

English

EQS-News: European Healthcare Acquisition & Growth Company B.V. / Key word(s): AGM/EGM
European Healthcare Acquisition & Growth Company B.V. convenes annual general meeting of shareholders and publishes shareholder circular relating to proposed business combination with Croma-Pharma GmbH

16.05.2023 CET/CEST

The issuer is solely responsible for the content of this announcement.

NOT FOR DISTRIBUTION, PUBLICATION OR FORWARDING, EITHER DIRECTLY OR INDIRECTLY, IN OR TO THE UNITED STATES OF AMERICA, CANADA, AUSTRALIA, JAPAN OR ANY OTHER JURISDICTION IN WHICH SUCH DISTRIBUTION OR PUBLICATION WOULD BE UNLAWFUL. OTHER RESTRICTIONS ARE APPLICABLE. PLEASE SEE THE IMPORTANT NOTICE AT THE END OF THIS PRESS RELEASE.



European Healthcare Acquisition & Growth Company B.V. convenes annual general meeting of shareholders and publishes shareholder circular relating to proposed business combination with Croma-Pharma GmbH

Munich, 16 May 2023

European Healthcare Acquisition & Growth Company B.V. ("EHC"), a Dutch operators-led special purpose acquisition company listed on Euronext Amsterdam, today convenes its annual general meeting of shareholders (the "AGM") and issues a shareholder circular relating to the proposed business combination with Croma. The Company had announced on 22 December 2022 that it signed a business combination agreement with the Austrian-based Croma-Pharma GmbH ("Croma") and announced the amendment thereof yesterday on 15 May 2023.

AGM

The AGM will be held in person and virtually on 27 June 2023 at 10:00 CEST at the offices of Houthoff Coöperatief U.A., Gustav Mahlerplein 50, 1082 MA Amsterdam, the Netherlands. Shareholders who are registered on 30 May 2023 (after processing of settlements on that date) and who give due notice of their wish to attend the AGM no later than by 17:30 CEST on 20 June 2023 will have the right to attend the AGM. Shareholders will also have the opportunity to attend the AGM virtually. Shareholders have the option to vote without attending the AGM. For the avoidance of doubt, voting is not possible for shareholders who join the meeting virtually and those shareholders are encouraged to exercise their voting rights by proxy. Details of how to register for the AGM and exercise voting rights are included in section 3 of the shareholder circular.

The agenda for the AGM includes, among other items, discussion of the 2022 annual report, an advisory vote on the remuneration report, adoption of the 2022 annual accounts and discharge of the EHC directors, appointment of the auditor for the financial year 2023, and the presentation of the proposed business combination with Croma and approval and adoption of certain resolutions relating to such business combination. Such resolutions that are conditional on their approval by the shareholders meeting include (i) approval of the business combination, including transactions contemplated by the business combination agreement entered into between EHC and Croma, (ii) the conversion of EHC from a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid* – B.V.) into a public company with limited liability (*naamloze vennootschap* – N.V.) and renamed as Croma N.V. following the business combination, (iii) the appointment of the new managing directors and new supervisory directors, (iv) the adoption of the new remuneration policy for the new management board and the new supervisory board, (v) the approval of long-term incentive awards to the new management board, (vi) the

authorisation of the management board to repurchase (*inkopen*) shares and (vii) the conditional cancellation (*intrekking*) of shares in the capital of EHC held in treasury by EHC.

Shareholder Circular

Detailed information on the AGM agenda items and the business combination can be found in the shareholder circular on EHC's website. The shareholder circular contains, among other things, a description of the proposed business combination and the business combination agreement, a description of Croma's business and includes financial statements of Croma for 2020, 2021 and 2022.

It is intended that the three private shareholders of Croma will transfer their shares in the capital of Croma to EHC and, in consideration for the shares in Croma, will receive shares in the capital of EHC held in treasury by EHC in proportion to their original shareholdings in Croma. It is intended, that as a result of the business combination, Croma and its subsidiaries will become wholly-owned by EHC and the shareholders of Croma will become new shareholders of EHC.

The shareholder circular also contains information on how to redeem shares in the capital of EHC in connection with the business combination. The envisaged timetable for the transaction is currently as follows:

Event	Date (Time)
Record date.....	30 May 2023, at 17:30 CEST
Redemption period starts.....	16 May 2023
Deadline for (i) registration for the AGM and (ii) submitting electronic voting instructions or proxies	20 June 2023, at 17:30 CEST
Redemption period ends.....	23 June 2023, at 17:40 CEST
AGM.....	27 June 2023, at 10:00 CEST
Repurchase of class A ordinary shares in accordance with article 10 of the current articles of association of EHC	27 June 2023
Completion of business combination.....	5 July 2023
Payment of consideration for redeemed class A ordinary shares....	6 July 2023
Conversion into an N.V.....	6 July 2023
Appointment of management board and supervisory board members becomes effective	6 July 2023
Start trading class A ordinary shares and class A warrants under the name Croma N.V.	6 July 2023

The dates and times given are based on EHC's current expectations and may be subject to change. Any revised dates and/or times will be notified to EHC's shareholders, by way of a press release published on EHC's website: www.ehc-company.com.

