ANNUAL REPORT FOR THE PERIOD FROM THE DATE OF INCORPORATION ON 9 JULY 2021 TO 31 DECEMBER 2021

European Healthcare Acquisition & Growth Company B.V.

CONTENTS

REPORT OF THE BOARD OF DIRECTORS

This annual report of European Healthcare Acquisition & Growth Company B.V. (the "**Company**") for the financial year ended 31 December 2021 consists of the report of the board of directors of the Company (the "**Board**" and the "**Board Report**"), including the responsibility statement and other mandatory statements by the Board and the financial statements of the Company (the "**Financial Statements**") and the accompanying notes (the "**Annual Report**").

1. ABOUT EUROPEAN HEALTHCARE ACQUISITION & GROWTH COMPANY B.V.

1.1. General

European Healthcare Acquisition & Growth Company B.V. was incorporated on 9 July 2021 in Amsterdam, the Netherlands, as a Dutch operators-led special purpose acquisition company incorporated under the laws of the Netherlands as a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) with its business address in Munich, Germany.

The Company was admitted to listing and trading on Euronext Amsterdam (the "**Admission**"), the regulated market operated by Euronext Amsterdam N.V. ("**Euronext Amsterdam**") on 18 November 2021 pursuant to a private placement (the "**Private Placement**") in which it raised € 200 million in gross proceeds (the "**Proceeds**") in accordance with the terms and conditions set out in the Company's prospectus which has been issued on 16 November 2021 (the "**Prospectus**"). Payment for the Class A Ordinary Shares (as defined below) and the Public Warrants (as defined below) ("**Settlement**") took place on 22 November 2021 (the "**Settlement Date**").

The Company has been established for the purpose of entering into a business combination with an operating business in the form of a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with, or acquisition of, one or more target companies or businesses with the purpose of creating a single business (a "**Business Combination**"). The Company intends to focus on companies or businesses with principal operations in Europe in the healthcare sector, with a special focus on the subsectors Biotechnology and Specialty Pharma, Pharma Services, Medical Technology and Medical Devices, Diagnostic and Lab Services, Bioinformatics as well as Life Science Tools (the "**Specific Healthcare Sectors**"). The Company intends to acquire the shares in one or more target companies and subsequently provide management services to the target(s) for remuneration.

Since the Private Placement, we have been focusing on finding the right target company for the Company. Whilst the Board has had and is currently in early-stage discussions with a few potential target companies, at the date of this Annual Report, we have not yet selected a specific target company that could be proposed to the Business Combination EGM (as defined below). We will continue our search for a Business Combination to be completed within the 24-month period from 18 November 2021, the first day of trading, being 18 November 2023 (the "**Business Combination Deadline**") as announced in the Prospectus.

If the Company intends to complete a Business Combination, it will convene a general meeting and propose the Business Combination for consideration and approval by Class A Ordinary

Shareholders (as defined below) and holders of Founder Shares (as defined below) (the "**Business Combination EGM**"). The resolution to effect a Business Combination will require the prior approval by a majority of at least (i) a simple majority of the votes cast or (ii) in the event that the Business Combination is structured as a merger, a two-thirds majority of the votes cast if less than half of the issued share capital is present or represented at the Business Combination EGM.

The Company suffered an after-tax loss of € 2.5 million over the period from 9 July 2021 until 31 December 2021. The Company has not recorded any operational revenues. The result is attributable to the negative interest rate payable on the Escrow Account (as defined below) and other financial costs resulting from interest expenses and fair value adjustments of the issued instruments and other operating expenses.

1.2. Company structure

1.2.1. Sponsors

The founders of the Company are BAUR I&C GmbH, RNRI GmbH, CCC Investment GmbH, SO I GmbH, PS Capital Management GmbH and Winners & Co. GmbH (the "**Sponsors**", also referred as the "**Founders**") which are affiliates of the Company's directors, Dr. Cornelius Baur, Dr. Thomas Rudolph, Dr. Axel Herberg, Dr. Stefan Oschmann, Mr. Peer M. Schatz and Mr. Stefan Winners, respectively.

1.2.2. Capital structure

The Sponsors hold 6,666,666 convertible class B shares at a nominal value of € 0.01 per share (the "**Founder Shares**"). The Founder Shares represent 25% of the Company's voting rights (not taking into account any Treasury Shares (as defined below)).

The Company has completed its Private Placement for the issuance of 20,000,000 public units (the "**Public Units**" and each a "**Public Unit**") at a price per Public Unit of € 10.00. Each Public Unit consists of (i) one class A ordinary share with a nominal value of € 0.01 per share (the "**Class A Ordinary Shares**", and each a "**Class A Ordinary Share**", also referred to as the "**Public Shares**" or the "**redeemable Ordinary Shares**", and a holder of one or more Class A Ordinary Shares, a "**Class A Ordinary Shareholder**"); and (ii) one-third (1/3) of a redeemable class A warrant (each whole warrant a "**Public Warrant**" and together the "**Public Warrants**", also referred to as the "**Market Warrants**").

Class A Ordinary Shareholders may redeem all or a portion of their Class A Ordinary Shares upon the completion of the Business Combination, subject to complying with applicable law and satisfaction of certain conditions. The gross repurchase price of a Class A Ordinary Share in connection with a Business Combination is equal to its pro rata share of funds in the Escrow Account determined two trading days prior to the Business Combination EGM, which is anticipated to be € 10.00 per Class A Ordinary Share.

1.2.3. Escrow

The Proceeds are held on an escrow account (the "**Escrow Account**") as described in the Prospectus. The Escrow Account is subject to a negative interest rate of -0.62%[1] in the first year (the "**Negative Interest**").

1.2.4. Costs

The Sponsors have provided € 11.6 million to the Company through the purchase of the Founder Shares, the Founder Warrants (as defined below) and the Additional Sponsor Subscription (as defined below).

At Settlement, the Sponsors have: (i) paid an additional purchase price for the Founder Shares in the aggregate of € 1,400,000 that will be used, inter alia, to cover remuneration costs during the first 12 months after the Settlement; (ii) subscribed for 5,128,000 class B warrants at a price of € 1.50 per warrant (the "**Founder Warrants**") (up to € 7,692,000 in the aggregate) in a separate private placement that has occurred on the Settlement Date (the "**Sponsors Capital At-Risk**"). The Sponsors Capital At-Risk will be used to finance the Company's working capital requirements and other running costs and expenses, except for some commissions as further detailed in the Prospectus that will, if and when due and payable, be paid from the Escrow Account, until the completion of the Business Combination; and (iii) subscribed to 1,640,000 Founder Warrants which have been issued to the Sponsors at Settlement at a price of € 1.50 per Founder Warrant, for an aggregate purchase price of € 2,460,000 (the "**Additional Sponsor Subscription**"). The proceeds of the Additional Sponsor Subscription will be used to cover any Negative Interest, up to an amount equal to the proceeds from the Additional Sponsor Subscription to allow, 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, for a redemption of up to € 10.00 per Class A Ordinary Share.

1.3. The Board

1.3.1. One-tier board

The Company maintains a one-tier board consisting of executive and non-executive directors. The executive directors are responsible for the day-to-day management of the Company. The non-executive directors supervise and advise the executive directors. The Board as a whole is responsible for the strategy and the management of the Company. Following Admission, the Board comprises two executive directors (the "**Executive Directors**") and four non-executive directors (the "**Non-Executive Directors**", and together with the Executive Directors, the "**Directors**").

Each Director has a duty to the Company to properly perform the duties assigned to them and to act in the Company's corporate interest. Under Dutch law, the corporate interest extends to the interests of all the Company's stakeholders, including the Company securities holders, creditors and employees.

The Board is responsible for the governance structure of the Company. As at the date of this Annual Report, the provisions of Dutch law, which are commonly referred to as the "large company regime"

[1] The Negative Interest charged is currently -0.5% (ECB Deposit Facility Rate) – 0.12% = -0.62%. Please refer to Article 1.5 of the Escrow Agreement executed on 16 November 2021.

(*structuurregime*), do not apply to the Company. The Company does not intend to voluntarily apply the "large company regime".

1.3.2. Directors

The Board is comprised of professionals with experience in management, venture capital, healthcare and capital markets. The Company intends to leverage the Directors' extensive operational capabilities, significant investment experience and global networks to both identify a pipeline of opportunities and drive value in the Business Combination.

As of Admission, Dr. Cornelius Baur has been appointed as Executive Director. Dr. Cornelius Baur is the Chief Executive Officer of the Company ("**CEO**") and is also the Company's compliance officer. With effect as of December 1, 2021, Dr. Thomas Rudolph has been appointed as Executive Director and is the Chief Investment Officer of the Company ("**CIO**") and the company secretary.

With effect as of Admission, Mr. Peer M. Schatz became a Non-Executive Director. With effect as of 16 November 2021, Mr. Stefan Winners, Dr. Axel Herberg and Dr. Stefan Oschmann have been appointed as Non-Executive Directors. As of Admission, Mr. Stefan Winners has been appointed as chairman of the Board ("**Chairman**") and Dr. Axel Herberg has been appointed as vice chairman of the Board. Mr. Stefan Winners and Mr. Peer M. Schatz are non-independent Non-Executive Directors. Both Dr. Axel Herzberg and Mr. Stefan Oschmann are independent Non-Executive Directors.

The Company will be effectively managed in Germany. All Directors are appointed until the end of the Company's general meeting to be held in 2025.

1.3.3. The Executive Directors

Dr. Cornelius Baur (male, born 1962, German) is the CEO of the Company. He started his career at McKinsey & Company in 1990, where he advised companies in the automotive, high-tech and healthcare sectors for more than 30 years. He worked in New York, Boston and Cleveland, United States, and Munich, Germany. He was elected partner in 1996, senior partner in 2001 and managing partner for Germany and Austria in 2014, a position he held until early 2021. He served on McKinsey's global shareholder committee for six years, thereof three years as chair of the finance committee, and from 2018-2021 he was also a member of the global executive team of McKinsey. During his time as a partner at McKinsey, Dr. Baur led various value creation programs for clients in healthcare and other industries as well as for private equity clients.

Dr. Baur completed an apprenticeship as an industrial clerk (*Stammhauslehre*) with Siemens Aktiengesellschaft in Munich, Germany. He holds a master's degree and a doctoral degree in management from the Ludwig Maximilian University of Munich, Germany in collaboration with BMW AG, Munich, Germany.

Dr. Thomas Rudolph (male, born 1973, German) is the CIO of the Company. After completing Medical School and completing his doctoral thesis (oncology and molecular diagnostics), he started his career at McKinsey & Company in 2001, where he was advising companies in the pharmaceuticals and medical products practice. He was elected partner in 2007 and Senior Partner in 2013. During his 20 years at McKinsey, he has advised most European private equity funds with healthcare exposure and many other investors in healthcare. Since 2012 Thomas led McKinsey's

European Healthcare Transaction Team. Since taking over that role the team has grown significantly and was involved in several of the largest healthcare transactions in EMEA in recent years. Dr. Thomas Rudolph personally conducted various due diligences across most sectors of healthcare and led the support of various exit processes. Besides his private equity/investor support role, he recently led McKinsey's German healthcare practice.

Dr. Rudolph studied medicine at the University of Tuebingen, Germany, and at Tulane University, Louisiana, United States. He received his doctoral degree from the University of Tuebingen in 2000.

1.3.4. The Non-Executive Directors

Mr. Stefan Winners (male, born in 1967, German) is Chairman of the Board. He started his career in 1993 at Roland Berger Strategy Consultants as a management consultant. From 2000 to 2005, he was a member of the management board and managing director of CyPress GmbH, a subsidiary of Vogel Business Media GmbH & Co. KG. In 2005, Mr. Winners joined the Burda Group, where he held various positions until 2020. From 2005 to 2012, he was chief executive officer and chairperson of the executive board of HolidayCheck Group AG (formerly TOMORROW FOCUS AG) and from 2012 to 2019, he was member of the executive board of Hubert Burda Media Holding Geschäftsführung SE and chief executive officer and chairperson of the board of directors of Burda Digital SE. In 2021, Mr. Winners joined Lakestar SPAC I SE as chief executive officer and chief financial officer.

Mr. Winners holds an MBA from the University of Passau, Germany, and completed an Advanced Management Program (AMP) at Harvard Business School, United States.

Dr. Axel Herberg (male, born in 1958, German) is vice chairman of the Board. Dr. Herberg is the chairman of the supervisory board at Gerresheimer AG where he also served as chief executive officer from 2000 to 2010. He started his career at Thyssenkrupp AG in 1986 in strategic planning until 1988. From 1988 to 1992, he was a consultant with McKinsey & Company. In 1992, Dr. Herberg joined Gerresheimer AG as Head of Controlling and in 1996 became a member of the management board. In 2010, he left Gerresheimer to join The Blackstone Group, first as a senior managing director until 2017 and senior advisor from 2017 to 2019. He is currently active as a private investor and, next to his position at Gerresheimer AG, holds various other supervisory and advisory board positions, including at Leica Camera AG and the PharmaZell Group.

Dr. Herberg received a diploma in mechanical engineering from the University of Aachen, Germany, and a degree in economics from the University of Hamburg, Germany, and a doctoral degree in economics.

Dr. Stefan Oschmann (male, born in 1957, German) joined the U.S. pharmaceutical company MSD Merck Sharp & Dohme in 1989, where he held a range of executive positions until 2011. Among others, he served as vice president of MSD Europe, managing director of MSD Germany, senior vice president for worldwide human health marketing, member of the senior management and corporate officer responsible for Europe, the Middle East, Africa and Canada and, finally, president of MSD's emerging markets. In 2011, Dr. Oschmann joined Merck KGaA. Among others, he led the healthcare business of Merck KGaA, where he headed the biopharma, consumer health, allergopharma and biosimilars divisions, he served as vice chairperson of the executive board and deputy chief executive officer of Merck KGaA and in 2016, he was appointed chief executive officer and chairperson of the executive board of Merck KGaA until April 2021. Dr. Oschmann is currently holding the chair of the board of directors at UCB S.A.

Dr. Oschmann graduated and holds a doctoral degree in veterinary medicine from the Ludwig-Maximilians-University of Munich, Germany.

Mr. Peer M. Schatz (male, born in 1965, Swiss) is a managing director of PS Capital Management GmbH and serves as a supervisory board member of Siemens Healthineers and as chairman of the supervisory board of Centogene N.V. and the advisory board of Resolve BioSciences GmbH. Prior to October 2019, Mr. Peer Schatz was chief executive officer of QIAGEN N.V. He joined QIAGEN in 1993 when the company had under 30 employees and revenues of approximately $2 million. Under his direction, QIAGEN grew to employ more than 5,200 people in over 35 locations around the world and to record annual revenues of over US$ 1.6 billion. He led more than 40 acquisitions for QIAGEN as well as its listings on NASDAQ (1996), NYSE (2018) and the Frankfurt Stock Exchange (1997). Between 2017 and 2020 he co-chaired the Precision Medicine Council of the World Economic Forum and also served as a founding member of the German Corporate Governance Commission between 2001 and 2011.

Mr. Schatz holds a master's degree in economics and social sciences from the University of St. Gallen, Switzerland, and an MBA in Finance from the University of Chicago's Booth School of Business.

1.4. Background and strategy

1.4.1. Background

The Company intends to complete a Business Combination with a target company or business that primarily focuses on one of the Specific Healthcare Sectors. The Company believes there are many potential targets that meet these criteria that could become attractive public companies with long-term growth potential and attractive competitive positioning, leveraging its strategic and transactional experience and bringing advice and attention to potential business combination targets.

