the EGM, in accordance with the terms set out in the share redemption arrangement (**Share Redemption Arrangement**). The gross redemption price of a Class A Ordinary Share under the Share Redemption Arrangement in connection with a Business Combination is equal to a *pro rata* share of funds in the Escrow Account, including for the avoidance of doubt the proceeds of the Additional Sponsor Subscription and the Overfunding Sponsor Subscription (as applicable and after deduction of the unused portion, if any, of the proceeds of the Additional Sponsor Subscription and the Overfunding Sponsor Subscription, the **Escrow Overfunding**) (without first deducting the BC Underwriting Fee (as defined below)) as determined two trading days (being a day on which Euronext Amsterdam is open for trading (a **Trading Day**)) prior to the EGM, which is anticipated to be: (i) €10.225 per Class A Ordinary Share in case no Extension Resolution has been passed; (ii) €10.325 per Class A Ordinary Share in case one Extension Resolution has been

passed; and (iii) €10.40 per Class A Ordinary Share in case two Extension Resolutions have been passed. (in each case excluding any *pro rata* entitlement to any interest accrued on the Escrow Account (if any)) minus the *pro rata* share of any negative interest incurred in excess of the Additional Sponsor Subscription and any release fees payable to the Escrow Agent (as defined below) or other charges payable pursuant to the terms of the escrow agreement. The amounts held in the Escrow Account at the time of the redemption may be subject to claims that would take priority over the claims of the Class A Ordinary Shareholders and, as a result, the per-Class A Ordinary Share redemption price or liquidation price could be less than €10.225, €10.325 or €10.40 (as applicable). The redemption of the Class A Ordinary Shares held by a Class A Ordinary Shareholder does not trigger the redemption of the Warrants held by such Class A Ordinary Shareholder (if any). Accordingly, Class A Ordinary Shareholders whose Class A Ordinary Shares are redeemed by the Company will retain all rights to any Warrants that they may hold at the time of redemption. The Company will also open the Share Redemption Arrangement to any Class A Ordinary Shareholder in the event no Business Combination is completed within the Initial Business Combination Deadline, subject to the First Extension Period and Second Extension Period (the **Business Combination Deadline**). The procedures and participation will be communicated by the Company via a press release, and such redemption to be effected as soon as reasonably practicable. The Articles of Association provide that a Class A Ordinary Shareholder (who is not an Initial Shareholder or a member of the Leadership Team) who, contemporaneously with any vote on a Business Combination, elects to have its, his or her Class A Ordinary Shares redeemed for cash, together with any affiliate of such Class A Ordinary Shareholder or any other person with whom such shareholder is acting in concert, will be restricted from redeeming its Class A Ordinary Shares with respect to more than an aggregate of 15% of the Class A Ordinary Shares without the prior consent of the Board, while in no event will a redemption be effected if that would cause the Company's net tangible assets to be less than €5,000,001.

Warrants. During the Exercise Period, each whole Warrant entitles an eligible Warrant Holder (i.e. someone who executes the "Warrant Holder Representation Letter" attached at the end of the Prospectus) to subscribe for one (1) Class A Ordinary Share at the Exercise Price, in accordance with its terms and conditions as set out in the Prospectus. All Warrants will become exercisable at any time commencing at 17:40 Central European Time (CET) on the date which is 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 fifth anniversary of the Business Combination Completion Date (or if such date is not a Trading Day, the first Trading Day after the fifth anniversary of the Business Combination Completion Date) or earlier upon: (i) redemption of the Warrants; (ii) Liquidation (as defined below); or (iii) any regular liquidation of the Company (the **Exercise Period**). The Warrant Holders shall not receive any distribution in the event of Liquidation (as defined below) Warrant Holders may exercise their Warrants through the relevant participant of Euroclear Nederland (as defined below) 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 Prospectus. 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 (the **Warrant Agent**); and (ii) the amount due to the Company as a result of the exercise of the Warrants is received by the Warrant Agent. Delivery of Class A Ordinary Shares issued upon exercise of the Warrants shall take place no later than on the 10th day (being a day which is not a Saturday or Sunday and on which banks in the Netherlands and Euronext Amsterdam are generally open for normal business, being a **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 Class A 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 two (2) Units (or a multiple thereof), it will not be able to receive or trade a whole Warrant. In certain circumstances, the Warrants, Founder Warrants (as defined below) and the Class B Ordinary Shares are subject to anti-dilution adjustments. 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 Class A Ordinary Shares equals or exceeds €18.00 per Class A Ordinary Share for any twenty (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 calendar 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 a certain number of Class A Ordinary Shares based on the redemption date and the fair market value (as defined below) of the Class A Ordinary Shares; and if, and only if, the closing price of the Class A Ordinary Shares on the Trading Day before the Company sends the notice of redemption, equals or exceeds €10.00 per Class A Ordinary Share (as adjusted for the number of Class A Ordinary Shares issuable upon exercise or the Exercise Price) but is less than €18.00 per Class A Ordinary Share. In either case, Warrant Holders may exercise their Warrants after such redemption notice is given until the scheduled redemption date. The "fair market value" of the Class A Ordinary Shares for the above purpose shall mean the volume weighted average price of the Class A Ordinary Shares for the ten (10) Trading Days immediately following 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 Class A Ordinary Shares per Warrant (subject to adjustment). The Warrants will only be exercisable by persons who represent, amongst other things, that they: (i) if in the United States, are QIBs (as defined below); or (ii) are outside the United States, and are acquiring Class A 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.

