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**European Healthcare Acquisition & Growth Company B.V. convenes extraordinary general meeting to extend the business combination deadline and publishes repurchase document relating to the redemption of the public shares and the proposed amendment of the Warrant T&C**

Munich, 4 October 2023

European Healthcare Acquisition & Growth Company B.V. (the "**Company**"), a Dutch operators-led special purpose acquisition company listed on Euronext Amsterdam, today convenes an extraordinary general meeting (the "**EGM**") to extend the business combination deadline and publishes a repurchase document relating to the redemption offer for all issued and outstanding class A ordinary shares (the "**Public Shares**" and a holder of Public Shares, a "**Public Shareholder**") and the proposed amendment of the Warrant T&C (as defined below) (the "**Repurchase Document**").

## **EGM**

The EGM will be held on 15 November 2023 at 10:00 CET at the offices of Houthoff Coöperatief U.A., Gustav Mahlerplein 50, 1082 MA Amsterdam, the Netherlands. Shareholders who are registered on 18 October 2023 (after processing of settlements on that date) and who give due notice of their wish to attend the EGM no later than by 17:30 CET on 8 November 2023 will have the right to attend the EGM in person or virtually. Shareholders who attend the EGM virtually cannot exercise their votes by electronic means during the EGM. They – as well as shareholders who do not attend the EGM in person or virtually – have the option and are encouraged to exercise their voting rights by proxy prior to the EGM by 17:30 CET on 8 November 2023. Details of how to register for the EGM and exercise voting rights are included in the convocation of the EGM.

The agenda for the EGM includes (i) the extension of the original deadline by which a business combination must be completed (the "**Business Combination Deadline**") by up to twelve months until 17 November 2024 and (ii) the conditional dissolution of the Company.

## **Redemption offer**

In light of the proposed extension of the Business Combination Deadline, the Company will offer its Public Shareholders to redeem their Public Shares under the same terms as in the event of a liquidation scenario as further detailed in the Company's prospectus dated 16 November 2021. The redemption offer period will start on Monday, 9 October 2023, and end on Tuesday, 7 November 2023.

Public Shareholders may tender all or part of their Public Shares for repurchase by the Company at a price of €10.17 per Public Shares, consisting of €10.00 per Public Share plus the *pro rata* share of the net positive interest to be accrued on the escrow account up to and including 31 October 2023 of €0.17 per Public Share. As the Company will initially withhold 15% from the *pro rata* share of such net positive interest accrued (i.e. €0.0255 per Public Share) (the "**Withheld Amount**") to address potential Dutch dividend withholding tax (*dividendbelasting*), Public Shareholders will initially receive €10.1445 per Public Share on the settlement date on 9 November 2023 (the "**Settlement Amount**"). However, Public Shareholders who confirm that they are not a Dutch resident individual or entity, and accordingly are not subject to Dutch dividend withholding tax, will receive the Withheld Amount ultimately on 30 November 2023.

The Repurchase Document contains details of the redemption offer, including with respect to how shareholders can tender their Public Shares for redemption, if they wish to do so. Public Shareholders who do not wish to tender any Public Shares do not need to take any action. They will remain shareholders of the Company as their Public Shares will not be repurchased.

Persons who are Public Shareholders on the record date of 18 October 2023, who tender all or part of their Public Shares in the redemption offer, who receive the Settlement Amount on 9 November 2023 and who are therefore not Public Shareholders on the date of the EGM have nevertheless the chance to vote all of their Public Shares prior to or in the EGM.

### **Proposed amendment of the Warrant T&C**

In the context of the proposed extension of the Business Combination Deadline as announced in the Company's press release of 20 September 2023 and as further set out in the agenda and explanatory notes of the EGM, the board of the Company proposes that the holders of redeemable class A warrants (the "**Public Warrants**") and the holders of class B warrants (the "**Founder Warrants**") and together with the Public Warrants, the "**Warrants**") amend the terms and conditions of the Warrants (the "**Warrant T&C**") to have all Warrants expire worthless on the original Business Combination Deadline, being 17 November 2023, as the Warrants have proved to impede the Company's chances of successfully executing a business combination. The Warrant T&C provide that the terms of the Warrants may be amended with the vote or written consent of the holders of at least 50% of the then outstanding Warrants. The Sponsors have indicated to vote in favour of the proposed amendment of the Warrant T&C. Further details on how to vote on the Warrants are set out in the Repurchase Document. The voting forms are attached to the Repurchase Document that is available on the Company's website and can be submitted by e-mail to [info@ehc-company.com](mailto:info@ehc-company.com) by 17:30 CET on 9 November 2023.

### **Detailed timetable of EGM and redemption offer**

<b>Event</b>	<b>Date (and time in CET)</b>
Commencement of the redemption offer	Monday, 9 October 2023, at 9:00
Record date EGM	Wednesday, 18 October 2023
Closing date for the redemption offer	Tuesday, 7 November, at 12:00 (noon)

Announcement of results of the redemption offer	Tuesday, 7 November (after market close)
Deadline for (i) registration for the EGM and (ii) submitting electronic voting instructions or proxies	Wednesday, 8 November 2023, by 17:30
Settlement of the redemption offer	Thursday, 9 November 2023
Deadline to submit a declaration and voting instruction for the payment of the Withheld Amount and the proposed amendment of the Warrant T&C	Thursday, 9 November 2023, by 17:30
Notification of voting results of the proposed amendment of the Warrant T&C	Friday, 10 November 2023
EGM	Wednesday, 15 November 2023, at 10:00
Expiration of the Warrants, subject to amendment of the Warrant T&C	Friday, 17 November 2023
Ultimate payment date of Withheld Amount to Public Shareholders who are not subject to Dutch dividend withholding tax	Thursday, 30 November 2023

The Company reserves the right to extend the period of the redemption offer and the voting instructions and may adjust the dates and times given in the timetable. Any such extension or adjustment will be announced through a press release.

The convocation, agenda, explanatory notes to the agenda and form of proxy of the EGM, the Repurchase Document and the voting forms for the amendment of the Warrant T&C are available on the website of EHC ([www.ehc-company.com](http://www.ehc-company.com)) in the 'Investor Relations' section under 'Shareholder Meetings' and 'Business Combination Materials'.

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### **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.

To the extent permissible under applicable law or regulation, and in accordance with Dutch market practice, the Company or its brokers may purchase, or conclude agreements to purchase, shares in the Company, directly or indirectly, outside of the scope of the redemption offer, before, during or after the period in which the redemption offer remains open for acceptance. This also applies to other securities that are directly convertible into, exchangeable for, or exercisable for shares in the Company. These purchases may be completed via the stock exchange at market prices or outside the stock exchange in negotiated transactions. Any information about such purchases will be disclosed as required by law or regulation in the Netherlands or any other relevant jurisdiction.