The Company will leverage the broad expertise and unique networks of the Sponsors' principals to identify and execute a Business Combination, which the Company believes will result in an acquisition and positive transformation that enhances the overall value of its target.

The Directors and their networks have been developed through:

- Experience sourcing, structuring, acquiring, operating, integrating and selling businesses;
- Expertise operating and executing transactions across a wide range of sectors and complex industries, including healthcare, pharmaceuticals and media, across multiple geographies and under varying economic and financial market conditions;
- Expertise in accessing the capital markets, including determining financing solutions;
- Experience at management and board level in operating global, renowned corporations;

- Global network of relationships with potential target management teams and financing sources; and
- Experience advising companies and boards on complex matters ranging from operational strategy to strategic growth opportunities.

1.4.2. Strategy

Consistent with its strategy, the Company has identified the following general criteria and guidelines which it believes are important in evaluating prospective target companies or businesses for a Business Combination. The Company will use these criteria and guidelines in evaluating acquisition opportunities, but it may decide to enter into a Business Combination with a target company or business that does not meet these criteria and guidelines. Further, any particular business transaction opportunity which the Company ultimately determines to pursue may not meet one or more of these criteria:

- ***Strong and capable, public-ready management team***
  The Company will seek to acquire a company or business that has access to a strong and capable management team or that provide a platform for the Company to assemble an effective and experienced management team. The Company will focus on management teams with a proven track record of driving revenue growth, both organically and through external acquisitions, enhancing profitability and creating value for their shareholders.

- ***Platform potential for bolt-on deals and external growth opportunities through geographic expansion, benefitting from access to capital markets and that are natural candidates for a listing in Europe***
  The Company will seek to acquire a business that it can grow both organically and through bolt-on acquisitions. In addition, the Company believes that its ability to source proprietary opportunities and execute transactions will help the business it acquires grow via inorganic means, and thus serve as a platform for further add-on acquisitions.

- ***High switching barriers to entry or strong competitive advantage***
  The Company will seek to acquire a business that has a market position which may already have or help to create barriers to entry against new competitors and demonstrate advantages when compared to their competitors. The Company anticipates that these barriers to entry will enhance the ability of these businesses to maintain and grow their market position and generate strong profitability.

- ***Business model with downward risk protection***
  The Company will seek to acquire a business that has a proven business case with downward risk protection. To evaluate business cases and downward risk protection, the Company believes that it will benefit from the Directors and Sponsors' principals experience in analyzing business models and executing business plans.

- ***Recurring revenue with growth prospects and profitability***
  The Company will seek to acquire a business that has a history of, or potential for, strong, sustainable recurring and predictable revenue streams as well as compelling future growth prospects, and is profitable at the time of the combination.

- ***Companies in which the Directors can add further value***
  The Company will seek to acquire a business that would benefit from the operating experience and specific background of the Directors (who are the Sponsors' principals) to tangibly improve its operations and market position.

- ***Strong ESG commitment***
  The Company will seek to acquire a business which has a management that has a commitment to ESG, strong policies to comply with state-of-the art ESG policies and has principals aligned with the Directors' and Sponsors' on ESG.

These criteria and guidelines are not intended to be exhaustive. Any evaluation relating to the merits of a particular initial Business Combination may be based, to the extent relevant, on these general criteria and guidelines as well as other considerations, factors and criteria that the Company may deem relevant.

The Company believes the Directors' reputation, sourcing, valuation, diligence and execution capabilities will provide the Company with a significant pipeline of opportunities from which to evaluate and select a business that will benefit from its expertise and create value for its shareholders.

1.4.3. Competitive strengths

The Company believes it has the following competitive strengths:

- ***Significant Management and Healthcare Consulting Experience***
  The Directors have significant experience in leading, advising and driving growth of healthcare and pharmaceuticals companies. The Company believes that this breadth of experience provides a competitive advantage in evaluating acquisition opportunities as well as consulting businesses in the Specific Healthcare Sectors and enabling access to key decision makers, including owners, executives and private equity funds. Additionally, it provides the Company with critical post-Business Combination support to successfully navigate in the target business while adhering to public company governance requirements.

- ***Extensive Sourcing Avenues and Strategic Industry Relationships***
  As a result of the Directors' extensive experience as principals, consultants and investors, the Company's team has developed a broad array of contacts in the Specific Healthcare Sectors, including professionals, clients and senior advisors. The Company believes the Directors offer unique sourcing prospects bolstered by a broad network of global relationships as a result of their extensive experience as principals, consultants and investors.

- ***Deep Industry Experience***
  The Directors have long and successful track records in a broad range of industries, including healthcare and pharmaceuticals. This includes both, managing large corporations within the healthcare and pharmaceutical space as well as driving organic and external growth of smaller scale growth companies The Company will seek to capitalize on the strong fundamentals of the healthcare industry driven by the following structural trends:

  a. increasing government focus and expenditure on public health in the context of the current COVID-19 crisis and to reduce the risk of future pandemics going forward,
  b. ageing population, increasing chronic diseases, increasing health awareness and the need for broader access to healthcare globally,
  c. continued technical breakthrough and disruption driving innovation and R&D spend, and
  d. digitalization becoming a key structural component of healthcare across sub-sectors.

- ***Significant Corporate and Transaction Experience***
  The Directors have deep technical knowledge across mergers and acquisitions, portfolio management, venture capital, private equity, corporate finance and strategic advisory. The Directors have a strong track record of identifying, valuing, completing diligence on, and executing business combinations. In addition, they have a deep understanding of executing and completing post-merger integration.

- ***Strong Financial Position and Flexibility***
  With an escrow account initially in the amount of € 200 million and a public market for the Class A Ordinary Shares, the Company offers a target business a variety of options to facilitate a future business transaction and fund the growth and expansion of business operations. Because the Company is able to consummate an initial business transaction using equity, debt, cash or a combination of the foregoing, the Company has the flexibility to design an acquisition structure to address the needs of the parties. The Company has not, however, taken any steps to secure third party financing and would expect to do so only in connection with the completion of the Business Combination.

- ***SPAC and De-SPAC Experience***
  The Director Mr. Stefan Winners has first-hand experience in sponsoring and managing a SPAC and identifying suitable targets. Lakestar SPAC I SE at which Mr. Stefan Winners serves as chief executive officer successfully sourced a de-SPAC transaction with HomeToGo GmbH in September 2021 and was the first technology SPAC in the European market since 2010.

1.5. Research and development

Due to the nature of the Company as a special purpose acquisition company it does not conduct any research and development activities.

1.6. Non-financial information

Given the nature of the Company as a special purpose acquisition company, the Company will provide non-financial information, including (i) a description of the relevant policies pursued by the Company, (ii) the principle risks relating to environmental, social and employee matters, human right, anti-corruption and anti-bribery, and (iii) the non-financial key performance indicators relevant to the business of the Company, all to the extent relevant, after the completion of the Business Combination.

1.7. Progress and outlook

The Board sources leads to potential target companies from e.g. their own network, investment banks, inbounds and the broader advisory network. The Board is currently in early-stage discussions with potential target companies and regularly has informal meetings regarding potential target companies and the approach of these companies. The Company will continue its search for a proposed Business Combination with a target company to be completed before the Business Combination Deadline. The Company will pursue a sound investment for its shareholders.

Taking into account the developing situation involving the Russian Federation and the Ukraine, and related economic uncertainties, the Company does not intend to search for potential target companies in the Russian Federation, Belarus and/or the Ukraine. However, it is too early to evaluate the chance of any disruptive effect of this war on the global economy, the financial markets and the further search for potential target companies.

1.8. Financial developments 2021

The Company listed on Euronext Amsterdam on 18 November 2021 raising € 200 million by a Private Placement. Some of the financial highlights as at 31 December 2021 are:

- Escrow Account plus bank account balance: € 207,892 million
- Trading price Class A Ordinary Shares: € 9.8 (closing price)
- Trading price Public Warrants: € 0.25 (closing price)

The Company did not generate any revenues in the financial year 2021. The expenses incurred by the Company in the financial year 2021 include amongst others transaction costs, audit and advisory cost, management fee, bank costs and negative interest. This has resulted in an after-tax loss of € 2.5 million over the period from 9 July 2021 until 31 December 2021.

2. RISK MANAGEMENT

2.1. Risks and uncertainties

Below is a summary of certain of the risks relating to the Company, particularly as a special purpose acquisition company prior to the completion of a Business Combination and relevant with respect to the Annual Report, our risk appetite, the likelihood and potential impact thereof. Further reference is made to the description of risks relating to the Company included in the Prospectus, particularly risks that may be of relevance to the Company after the completion of a Business Combination and risks relating to our securities.

Additional risks not known to us, or currently believed not to be material, could later turn out to have a material impact on our business, revenue, assets, liquidity, capital resources or net income. The Company's risk management objectives and policies are consistent with those disclosed in the Prospectus.

Risk category	Risk description	Risk appetite	Likelihood	Potential impact
Strategic	The Company has had several discussions with potential target companies but has not yet identified a specific target company to complete the Business Combination, prospective investors have no basis to evaluate the possible merits or risks of a target company's or business' operations	High	Medium	High
Strategic	The Company may face significant competition for Business Combination opportunities	High	Medium	High
Strategic	There is no assurance that the Company will identify suitable Business Combination opportunities by the Business Combination Deadline	Low	Low	High
Strategic	The ability of the Company to negotiate a Business Combination on favorable terms could be affected by the limited time to complete the Business Combination	Low	Medium	Medium
Financial	The Company will likely be exposed to negative interest rates and the risk of default by bank resolution proceedings which could have a material adverse effect on the funds available for re-distribution to Class A Ordinary Shareholders	Low	Low	High
Financial	If the Business Combination is completed, improvements may not be successful and not be effective in increasing the valuation of the business acquired, which could have a material adverse effect on the Company's business, financial condition, results and ability to pay dividends	Low	Medium	High
Financial	The Sponsors will own up to 6,768,000 Founder Warrants, accordingly, Class A Ordinary Shareholders will experience immediate and substantial economic dilution upon the exercise of such Founder Warrants	Medium	Medium	Medium
Financial	The Company will be constrained by the potential need to finance redemptions of Class A Ordinary Shares in advance of a Business Combination	Low	Low	High
Financial	The Company may need to arrange third-party financing and there can be no assurance that it will be able to obtain such financing, which could compel the Company to restructure or abandon a particular Business Combination	Low	Medium	High
Financial	If the proceeds from the sale of the Founder Warrants are insufficient to allow the Company to operate for at least until the Business Combination Deadline, it could limit the amount available to fund the Company's search for a target business and the Company may be unable to complete a Business Combination	Low	Low	Medium
Operational	The Company's success is dependent upon a small group of individuals and other key personnel	High	Low	High
Operational	The Company's search for a target business may be materially adversely affected by the coronavirus pandemic as well as the war between the Russian Federation and the Ukraine	Low	Low	High

2.2. Main risks and uncertainties

To the extent possible, for each risk factor described below, we set out how we believe we mitigate these risks. However, we may not be successful in deploying some or all of these mitigating actions effectively. If circumstances occur or are not sufficiently mitigated, our business, financial condition, results of operations and prospects could be material adversely affected. In addition, risks and uncertainties could cause actual results to vary from those described, which may include forward-looking statements, or could impact our ability to meet our objectives or be detrimental to our financial condition or reputation.

2.2.1. The Company has had several discussion with potential target companies but has not yet identified a specific target company to complete the Business Combination, prospective investors have no basis to evaluate the possible merits or risks of a target company's or business' operations

The Company will seek to acquire one or more target companies or businesses with principle operations in Europe in the Specific Healthcare Sectors in a single Business Combination. The Company has not yet identified a specific potential company or target business. The Board is currently in early-stage discussions with potential target companies and regularly has informal meetings regarding potential target companies and the approach of these companies. However, at this stage there is no certainty that the Company will be able to complete a Business Combination with any of these companies. Moreover, although the Company focuses its search for a target company or business in the European healthcare industry with a special focus on the Specific Healthcare Sectors, the Company may complete its Business Combination with an operating company in another healthcare sector. As such, investors will have no basis on which to evaluate the possible merits or risks of any particular subsector or target company's or business's operations, results of operations, cash flows, liquidity, financial condition or prospects.

The Company has not yet identified a specific potential target company or business, and as a result the Company cannot offer any assurance that it would be able to obtain adequate information to evaluate the target company or business as part of the Company's and its advisors' due diligence efforts when evaluating a possible Business Combination. Significant costs, efforts and time could be incurred as a result of entering into negotiations before an in-depth assessment of a potential target business.

Furthermore, no assurance may be made that an investment in Public Units, Class A Ordinary Shares and/or Public Warrants will ultimately prove to be more favorable to investors than a direct investment, if such opportunity were available, in a target company or business.

This risk is mitigated by the fact that the Directors are dedicated to finding the right target company to complete a Business Combination with and are actively searching and having continuous discussions with potential target companies. In this respect, the Directors can rely on their in-depth knowledge of, and a broad network and strong reputation in the healthcare sector.

2.2.2. The Company may face significant competition for Business Combination opportunities

The Company expects to encounter intense competition in some or all of the Business Combination opportunities that the Company may explore. This may in turn reduce the number of potential targets available for a Business Combination or increase the consideration payable for such targets. While the Company believes there are numerous target companies or businesses that it could potentially combine with, its ability to compete will be limited by its financial resources.

The Company has a rather specific focus compared to other special purpose acquisition companies. This focus in combination with the manner in which the Company is structured may provide the Company with an advantage in relation to companies searching for a target company without such specific focus. This risk is further mitigated by the fact that the Sponsors' principals have extensive experience in investing in healthcare growth companies, the Sponsors are highly regarded in the capital markets and have obtained a strong track-record, visibility and reputation in the relevant markets, which provide the Company with a competitive advantage in identifying acquisition opportunities to complete the Business Combination.

2.2.3. There is no assurance that the Company will identify suitable Business Combination opportunities by the Business Combination Deadline

The success of the Company's business strategy is dependent on its ability to identify sufficient suitable Business Combination opportunities. The Company cannot estimate how long it will take to identify suitable Business Combination opportunities or whether it will be able to identify any suitable Business Combination opportunities at all by the Business Combination Deadline. If the Company fails to complete a proposed Business Combination, it may be left with substantial unrecovered transaction costs, potentially including substantial break fees, legal costs or other expenses. Furthermore, even if an agreement is reached relating to a target company or business, the Company may fail to complete such Business Combination for reasons beyond its control. Any such event will result in a loss to the Company of the related costs incurred, which could materially adversely affect subsequent attempts to identify and enter into a Business Combination with another target company or business.

The Company believes that the long-standing presence, reputation, visibility, operational experience and extensive network of relationships in the healthcare arena developed by the Sponsors' principals should provide the Company with an advantage in accessing Business Combination opportunities in this space and allow therefore unique access to off-market transactions (i.e., transactions that involve a target business that is not widely known in the market to be available for acquisition) prior to the Business Combination Deadline.

In the event that the Company does not complete a Business Combination by the Business Combination Deadline, there can be no assurance as to the particular amount or value of the remaining assets at such future time of any such distribution either as a result of costs from an unsuccessful Business Combination or from other factors. Upon distribution of assets in the context of the (i) dissolution and liquidation of the Company and (ii) delisting of the Class A Ordinary Shares and Public Warrants such costs and expenses will result in shareholders receiving less than they invested, or even nothing at all.

This financial risk for our shareholders is largely mitigated by the fact that the Company holds € 202.5 million (minus negative interest to be paid) in an Escrow Account, which can only be released upon meeting strict requirements. Furthermore, the Company has raised proceeds from the sale of the Founder Shares, the Founder Warrants and the Additional Sponsor Subscription amounting to € 11.6 million, which is considered to be sufficient to cover working capital and other running costs and expenses.

