

Ease2pay kondigt voorgenomen overname aan van Involtum en kapitaalverhoging voor groeiversnelling

29 november, 2021

DIT PERSBERICHT BEVAT VOORKENNIS VOOR ONMIDDELLIJKE VRIJGAVE.

Ease2pay heeft een overeenkomst gesloten met de aandeelhouders van Involtum voor de overname van Involtum

Overname van 100% van de aandelen van Involtum Holding B.V. tegen 10.714.792 nieuw uit te geven aandelen van Ease2pay

Combineren van de Ease2pay en Involtum activiteiten past binnen de groeistrategie en vormt belangrijke stap richting elektrisch laden

Diverse aandeelhouders van Ease2pay en Involtum schrijven in op nieuw uit te geven aandelen voor een bedrag van € 6.375.000 om de groei van het gecombineerde bedrijf te versnellen

Rotterdam, 29 november, 2021 – Ease2pay N.V. ("Ease2pay" of de "Vennootschap") (Euronext Amsterdam: EAS2P), een betaaldienstverlener die zich richt op digitale betalingen voor consumenten en exploitanten in de mobiliteitssector, maakt vandaag bekend dat het een overeenkomst is aangegaan met de aandeelhouders van Involtum Holding B.V. ("**Involtum**") voor het verwerven van het gehele aandelenkapitaal van Involtum. Involtum biedt een IoT schakel- en transactieplatform, met een geïntegreerd facturerings- en betalingssysteem en richt zich specifiek op elektriciteitsvoorzieningen en laadinfrastructuur en digitale betalingen voor self-service diensten in havens, op truckparkings, op camperplaatsen, in jachthavens en wasserettes. Involtum is gevestigd in Rotterdam en actief in heel Europa met eigen labels waaronder Walstroom, NomadPower en AanUit.net. Het gecombineerde bedrijf is goed gepositioneerd om te profiteren van een aanzienlijke groei in de markt voor mobiele betalingen en om synergieën te ontsluiten door klanten en technologieplatformen te combineren. De Involtum medewerkers worden naar verwachting volledig geïntegreerd in de Ease2pay organisatie, waardoor ook een groter managementteam zal ontstaan.

Gijs van Lookeren Campagne, lid van de raad van bestuur van Ease2pay: *"Ik ben blij dat we nu de intentie om Involtum over te nemen aan kunnen kondigen. Deze transactie zal Ease2pay tot het toonaangevende mobiele betaalplatform voor self-service diensten voor vervoer maken, inspelend op de aanstaande energietransitie. NomadPower, Involtum's laadlabel voor trucks en koeltrailers, is marktleider in Europa en is goed gepositioneerd om te profiteren van de transitie naar elektrische trailerkoeling en e-trucks. Dankzij de verkregen financiële toezeggingen van het managementteam van zowel Ease2pay als Involtum, alsmede van de langetermijnaandeelhouders van Ease2pay, kunnen we onze ambitieuze groeistrategie voortzetten. De opbrengst van de kapitaalverhoging stelt ons in staat om te investeren in de uitbreiding van onze organisatie en om onze platformen te combineren. We werken nu toe naar de afronding van deze transactie en aan de voorbereidingen voor de integratie van onze organisaties. Intussen kijken we ook naar verdere financieringsmogelijkheden om de versnelde groei te ondersteunen."*

Edwin Noomen, managing director en mede-oprichter van Involtum: *"We zijn erg enthousiast over de mogelijkheid om de krachten te bundelen met Ease2pay en daarmee de groei van ons bedrijf te versnellen. Ease2pay's mobiele betaalplatform verbetert onze mogelijkheden om IoT diensten sneller te laten groeien. We zijn trots op deze nieuwe fase, die we met steun van onze aandeelhouders in kunnen gaan en we kijken uit naar het moment waarop we samen aan de slag kunnen gaan."*

De overname van Involtum is in lijn met eerder aangekondigde groeiambities van Ease2pay en volgt op een eerder dit jaar uitgevoerde studie naar verscheidene strategische groeimogelijkheden voor de Vennootschap. Met deze transactie verwacht Ease2pay in diverse sectoren te profiteren van de sterke groei van self-service diensten met behulp van IoT- en mobiele betalingsoplossingen. Op de corporate website <https://investor.ease2pay.eu/> is een uitgebreide presentatie voor investeerders beschikbaar.

