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Public disclosure of inside information according to Article 17 para. 1 of the Regulation (EU) No 596/2014 on market abuse (Market Abuse Regulation)

**European Healthcare Acquisition & Growth Company B.V. and Croma-Pharma GmbH agree on award and transfer of four treasury shares for each ten public shares that public shareholders do not redeem and investors will purchase if reduced minimum net cash condition of EUR 50 million is met and shareholders approve business combination on June 27, 2023**

- European Healthcare Acquisition & Growth Company B.V. (EHC) will award and transfer four treasury shares for each ten public shares that public shareholders will not redeem thereby waiving their redemption rights.
- EHC will also transfer four additional treasury shares for each ten treasury shares that public shareholders or new investors will purchase through a private investment in public equity (PIPE).
- EHC Sponsors will devalue another 40% of their class B warrants (Sponsor Warrants).
- Croma-Pharma GmbH (Croma) and the shareholders of Croma (Croma Shareholders) agreed with EHC to reduce the minimum net cash condition from EUR 100 million to EUR 50 million.
- Croma Shareholders and EHC Sponsors will not receive any additional shares or any other incentive.

Munich, June 21, 2023

European Healthcare Acquisition & Growth Company (EHC), Croma-Pharma GmbH (Croma) and the shareholders of Croma (Croma Shareholders) today agreed to allow public shareholders to stay invested in, and new investors to become shareholders of, EHC on even more attractive terms, following discussions with current shareholders and new investors over the last weeks.

All public shareholders of EHC who waive, or, by not exercising, are deemed to waive, their redemption rights with respect to their public shares and are shareholders of EHC on the day prior to the expected closing day of the business combination of EHC with Croma (Business Combination), scheduled to occur on July 5, 2023, will receive four treasury shares in the capital of EHC for each ten public shares (rounded down to the nearest whole number divisible by ten) that such public shareholders do not redeem following closing if the EHC shareholders' meeting approves the Business Combination on June 27, 2023 and the reduced minimum net cash condition is fulfilled or waived.

Current public shareholders of EHC who already submitted any redemption notices with respect to their public shares can withdraw their redemption by instruction to their bank or stockbroker (financial intermediary) by this Friday, June 23, 2023, prior to 17:40 CEST. In case of such timely withdrawal, such public shareholders shall similarly be deemed to have waived their redemption rights and be eligible for receiving the four treasury shares, provided that the other conditions set out above have been met.

Public shareholders who are registered on July 4, 2023 as shareholders of EHC, after the processing of settlements on that date, are entitled to receive the treasury shares.

New investors who agreed and will agree to purchase treasury shares at a price of EUR 10.00 per share in connection with the PIPE process will also be entitled to receive four additional treasury shares for each ten treasury shares they purchase (rounded down to the nearest whole number divisible by ten).

The additional shares that current public shareholders and PIPE investors will receive will be transferred from the class A ordinary shares held in treasury by EHC. The additional shares will be fully fungible with the outstanding public shares and the treasury shares that the Croma Shareholders will receive upon closing of the Business Combination.

In connection with the adjustments, the Sponsors agree to increase the exercise price from €11.50 to €400.00 for 40% of their Sponsor Warrants (i.e., 2,165,760 Sponsor Warrants) resulting in a devaluation

Croma and the Croma Shareholders agreed with EHC to reduce the minimum net cash condition from EUR 100 million to EUR 50 million and to allow for up to EUR 50 million additional debt or convertible debt issuances. Due to transaction expenses to be paid by EHC upon Closing, mainly relating to deferred IPO fees and other costs, at least EUR 60 million will have to be secured through non-redemption of public shares and PIPE proceeds.

EHC will announce the results of non-redemptions and the PIPE and the minimum cash condition following the expiry of the redemption period on this Friday evening.

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### **About Croma**

Croma is a global player in the minimally invasive aesthetics market and a leading European manufacturer of premium quality hyaluronic acid syringes. The company offers a comprehensive and innovative aesthetics portfolio including botulinum toxin, fillers, lifting threads and biostimulators complemented by its own skincare brand. Founded in 1976 by a pharmacist couple, Croma-Pharma GmbH is a family company headquartered in Austria where it also operates its manufacturing plant. With 550 employees, 13 subsidiaries in Europe and Brazil, two joint ventures and 60 exclusive export partners, it distributes its products in 80 markets globally, including the US, Canada, China, Australia and New Zealand. It also operates as a contract manufacturer in orthopaedics and ophthalmology. For more information please visit [croma.at](http://croma.at).

### **About EHC**

EHC is an operators-led special purpose acquisition company. With its exclusive focus on healthcare, EHC is the first of its kind in Europe and benefits from excellent investment

opportunities driven by the market's underlying fundamentals and an excellent value creation potential. In addition, the Sponsors have created a novel structure which materially innovates the special purpose vehicle concept to allow a very attractive alignment of interests of all stakeholders.

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In the United Kingdom, this publication 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 publication 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 publication 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 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 release may contain forward looking statements, estimates, opinions and projections with respect to anticipated future performance of the Company (“forward-looking statements”). These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes,” “estimates,” “anticipates,” “expects,” “intends,” “may,” “will” or “should” or, in each case, their negative, or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. Forward-looking statements are based on the current views, expectations and assumptions of the management of the Company and involve significant known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in such statements. Forward-looking statements should not be read as guarantees of future performance or results and will not necessarily be accurate indications of whether or not such results will be achieved. Any forward-looking statements included herein only speak as at the date of this release. We undertake no obligation, and do not expect to publicly update, or publicly revise, any of the information, forward-looking statements or the conclusions contained herein or to reflect new events or circumstances or to correct any inaccuracies which may become apparent subsequent to the date hereof, whether as a result of new information, future events or otherwise. We accept no liability whatsoever in respect of the achievement of such forward-looking statements and assumptions.