2.2.4. The ability of the Company to negotiate a Business Combination on favorable terms could be affected by the limited time to complete the Business Combination

Sellers of potential target companies or businesses may be aware that the Company must complete a Business Combination by the Business Combination Deadline, failing the extension of which, it will have to redeem the Class A Ordinary Shares, wind up and liquidate. Such sellers may use this information as leverage in negotiations with the Company relating to a Business Combination, knowing that if the Company does not complete a Business Combination with that particular target, the Company may be unable to complete a Business Combination with any other target company or business within its required timeframe. This risk will increase as the Company gets closer to the Business Combination Deadline. Furthermore, the Company may have limited time to conduct due diligence and may enter into the Business Combination on terms that it would not have entered into if it had undertaken more comprehensive diligence.

To mitigate this risk, the Company is committed to complete a Business Combination rather sooner than later, but it will not compromise on key deal terms solely because of the limited time left to complete a Business Combination. The Directors view time pressure not to be a significant determining factor for their decisions in identifying and selecting a target business.

2.2.5. Before the Company uses the proceeds of the Private Placement in connection with the Business Combination, it will likely be exposed to negative interest rates and the risk of default by bank resolution proceedings of the bank holding the Escrow Account

The Company intends to use the proceeds of the Private Placement for the Business Combination. However, it cannot predict how long it will take to complete the Business Combination. Before the Company completes the Business Combination, it intends to hold the proceeds in the Escrow Account.

The Company’s funds will likely be subject to negative interest rates while it seeks to complete the Business Combination, which it would need to pay, primarily due to the current investment and interest environment. Delays in acquiring the target in the Business Combination would therefore cause the Company to incur increased costs due to negative interest rates. Apart from the Additional Sponsor Subscription, the Company has not established any specific policies or procedures to avoid the accrual of negative interest on the funds on the funds deposited in the Escrow Account. In addition, the Company is subject to the risks of default by, bank resolution proceedings of the bank holding the Escrow Account, in which case the Company may not be able to reclaim a substantial amount or all of the proceeds in the Escrow Account.

This financial risk for our shareholders is largely mitigated by the fact that the Company holds the Additional Sponsor Subscription of € 2,460,000. To further mitigate this risk, the Company is committed to complete a Business Combination rather sooner than later, but it will not compromise on key deal terms solely to avoid increased costs due to negative interest rates.

2.2.6. Even if the Company completes the Business Combination, any operating or other improvements proposed and implemented may not be successful and they may not be effective in increasing the valuation of any business acquired

In accordance with the target business profile, the Company may focus on completing a Business Combination. The Company may not be able to propose and implement effective operational or other improvements for the target business with which the Company completes a Business Combination. In addition, even if the Company completes a Business Combination, general economic and market conditions or other factors outside the Company's control could make the Company's operating strategies difficult or impossible to implement. Any failure to implement these improvements successfully and/or the failure of the improvements to deliver the anticipated benefits could have a material adverse effect on the Company's business, financial condition, results of operations and prospects and ability to pay dividends to its shareholders.

The Company believes that the long-standing presence, operational experience and in-depth knowledge of the healthcare sector of the Directors should provide the Company with an advantage in selecting a suitable target to complete a Business Combination with. The extensive experience of the Directors reaches from capital markets to public and private M&A transactions and due diligence investigations both on a hands-on business analytic level as well as a senior executive level.

2.2.7. The Sponsors own up to 6,768,000 Founder Warrants and, accordingly, Class A Ordinary Shareholders will experience immediate and substantial economic dilution upon the exercise of such Founder Warrants

The capital structure is designed to align the interests of the Sponsors and the other shareholders and, as a consequence, the trading price of the Class A Ordinary Shares on Euronext Amsterdam will be a key factor for the return of Founder Shares held by the Sponsors.

Following Settlement, the Sponsors own 6,666,666 Founder Shares and 6,768,000 Founder Warrants (consisting of 5,128,000 Founder Warrants from the Sponsors Capital At-Risk and 1,640,000 Founder Warrants from the Additional Sponsor Subscription). The Sponsors committed to the Company not to transfer, assign, pledge or sell (i) the Founder Shares at any time, (ii) any Class A Ordinary Shares resulting from the conversion of Founder Shares until one year after such conversion, and (iii) the Founder Warrants until thirty (30) days following the completion of the Business Combination (in each case other than to certain permitted transferees). The Founder Warrants will become exercisable thirty (30) days after completion of the Business Combination, and, upon that date, Founder Warrants as well as any Class A Ordinary Shares resulting from their exercise will become freely transferable without any further restrictions.

The number of Class A Ordinary Shares that the Sponsors will eventually hold depends on the exercise of Founder Warrants into Class A Ordinary Shares. Assuming the full exercise of the Public Warrants and Founder Warrants, the Sponsors may hold a stake of approximately 33.5% in the Company. The Class A Ordinary Shareholders would suffer a dilution of their proportionate ownership interest and voting rights in the Company of approximately 11.34%, assuming that all Public Warrants prior to their exercise were still held by the initial Class A Ordinary Shareholders (assuming that no Public Warrants prior to their exercise were held by such initial Class A Ordinary Shareholders, Class A Ordinary Shareholders would suffer a dilution of their proportionate ownership interest and voting rights in the Company of approximately 33.5%). The capital structure including convertible instruments such as, or similar to, the Founder Shares, Founder Warrants and Public Warrants is specific to the Company as a special purpose acquisition company and shareholders investing in a different type of company would not necessarily be exposed to such significant dilution risks.

The Company acknowledges the risk of dilution. In order to mitigate this risk, the Board will closely monitor that the issue of shares in the capital of the Company will at all times be aimed at long term value creation and as such be in the interest of the Company and its stakeholders as a whole, whether such issue takes place in relation to the completion of a Business Combination or to incentivize management in the future.

2.2.8. The Company could be constrained by the need to finance redemptions of Class A Ordinary Shares from any Class A Ordinary Shareholders that decide to redeem their Class A Ordinary Shares in advance of a Business Combination

The Company may only be able to proceed with a Business Combination if it has sufficient financial resources to pay the cash consideration required, or satisfy any minimum cash conditions under the transaction agreement, for such Business Combination taking into consideration the amounts due to the Class A Ordinary Shareholders who elect to redeem their Class A Ordinary Shares in advance of the Business Combination ("**Redeeming Shareholders**"). Although a Class A Ordinary Shareholder, or a group of Class A Ordinary Shareholders acting in concert, deemed to be holding in excess of 15% of issued Class A Ordinary Shares loses the ability to redeem all such Class A Ordinary Shares in excess of 15% of the issued Class A Ordinary Shares, there could still be a significant number of Redeeming Shareholders or redeemed shares in case of a contemplated Business Combination. In such event, financing the redemption of Class A Ordinary Shares held by Redeeming Shareholders would reduce the funds available to the Company to pay the consideration payable pursuant to the Business Combination and, as such, the Company may not have sufficient funds available to complete the Business Combination, or to satisfy any minimum cash conditions under the transaction agreement.

In the event that the aggregate cash consideration the Company would be required to pay for all Class A Ordinary Shares that are validly submitted for redemption plus any amount required to satisfy cash conditions pursuant to the terms of the Business Combination exceed the aggregate funds available to the Company, the Company will not complete the Business Combination or redeem any Class A Ordinary Shares, and all Class A Ordinary Shares submitted for redemption will be returned to the applicable Redeeming Shareholders, and the Company instead may search for an alternate Business Combination. The Company may decide to raise additional equity and/or debt, which could increase its overall financing costs and dilute the interests of non-Redeeming Shareholders, or not to complete the Business Combination, which each may adversely affect any return for investors.

If the Company would be able to propose a potential Business Combination to the Business Combination EGM, the Company will seek to mitigate this risk by working with multiple scenarios in its discussions with potential target companies and will generally seek Class A Ordinary Shareholders' concessions, under strict wall-crossing procedures, prior to formally proposing a potential Business Combination to the Business Combination EGM.

2.2.9. The Company may need to arrange third-party financing and there can be no assurance that it will be able to obtain such financing, which could compel the Company to restructure or abandon a particular Business Combination

Although the Company has not yet identified any specific prospective target company or business and cannot currently predict the amount of additional capital that may be required, the Proceeds may not be sufficient to complete a Business Combination of the size being contemplated by the Company. If the Company has insufficient funds available, the Company could be required to seek additional capital through an equity issuance and/or debt financing. Investors may be unwilling to subscribe for equity in the Company on attractive terms or at all. If the Company has insufficient funds and/or Treasury Shares (as defined below) available, the Company could be required to issue additional Class A Ordinary Shares via a parallel private investment in public equity ("**PIPE**") transaction to complete a Business Combination and/or seek additional capital through debt financing. Investors may be unwilling to subscribe for equity in the Company on attractive terms or at all. Any equity issuance, as well as the issuance of shares paid as consideration to the shareholders of a target company, may (i) dilute the equity interests of the Company's existing shareholders, (ii) cause a change of control if a substantial number of Class A Ordinary Shares are issued, which may result in the existing shareholders becoming the minority, (iii) subordinate the rights of holders of Class A Ordinary Shares if preferred shares are issued with rights senior to those of the Class A Ordinary Shares, or (iv) adversely affect the market prices of the Class A Ordinary Shares and Public Warrants. Furthermore, lenders may be unwilling to extend debt financing to the Company on attractive terms, or at all. There may be additional risks associated with incurring equity or debt financing to finance the Business Combination, including, in the case of debt financing, the imposition of operating restrictions or a decline in post-Business Combination operating results (due to increased interest expenses and/or restricted access to additional liquidity). The Company could also face further issues in an event of default under, or an acceleration of, the Company's indebtedness. The occurrence of any of these events could have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

To the extent additional equity and/or debt financing is necessary to complete a Business Combination and such financing remains unavailable or only available on terms that are unacceptable to the Company, the Company may be compelled to either restructure or abandon the proposed Business Combination, or proceed with the Business Combination on less favorable terms, which may reduce the Company's return on investment. Even if additional financing is not required to complete the Business Combination, the Company may subsequently require such financing to implement operational improvements in the target. The failure to secure additional financing or to secure such additional financing on onerous terms could have a material adverse effect on the continued development or growth of the target. Neither the Sponsors nor any other party are required to, or intend to, provide any financing to the Company in connection with, or following, the Business Combination. Any proposed funding of the consideration due for the Business Combination will be disclosed in the shareholder circular or combined circular and prospectus published in connection with the Business Combination EGM.

If the Company would be able to propose a potential Business Combination to the Business Combination EGM, the Company will seek to mitigate this risk by generally seeking Class A Ordinary Shareholders' concessions, under strict wallcrossing procedures, prior to formally proposing a potential Business Combination to the Business Combination EGM. Generally, the Company aims to complete a Business Combination that does not require additional financing, but if it does, it would conduct a comprehensive analysis in close consultation with investment banks on the feasibility of an equity raise or debt financing prior to proposing the Business Combination opportunity to the Business Combination EGM.

2.2.10. The Company may be liquidated before the completion of a Business Combination by the Business Combination Deadline, or may not be able to complete a Business Combination by the Business Combination Deadline, as a result of which it would cease all operations except for the purpose of winding up, redeem its Class A Ordinary Shares and liquidate, in which case Class A Ordinary Shareholders may receive less than €10.00 per Class A Ordinary Share or nothing at all in certain circumstances and any outstanding Public Warrants will expire worthless

If the Company decides to be liquidated before the completion of a Business Combination by the Business Combination Deadline, the liquidation proceeds per Class A Ordinary Share could be less than €10.00 or even zero and, in such cases, the Public Warrants would expire without value.

The Sponsors and the Directors have agreed that the Company must complete a Business Combination by the Business Combination Deadline. The Company cannot estimate how long it will take to identify a suitable Business Combination opportunity or whether it will be able to identify any suitable Business Combination opportunity at all by the Business Combination Deadline. Failure to identify a suitable Business Combination could result from factors including (but not limited to) a lack of suitable Business Combination targets and increased competition for such targets. Furthermore, even if an agreement is reached relating to a target business, the Company may fail to complete such Business Combination, because shareholders of that target business do not approve the transaction, or a required regulatory condition is not obtained, or other conditions precedent for completion for the Business Combination are not fulfilled. If the Company fails to complete a proposed Business Combination, it may be left with substantial unrecovered transaction costs, potentially including substantial break fees (which may amount to a percentage of deal value), costs of financial and legal advisers and accountants. Any such event will result in a loss to the Company of the related costs incurred, which could materially adversely affect subsequent attempts to identify and acquire a stake in another target business.

If no Business Combination is completed by the Business Combination Deadline, the Company will (i) cease all operations except for those required for the purpose of its winding up, (ii) repay to each Class A Ordinary Shareholder up to €10.00 per Class A Ordinary Share (whereby such redemption will completely extinguish Class A Ordinary Shareholders' rights as shareholders (including the right to receive further liquidation distributions, if any) and pay the pro rata amount of any net positive interest accrued on the amount deposited in the Escrow Account (both excluding any proceeds from the Additional Sponsor Subscription not used to cover negative interest), (iii) receive the remaining amounts on deposit in the Escrow Account, and (iv) as promptly as reasonably possible following such repayments under (ii) above and subject to the approval of its shareholders, liquidate and dissolve, subject, in the case of clauses (ii) and (iv), to the Company's obligations under Dutch law to provide for claims of creditors and the requirements of other applicable law. There will be no redemption rights or liquidating distributions with respect to the Public Warrants, which will expire

worthless if the Company fails to consummate a Business Combination within the Business Combination Deadline.
In addition, a liquidation of the Company may take a significant amount of time. As a result, the payments to be made to the Class A Ordinary Shareholders from the funds held in the Escrow Account may be delayed.

This risk is mitigated by the fact that the Company is committed to complete a Business Combination rather sooner than later and the Board is actively searching for a potential target company and is having early-stage discussions in this respect. Furthermore, if the Company does not consummate a Business Combination in the first 12 months after Settlement, the Sponsors will pay an additional sum (of up to € 1,400,000) to cover the Company's remuneration costs becoming payable after the first 12 months following Settlement and in the Prospectus. This additional payment may serve both as an incentive for the Sponsors' principals and as comfort for the investors.

2.2.11. 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 could negatively impact the target business' success

The Company's ability to successfully complete the Business Combination and the targets business' future success depends, in part, on the performance of a small group of individuals. While each possesses significant experience in targeting potential business opportunities, except for Mr. Stefan Winners, none of these individuals have been previously involved with a special purpose acquisition company. These individuals are of key importance for the identification of potential Business Combination opportunities and to complete the Business Combination. The Company believes that its success depends on the continued service of this key personnel and, except for Dr. Cornelius Baur and Dr. Thomas Rudolph, such key personnel is not required to commit any specified amount of time to the Company's affairs and, accordingly, they may have conflicts of interest in allocating their time among various business activities, including identifying potential business combinations and monitoring the related due diligence.

This risk is mitigated by the fact that the Company has well experienced, highly qualified Directors, whose skills are complementary. The Directors are personally involved both at an investment level (being the Sponsors' principals) and at board level and are dedicated to complete a Business Combination.

2.2.12. The Company's search for a target business may be materially adversely affected by the coronavirus (COVID-19) pandemic as well as the war between the Russia Federation and the Ukraine

The COVID-19 pandemic has resulted, and other adverse global health events could result, in widespread health crises that could adversely affect the economies and financial markets worldwide (including (North-Western) Europe), and the Company's search for a target business. The COVID-19 pandemic has resulted in governments globally implementing numerous measures in an attempt to contain the spread of the COVID-19 pandemic, such as travel bans and restrictions, curfews, quarantines, lock downs and the mandatory closure of certain businesses.