DETAILS VAN DE TRANSACTIE

Overname van Involtum

Ease2pay is voornemens om het gehele aandelenkapitaal van Involtum te verwerven in ruil voor 10.714.792 nieuw uit te geven niet-genoteerde aandelen in de Vennootschap (de "**Transactie**"). Na de transactie en kapitaalverhoging (zoals hieronder gedefinieerd), zullen de aandeelhouders van Involtum naar verwachting ongeveer 46,4% van de uitstaande aandelen in de vennootschap bezitten.

Leningconversies voorafgaand aan de transactie

Voorafgaand aan de transactie zullen aandeelhouders van Involtum en ENERGIIQ Energie-Innovatiefonds Zuid-Holland B.V., met wie Involtum meerdere converteerbare leningsovereenkomsten is aangegaan, naar verwachting hun bestaande aandeelhoudersleningen plus opgebouwde rente voor een totaalbedrag van ongeveer € 1.400.000 omzetten in nieuwe aandelen Involtum.

Verder hebben de Vennootschap en haar meerderheidsaandeelhouder The Internet of Cars v.o.f. ("**The Internet of Cars**") het plan om de bestaande aandeelhouderslening plus opgebouwde rente van The Internet of Cars voor een totaalbedrag van ongeveer € 510.000 voor de Transactie om te zetten in nieuwe niet-genoteerde Ease2pay aandelen.

Toezeggingen om in te schrijven op nieuwe niet-genoteerde aandelen

Om over extra groeikapitaal te kunnen beschikken, is de Vennootschap voornemens om 2.108.344 nieuwe niet-genoteerde aandelen uit te geven aan enkele grootaandeelhouders van de Vennootschap en enkele grootaandeelhouders van Involtum, dit voor een totaalbedrag van € 6.375.000 (de "Private Placement"). De uitgifteprijs zal € 3,02 zijn en deze prijs is vastgesteld door het pricing committee van de Vennootschap en is gebaseerd op de volumegegewogen gemiddelde prijs van de gewone genoteerde aandelen in het kapitaal van Ease2pay op Euronext Amsterdam, over de 90 dagen voorafgaand aan dit persbericht. Dezelfde uitgifteprijs zal gelden voor de nieuwe niet-genoteerde aandelen die worden uitgegeven in verband met de conversie van de bestaande aandeelhouderslening verstrekt door The Internet of Cars.

De Vennootschap heeft toezeggingen verkregen van de beoogde deelnemers in de Private Placement. Na de Private Placement zal de Vennootschap naar verwachting een totaal van 23.542.215 uitstaande aandelen hebben, bestaande uit zowel de genoteerde gewone aandelen als de niet-genoteerde aandelen.

Omzetting van niet-genoteerde aandelen naar beursgenoteerde gewone aandelen

De Vennootschap zal toelating vragen tot de notering en verhandeling op Euronext Amsterdam van de nieuwe niet-genoteerde aandelen uit de Transactie en de Private Placement na de publicatie van een goedgekeurde prospectus. Dit zal naar verwachting in het tweede kwartaal van 2022 plaatsvinden. Als gevolg hiervan zullen de nieuwe niet-genoteerde aandelen worden omgezet zodat ze samen met de genoteerde gewone aandelen worden toegelaten tot de notering en handel op Euronext Amsterdam.

Goedkeuring van de vergadering van aandeelhouders van Ease2pay

De voltooiing van de Transactie, de omzetting van de bestaande aandeelhouderslening met The Internet of Cars en de Private Placement zijn onderworpen aan goedkeuring door de algemene vergadering van aandeelhouders van de Vennootschap. Ease2pay zal een buitengewone algemene vergadering van aandeelhouders bijeenroepen, die naar verwachting in januari 2022 zal plaatsvinden. Grote aandeelhouders van Ease2pay die 74,5% van het aandelenkapitaal vertegenwoordigen, hebben stemtoezeggingen gedaan ten gunste van de Transactie. Publicatie van alle relevante documenten ten behoeve van de buitengewone algemene vergadering van aandeelhouders zal te zijner tijd nog volgen.

Lock-up Commitments

Bepaalde aandeelhouders van Involtum en The Internet of Cars, die naar verwachting vertegenwoordigd zullen zijn in het toekomstige managementteam van Ease2pay, zijn ieder overeengekomen om geen aandelen Ease2pay te verkopen, of anderszins te vervreemden voor een periode van één (1) jaar, na de Transactie en de Private Placement, oftewel één (1) jaar na de uitgifte van de nieuwe niet-genoteerde aandelen (de "**Lock-up Commitments**").

Over Involtum Holding B.V.