Class B Ordinary Shares. The Sponsor has subscribed for 3,750,000 Class B Ordinary Shares. Subject to the terms and conditions set out in this Prospectus, each Class B Ordinary Share will automatically convert into one Class A Ordinary Share on a one-for-one basis, subject to adjustment pursuant to certain anti-dilution rights in accordance with the following schedule (i) 1,875,000 Class B Ordinary Shares will convert on the Business Combination Completion Date; (ii) 937,500 Class B Ordinary Shares will convert on the later of (a) the earlier to occur of: (x) one (1) year after the Business Combination Completion Date and (y) subsequent to the Business Combination: (I) if the last reported sale price of the Class A Ordinary Shares equals or exceeds €12.00 per Class A Ordinary Share (as adjusted for share sub-divisions, share dividends, rights issuances, reorganizations, recapitalizations and the like) for any twenty (20) Trading Days within any thirty (30) Trading Day period; or (II) the date following the completion of the Business Combination on which the Company completes a liquidation, merger, share exchange, reorganization or similar transaction (the **Lock-Up End Date**), and (b) the trading day after the Business Combination Completion Date, where at any time prior to the date falling ten (10) years after the Business Combination Completion Date, the last reported sale price of the Class A Ordinary Shares exceeds €11.50 per Class A Ordinary Share (as adjusted for share sub-divisions, share dividends, rights issuances, reorganizations, recapitalizations, etc) for any 20 Trading Days within any 30-Trading Day period commencing after the Business Combination Completion Date; and (iii) 937,500 Class B Ordinary Shares will convert on the later of (a) the Lock-Up End Date and (b) the trading day after the Business Combination Completion Date, where, at any time prior to the date falling ten (10) years after the Business Combination Completion Date, the last reported sale price of the Class A Ordinary Shares exceeds €13.00 per Class A Ordinary Share (as adjusted for share

sub-divisions, share dividends, rights issuances, reorganisations, recapitalisations and the like) for any 20 Trading Days within any 30-Trading Day period (the **Promote Schedule**). The Class B Ordinary Shares have the same voting rights attached to them as Class A Ordinary Shares, except that (i) only Initial Shareholders are entitled to vote on the appointment and/or removal of Directors prior to a Business Combination (holders of Class A Ordinary Shares will not be entitled to vote on such resolutions during such time), and (ii) in a vote to continue the Company in a jurisdiction outside the Cayman Islands, including the approval of the organisational documents for such jurisdiction (which requires the approval of a special resolution), the Initial Shareholders shall be entitled to ten votes for every Class B Ordinary Share held. The Class B Ordinary Shares will not be listed or admitted to trading on Euronext Amsterdam or any other trading platform.