The Company may be unable to complete a Business Combination if continued concerns relating to COVID-19 restrict travel, or limit the ability to have meetings or conduct due diligence, with potential business targets, if vendors and services providers are unavailable to negotiate and complete a transaction in a timely manner, or if COVID-19 causes a prolonged economic downturn. The extent to which COVID-19 impacts the search for a Business Combination will depend on future developments, which are highly uncertain and cannot be predicted. If the disruptions caused by the outbreak of COVID-19 or other adverse global health events continue or become worse within the period from the date of this Annual Report until the Business Combination Deadline, the Company's ability to complete a Business Combination, or the operations of a target business with which the Company ultimately completes a Business Combination, may be materially adversely affected.

The same holds true regarding the war between the Russian Federation and the Ukraine. The Company does not intend to search for potential target companies in the Russian Federation, Belarus and/or the Ukraine. It is too early to evaluate the chance of any disruptive effect on the global economy and financial markets and therefore, the search of the Company for potential target companies and a Business Combination. The developments, as well as the related international government responses, are being closely monitored by the Company.

As a result of these global developments and economic uncertainties, the search of the Company may be adversely affected and it may be more of a challenge to valuate a potential target company, however the Company will keep focusing on underlying value and substance. Moreover, the controlling and combating of the COVID-19 pandemic may also give rise to opportunities for companies in the healthcare sector and as such for the Company to complete a possible Business Combination.

2.3. Risk management and Control Systems

The Board is responsible for the control environment, including risk management and internal control systems in order to properly manage the strategic, operational and other risks and uncertainties that could have a material adverse effect on the Company's business and day-to-day operations. The applicable risks and uncertainties for the Company are evaluated on a periodic basis by the Board.

The Company considers the risk of fraud and other dishonest activities within the Company to be limited given the structure of the Company and the trust among the Sponsors' principals who are the Directors. Furthermore, the Company does not engage with customers. Moreover, the Proceeds are held on the Escrow Account and may only be released under very strict conditions. The Company has a set of internal control measures and compliance policies, including amongst others, an authorization policy, sufficient level of segregation of duties, approval of bank payments, and a reporting and monitoring framework.

In accordance with best practice provision 1.4.3 of the Dutch Corporate Governance Code, the Board is of the opinion that, to the best of its knowledge:

- the report of the Board provides sufficient insights into any deficiencies in the effectiveness of the internal risk and control systems, and no deficiencies in the effectiveness of the internal risk and control systems have been identified;

- the internal risk management and control systems of the Company provide reasonable assurance that the financial reporting as included in the financial statements do not contain any material inaccuracies;
- there is a reasonable expectation that the Company will be able to continue its operations and meet its liabilities for at least twelve months, therefore, it is appropriate to adopt the going concern basis in preparing the financial reporting; and
- there are no material risks or uncertainties that could reasonably be expected to have a material adverse effect on the continuity of the Company's operations in the coming twelve months.

3. DUTCH CORPORATE GOVERNANCE CODE

The Company is subject to the Dutch Corporate Governance Code (the "**DCGC**"). The DCGC is based on a "comply or explain" principle. The deviations from the DCGC are:

3.1. Best practice provision 2.1.6: diversity

The Board presently does not meet the prescribed ratio between male and female members. When the Directors were selected, the Company could not find a female that met the requirements for a position on the Board. The Company fully recognises the benefits of having a diverse Board, but it is of the opinion that the current composition of the Board does not impact its functioning.

The Company recognizes the benefits of having a diverse Board and sees diversity in the Board as an important element in maintaining a competitive advantage. As such, the Board has adopted a diversity policy (the "**Diversity Policy**"). This Diversity Policy will be taken into account when considering the appointment and reappointment of the Directors.

The Board comprises two Executive Directors and four Non-Executive Directors, in total six Directors, of which all are men. The Company's objectives are to improve the gender diversity in the Board when a vacancy arises.

3.2. Best practice provision 2.1.7 , 2.1.8 and 5.1.1: independence of the Non-Executive Directors

The DCGC provides that a majority of the non-executive directors should be independent. The Company has two non-executive directors that are independent (Dr. Stefan Oschmann and Dr. Axel Herberg) and two non-executive directors that are non-independent (Mr. Stefan Winners and Mr. Peer M. Schatz) (also refer to Section 12.3 (*Independence of the Non-Executive Directors*) of the report of the Non-Executive Directors). Prior to his appointment as a Non-Executive Director of the Company, Mr. Winners as shareholder of the Sponsor Winners & Co. GmbH was involved in the foundation of the Company and also provided consultancy advice to the Company in connection with the preparation of the Private Placement. Accordingly, Mr. Winners will not qualify as "independent" within the meaning of best practice provision 2.1.8 DCGC. Moreover, Mr. Schatz has performed management duties for the Company as CEO for the Company from the incorporation of the Company until November 17, 2021 and will therefore also not qualify as "independent" within the meaning of best practice provision 2.1.8 DCGC. Nevertheless, the Company deems the balance of the Non-Executive Directors sufficient. Moreover, the Company aims to comply with this provision as from November 17, 2022.

3.3. Best practice provision 2.1.9 and 5.1.3: Independence of the chairman of the Board

The DCGC recommends that the chairman of the board should be independent. With effect as of the date of Admission, Mr. Stefan Winners has been appointed as Chairman. As described above, Mr. Winners will not qualify as “independent” within the meaning of best practice provisions 2.1.8 and 5.1.3 DCGC (also refer to Section 12.3 (*Independence of the Non-Executive Directors*) of the report of the Non-Executive Directors). Nevertheless, the Company has appointed Mr. Winners as Chairman as it considers Mr. Winners suitable for this position.

3.4. Best practice provision 4.3.3: majority requirements for dismissal and overruling binding nominations

The Directors are appointed by the general meeting upon the binding nomination of the Board. The general meeting may only overrule the binding nomination by a resolution passed by a two-thirds majority of votes cast, provided such majority represents more than half of the Company’s issued share capital. In addition, except if proposed by the Board, the Directors may be suspended or dismissed by the general meeting at any time by a resolution passed by a two-thirds majority of votes cast, provided such majority represents more than half of the Company’s issued share capital. The possibility to convene a new general meeting as referred to in Section 2:230(3) of the Dutch Civil Code (“**DCC**”) in respect of these matters has been excluded in the articles of association of the Company (the “**Articles of Association**”). The Company believes that these provisions support the continuity of the Company and its business and that those provisions, therefore, are in the best interests of the shareholders and other stakeholders.

4. DISCLOSURES PURSUANT TO ARTICLE 10 OF THE EU TAKEOVER DIRECTIVE

In accordance with the Dutch Takeover Directive (Article 10) Decree (*Besluit artikel 10 overnamerichtlijn*, the “**Decree**”), the Company makes the following disclosures:

4.1. Share capital of the Company

At 31 December 2021, the issued share capital of the Company consisted of 170,000,000 Class A Ordinary Shares, of which 150,0000,000 Treasury Shares (as defined below), representing approximately 96.23% of the aggregate issued share capital, and 6,666,666 Founder Shares, representing approximately 3.77% of the aggregate issued share capital, each with a nominal value of € 0.01 per share. No Preference Shares (as defined below) were outstanding. Any issued and outstanding Class A Ordinary Shares, Founder Shares and Preference Shares the “**Shares**”.

In accordance with Dutch law and the Articles of Association, each issued Share confers the right to cast one vote at the general meeting. Each shareholder may cast as many votes as they hold Shares and the Board may decide that each shareholder is entitled, whether in person or represented by a person holding a written proxy, to participate in, address and (where applicable) exercise its voting rights at the Company's general meeting by electronic means of communication.

The Company holds 150,000,000 Class A Ordinary Shares (the “**Treasury Shares**”). No votes may be cast on shares that are held by the Company or its direct or indirect subsidiaries or on shares for which it or its subsidiaries hold depository receipts.

For information on the rights attached to the Shares reference is made to the Articles of Association which can be found on the Company's website. To summarise, the rights attaching to the Shares comprise pre-emptive rights upon the issue of shares (which may be limited or precluded by a resolution of the Board), the right to attend the general meeting of the Company, and to speak and vote at such meetings and to resolve on the entitlement to the distribution of such amount of the Company's profit or reserves, after a proposal of the Board in this respect. Founder Shares and Preference Shares (as defined below) are not entitled to distributions from the general share premium reserves of the Company.

The holders of Public Warrants or Founder Warrants do not have the rights or privileges of Class A Ordinary Shareholders and any voting rights until they exercise their Public Warrants or Founder Warrants and receive Class A Ordinary Shares. After the issuance of Class A Ordinary Shares upon exercise of the Public Warrants or Founder Warrants, each holder of such Public Warrants or Founder Warrants, as applicable, will be entitled to one vote for each Class A Ordinary Share held of record on all matters to be voted on by Class A Ordinary Shareholders. No fractional Public Warrants or Founder Warrants will be issued and only whole Public Warrants or Founder Warrants will trade.

4.2. Limitations on the transfer of shares

4.2.1. Anti-takeover measure

The Board is authorized to implement an anti-take-over measure exercisable following completion of the Business Combination by granting to an outside foundation rights to subscribe for preference shares in the Company’s capital (the “Preference Shares”) up to a maximum corresponding with 100% of the issued and outstanding share capital of the Company, excluding any Preference Shares, outstanding immediately prior to the exercise of these subscription rights, less one share, provided that these subscription rights shall only be granted to the foundation. Class A Ordinary Shareholders and holders of Founder Shares do not have any pre-emptive rights upon the issuance of Preference Shares and holders of Preference Shares do not have any pre-emptive right in respect of the issuance of Class A Ordinary Shares or Founder Shares. The Board refers to the relevant provisions of the Articles of Association and the Prospectus for further details on this anti-take-over measure.

4.2.2. Sponsor Lock-Up

In the Sponsors Agreement (as defined below), the Sponsors have committed to the Company not to transfer, assign, pledge or sell and are as such bound by a contractual lock-up undertaking with respect to the Founder Shares, Founder Warrants, the Class A Ordinary Shares obtained by them as a result of converting Founder Shares, which undertakings and applicable exceptions are further detailed in the Prospectus.

4.3. Substantial holdings

The Company and its shareholders are not subject to the substantial shareholdings and voting rights notification obligations under the Dutch Financial Supervision Act (*Wet op het financieel toezicht*, the “**DFSA**”).

4.4. Special controlling rights

No special controlling rights are attached to the Shares in the Company.

4.5. System of control for equity incentive plans

The Company does not have any equity incentive plans.

4.6. Limitations on voting rights

For all matters submitted to a vote of the Company's shareholders, including any vote in connection with the Business Combination, except as required by Dutch law, all shareholders of the Company will vote together as a single class, with each share entitling the holder to one vote.

The voting rights attached to the Shares in the Company are not restricted, and neither are the terms in which voting rights may be exercised restricted. The Sponsors will be entitled to cast a vote on any of their Shares at the Business Combination EGM, including on a resolution to effect a Business Combination. The Sponsors entered into a sponsors agreement with the Company dated 16 November 2021 (the "**Sponsors Agreement**"), pursuant to which the Sponsors and the Company committed to vote on all Shares held by them in favor of any proposed Business Combination.

4.7. Agreements with shareholders which may restrict the transfer of Shares or limit voting rights

The Company is not aware of the existence of any agreements with shareholders of the Company which may result in restrictions on the transfer of Shares or limitation of voting rights, other than the Sponsors Agreement as described above.

4.8. Appointment and dismissal of Directors and amendment of the Articles of Association

4.8.1. Appointment and dismissal of the Directors

The general meeting of the Company (the "**General Meeting**") shall appoint the members of the Board upon a binding nomination by the Board and may at any time suspend or remove any member of the Board. In addition, the Board may at any time suspend an Executive Director.

A resolution of the General Meeting to appoint a Director can be adopted by simple majority of the votes cast representing at least half of the Company's issued capital.

The General Meeting may only overrule the binding nomination by a resolution passed by a two-third majority of votes cast, provided such majority represents more than half of the Company's issued share capital. In addition, except if proposed by the Board, the Directors may be suspended or dismissed by the General Meeting at any time by a resolution passed by a two-third majority of votes cast, provided such majority represents more than half of the Company's issued share capital. The possibility to convene a new general meeting as referred to in Section 2:230(3) DCC in respect of these matters has been excluded in the Articles of Association.

The Articles of Association provide that the number of Directors is determined by the Board, but there will be at least one Executive Director and one Non-Executive Director. Upon the appointment of a person as a Director, the General Meeting shall determine whether that person is appointed as Executive Director or as Non-Executive Director. The General Meeting can only appoint individuals as Non-Executive Director.

According to the board rules of the Company (the "**Board Rules**"), the Non-Executive Directors prepare a profile, taking account of the nature and the Company's activities. The profile addresses: the desired expertise and background of the Non-Executive Directors, the desired composition of the Non-Executive Directors, the number of Non-Executive Directors and the independence of the Non-Executive Directors. The diversity policy of the Company should also be taken into account.

4.8.2. Amendment of the Articles of Association

An amendment of the Articles of Association would require a resolution of the General Meeting that must first be proposed by the Board. A resolution to amend the Articles of Association requires a majority of at least two-thirds of the votes cast, provided that in case of any amendments to Articles 5.1 and/or article 18.2 of the Articles of Association such majority shall represent more than half of the issued share capital (with the exclusion of Section 2:230(3) DCC). In the event of a proposal to the General Meeting to amend the Articles of Association, a copy of such proposal containing the verbatim text of the proposed amendment will be deposited at the Company's office for inspection by shareholders and other persons holding meeting rights until the end of the meeting.

Furthermore, a copy of the proposal will be made available free of charge to shareholders and other persons holding meeting rights from the day it was deposited until the day of the meeting. A resolution of the General Meeting to amend the Articles of Association that has the effect of reducing the rights attributable to shareholders of a particular class is subject to approval of the meeting of holders of Shares of that class.

A resolution of the General Meeting to amend the Articles of Association that would materially and adversely affect the rights of holders of Class A Ordinary Shares, shall require a majority of at least 65% of the votes cast.

4.9. The Board's powers especially to issue shares

Pursuant to the Articles of Association, the Board has the authority to resolve to issue Public Warrants, Class A Ordinary Shares, Founder Shares and Founder Warrants (either in the form of a stock dividend or otherwise) and/or grant rights to acquire Class A Ordinary Shares.
As a matter of Dutch law, an issuance of Shares by the Company requires the execution of a notarial deed to that effect.

4.10. Significant agreements and changes in the control of the Company

The Company is not a party to any significant agreements which will take effect, will be altered or will be terminated upon a change of control of the Company as a result of a public offer within the meaning of section 5:70 of the DFSA.

4.11. Redundancy agreements in the event of a public takeover bid

On 31 December 2021, the Company did not have any employees. The Company has entered into an employment agreement with an employee who is a M&A specialist and who will enter into employment in the beginning of 2022. The employment agreement does not provide for any severance pay in the case of the termination of employment in connection with a public bid within the meaning of Article 5:70 of the DFSA.

The Company has not concluded any agreements with a Director that provides for any severance pay in the case of termination of such agreement in connection with a public bid within the meaning of Article 5:70 of the DFSA.

5. SHAREHOLDINGS OF EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTORS

The Sponsors' principals are the Directors of the Company and indirectly hold financial instruments in the Company.

- Dr. Cornelius Baur holds, indirectly through BAUR I&C GmbH, 1,266,666 Founder Shares and 1,285,920 Founder Warrants.