Involtum is een innovator in toepassingen van IoT smart activation en transactiediensten en voorziet in een geïntegreerd facturering- en betalingsplatform. Involtum stelt dienstverleners in staat self-service diensten aan te bieden voor nieuwe bedrijfsmodellen die de ontwikkeling en versnelling van de energietransitie ondersteunen. Met klanten in sectoren variërend van de beroepsvaart, het wegtransport, recreatiehavens en wasserettes, begrijpt Involtum de kracht van connectiviteit.

Over Ease2pay N.V.

Ease2pay is een innovatieve betaaldienstverlener die elektronische betalingen goedkoper wil maken voor zowel consumenten als winkeliers. Ease2pay's eigen mobiele betaal- en loyaliteitsplatform verandert elke smartphone in een veilige pinterminal via een app waarmee consumenten kunnen bestellen, betalen en besparen met hun smartphones, waardoor er geen point-of-sale-apparatuur nodig is.

Ease2pay is genoteerd op de gereguleerde markt van Euronext Amsterdam, onder het symbool EAS2P. Meer informatie op www.ease2pay.eu.

Ease2pay Contactpersoon

Jan Borghuis: +31 (0)10 3074619

E-mail: corporate@Ease2pay.nl

Corporate website: www.ease2paynv.com

In geval van verschillen tussen het Nederlandstalige persbericht en het Engelstalige persbericht, zal de tekst van het Engelstalige persbericht leidend zijn.

This press release is released by the Company and contains inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 ("**MAR**"), encompassing information relating to the private placement, and is disclosed in accordance with the Company's obligations under Article 17 of MAR.

For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this press release is being made on behalf of the Company by Jan Borghuis, member of the management board of the Company.

Forward Looking Statements

Certain statements, beliefs and opinions in this press release are forward-looking, which reflect Ease2pay's or, as appropriate, Ease2pay's officers' current expectations and projections about future events. By their nature, forward-looking statements involve a number of known and unknown risks, uncertainties and assumptions that could cause actual results, performance, achievements or events to differ materially from those expressed, anticipated or implied by the forward-looking statements. These risks, uncertainties and assumptions could adversely affect the outcome and financial effects of the plans and events described herein. A multitude of factors including, but not limited to, changes in demand, regulation, competition and technology, can cause actual events, performance, achievements or results to differ significantly from any anticipated or implied development. Forward-looking statements contained in this press release regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. As a result, Ease2pay expressly disclaims any obligation or undertaking to release any update or revisions to any forward-looking statements in this press

release as a result of any change in expectations or projections, or any change in events, conditions, assumptions or circumstances on which these forward-looking statements are based. Ease2pay or any of its officers or employees cannot guarantee that the assumptions underlying such forward-looking statements are free from errors and do not accept any responsibility for the future accuracy of the forward-looking statements contained in this press release or the actual occurrence of the anticipated or implied developments. You should not place undue reliance on forward looking statements, which speak only as of the date of this press release.

Important Notices

This press release is for information purposes only and shall not constitute an offer to buy, sell, issue, or subscribe for, or the solicitation of an offer to buy, sell, issue, or subscribe for any securities, nor shall there be any offer, solicitation or sale of securities in any jurisdiction in which such offer, solicitation or sale would be unauthorised or unlawful prior to registration or qualification under the securities laws of any such jurisdiction. Any failure to comply with these restrictions may constitute a violation of the securities law of any such jurisdiction.

The new shares issued, or to be issued, in connection with the Private Placement have not been and will not be registered under the U.S. Securities Act 1933, as amended (the “**U.S. Securities Act**”) or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered, sold, delivered or transferred, directly or indirectly, in or into the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. This press release does not constitute an offer of securities in the United States, securities may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act. The Company does not intend to register any portion of the private placement in the United States or to conduct a public offering of securities in the United States.

This announcement does not contain, constitute, or form part of, an offer to sell, or a solicitation of an offer to purchase, any securities in the United States, Australia, Canada or Japan or in any jurisdiction to whom or in which such offer or solicitation is unlawful. The issued shares have not been and will not be registered under the U.S. Securities Act of 1993, as amended (the “U.S. Securities Act”), and may not be offered or sold within the United States absent from registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register the shares in the United States or to make a public offering of the Shares in the United States.