Founder Warrants. The Sponsor will purchase 3,814,289 warrants (each a **Founder Warrant**) in a private placement that will occur simultaneously with the completion of the Offering. Each Founder Warrant is exercisable to purchase one (1) Class A Ordinary Share at the Exercise Price, subject to certain anti-dilution adjustments. Only if the Founder Warrants are held by holders other than the Sponsor or any of its permitted transferees (being: (i) the Directors or officers of the Company, any affiliates or family members of any of the Directors or officers of the Company, the Sponsor, any members of the Sponsor, or any affiliates of the Sponsor; (ii) in the case of an individual, by gift to a member of the individual's immediate family or to a trust, the beneficiary of which is a member of the individual's immediate family or an affiliate of such person, or to a charitable organisation; (iii) in the case of an individual, by virtue of laws of descent and distribution upon death of the individual; (iv) in the case of an individual, pursuant to a qualified domestic relations order; (v) to any transferee, by private sales or transfers made in connection with the consummation of a Business Combination at prices no greater than the price at which the Founder Warrants were originally purchased; (vi) in the event of a liquidation of the Company prior to completion of a Business Combination; (vii) in the case of an entity, by virtue of the applicable laws upon dissolution of the Sponsor (viii) in the case of an entity, by virtue of the laws of its jurisdiction or its organisational documents or operating agreement; or (ix) to any transferee, in the event of the Company's completion of a liquidation, merger, share exchange, reorganisation or other similar transaction which results in all of the Class A Ordinary Shareholders having the right to exchange their Class A Ordinary Shares for cash, securities or other property subsequent to completion of a Business Combination (each a **Permitted Transferee**)), will they 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 Sponsor and its Permitted Transferees. The holders of Founder Warrants (**Founder Warrant Holders**) shall not receive any distribution in the event of Liquidation (as defined below) and all such Founder Warrants will automatically expire without value upon the occurrence of 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, the Company shall as soon as possible initiate the Share Redemption Arrangement as described above. The Board will set and announce by press release an acceptance period for the redemption of Class A Ordinary Shares under the Share Redemption Arrangement. Class A Ordinary Shareholders who fail to participate in the Share Redemption Arrangement at such time are dependent on the dissolution and liquidation of the Company to receive any repayment in respect of their Class A Ordinary Shares and such amount may be different to, and will be paid later than, that available under the Share Redemption Arrangement. In addition, in accordance with the Articles of Association, if no Business Combination is completed by the Business Combination Deadline, the Company shall convene a General Meeting for the purpose of adopting a resolution to: (i) commence the voluntary winding up of the Company; and (ii) delist the Class A Ordinary Shares and the 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 Class A Ordinary Shares and the Class B Ordinary Shares. 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 Class A Ordinary Shareholders and, as a result, the per- Class A Ordinary Share liquidation price could be less than the initial amount per- Class A Ordinary Share held in the Escrow Account (not taking into account any entitlement to the Escrow Overfunding). 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 Cayman Islands law will apply to the Company.

Restrictions. There are no restrictions on the free transferability of the Class A Ordinary Shares and the Warrants under Cayman Islands law, Dutch law or the Articles of Association. However, the offer and sale of the Class A 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 Class A Ordinary Shares and Warrants into jurisdictions other than the Netherlands, such as the United States, may be subject to specific regulations and transfer restrictions.

Dividend Policy. The Company has not paid any dividends to date and will not pay any dividends prior to a Business Combination. After the Business Combination, the Company may declare and pay a dividend on its Class A Ordinary Shares and Class B Ordinary Shares out of either profit or share premium account, provided that a dividend may not be paid if this would result in the Company being unable to pay its debts as they fall due in the ordinary course of business. The dividend entitlements of the Class A Ordinary Shareholders and Initial Shareholders are equal. The payment of dividends after the Business Combination will be at the discretion of the Board. The Warrant Holders and the Founder Warrant Holders will not be entitled to receive dividends.

Where will the securities be traded?

Prior to the Offering, there has been no public market for the Units, the Class A Ordinary Shares or the Warrants. Application has been made to admit all of: (i) the Class A Ordinary Shares and the Warrants; and (ii) the Class A Ordinary Shares to be delivered upon the exercise of the Warrants, to listing and trading on Euronext Amsterdam. Trading on an "as-if-and-when-issued/delivered" basis in the Units on Euronext Amsterdam is expected to commence at 09:00 CET on or around 6 December 2021 (the **First Trading Date**). The Units themselves will not be listed or admitted to trading on Euronext Amsterdam or any other trading platform. No fractional Warrants will be issued on the Settlement Date, and only whole Warrants will trade on Euronext Amsterdam.

What are the key risks that are specific to the Class A Ordinary Shares and the Warrants?

The key risks relating to the Offering and the Units, Class A Ordinary Shares and the Warrants include:

- (1) 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 Redemption Arrangement, Class A Ordinary Shareholders could receive less than €10.225, €10.325 or €10.40 (as applicable) per Class A Ordinary Share or nothing at all;
- (2) there is a risk that the market for the Class A Ordinary Shares or the Warrants will not be active and liquid, which may adversely affect the price of the Class A Ordinary Shares and the Warrants; and
- (3) 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 up to 15,000,000 Units at a price per Unit of €10.00. Each Unit comprises one (1) Class A Ordinary Share and one-half (1/2) of a Warrant. Prior to the Offering, there has been no public market for the Units, Class A Ordinary Shares or the Warrants. The Offering consists of: (i) a private placement to qualified investors in the Netherlands and other member states of the EEA; and (ii) a private placement to institutional investors or professional investors (where applicable) in various other jurisdictions, including the United Kingdom. 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 Class A 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, Class A Ordinary Shares or Warrants carry registration rights.