- Dr. Thomas Rudolph holds, indirectly through RNRI GmbH, 1,266,666 Founder Shares and 1,285,920 Founder Warrants.

- Dr. Axel Herberg holds, indirectly through CCC Investment GmbH, 1,266,666 Founder Shares and 1,285,920 Founder Warrants.

- Dr. Stefan Oschmann holds, indirectly through SO I GmbH, 1,266,666 Founder Shares and 1,285,920 Founder Warrants.

- Mr. Peer M. Schatz holds, indirectly through PS Capital Management GmbH, 1,266,666 Founder Shares and 1,285,920 Founder Warrants.

- Mr. Stefan Winners holds indirectly through Winners & Co. GmbH, 333,336 Founder Shares and 338,400 Founder Warrants.

6. REMUNERATION

This remuneration report summarises the guidelines and the principles followed by the Company in order to define and implement the Remuneration Policy (as defined below). In addition, this remuneration report provides the remuneration paid to the Executive Directors and the Non-Executive Directors for the year ended 31 December 2021.

6.1. Remuneration Policy

The remuneration policy of the Company was adopted by the General Meeting on 16 November 2021 (the “**Remuneration Policy**”). This Remuneration Policy is based on the following remuneration principles:

i. it aims to attract, retain and motivate talented and skilled individuals while protecting and promoting the objectives and strategy of the Company, with due observance of the long-term value creation for the Company and enhancement of the sustainable development of the Company;
ii. it provides for a market competitive remuneration package that is focused on achieving sustainable financial results aligned with the long-term strategy of the Company and fosters alignment of interests of Directors with shareholders;
iii. it aims to prevent Directors from acting in their own interests and taking risks that are not in line with the strategy and risk appetite of the Company;
iv. it is designed in the context of competitive market trends, statutory requirements, corporate governance best practices, the societal context around remuneration and the interests of the Company's shareholders and stakeholders;
v. it takes into account the nature of the Company as a "special purpose acquisition company"; and
vi. it is simple, clear and transparent.

The Non-Executive Directors are responsible for the implementation and monitoring of the Remuneration Policy. In 2021, the Company has complied with the Remuneration Policy.

Following a Business Combination, the remuneration of the Directors, if any, shall be disclosed in the shareholder circular published in connection with the Business Combination EGM. The remuneration shall conform to applicable laws and regulations and is expected to be in line with market practice for similar sized companies.

Even though the Company is not in principle in favour of making exceptions to the principles underlying the Remuneration Policy, the Company, upon recommendation of the Non-Executive Directors (in the absence of a remuneration committee), shall be allowed to temporarily derogate from the Remuneration Policy in exceptional circumstances as defined by the DCC. Exceptional circumstances only cover situations in which the derogation from this Remuneration Policy is necessary to serve the long-term interests and sustainability of the Company as a whole or to assure its viability. The rationale and details of any such deviation will be disclosed in the Company's Annual Report.

6.2. Remuneration of the Executive Directors

The authority to establish the remuneration of the Executive Directors is vested with the Non-Executive Directors, with due observance of the Remuneration Policy and applicable provisions of law.

The remuneration of the Executive Directors only consists of an annual fixed fee. Executive Directors will not receive any variable remuneration and will not be granted shares and/or rights to (subscribe for) shares.

Dr. Cornelius Baur and Dr. Thomas Rudolph have been appointed as Executive Directors and will receive an annual gross remuneration for their services in such capacity of € 470,000 each (plus the reimbursement of reasonable out-of-pocket expenses, including reasonable travel expenses, and any VAT payable thereon, provided that the underlying receipts/invoices are provided to the Company).

The Company shall reimburses the Executive Directors for reasonable out-of-pocket expenses incurred when fulfilling his or her services under the service agreement (including reasonable travel expenses) and any value added taxes payable thereon provided that the underlying receipts/invoices are provided to the Company. The Company has taken out a directors' and officers' liability insurance for the benefit of its Directors.

6.3. 2021 remuneration of the Executive Directors

The remuneration of the Executive Directors is in accordance with the Remuneration Policy. There are no loans, advances or guarantees provided by the Company to or on behalf of an Executive Director.

The following table summarise the remuneration received by the Executive Directors for the year ended 31 December 2021.

Executive Director	Fixed fee	Other benefits	Total remuneration
Dr. Cornelius Baur	€ 56,502.49	€ 505.00	€ 57,007.49
Dr. Thomas Rudolph	€ 40,140.34	€ 225.96	€ 40,366.30

Note:
The fixed fee of Dr. Thomas Rudolph will partly be paid in 2022.

6.4. Remuneration of the Non-Executive Directors

The remuneration of the Non-Executive Directors shall be determined by the General Meeting, with due observance of the Remuneration Policy and applicable provisions of law. The Non-Executive Directors shall from time to time submit a clear and understandable proposal on their remuneration to the General Meeting.

The remuneration of the Non-Executive Directors reflects the time spent and responsibilities of their roles.

The remuneration of the Non-Executive Directors only consists of an annual fixed fee. Executive Directors will not receive any variable remuneration and will not be granted shares and/or rights to (subscribe for) shares.

The Non-Executive Directors, except for Mr. Stefan Winners, will receive an annual gross remuneration for their services as Non-Executive Directors of € 40,000 each, and Mr. Stefan Winners, who serves as Chairman, will receive an annual gross remuneration for his services as Chairman and Non-Executive Director of € 240,000 (in each case plus reimbursement of reasonable out-of-pocket expenses, including reasonable travel expenses, any VAT payable thereon, provided that the underlying receipts/invoices are provided to the Company). Mr. Winners will continuously provide advice to the Company, and the Company expects to benefit from Mr. Winners deep experience in SPAC and de-SPAC life-cycle management, in particular for Lakestar SPAC I SE.

The Company shall reimburse the Non-Executive Directors for reasonable out-of-pocket expenses incurred when fulfilling his or her services under the service agreement (including reasonable travel expenses) and any value added taxes payable thereon provided that the underlying receipts/invoices are provided to the Company. The Company has taken out a directors' and officers' liability insurance for the benefit of its Directors.

6.5. 2021 remuneration of Non-Executive Directors

The remuneration of the Non-Executive Directors is in accordance with the Remuneration Policy. There are no loans, advances or guarantees provided by the Company to or on behalf of a Non-Executive Director.

The following table summarise the remuneration received by the Non-Executive Directors for the year ended 31 December 2021.

Non-Executive Director	Fixed fee	Consultancy fee	Total remuneration
Mr. Stefan Winners	€ 28,000	€ 173,830.82	€ 201,830.82
Mr. Peer M. Schatz	€ 5,000	€ -	€ 5,000
Dr. Axel Herberg	€ 5,000	€ -	€ 5,000
Dr. Stefan Oschmann	€ 5,000	€ -	€ 5,000

Note:
The fixed fees of Mr. Peer M. Schatz, Dr. Axel Herberg and Dr. Stefan Oschmann will be paid in 2022. The consultancy fee for Mr. Stefan Winners will partly be paid in 2022.

6.6. Service agreements

The Executive Directors and the Chairman have entered into a service agreement with the Company, as disclosed in the Prospectus.

There are no existing or proposed service agreements or letters of appointment between the other Directors and the Company.

6.7. Severance arrangements

The Directors will not be entitled to any severance pay and are not eligible to participate in a pension scheme or other pension related benefits (see par. 4.11 of this Board Report).

7. CONFLICTS OF INTEREST

Under Dutch law and the Articles of Association, a Director shall be prohibited from taking part in any discussion or decision-making that involves a subject or transaction in relation to which such Director has a direct or indirect personal conflict of interest with the Company and its business. The Articles of Association provide that if as a result of these rules, no resolution of the Board can be adopted, the resolution can nonetheless be adopted by the Board as if none of the Directors had a conflict of interest. In that case, each Director is entitled to participate in the discussion and decision-making process and to cast a vote. These rules apply equally with respect to decision-making relating to related party transactions (as defined by Dutch law) in which a Director is involved.

During 2021, no conflict of interests matters occurred with respect to the Company and the Directors.

8. RELATED PARTY TRANSACTIONS

The Company has a related party transactions policy providing for procedures for directors to notify a potential related party transaction (the "**Related Party Transactions Policy**"). Potential related party transactions shall be subject to review by and prior approval of the Non-Executive Directors in accordance with Dutch law. The Non-Executive Directors may approve the related party transaction only if it determines that it is in the interests of the Company and its stakeholders.

Related party transactions include transactions between the Group and "related parties" as defined in the Related Party Transactions Policy, including, one or more shareholders representing 10% of the issued share capital in the Company, a director and any parties qualifying as such in accordance with IFRS (IAS 24 – Related Party Disclosures) (as defined below).

On 30 July 2021, the Company and the Sponsors entered into a loan agreement (the "**Shareholder Loan Agreement**"). An amount of € 1,500,000 was drawn under the Shareholder Loan Agreement. The Company and the Sponsors have agreed to set off the amount of € 1,500,000 due under the Shareholder Loan Agreement against part of the aggregate subscription price for the Founder Warrants. Currently, there are no amounts outstanding under the Shareholder Loan Agreement.

Besides, the Company has not entered into related party transactions.

9. CODE OF CONDUCT AND ETHICS

The Board adopted the code of conduct and ethics (the "**Code of Conduct and Ethics**") on 16 November 2021.

The Company is committed to the principles of non-discrimination, respect for human rights and individual freedoms. Harassment, which includes unwanted sexual advances, subtle or overt pressure for sexual favors, badgering, innuendos and offensive propositions, are not tolerated. The Company is committed to conduct its purpose in accordance with the highest business, ethical, moral and legal standards, in good faith, with due care and in the best interests of the Company and its stakeholders, and the Company seeks similar standards in any legal entity it would pursue to enter into a Business Combination with.

10. AUDIT

10.1. Financial statements

Result appropriation the Company realised a loss of € 2.5 million. The proposal to the General Meeting is to recognise this loss in other reserves. The Directors have signed the financial statements to comply with their statutory obligation pursuant to article 2:101, paragraph 2, of the DCC.

10.2. External auditor

The Board has evaluated the activities performed for the Company by Deloitte Accountants B.V. It is apparent that Deloitte Accountants B.V. is capable of forming an independent judgment concerning all matters that fall within the scope of its auditing task; there is a good balance between the effectiveness and efficiency of their actions, for example in relation to auditing costs, risk management and reliability.

11. STATEMENT OF THE BOARD

The Board is responsible for preparing this Annual Report in accordance with applicable laws and regulations. This annual report comprises the Board Report, the Consolidated Financial Statements and some other information.

The Board has prepared the Annual Report in accordance with International Financial Reporting Standards ("**IFRS**") as adopted by the European Union and the relevant provisions of Part 9, Book 2 of the DCC. In preparing the Annual Report, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable IFRS as adopted by the European Union and the relevant provisions of the DCC have been followed, subject to any material deviations disclosed and explained in the annual report; and
- prepare the annual report on a going concern basis, unless it is inappropriate to presume that the Company will continue in business.

The Board is responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose, with reasonable accuracy at any time, the financial position of the Company and enable them to ensure that the annual report complies with applicable law. The Board has assessed whether the risk assessment executed showed any material failings in the effectiveness of the Company's internal risk management and control systems. Though such systems are designed to manage and control risks, they can provide reasonable, but not absolute, assurance against material misstatements. Based on this assessment, to the best of our knowledge and belief, no material failings of the effectiveness of the Company's internal risk management and control systems occurred and the internal risk and control systems provide reasonable assurance that the Financial Statements do not contain any errors of material importance.

With reference to section 5:25c of the DFSA, the Board confirms that, to the best of its knowledge:

- the Company's financial statements, which have been prepared in accordance with IFRS and the relevant provisions of the DCC, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company;
- the Board Report gives a true and fair view on the situation on the balance sheet date, the development and performance of the business and the position of the Company and includes a description of the principal risks and uncertainties that the Company faces;

- and having taken all matters considered by the Board and brought to the attention of the Board during the financial year into account, the Directors consider that the Annual Report, taken as a whole is fair, balanced and understandable. The Directors believe that the disclosures set out in this Annual Report provide the information necessary for shareholders to assess the Company's position, performance, business model and strategy.

After conducting a review of management analysis, the Directors have reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, the Directors consider it appropriate to adopt the going-concern basis in preparing this Annual Report.

12. REPORT OF THE NON-EXECUTIVE DIRECTORS

This is the report of the non-executive directors of the Company over the financial year 2021, as referred to in best practice provision 5.1.5 of the DCGC.

The Board is a one-tier board, comprising both executive directors having responsibility for the day-to-day management of the Company and non-executive directors not having such day-to-day responsibility. The tasks of the executive and non-executive directors in a one-tier board such as the Board may be allocated under or pursuant to the articles of association, provided that the general meeting has stipulated whether such director is appointed as executive or as non-executive director and furthermore provided that the task to supervise the performance by the directors of their duties can only be performed by the non-executive directors. Regardless of an allocation of tasks, all directors remain collectively responsible for the proper management and strategy of the company (including supervision thereof in case of non-executive directors).

It is the responsibility of the non-executive directors to supervise the policies carried out by the executive directors and the general affairs of the Company and its affiliated enterprise, including the implementation of the strategy of the Company regarding long-term value creation. In so doing, the non-executive directors act solely in the interest of the Company.

With a view of maintaining supervision on the Company, the non-executive directors regularly discuss the long-term business plans, the implementation of such plans and the risks associated with such plans with the executive directors.
Details of the current composition of the Board, including the Non-Executive Directors, and its committees are set forth in Sections 1.3 (*The Board*) and 12.5 (*Board committees*).

12.1. Supervision by the Non-Executive Directors

The Non-Executive Directors supervised the policies carried out by the Executive Directors and the general affairs of the Company. In so doing, the Non-Executive Directors have also focused on the effectiveness of the Company's internal risk management and control systems, the integrity and quality of the financial reporting and the Company's long-term business plans, the implementation of such plans and the risks associated.

The Non-Executive Directors supervised the adoption and implementation of the strategies and policies by the Group, reviewed this Annual Report, including the Company's financial results, received updates on legal and compliance matters, and they have been regularly involved in the review and approval of transactions entered into with related parties. The Non-Executive Directors have also reviewed the reports of the Board and its committees. Furthermore, the Non-Executives regularly discuss the target selection and the long-term business plans of the potential targets.

12.2. Internal audit function

The Company does not have an internal audit function. The need for an internal audit function is assessed on a yearly basis by the Non-Executive Directors. The Non-Executive Directors concluded that an internal audit function is not necessary due to the nature of the Company as a special purpose acquisition company.

12.3. Independence of the Non-Executive Directors

Each non-executive director owes a duty to the Company to properly perform his duties and to act in the Company's corporate interest. Under Dutch law, the Company's corporate interest extends to the interests of all its stakeholders, including its shareholders, creditors and employees. Pursuant to best practice provisions 2.1.7 and 2.1.8 of the DCGC, at most one non-executive director does not have to meet the independence criteria as set out in the DCGC.

The Company deviates from best practice provision 2.1.7 as it has two Non-Executive Directors that are non-independent Mr. Stefan Winners and Mr. Peer M. Schatz, as further described in Section 3.2 (*Best practice provision 2.1.7 , 2.1.8 and 5.1.1: independence of the Non-Executive Directors*).

12.4. Functioning of the Board (evaluation accountability)

The Non-Executive Directors discussed and evaluated (i) their own functioning, (ii) the functioning of the individual Non-Executive Directors; (iii) the functioning of the Board as a whole; and (iv) the functioning of the individual Executive Directors, in accordance with the provisions of the Board Rules. The Executive Directors too have evaluated their own functioning as a whole and of each of them individually.