The Company has not authorized any offer to the public of securities in any Member State of the European Economic Area. With respect to any Member State of the European Economic Area and which has implemented the Prospectus Directive (each a (“**Relevant Member State**”), no action has been undertaken or will be undertaken to make an offer to the public of securities requiring publication of a prospectus in any Relevant Member State. As a result, the securities may only be offered in Relevant Member States (i) to any legal entity which is a qualified investor as defined in the Prospectus Directive; or (ii) in any other circumstances falling within Article 3(2) of the Prospectus Directive. For the purpose of this paragraph, the expression “offer of securities to the public” means the communication in any form and by any means of sufficient information on the terms of the offer and the securities to be offered so as to enable the investor to decide to exercise, purchase or subscribe for the securities, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State and the expression “Prospectus Directive” means Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State. Notwithstanding the foregoing, in the Netherlands the shares are not and may not be offered other than to persons or entities who or which are qualified investors (*gekwalficeerde beleggers*) as defined in Section 1:1 of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*).

Any investment decision in connection with the Private Placement must be made on the basis of all publicly available information relating to the Company and the new shares to be placed. The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. This announcement does not purport to identify or suggest the risks (direct or indirect) which may be associated with an investment in the Company or the new shares.

The distribution of this press release and the offering of the new shares in certain jurisdictions may be restricted by law. No action has been taken by the Company that would permit an offering of such shares or possession or distribution of this press release or any other offering or publicity material relating to such shares in any jurisdiction where action for that purpose is required. Persons into whose possession this press release comes are required to inform themselves about, and to observe such restrictions.

Bijlage

- [291121 Ease2pay Investor Presentation](#)



Ease2pay announces intended acquisition of Involtum and capital raise to accelerate growth

November 29, 2021

THIS PRESS RELEASE CONTAINS INSIDE INFORMATION FOR IMMEDIATE RELEASE.

Ease2pay entered into an agreement with Involtum shareholders to acquire Involtum

Acquisition of 100% of shares of Involtum Holding B.V. for 10,714,792 to be newly issued shares of Ease2pay

Combination of Ease2pay and Involtum activities in line with growth strategy and represents next step towards EV charging business

Certain existing Ease2pay and Involtum shareholders commitment to subscribe for new shares for an amount of € 6,375,000 to accelerate growth of combined company

Rotterdam, The Netherlands, November 29, 2021 – Ease2pay N.V. (“Ease2pay” or the “Company”) (Euronext Amsterdam: EAS2P), a payment services provider focusing on digital payments for customers and merchants in the mobility sector, today announces that it has entered into an agreement with the shareholders of Involtum Holding B.V. (“**Involtum**”) to acquire all shares in the share capital of Involtum. Involtum offers an IoT (*Internet of Things*) smart activation and transaction platform, with integrated billing and payment system focussing on electricity and charging infrastructure and digital payments for shared self-services in harbours, at truck parkings, at camper sites, in marinas and launderettes. Involtum is based in Rotterdam and active throughout Europe with its own labels including Walstroom, NomadPower and AanUit.net. The combined company is well positioned to benefit from significant growth in the mobile payment market and unlock synergies by combining their user bases and leverage their respective technology platforms. Involtum and its team is expected to be fully integrated in the Ease2pay activities and participate in an expanded management team.

Gijs van Lookeren Campagne, member of the management board of Ease2pay commented: *“I am very pleased to announce the intended acquisition of Involtum. This transaction will make Ease2pay the leading mobile payment platform for shared transport services, benefiting from the upcoming energy transition. NomadPower, Involtum's truck and cool trailer charging label, is EU market leader and is well positioned to capitalise on the transition towards electric trailer cooling and e-trucks. Thanks to obtained commitments from the management team of both Ease2pay and Involtum, as well as long-term shareholders of Ease2pay, we can pursue our ambitious growth strategy. The proceeds from the capital raise will allow us to invest in the expansion of our joined businesses and leverage our combined platforms. While we work towards closing of this transaction and the integration of our businesses, management continues to look for further sources of funding to support our growth acceleration.”*

Edwin Noomen, managing director and co-founder of Involtum commented: *“We are very enthusiastic about the opportunity to combine forces with Ease2pay and take the next step to accelerate our growth. Ease2pay's abilities in mobile payments enhance our capabilities in IoT. We are proud to be entering into this new phase with the continued support of our shareholders and we are looking forward to building our combined future.”*

The acquisition of Involtum is in line with previously announced growth ambitions of Ease2pay and follows an assessment of the Company's various strategic growth opportunities executed earlier this year. Through this Transaction, Ease2pay expects to benefit from strong trends supporting growth of self-service by offering IoT and mobile payments solutions to a wider range of sectors. On the corporate website <https://investor.ease2pay.eu/> a detailed combined Investor Presentation is published.

DETAILS OF THE TRANSACTION

Acquisition of Involtum

Ease2pay intends to acquire all shares in the share capital of Involtum in exchange for 10,714,792 newly issued non-listed shares in the Company (the “**Transaction**”). Following the Transaction and Private Placement (as defined below), the Involtum shareholders are expected to hold approximately 46,4% of the outstanding shares in the Company.