Cornerstone investors. The Company has received intentions to participate in the Offering and to subscribe for Units at a price per Unit of €10.00 from EPE Special Opportunities Limited and a fund of TT Bond Partners, both affiliates of the Sponsor for an aggregate amount of €13.2 million, bringing the total commitment of the Sponsor and its affiliates to €23 million. At Settlement, the cornerstone investors will have an aggregate holding of at least 14.9%. The Company intends to provide these investors with preferential treatment in the allocation process and expects each of them that formally subscribes to be fully allocated. The cornerstone investors will not be subject to any lock-up arrangements.

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 (as defined below), the Warrant Agent or Intertrust Escrow and Settlements B.V. (in its capacity as escrow agent, the **Escrow Agent**) that would permit a public offering of the Units, or the possession, circulation or distribution of the 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 the 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 Prospectus.....	Prior to 08:00, 3 December 2021
Determination of final number of Units to be issued in the Offering	Prior to 18:00, 3 December 2021
Press release announcing the results of the Offering	Prior to 09:00, 6 December 2021
Admission and First Trading Date	09.00, 6 December 2021
Settlement Date	8 December 2021

Allocation. Allocation of the Units to investors who apply to subscribe for Units will be determined by the Company in consultation with the Underwriter on the basis of the level and nature of demand for the Units, the quantitative and the qualitative analysis of the order book and the objective of establishing an orderly market in the Units after Admission, and full discretion will be exercised as to whether or not and how to allocate the Units in the Offering. In the event that the Offering is oversubscribed, investors may receive fewer Units than they applied to subscribe for. The Underwriter will notify investors of their allocations.

Payment and Delivery. Payment (in euros) for and delivery of the Units (**Settlement**) will take place on the settlement date, which is expected to be on 8 December 2021 (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 application for subscription or, alternatively, by authorising their financial intermediary to debit their bank account with such amount for value on or around the Settlement Date. The Class A Ordinary Shares and the Warrants are in registered form. Application has been made for all of the Class A 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 (**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 currently foresee any specific events that may lead to a withdrawal of the Offering. However, the Company has sole and absolute discretion to decide to withdraw the Offering. Any dealings in the Class A Ordinary Shares and/or the Warrants underlying the Units prior to Settlement are at the sole risk of the parties concerned.

Underwriter, Sole Global Coordinator and Bookrunner. J.P. Morgan Securities plc (**J.P. Morgan**) is acting as underwriter, sole global coordinator and bookrunner in connection with the Offering (the **Underwriter**, the **Sole Global Coordinator** and the **Bookrunner**).

Listing and Paying Agent. ABN AMRO. is the listing and paying agent for the Admission (the **Listing and Paying Agent**).

Dilution. Prior to Settlement, there are no Class A Ordinary Shareholders. All Class A Ordinary Shares that form part of the Offering are issued directly to the persons acquiring Units in the Offering at Settlement. The Offering as such, therefore, does not result in a dilution for the Class A Ordinary Shareholders. The main factors that may lead to dilution are: (i) the automatic conversion of Class B Ordinary Shares into Class A Ordinary Shares in accordance with the Promote Schedule; (ii) the exercise of the Warrants into Class A Ordinary Shares; (iii) the exercise of the Founder Warrants into Class A 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 Class A Ordinary Shares could be offset as, unlike Class B Ordinary Shares, each Unit comprises, in addition to one (1) Class A Ordinary Share, one-half (1/2) of a Warrant. Whole Warrants may only be exercised to acquire Class A Ordinary Shares in accordance with the terms and conditions set out in the Prospectus.

Estimated Expenses. The expenses, commissions and taxes related to the Offering payable by the Company are estimated at approximately €5.72 million (excluding the BC Underwriting Fee (as defined below)). The amount may change given that part of the underwriting commissions is discretionary, as is outlined below.