The evaluation was initiated by the Chairman and the following items where discussed by the Non-Executive Directors: team effectiveness, interaction, transparency, composition and profile, competences, effectiveness of individual Directors, quality of information and the relationship between the Executive Directors and the Non-Executive Directors.

The outcome of the evaluation is positive. Despite its relatively new composition, it was found that the Board has rapidly organized itself in an effective and efficient manner and considers the contributions of each Director to be complementary in nature. There is a good level of transparency amongst both the Executive Directors and the Non-Executive Directors. The Board evaluation delivered areas for improvement and key topics for 2022. The Board has conducted an annual review to identify any aspects with regard to which the Directors require further training or education during their term of office. Given the nature of the Company as a special purpose acquisition company and the various backgrounds and expertise from the Directors, each Director has an own responsibility to train and educate itself on such topics as may be required.

The Non-Executive Directors shared their reflections with the Executive Directors and had an individual discussion with each to discuss last year's performance, area of improvement and/or development and key priorities for 2022.

Furthermore, the Non-Executive Director monthly discuss the functioning of the Board and how this can be improved. The Non-Executive Directors discuss together with the Executive Directors.

12.5. Board committees

12.5.1. Audit Committee

The Company has an audit committee (the "**Audit Committee**"), which exercises the duties as prescribed in the decree on the establishment of an audit committee in organizations of public interest (*Besluit instelling auditcommissie bij organisaties van openbaar belang*).

The Audit Committee consists of the following Non-Executive Directors: Dr. Axel Herberg (chairman), Dr. Stefan Oschmann (deputy chairman) and Mr. Stefan Winners.

The duties of the Audit Committee include:

- informing the Board of the results of the statutory audit and explaining how the statutory audit has contributed to the integrity of the financial reporting and how the Audit Committee has fulfilled this process;
- monitoring the financial reporting process and making proposals to safeguard the integrity of the process;
- monitoring the effectiveness of the internal control systems, the internal audit system and the risk management system with respect to financial reporting;
- monitoring the statutory audit of the annual accounts, and in particular the process of such audit
- monitoring the independence of the external auditor; and
- adopting procedures with respect to the selection of the external auditor.

The Audit Committee advises the Board and prepares decision-making on matters such as the supervision of the integrity and quality of the financial reporting and the effectiveness of the internal risk management and control systems.

The Company operated only six weeks as a listed company in 2021. As a consequence, the Audit Committee did not hold any meetings and as such has not prepared a report for 2021. From the beginning of 2022, the first meetings of the Audit Committee will take place. The Audit Committee will report to the Non-Executives in accordance with the DCGC. The Non-Executive Directors will evaluate and supervise the performance of the Audit Committee for the first time in 2022.

12.5.2. Other Committees

The Board may decide to install committees whenever it deems appropriate. Currently, other than the Audit Committee, the Board has not installed any committees as this is not required under Dutch law or the DCGC based on the current composition of the Board. If the Board would in the future consist of more than four Non-Executive Directors, it should, in addition to the existing Audit

Committee, appoint from among its members a remuneration committee and a selection and appointment committee to remain in compliance with the DCGC.

In accordance with best practice provision 2.3.2 of the DCGC, if the Board decides not to establish a remuneration committee or a selection and appointment committee, the best practice provisions applicable to such committee(s) apply to all the Non-Executive Directors.

12.6. Meetings and attendance

The Board held four regular meeting in 2021. All such meetings were attended by the Directors. All Directors attended all the meetings, as such the absenteeism rate is zero.

13. LOOKING AHEAD

The Non-Executive Directors wish to thank the Executive Directors for their dedication and commitment in aiming to realize a Business Combination prior to the Business Combination Deadline. The Non-Executive Directors continue to advise and support the Executive Directors in the search for a Business Combination and the manner in which its strategy is implemented.

On behalf of the Board of
European Healthcare Acquisition & Growth Company B.V.

Dr. Cornelius Baur
CEO

Mr. Stefan Winners
Chairman of the Board

FINANCIAL STATEMENTS

European Healthcare Acquisition & Growth Company B.V., Munich

Financial statements

for the period 9 July 2021 to 31 December 2021

Contents

European Healthcare Acquisition & Growth Company B.V., Munich

Statement of profit or loss and other comprehensive income
for the period 9 July 2021 to 31 December 2021

	Notes	2021 €000
Other operating expenses	5.1	(1,013)
Operating loss		(1,013)
Fair value adjustments of warrants	5.2	(669)
Effective interest on ordinary shares subject to redemption	5.3	(703)
Interest expenses	5.4	(141)
Finance costs		(1,513)
Loss for the period		(2,526)
Other comprehensive income		0
Total comprehensive loss for the period, net of tax		(2,526)
Earnings per share	7	
Basic and diluted earnings per share		(1.51)

The accompanying notes form an integral part of these financial statements.

European Healthcare Acquisition & Growth Company B.V., Munich

Statement of financial position

	Notes	31 December 2021 €000
Assets		
Current assets		
Deferred cost	11	510
Cash and cash equivalents	12	207,892
		208,402
Total assets		208,402
Equity and liabilities		
Equity		
Issued capital	13	67
Share premium	13	6,767
Retained earnings		(2,526)
Total equity		4,308
Non-current liabilities		
Redeemable ordinary shares	8	188,435
Market warrants	9	8,500
Founder warrants	10	4,907
		201,842
Current liabilities		
Trade and other payables	15	2,121
Interest payable	16	131
		2,252
Total liabilities		204,094
Total equity and liabilities		208,402

The accompanying notes form an integral part of these financial statements.

European Healthcare Acquisition & Growth Company B.V., Munich

Statement of changes in equity
for the period 9 July 2021 to 31 December 2021

	Issued capital (Note 13) €000	Share premium (Note 13) €000	Retained earnings €000	Total equity €000
At inception	**0**	**0**	**0**	**0**
Loss for the period	0	0	(2.526)	**(2.526)**
Other comprehensive income	0	0	0	**0**
Total comprehensive loss	0	0	(2.526)	**(2.526)**
Shares issued	67	6.767	0	**6.834**
At 31 December 2021	**67**	**6.767**	**(2.526)**	**4.308**

The accompanying notes form an integral part of these financial statements.

European Healthcare Acquisition & Growth Company B.V., Munich

Statement of cash flows

for the period 9 July 2021 to 31 December 2021

	Notes	2021 €000
Operating activities		
Loss for the period		(2,526)
Adjustments to reconcile net loss to cash flows:		
Fair value adjustments of warrants	5.2	669
Effective interest on ordinary shares subject to redemption	5.3	703
Interest expense	5.4	131
Working capital adjustments:		
Increase in deferred costs	11	(510)
Increase in trade and other payables	15	2,121
Net cash flows from operating activities		588
Financing activities		
Proceeds from issued units	8	200,000
Transaction costs related to issuance of ordinary shares	8	(4,268)
Transaction costs related to issuance of founder shares	13	(47)
Proceeds from issued founder shares and founder warrants	10, 13	11,619
Net cash flows from financing activities		207,304
Net increase in cash and cash equivalents		207,892
Cash and cash equivalents at 9 July 2021		0
Cash and cash equivalents at 31 December 2021	12	207,892

The accompanying notes form an integral part of these financial statements.

1. CORPORATE INFORMATION

European Healthcare Acquisition & Growth Company B.V. (“the Company” or “EHC”) was incorporated on 9 July 2021 in Amsterdam, the Netherlands, as a Dutch operators-led special purpose acquisition company incorporated under the laws of the Netherlands as a private company with limited liability (besloten vennootschap met beperkte aansprakelijkheid) with its business address in Munich, Germany. The financial statements of the Company for the period ended 31 December 2021 were authorised for issue in accordance with a resolution of the directors on 26 April 2022.

The Company is registered with the Netherlands Chamber of Commerce under the number 83366180 since 9 July 2021. The registered office of the Company is located at Theresienhoehe 28, 80339 Munich, Germany.

EHC was admitted to listing and trading on the regulated market of Euronext Amsterdam on 18 November 2021 pursuant to a private placement (“Private Placement”) in which it raised €200 million (“Proceeds”) in gross proceeds in accordance with the terms and conditions set out in the Company’s Prospectus which has been issued on 16 November 2021.

The Founders of the Company are BAUR I&C GmbH, RNRI GmbH, CCC Investment GmbH, SO I GmbH, PS Capital Management GmbH and Winners & Co. GmbH (the “Sponsors”) which are affiliates of the Company’s Directors, Dr. Cornelius Baur, Dr. Thomas Rudolph, Dr. Axel Herberg, Dr. Stefan Oschmann, Peer Schatz and Stefan Winners, respectively.
As of the date of the Private Placement, Peer Schatz served as Chief Executive Officer (“CEO”) of the Company. With effect as of the date of admission, Dr. Cornelius Baur has been appointed as CEO and Peer Schatz became a non-independent non-executive director. With effect as of 1 December 2021, Dr. Thomas Rudolph has been appointed as Chief Investment Officer (“CIO”) of the Company. The CEO and the CIO are the executive directors of the Company.

The Board of directors (“Board”) of the Company also includes Stefan Winners (non-independent non-executive director) as well as Dr. Axel Herberg and Dr. Stefan Oschmann (independent non-executive directors). With effect as of the date of the admission, Peer Schatz became a non-independent non-executive director. Also, with effect as of the date of admission, Stefan Winners has been appointed as chairman of the Board. The non-executive directors together with the executive directors are the directors of the Company. The Company will be effectively managed in Germany.

The Company has been established for the purpose of entering into a business combination with an operating business in the form of a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with, or acquisition of, one or more target companies or businesses with the purpose of creating a single business (a “Business Combination”). The Company intends to focus on companies or businesses with principal operations in Europe in the healthcare sector, with a special focus on the subsectors Biotechnology and Specialty Pharma, Pharma Services, Medical Technology and Medical Devices, Diagnostic and Lab Services, Bioinformatics as well as Life Science Tools (the “Specific Healthcare Sectors”). The Company intends to acquire the Shares in one or more target companies and subsequently provide management services to the target(s) for remuneration.

The Company intends to seek a suitable target for the Business Combination in the Specific Healthcare Sector. The Company will have 24 months from the first day of trading to consummate a Business Combination. Otherwise, the Company will be liquidated and distribute all of its assets to its shareholders.

The Company has the legal ownership of the Private Placement cash. In order to ensure that the Proceeds are used for no other purpose than the situations as disclosed, the Company entered into an escrow agreement with Deutsche Bank AG. Following the Private Placement, 100% of the Proceeds have been transferred to an escrow account. Pursuant to the escrow agreement, the amounts held in the escrow account will generally not be released unless and until the occurrence of the earlier of a Business Combination or Liquidation.

The Company has 20,000,000 redeemable Ordinary Shares issued and outstanding as at 31 December 2021 which are traded on the regulated market of Euronext Amsterdam under the symbol "EHCS" since 18 November 2021. Likewise, the Company's 6,666,666 Market Warrants are also traded on the regulated market of Euronext Amsterdam under the symbol "EHCW".

2. SIGNIFICANT ACCOUNTING POLICIES

2.1. Basis of preparation

These financial statements have been prepared for the first time and in accordance and comply with International Financial Reporting Standards ("IFRS-EU") and interpretations adopted by the European Union, where effective, for financial years beginning 1 January 2021 and also comply with the financial reporting requirements included in Part 9 of Book 2 of the Dutch Civil Code.

The Company was incorporated on 9 July 2021. The period from 9 July 2021 to 31 December 2021 is the first year of incorporation. In accordance with the articles of association the reporting year is the calendar year.

Following the Business Combination, the Company intends to provide management services to the target(s) for remuneration. The Company's operations are not affected by significant seasonal or cyclical patterns.

2.2. Going concern

These financial statements have been prepared on a going concern basis. The Company has a 24-month period to complete a Business Combination. The costs relating to the search for a target company and the completion of a Business Combination are expected to be covered by the proceeds from the issuance of the Founder Shares and Warrants and the Additional Sponsor Subscription. However, the Company cannot assure any investor in the Company that this expectation is accurate. Any investor in the Company should always consider the risk factors set out in the Prospectus.

If the Company does not complete a business combination within 24 months from the settlement date of the IPO (the "Business Combination Deadline"), the Company shall, within no more than three months after such 24-month period, convene a general meeting for the purpose of adopting a resolution to dissolve and liquidate the Company and to delist the Ordinary Shares and Market

Warrants. In the event of a 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 Founder Shares and the Ordinary Shares and in accordance with a pre-determined order of priority. There will be no distribution of proceeds or otherwise with respect to any of the Market Warrants or the Founder Warrants, and all such Market Warrants and Founder Warrants will automatically expire without value upon occurrence of such a liquidation. These conditions indicate the existence of a material uncertainty, which may cast significant doubt about the company's ability to continue as a going concern.
The (financial) risk for our shareholders is largely mitigated by the fact that the Company holds €202.5 million (less negative interest) in an escrow account, which can only be released upon meeting strict requirements. The Company has raised proceeds from the sale of the Founder Shares and Founder Warrants amounting to €11.6 million, which is considered to be sufficient to cover working capital and other running costs and expenses.

If the Company does not consummate a Business Combination within the first 12 months, the Sponsors, i.e. the Founders, will pay an additional sum as additional purchase price for the Founder Warrants subscribed that will be used to pay the Company's remuneration costs becoming payable after the first 12 months until the completion of the Business Combination or the Business Combination Deadline. Such additional sum can be paid in one or more instalments of up to another €1,400,000 in the aggregate, based on the Company's expected timing for the Business Combination. Such payments of an additional purchase price will not result in the issuance of any additional Founder Warrants.

2.3. New standards, interpretations and amendments not adopted by the Company

The following Standards and Interpretations became effective for annual reporting periods beginning on or after January 1, 2021:

- Amendments to IFRS 7, IFRS 9 and IAS 39: Interest rate benchmark reform.
- Amendments to IFRS 16 Leases: Covid-19-Related Rent Concessions beyond 30 June 2021: EU effective date 1 April 2021.
- IFRIC agenda decision on Configuration or Customization Costs in a Cloud Computing Arrangement.

None of these new Standards and Interpretations had a material impact on our financial statements.

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2021 reporting periods and have not been early adopted by the Company. These standards are not expected to have a material impact on the Company in the current or future reporting periods and on foreseeable future transactions:

- Amendments to IAS 1: Classification of Liabilities as Current or Non-current.
- Amendments to IFRS 3: Reference to the conceptual framework.
- Amendments to IAS 16: Property, Plant and Equipment: Proceeds before Intended Use.
- Amendments to IAS 37: Onerous Contracts – Costs of Fulfilling a Contract.

- Annual Improvements to IFRS Standards 2018-2020 Cycle: Amendments to IFRS 1 First time Adoption of International Financial Reporting Standards, IFRS 9 Financial instruments, IFRS 16 Leases and IAS 41 Agriculture.
- Amendments to IAS 1 and IFRS Practice Statement 2: Disclosure of accounting policies.
- Amendments to IAS 8: Definition of accounting estimates.

2.4. Summary of significant accounting policies

International accounting standards include IFRS, IAS (International Accounting Standards) and their interpretations (Standing Interpretations Committee) and IFRICs (International Financial Reporting Interpretations Committee).

The repository adopted by the European Commission is available on the following internet site: http://ec.europa.eu/finance/accounting/ias/index_en.htm

2.4.1. Functional and presentation currency

These financial statements are presented in Euro, which is the Company's functional currency. All amounts have been rounded to the nearest thousand, unless otherwise indicated ("€000" or "€ k").