Loan conversions prior to the Transaction

Prior to the Transaction, Involtum shareholders and ENERGIQ Energie-Innovatiefonds Zuid-Holland B.V., with whom Involtum has entered into multiple convertible loan agreements, are expected to convert existing shareholders loans and accrued interest for an aggregate amount of approximately € 1,400,000 in new shares of Involtum.

Furthermore, the Company and the Company's majority shareholder The Internet of Cars v.o.f. (“**The Internet of Cars**”) intend to convert an existing shareholder loan and accrued interest from The Internet of Cars, into new non-listed shares for an aggregate amount of approximately € 510,000 prior to the Transaction.

Commitments to subscribe for new non-listed shares

To provide additional growth capital to the Company, the Company intends to issue 2,108,344 new non-listed shares to certain major shareholders of the Company and certain shareholders of Involtum for an aggregate amount of € 6,375,000 (the “**Private Placement**”). The issue price of the Private Placement will be € 3.02, which was set by the pricing committee of the Company with reference to the volume weighted average price of the listed ordinary shares in the capital of Ease2pay on Euronext Amsterdam the 90 days preceding this press release. The same issue price will apply to the new non-listed shares issued in relation to the conversion of the existing shareholder loan with The Internet of Cars.

The Company has obtained commitments from the intended subscribers in the Private Placement. Following the Private Placement, the Company is expected to have a total of 23,542,215 shares outstanding, including both listed ordinary shares and non-listed shares.

Conversion of non-listed shares to listed ordinary shares

The Company will seek admission to listing and trading of the new non-listed shares from the Transaction and the Private Placement on Euronext Amsterdam following the publication of an approved prospectus which is expected to occur in the second quarter of 2022. As a result, the new non-listed shares will be converted, and subsequently admitted to listing and trading on Euronext Amsterdam together with the listed ordinary shares.

Approval of the general meeting of Ease2pay

The consummation of the Transaction, the conversion of the existing shareholder loan with The Internet of Cars and the Private Placement are subject to approval by the Company's general meeting of shareholders. Ease2pay will convene an extraordinary general meeting, which is expected to take place in January 2022. Major shareholders from Ease2pay representing 74,5% of the share capital have provided voting commitments in favour of the Transaction. Publication of all relevant materials for the extraordinary general meeting will follow in due course.

Lock-up Commitments

Certain Involtum Shareholders and The Internet of Cars, all expected to be represented in the future management team of Ease2pay, have each agreed to not sell or otherwise dispose of any shares Ease2pay following the Transaction and the Private Placement up to and including one (1) year following the issuance of the new non-listed shares (the "**Lock-up Commitments**").

About Involtum Holding B.V.

Involtum is an innovator in IoT smart activation and transaction services, providing an integrated billing and payment platform which enables service providers to develop and improve shared use services and new energy transition business models. With customers in sectors ranging from industrial shipping & road transport to leisure marinas and laundromats, Involtum understands the power that comes from connectivity.

About Ease2pay N.V.

Ease2pay is an innovative payment service provider seeking to make electronic payments cheaper for both consumers and retailers. Ease2pay's proprietary mobile payment and loyalty platform turns every smartphone into a secure pin terminal via an app that allows consumers to order, pay and save using their smartphones, eliminating the need for point-of-sale equipment.

Ease2pay is listed on the regulated market of Euronext Amsterdam, under the symbol EAS2P. Learn more at www.ease2pay.eu.

Ease2pay Contacts

Jan Borghuis: +31 (0)10 3074619

Email: corporate@Ease2pay.nl

Corporate website: www.ease2paynv.com

In any case of differences between the Dutch press release and the English press release, the text of the English press release will precede.

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The new shares issued, or to be issued, in connection with the Private Placement have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "**U.S. Securities Act**") or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered, sold, delivered or transferred, directly or indirectly, in or into the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. This press release does not constitute an offer of securities in the United States, securities may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act. The Company does not intend to register any portion of the private placement in the United States or to conduct a public offering of securities in the United States.

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the United States, Australia, Canada or Japan or in any jurisdiction to whom or in which such offer or solicitation is unlawful. The issued shares have not been and will not be registered under the U.S. Securities Act of 1993, as amended (the "U.S. Securities Act"), and may not be offered or sold within the United States absent from registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register the shares in the United States or to make a public offering of the Shares in the United States.

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Attachment

- ┆ [291121 Ease2pay Investor Presentation](#)