In particular, the Company has agreed to pay the Underwriter a base fee of 1.6% and may pay a discretionary incentive fee, as determined by the Company at its sole discretion, of up to 0.4%, in each case of an amount equal to the Offer Price and (i) the aggregate number of underwritten Units (being the aggregate number of Units issued by the Company in the Offering less any Units subscribed for by the Company, the Sponsor or their respective affiliates in the Offering) (the **Underwritten Units**) and (ii) the aggregate number of Units that the Company, the Sponsor or their respective affiliates subscribe for in the Offering (**Affiliate Units**) (which will include the Units that affiliates of the Sponsor have committed with the Company to purchase directly pursuant to the cornerstone investment) if and only to the extent that the gross proceeds arising from any such subscriptions for Affiliate Units exceed €20,000,000 in aggregate, minus the aggregate number of Units issued by the Company pursuant to the Overfunding Sponsor Subscription and Additional Sponsor Subscription (assuming no Extension Resolutions are passed) (together, the **Base Fee**), which shall be payable on the Settlement Date. In addition, the Company has agreed to pay the Underwriter a deferred fee of 2.25% and may pay a deferred discretionary incentive fee, as determined by the Company at its sole discretion, of up to 1.25%, in each case of an amount equal to the Offer Price and (i) the aggregate number of Underwritten Units and (ii) the aggregate number of Affiliate Units, if and only to the extent that the gross proceeds arising from any such subscriptions for Affiliate Units exceed €20,000,000 in aggregate, minus the aggregate number of Units issued by the Company pursuant to the Overfunding Sponsor Subscription and Additional Sponsor Subscription (assuming no Extension Resolutions are passed), which fee shall be conditional on and payable to the Underwriter on the date of the Business Combination (together, the **BC Underwriting Fee**), with such amount being deducted from the amounts held in the Escrow Account.

Why is the Prospectus being produced?

Reasons for the Offer. The Company's main objective is to complete a Business Combination within 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 initial net proceeds from: (i) the Offering; (ii) Class B Ordinary Shares; and (iii) Founder Warrants to amount to approximately €154,116,880.

Use of Proceeds. The Company will primarily use the proceeds of the Offering to pay the consideration due in connection with a Business Combination, the BC Underwriting Fee and associated transaction costs. The Company will hold 100% of the proceeds of the Offering in the Escrow Account. The proceeds from the sale of the Class B Ordinary Shares and the Founder Warrants and the nominal capital paid-in on the Class B Ordinary Shares of €5,721,809 will be deposited into a bank account of the Company and will be used to cover the costs (**Cost Cover**) related to: (i) the Offering and Admission, including the Base Fee payable to J.P. Morgan on the Settlement Date (but not the BC Underwriting Fee); and (ii) the search for and completion of a Business Combination and other running costs (**Running Costs**). The proceeds of the Additional Sponsor Subscription will be used to cover negative interest, if any, paid on the proceeds held in the Escrow Account up to an amount equal to the Additional Sponsor Subscription. The proceeds of the Overfunding Sponsor Subscription will be used to provide additional funds with the aim of allowing in case of a liquidation of the Company after expiry of the Business Combination Deadline or in case of redemptions of Class A Ordinary Shares in the context of a Business Combination, as the case may be, for a redemption per Class A Ordinary Share at (i) €10.225 per Class A Ordinary Share in case no Extension Resolution has been passed; (ii) €10.325 per Class A Ordinary Share in case one Extension Resolution has been passed; and (iii) €10.40 per Class A Ordinary Share in case two Extension Resolutions have been passed.

It is expected that the Company will have to pay interest at the euro short-term rate (**ESTR**) of minus 10 bps for the first 16.5 months from the Settlement Date (being until 25 April 2023) and a similar amount thereafter but the actual amount of interest to be paid will be determined by the bank holding the Escrow Account, with such amount being settled by the Additional Sponsor Subscription. The proceeds raised from Warrant Holders exercising Warrants for cash will be received by the post-Business Combination entity, as Warrants cannot be exercised by Warrant Holders until 30 days post-Business Combination at the earliest. The proceeds from such exercise are expected to be used for general corporate purposes.

Underwriting Agreement. The Company and the Underwriter have entered into an underwriting agreement with respect to the Offering.

Most Material Conflicts of Interest pertaining to the Offering and the listing. Each of the Underwriter, the Listing and Paying Agent, the Warrant Agent, the Escrow 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, the Warrant Agent, the Escrow Agent and/or their respective affiliates may in the ordinary course of their business, hold the Company's securities for investment purposes. Also, J.P. Morgan is entitled to receive the BC Underwriting Fee that is conditioned on the completion of a Business Combination. The fact that J.P. Morgan 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.