2.4.2. Basis of measurement

These financial statements have been prepared on a historical cost convention, unless stated otherwise.

2.4.3. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Company recognises a financial asset or a financial liability when it becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date i.e. the date that the Company commits to purchase or sell the asset.

Financial assets: The Company classifies its financial assets as subsequently measured at amortised cost or measured at fair value through profit or loss on the basis of both:

- The entity's business model for managing the financial assets
- The contractual cash flow characteristics of the financial asset

The Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit and loss, transaction costs.

Financial assets measured at amortised cost: This is the category most relevant to the Company. A debt instrument is measured at amortised cost if it is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Financial assets at amortised cost are subsequently measured using the effective interest rate (EIR) method and are subject to impairment. Gains and losses are recognised in profit and loss when the asset is derecognised, modified or impaired.

The Company includes in this category cash and cash equivalents.

Financial liabilities: The financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or financial liabilities at amortised cost.
The Company's financial liabilities include trade and other payables, interest-bearing loans and borrowings.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial liabilities measured at amortised cost: This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

The Company includes in this category Ordinary Shares, interest-bearing loans and borrowings and trade and other payables.

Financial liabilities measured at fair value through profit or loss: Financial liabilities measured at fair value through profit or loss include Warrants. These financial liabilities are initially recognised at fair value with subsequent changes in fair value being recognised in the income statement.

Derecognition: A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Impairment of financial assets: The Company has chosen to apply an approach similar to the simplified approach for expected credit losses ("ECL") under IFRS 9 to its financial assets. Therefore the Company recognises a loss allowance based on lifetime ECLs at each reporting date. The Company's approach to ECLs reflects a probability-weighted outcome, the time value of money and reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

2.4.4. Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash at banks and on hand and short-term highly liquid deposits with a maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows. The carrying amounts of these approximate their fair value. This includes the Cash & Cash equivalents which are stored on the Company's Escrow Account.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

2.4.5. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability
  or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For the purpose of fair value disclosures, the Company has determined Classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

2.4.6. Taxes

Income tax recognized in the statement of profit or loss and other comprehensive income includes current and deferred tax.

(i) Current tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit or loss and other comprehensive income.

(ii) Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Deferred tax assets are tested for impairment on the basis of a tax planning derived from management business plans.

Such deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

2.4.7. Classification of the instruments issued by the Company

The Company has assessed the instruments issued by the Company whether they should be accounted for as share-based payments within the scope of IFRS 2 or as financial instruments within the scope of IAS 32 *Financial instruments*. This assessment involves consideration of all terms and conditions attached to the instruments and as to whether the instruments were issued by the Company for a service to the Company, potentially at a discount or subject to service or performance conditions. The Board concluded that Ordinary Shares, Founder Shares as well as Market Warrants and Founder Warrants should be accounted for under IAS 32.

(i) Redeemable Ordinary Shares

The Board assessed the classification of redeemable Ordinary Shares in accordance with IAS 32 and concluded that the redeemable Ordinary Shares do not meet the criteria for equity treatment and must be recorded as liabilities. The Ordinary Shares have certain redemption features that are considered to be outside of the Company’s control and subject to occurrence of uncertain future events. Accordingly, the Company classifies the redeemable Ordinary Shares as financial liabilities at amortised cost in accordance with IFRS 9. The transaction costs directly attributable to the issuance of the redeemable Ordinary Shares are deducted from the initial fair value and are therefore part of the effective interest rate. Refer to Note 8 for more details.

(ii) Market Warrants

The Board assessed the classification of Market Warrants in accordance with IAS 32 under which the Market Warrants do not meet the criteria for equity treatment and must be recorded as financial liabilities. Accordingly, the Company classifies the Market Warrants as liabilities at their fair value through profit and loss. Refer to Note 9 for more details.

(iii) Founder Shares

The Sponsors currently hold 6,666,666 Founder Shares at the nominal value of price of €0.01 per Founder Share. The Sponsors paid an additional purchase price for the Founder Shares in the aggregate of €1,400,000 that will be used, inter alia, to cover remuneration costs.

The total value of the package of Founder Shares, Founder Warrants and Additional Sponsor Subscription issued at Settlement are intertwined and entered into in contemplation of each other, therefore these instruments were assessed together. The price paid for each instrument cannot be assessed in isolation. However, the total package does reflect a market transaction which should reflect fair value. As such, for the Founder Shares issued at Settlement the total consideration paid for the package of Founder Shares, Founder Warrants and Additional Sponsor Subscription is considered as one transaction.

The rights and interests of the Founder Shareholders differ from those of the Ordinary Shareholders. The Founder Shares carry risks that the Ordinary Shares do not, namely the Founder Shares contribute the capital at risk and are subordinated to the Ordinary Shares in the event of Liquidation. This means that the Founder Shareholders carry a greater risk of losing their investment and therefore have a higher incentive to successfully complete the Business Combination.

The Board concluded that, due to the significant remaining risks associated with completing the Private Placement and a Business Combination at the time the Founder Shares were issued, the fair value of the Founder Shares at issue was equal to their (recalibrated) issue price of €0.01 per share for the Shares issued at incorporation of the Company and €1.25 per share issued at Settlement. This also does not indicate a share-based payment in the scope of IFRS 2.

The Founder Shares are not covered under the Share Repurchase Arrangement and will only automatically convert into Public Shares upon closing of the Business Combination on a 1:1 basis (subject to anti-dilution provisions in certain circumstances) in the in four tranches further explained in Note 13.

For the classification assessment in accordance with IAS 32, each tranche is considered a separate unit. As such the fixed-for-fixed requirements are met. If the share price hurdle in tranches 2 onwards are never met, or the time runs out for tranche 4, then these Founder Shares will not convert. However, they are still entitled to voting rights and dividend rights. Each tranche is a separate unit in accordance with IFRS 9, as the Ordinary Shares obtained through each tranche can be transferred separately. Furthermore, the different tranches are not linked economically as each tranche will be exercised separately.

Any conversion of Founder Shares into Ordinary Shares does not require the holder to make any payment. Therefore, there is no contractual obligation for the Company to repay the holders of the Founder Shares. While the Company may pay dividends to Founder Shareholders, the dividend rights of the Founders are the same as those of the Ordinary Shareholders and the granting of dividends is at the discretion of the Company. Thus, the Company is not contractually obligated to pay dividends.

The Founder Shares are, therefore, classified as equity instruments per IAS 32.

At initial recognition, the Founder Shares are recognized at fair value less transaction costs. No subsequent changes to initial recognition are recognized.

(iv) Founder Warrants

The Sponsors subscribed for 5,128,000 Founder Warrants at a price of €1.50 per warrant in a separate private placement (the "Sponsors Capital At-Risk"). The Sponsors Capital At-Risk will be used to finance the Company's working capital requirements (including due diligence costs in connection with the Business Combination) and other running costs and Private Placement and Admission expenses, except for the fixed deferred listing commission and the discretionary deferred listing commissions (together, the "Deferred Listing Commissions"), that will, if and when due and payable, be paid from the Escrow Account, until the completion of the Business Combination.

Management evaluated the terms of the Founder Warrants in the context of this potential scope exclusion from IAS 32. The total value of the package of Founder Shares, Founder Warrants and Additional Sponsor Subscription issued at Settlement are intertwined and are assessed together. The fair value of the Founder Warrants at issue was less than the issue price of €1.50 per Founder Warrant. However, the overpayment of the Founder Warrant is reallocated to the Founder Shares. As such we conclude that the fair value of the Founder Warrants at issue was equal to their allocated price.

The subscription rights are derivatives which, from the issuer`s perspective, represent written call options on its own Shares. As such, they are contracts within the scope of IAS 32.13 that give rise to a financial asset for the holders and a financial liability or equity instrument for the issuer. As financial instruments, they fall within the scope of IAS 32.

Upon a cashless exercise of the subscription right, EHC is obliged to deliver a number of shares that is calculated on the basis of the quotient of (i) the fair market value of the shares minus the exercise price (ii) divided by the fair market fair value of the shares. Hence, the number of shares to be delivered is not fixed, but variable.

Founder Warrants are, therefore, classified as financial liability. Refer to Note 10 for further details.

In addition, the Sponsors subscribed 1,640,000 Founder Warrants at a price of €1.50 per Founder Warrant, for an aggregate purchase price of €2,460k (the "Additional Sponsor Subscription"). The proceeds of the Additional Sponsor Subscription will be used to cover any negative interest on the funds held in the Escrow Account, up to an amount equal to the proceeds from the Additional Sponsor Subscription to allow, in case of a liquidation of the Company after expiry of the Business Combination Deadline or in case of redemptions of Ordinary Shares in the context of a Business Combination, for a redemption at €10.00 per Ordinary Share. For any excess portion of the Additional Sponsor Subscription remaining after completion of the Business Combination and the redemption of Ordinary Shares, the Sponsors may elect to either (i) request repayment of the remaining cash portion of the Additional Sponsor Subscription by redeeming the corresponding number of Founder Warrants subscribed for under the Additional Sponsor Subscription, or (ii) to keep the Founder Warrants subscribed for under the Additional Sponsor Subscription in which case the Company may keep the remaining cash portion of the Additional Sponsor Subscription for discretionary use. Founder Warrants will have substantially the same terms as the Market Warrants, except that they will not be redeemable, may be exercised on a cashless basis, and are subject to certain lock-up arrangements.

The total value of the package of Founder Shares, Founder Warrants and Additional Sponsor Subscription issued at Settlement are intertwined and are assessed together. The fair value of the Additional Sponsor Subscription at issue was less than the issue price of €1.50 per Founder Warrant. However, the overpayment of the Founder Warrant was reallocated to the Founder Shares.

The Additional Sponsor Subscription are derivatives which, from the issuer`s perspective, represent written call options on its own shares. As such, they are contracts within the scope of IAS 32.13 that give rise to a financial asset for the holders and a financial liability or equity instrument for the issuer. As financial instruments, they fall within the scope of IAS 32. The Additional Sponsor Subscription is classified as financial liability and shown under Founder Warrants in the statement of financial position.

2.4.8. Cash flow statement

The cash flow statement has been prepared using the indirect method, whereby profit or loss is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments, and items of income or expense associated with investing or financing cash flows. Non-cash transactions are not included in the statement of cash flows. EHC has chosen to present interest paid on cash and cash equivalents as operating cash flows.

The cash stored on the escrow meets the definition of IAS 7.6 and is therefore included as cash and cash equivalents in the cash flow statement.

2.4.9. Operating segments

The activities of the Company are considered to be a single operating segment under IFRS 8. Hence no further segmental disclosures are included in the financial statements.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses.

Actual results and outcomes may differ from management's estimates and assumptions due to risks and uncertainties, including uncertainty in the current economic environment due to the current economic uncertainties amongst other driven by the invasion of Russia in Ukraine and the development of the coronavirus.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

a. Significant Judgements

Accounting judgements were required regarding the accounting of Founder Shares and Founder Warrants: A key consideration for the accounting treatment of these financial instruments is whether the instruments should be accounted for by applying IAS 32 or IFRS 2. The distinction between applying IFRS 2 or IAS 32 is important, because the classification as debt or equity can be different depending on whether IFRS 2 or IAS 32 applies. It has been concluded that the financial instruments shall be analyzed in accordance with IAS 32 and that IFRS 2 is not applicable for the accounting of the Founder Shares and Founder Warrants.

For the classification assessment in accordance with IAS 32, each tranche of Founder Shares is considered a separate unit. As such, the fixed-for-fixed requirements in accordance with IAS 32 are met and Founder Shares are accounted for as equity.

Regarding the Founder Warrants the Company is obliged to deliver a number of shares that is calculated on the basis of the quotient of (i) the fair market value of the shares minus the exercise price (ii) divided by the fair market fair value of the shares. Hence, the number of shares to be delivered is not fixed, but variable. As a result, Founder Warrants are to be classified as financial liability.

b. Significant estimates

Significant areas of estimation in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are:

c. Valuation of the instruments issued by the Company (see notes 8, 9 and 10)).

The Market and Founder Warrants - The fair value of the Market Warrants at the issue date (see note 8). The Market and Founder Warrants have been valued by applying a binomial tree model, which is considered a generally accepted valuation methodology for these instruments. The Company is of the opinion that the there has been too limited trades in the Company's Market Warrants that the value for which they are traded on Euronext is representative for the fair value of the instrument. The main area's of estimation uncertainty within the binomial tree model is the estimated volatility and the success probability of the Business Combination. Within disclosure note 10 we have disclosed the sensitivities on these inputs of the binomial tree model.

4. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Board has the overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions.

The Company was newly formed and currently generates no revenue. The Company does not have any foreign currency transactions. Hence, currently the Company does not face foreign currency risks.

4.1. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's objective when managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. As at 31 December 2021, the Company has sufficient funds (including the right to demand up to €1,400k for further renumeration costs from the Sponsors) to pay its obligations for the 12 months.

4.2. Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is currently exposed to credit risk from its financing activities, including deposits with banks and financial institutions. No specific counterparty risk is being assessed as cash and cash equivalents are mostly deposited with a BBB+ (Fitch) or A2 (Moody's) rated bank. Holders of the redeemable ordinary shares are compensated for the negative interest on the escrow account by the founders of the Company.

4.3. Market risk

Market risk is the risk that changes in market prices – e.g. interest rates and equity prices – will affect the EHC's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

5. OTHER EXPENSES

5.1. Other operating expenses

The other operating expenses of €1,013k incurred in 2021 mainly include fees for tax, accounting, auditor's, directors' fees and consulting services.

5.2 Fair value adjustments of warrants

	For the period ended 31 December 2021
	€000
Fair value loss Market Warrants	(500)
Fair value loss Founder Warrants	(169)
	(669)

Market Warrants and Founder Warrants are recognized at fair value and re-measured to fair value at each reporting period.

The valuations at inception were as follows:

- Market Warrant: €1.20, so 1/3 is €0.40
- Founder Warrant: €0.70

As at 31 December 2021, the following valuations were applied:

- Market: €1.275
- Founder Warrant: €0.725

Please refer to note 9 and note 10 for further details regarding Market Warrants and Founder Warrants.

5.3 Effective interest on ordinary shares subject to redemption

The initial fair value of the Ordinary Shares issued at Settlement is €9.60 per share. The allocated transaction costs amount to €4,268k. Assuming 24-months till maturity gives an effective interest rate of 3.35%. Consequently, on interest expense of €703k has been recorded.

5.4 Interest expenses

Interest expenses include negative interest for the balances held in the Escrow account (€131k) as well as other interest expenses (€10k).

6. INCOME TAXES

The reconciliation between actual and theoretical tax expense is as follows:

	For the period ended 31 December 2021
	€000
Profit/(Loss) for the period after tax	(2,526)
Income tax	0
Profit/(Loss) for the period before tax	(2,526)
Theoretical tax charges, applying the tax rat of 32.96%	833
Losses for which no deferred tax has been created	833
Income tax	0

The tax rate used in reconciliation above is the tax rate (32.96%) as the Company is domiciled in Munich, Germany.

Deferred tax assets on tax loss-carryforwards and temporary differences have not been recognised in respect of the loss incurred within the period ended 31 December 2021 because it is not probable that future taxable profit will be available against which the Company can utilise the benefits therefrom. Unused tax losses of the Company can be used without a time limit.

7. EARNINGS PER SHARE

Basic earnings per share ("EPS") is calculated by dividing the profit or loss for the period attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the period.