The shareholder circular (including the convocation, agenda and explanatory notes to the agenda) and form of proxy of the AGM are available on the website of EHC in the 'Investor Relations' section under 'Shareholder Meetings': www.ehc-company.com.

EHC's annual report for the financial year 2022, including the financial statements, is available on the website of EHC in the 'Investor Relations' section under 'News & Publications': www.ehc-company.com, where a downloadable version in the European Single Electronic Format (ESEF) is also available.

European Healthcare Acquisition & Growth Company B.V.

General Enquiries

+49 89 4523240

info@ehc-company.com

Media Enquiries

FGS Global

Kai Peter Rath

+49 211 43079-209

kai.rath@fgsglobal.com

Important Notice

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

Before making any voting or other investment decisions, shareholders of EHC or Croma and other interested persons are advised to read the shareholder circular and all other relevant AGM documentation (including the proposed articles of association for the Business Combination), as these materials will contain important information about EHC, Croma and the Business Combination.

This press release may not be published, distributed or transmitted in the United States, Canada, Australia or Japan. This press release does not constitute an offer of securities for sale or a solicitation of an offer to purchase securities (the "Securities") of EHC in the United States, Australia, Canada, Japan or any other jurisdiction in which such offer or solicitation is unlawful. The Securities of EHC may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended (the "Securities Act"). The Securities of EHC have not been, and will not be, registered under the Securities Act. The Securities referred to herein may not be offered or sold in Australia, Canada or Japan or to, or for the account or benefit of, any national, resident or citizen of Australia, Canada or Japan subject to certain exceptions.

In the United Kingdom, this press release is only being distributed to and is only directed at persons who are "qualified investors" within the meaning of Article 2 of the Prospectus Regulation as it forms part of retained EU law in the United Kingdom as defined in the European Union (Withdrawal) Act 2018 (as amended) and are (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), or (ii) persons falling within Article 49(2)(a) to (d) of the Order (high net worth companies, unincorporated associations, etc.) (all such persons together being referred to as "Relevant Persons"). This press release is directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this press release relates is available only to Relevant Persons and will be engaged in only with Relevant Persons.

The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any Retail Investor in the EEA. For these purposes, a "Retail Investor" means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments, as amended ("MiFID II"); (ii) a customer within the meaning of Directive (EU) 2016/97 of the European Parliament and of the Council of 20 January 2016 on insurance distribution, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 of the European Parliament and of the Council of 26 November 2014 on key information documents for packaged retail and insurance-based investment products (the "PRIIPs Regulation") for offering or selling the Securities or otherwise making them available to Retail Investors in the EEA has been prepared and therefore offering or selling the Securities or otherwise making them available to any Retail Investor in the EEA may be unlawful under the PRIIPs Regulation.

Solely for the purpose of (i) the product governance requirements contained within MiFID II, (ii) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 of 7 April 2016 supplementing MiFID II and (iii) local implementing measures (together, the "MiFID II Requirements"), and disclaiming any and all liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Requirements) may otherwise have with respect thereto, the Public Shares and Public Warrants have been subject to a product approval process. As a result, it has been determined that (i) the Public Shares are (a) compatible with an end target market of Retail Investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II, and (b) eligible for distribution through all distribution channels permitted by MiFID II and (ii) the Public Warrants are (a) compatible with an end target market of investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II, and (b) eligible for distribution to professional clients and eligible counterparties through all distribution channels permitted by MiFID II.

This press release, and the shareholder circular, may include forward-looking statements, which are based on EHC's current expectations and projections about future events and speak only as of the date hereof. By their nature, forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors because they relate to events and depend on circumstances that will occur in the future whether or not within or outside the control of EHC. Such factors may cause actual results, performance or developments to differ materially from those expressed or implied by such forward-looking statements. Accordingly, no undue reliance should be placed on any forward-looking statements. EHC operates in a rapidly changing environment. New risks and uncertainties emerge from time to time, and it is not possible to predict all risks and uncertainties, nor to assess the impact that these factors will have on EHC. Forward-looking statements speak only as at the date at which they are made and EHC undertakes no obligation to update these forward-looking statements. Further reference is made to the risk factors in the shareholder circular.

This press release contains information that qualifies or may have qualified as inside information within the meaning of Article 7, paragraph 1, of the EU Market Abuse Regulation.

16.05.2023 CET/CEST Dissemination of a Corporate News, transmitted by EQS News - a service of EQS Group AG.

The issuer is solely responsible for the content of this announcement.

The EQS Distribution Services include Regulatory Announcements, Financial/Corporate News and Press Releases.

Archive at www.eqs-news.com

Language: English
Company: European Healthcare Acquisition & Growth Company B.V.
c/o ALR Treuhand GmbH; Theresienhöhe 28
80339 München
Germany
ISIN: NL0015000K10, NL0015000K28
WKN: A3C60V
Listed: Regulated Unofficial Market in Frankfurt, Munich, Stuttgart; Amsterdam
EQS News ID: 1634753

End of News

EQS News Service

1634753 16.05.2023 CET/CEST