Diluted EPS is calculated by dividing the profit or loss attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the period plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

The following table reflects the income and share data used in the basic and diluted EPS calculations:

	As at 31 December 2021
Loss attributable to Founder equity holders:	(2,526)
Weighted average number of ordinary shares for basic and diluted EPS	1,676,265
Basic and diluted EPS	(1.51)
Number of potential further shares not considered because they are antidilutive:	
Redeemable Ordinary Shares	20,000,000
Market Warrants and Founder Warrants	13,434,666
Total	33,434,666

8. REDEEMABLE ORDINARY SHARES

The Company has completed its Private Placement on 18 November 2021 for the issuance of 20,000,000 redeemable Ordinary Shares and 6,666,666 Market Warrants. The 20,000,000 units (the "Units"), each consisting of one Ordinary Share and 1/3 Market Warrant, were placed at a price of € 10.00 per unit representing a total placement volume of €200 million.

Ordinary shareholders may request redemption of all or a portion of their Ordinary Shares in connection with the Business Combination, subject to the conditions and procedures set forth in the Articles of Association. Ordinary Shares will only be redeemed under the following conditions, (i) the Business Combination is approved by the general meeting of shareholders and subsequently consummated, (ii) a holder of Ordinary Shares notifies the Company of its request to redeem a portion or all of its Ordinary Shares in writing by completing a form approved by the Board for this purpose that will be included with the convening notice for the general meeting of shareholders and such notification is received by the Company not earlier than the Publication of the notice convening the general meeting of shareholders for the approval of the Business Combination and not later than two business days prior to the date of the general meeting of shareholders convened for the purpose of approving the Business Combination, and (iii) the holder of Ordinary Shares transfers its Ordinary Shares to a trust depositary account specified by the Company in the notice convening the general meeting of shareholders.

Each Ordinary Share that is redeemed shall be redeemed in cash for a price equal to the aggregate amount on deposit in the escrow account related to the proceeds from the Private Placement of the Ordinary Shares and Market Warrants, divided by the number of the then outstanding Ordinary Shares, subject to (i) the availability of sufficient amounts on the escrow account and sufficient distributable profits and reserves of the Company.

The Ordinary Shares are classified as a financial liability and therefore must be measured at fair value at initial recognition and will then subsequently be accounted for at amortised cost.

The Market Warrants are classified as a derivative financial liability and therefore measured at fair value both at initial recognition and subsequently, with the change in fair value being recognised in profit or loss.

In the Private Placement, institutional investors subscribed on an arm’s length basis for the unit, where each unit comprised of one Ordinary Share and one third of a Market Warrant, at €10 per each. The Company considers this to be the combined fair value of one Ordinary Share and one third of Market Warrant at initial recognition.

To allocate the initial €10 fair value of one unit between the Ordinary Shares and Market Warrants a binomial option pricing model valuation was used, applying a volatility of 40%, as there were no comparable quoted financial instruments to the Ordinary Shares and Market Warrants. When adjusting for the probability of a successful Business Combination of 50%, this valuation implied initial fair values of €9.60 for an Ordinary Share and €1.20 for a Market Warrant (€0.40 for a third of a Market Warrant).

The two unobservable inputs to this valuation are as follows:

Volatility (implied in Prospectus)	40%
Success probability of Business Combination	50%

The sensitivity of the valuation to changes in these inputs are:

Input	**Sensitivity**	**Ordinary Share value**	**Market Warrant value**
Volatility estimate	+/-10%	-€0.07/+€0.09 -1%/+1%	+€0.22/-€0.27 +19%/-22%
Success probability	+/-10%	-€0.07/+€0.07 -1%/+1%	+€0.22/-€0.22 +18%/-18%

As the lowest level significant input in the Ordinary Share and Market Warrant valuation on initial recognition is unobservable, these are both Level 3 valuations.

The calculation of the effective interest rate on the Ordinary Shares incorporates the proportion of the direct issue costs attributable to the Ordinary Shares. The proportion of these costs attributable to Market Warrants has been recognised in administrative expenses and finance expenses respectively.

The amortized cost of the Ordinary Shares was derived as follows:

	As at 31 December 2021
	€000
Proceeds from public units	200,000
Fair value of Market Warrants on inception	(8,000)
Assigned costs of issuance	(4,268)
Subtotal: Amount of the liability at initial recognition	187,732
Interest expense relating to Ordinary Shares	703
Ordinary Shares, amortized costs	188,435

Refer to note 10 for the table with changes in level 3 items.

9. MARKET WARRANTS

The Company issued 6,666,666 Market Warrants which may be exercised to subscribe for Ordinary Shares, and which are accounted for as a financial liability at fair value through profit or loss in accordance with IAS 32. Refer to Note 8 for details on the fair value measurement at initial recognition.

From 18 November 2021, the Ordinary Shares and Market Warrants have been separately listed and traded on Euronext Amsterdam. The price at which the Ordinary Shares were traded on 22 December 2021 was €9.80. However, due to a lack of liquidity in the Market Warrants during the period leading up to 31 December 2021 and afterwards, there was no recent quoted price at which trading in the Market Warrants took place and as such the pricing of these Warrants does not provide a reliable indication of the fair value of the Warrants at the year end. Therefore, a binomial option pricing model valuation was used again, applying a volatility of 40% and adjusting for a 50% probability of a successful Business Combination, to determine the fair value of the Warrants at €1.275 given the most recent transaction price of an Ordinary Share of €9.80 as of 22 December 2021.

The sensitivity of the valuation to changes in the two unobservable inputs are:

Input	Sensitivity	Market Warrant value
Volatility estimate (40%)	+/-10%	+€0.25/-€0.31 +20%/-24%
Success probability (50%)	+/-10%	+€0.26/-€0.26 +20%/-20%

As the lowest level significant input in this valuation is unobservable, this is a Level 3 valuation.

Refer to note 10 for the table with changes in level 3 items.

10. FOUNDER WARRANTS

Founder Warrants are categorized as financial liabilities at fair value through profit or loss as of the admission date of the warrant agreement. They are initially recognized at fair value and are subsequently measured at fair value through profit or loss, with any fair value gains or losses being recognized in the statement of profit or loss.

The fair value measurement of the Founder Warrants at initial recognition was determined by reallocating the total consideration paid by the Sponsors over the different Founder Instruments and transferred based on their stand-alone fair values. Therefore, alternative valuation techniques were used to determine these fair values at inception. Using an option pricing model, after applying a 50% discount for the lock-up period, a volatility of 40% and a 50% probability of a successful Business Combination, at inception the fair value of the Founder Warrants was estimated to be €0.70. The sensitivity of the valuation to changes in the two unobservable inputs are:

Input	Sensitivity	Founder Warrant value
Volatility estimate (40%)	+/-10%	+€0.20/-€0.21 +28%/-29%
Success probability (50%)	+/-10%	+€0.29/-€0.24 +42%/-35%

As the lowest level significant input in this valuation is unobservable, this is a Level 3 valuation.

However, since the Founder Warrants are not publicly traded and there are no comparable quoted financial instruments, alternative valuation techniques were used to determine their fair value at the year end. Using an option pricing model whilst after applying a 50% discount for the lock-up period, a volatility of 40% and a 50% probability of a successful Business Combination, at 31 December 2021 the fair value of the Founder Warrants was estimated to be €0.725 (given the most recent transaction price of an Ordinary Share of €9.80 as of 22 December 2021).

The sensitivity of the valuation to changes in the two unobservable inputs are:

Input	Sensitivity	Founder Warrant value
Volatility estimate (40%)	+/-10%	+€0.21/-€0.22 +29%/-30%
Success probability (50%)	+/-10%	+€0.32/-€0.26 +44%/-36%

As the lowest level significant input in this valuation is unobservable, this is a Level 3 valuation.

The following table presents the changes in level 3 items for the period ended 31 December 2021:

	Market Warrants €000	Founder Warrants €000	Total €000
Opening balance 9 July 2021	0	0	0
Issuance of instruments	8,000	4,738	12,738
(Gains)/losses recognised in statement of profit or loss	500	169	669
Closing balance 31 December 2021	8,500	4,907	13,407

All losses in the table above are unrealized and relate to the Market Warrants and Founder Warrants held at the balance sheet date. Gain/losses are recorded in the line item “Fair value adjustment of warrants” in the statement of profit or loss and other comprehensive income.

11. DEFERRED COST

The deferred cost capitalized of €510k is related to insurance premiums paid by the Company.

12. CASH AND CASH EQUIVALENTS

The amount of cash and cash equivalents was €207,892k as at 31 December 2021 and included €5,432k of cash balance held by the Company for operating purposes and cash balances held in escrow of €202,460k. The use of the cash balances held in escrow is restricted as outlined in the Prospectus.

The Company has transferred all of the gross proceeds from the Private Placement of the units (€200,000k) and the Additional Sponsor Subscription (€2,460k) into an escrow account with Deutsche Bank Aktiengesellschaft. In case of a Business Combination, the amounts held in the escrow account will be paid out in a specific order of priority as disclosed in the Prospectus.

If the Company does not consummate a Business Combination by the relevant deadline, the amounts standing to the credit of the escrow account will be distributed to the Company, and, after deduction of the unused portion, if any, of the proceeds from the Additional Sponsor Subscription, at the first priority distributed to the holders of the Public Shares.

The proceeds from the Additional Sponsor Subscription will be used to cover the negative interest paid on the proceeds held in the escrow account. In 2021, an amount of €131k for negative interest has been accrued as interest payable. The amount of cash balances held in escrow account was €202,460k as at 31 December 2021.

13. ISSUED CAPITAL AND RESERVES

13.1. Share capital

The Sponsors initially held 100 Founder Shares which were issued at the nominal value of price of €0.01 per Founder Share. The Sponsors subscribed for additional 6,666,566 Founder Shares at the nominal value of price of €0.01 per Founder Share, representing 25% of the Company's voting rights (not taking into account any Treasury Shares).

The Sponsors paid an additional purchase price for the Founder Shares in the aggregate of €1,400,000 that will be used, inter alia, to cover remuneration costs. This payment of the additional purchase price did not result in the issuance of any additional Founder Shares.

Upon and following the completion of the Business Combination, the Founder Shares shall convert into Ordinary Shares on a one-for-one basis in accordance with the following schedule, whereby each holder of Founder Shares will be eligible for such conversion in proportion to its holdings of Founder Shares (and in each case to be rounded to a full number of converted Founder Shares as determined by the Board):

I. 26.67% of the Founder Shares on the Trading Day ("Trading Day" being a day on which Euronext Amsterdam is open for trading) following the completion of the Business Combination ("Tranche 1"),

II. 26.67% of the Founder Shares upon the closing price of the Ordinary Shares exceeding €12.00 for any 10 Trading Days within a 30 Trading Days period ("Tranche 2"),

III. 26.67% of the Founder Shares upon the closing price of the Ordinary Shares exceeding €15.00 for any 10 Trading Days within a 30 Trading Days period (“Tranche 3”), and

IV. 20% of the Founder Shares upon the closing price of the Ordinary Shares exceeding €20.00 for any 10 Trading Days within a 30 Trading Day period, but not earlier than 720 days following the completion of the Business Combination and provided that by that time the Sponsors (or any of them) still hold 50% of the aggregate of Ordinary Shares converted under Tranche 1, Tranche 2 and Tranche 3 (“Tranche 4”),

and further provided that the conversion of Tranche 4 into Ordinary Shares shall be excluded upon and following the fifth anniversary of the completion of the Business Combination; while, notwithstanding the foregoing, any Founder Shares transferred by private sales or transfers made in connection with the completion of the Business Combination at prices no greater than the price at which the Founder Shares were originally purchased, will be converted into Ordinary Shares according to the above schedule (the “Promote Schedule”), but will continue to be subject to the Sponsor Lock-Up, relating to the Founder Shares, Founder Warrants and Ordinary Shares resulting from the conversion in accordance with the Promote Schedule.

The Founder Shares will not be listed or admitted to trading on Euronext Amsterdam and have the same voting rights as the Ordinary Shares. Further, The Founder Shares are entitled to the general profit reserve of the Company and therefore carry the same dividend entitlements as the Ordinary Shares. However, they will not be entitled to the share premium reserve and, in case of a dissolution or liquidation of the Company, holders of Founder Shares will rank behind Ordinary Shareholders in the distribution waterfall. Holders of Founder Shares are not provided with the redemption right.

The Founders have committed not to transfer, assign, pledge or sell any of the Founder Shares and Founder Warrants other than to Permitted Transferees (as defined in the Prospectus) in accordance with the Founder Lock-Up. From the consummation of the Business Combination, the Ordinary Shares received by the Founders as a result of the conversion in accordance with the Promote Schedule, except for Excluded Shares (defined below), will become transferrable on the first anniversary of the Business Combination or earlier if, at any time, the closing price of the Ordinary Shares equals or exceeds € 12.00 for any 20 trading days within any 30 trading day period (the “Founder Lock-Up”). Excluded Shares are Ordinary Shares representing half of the first tranche of Shares converted in accordance with the Promote Schedule, that are transferable without restrictions by the Founders from the consummation of the Business Combination.

Any conversion of Founder Shares into Public Shares does not require the holder to make any payment. Therefore, there is no contractual obligation for the Company to repay the holders of the Founder Shares. While the Company may pay dividends to Founder Shareholders, the dividend rights of the Founders are the same as those of the Public Shareholders and the granting of dividends is at the discretion of the Company. Thus, the Company is not contractually obligated to pay dividends.

At initial recognition, the Founder Shares are recognized at fair value less transaction costs. No subsequent changes to initial recognition are recognized.

The initial fair value of the Founder Shares issued at Incorporation is €0.01 per share. The initial fair value of the Founder Shares issued at Settlement is €1.25 per share. The allocated transaction costs based on a standalone fair value basis amount to €47k.

13.2. Share premium

Payments received in excess of the nominal value of the Founder Shares are allocated to the share premium.

14. TREASURY SHARES

On 17 November 2021, the Company issued 150,000,000 Treasury Shares to the Sponsors at the nominal value of €0.01 which were subsequently be repurchased by, or transferred back to the Company for the purpose of allotting the Treasury Shares to investors around the time of the Business Combination and when Public Warrants or Founder Warrants are exercised. Each of the Sponsors, except for Winners & Co. GmbH will subscribe to 19% (i.e., 28,500,000 Treasury Shares) of the Treasury Shares, and Winners & Co. will subscribe to 5% (i.e., 7,500,000 Treasury Shares) of the Treasury Shares. As a result, the Company will hold a total of 150,000,000 Treasury Shares in its own capital in treasury. As long as these Treasury Shares are held in treasury they do not yield dividends, do not entitle the Company to voting rights and do not count towards the calculation of dividends or voting percentages. The Treasury Shares are admitted to listing and trading on Euronext Amsterdam under the ticker symbol EHCT and ISIN NL0015000K02.

15. TRADE AND OTHER PAYABLES

Trade and other payables amount to €2,121k as at 31 December 2021.

Trade and other payables are related to legal and other services received by the Company. The carrying amounts of these approximate their fair value.

16. INTEREST PAYABLE

The interest payable is related to the negative interest of the funds at the Escrow account for 2021. The carrying amounts of these approximate their fair value.

17. COMMITMENTS AND CONTINGENIES

As disclosed in the Prospectus the underwriters are potentially entitled to a Business Combination Underwriting Fee. This fee is only payable upon completion of the Business Combination and will not be paid out of the Costs Cover, but from the funds held in the Escrow Account. As of 31 December 2021, the Business Combination Underwriting Fee is considered a contingent liability under IAS 37, amounting to maximum of €6 million.

Also, as disclosed in the Prospectus the Founders will be obliged to pay an additional sum if the Company does not consummate a Business Combination within the first 12 months. The Founders will pay an additional sum as additional purchase price for the Founder Warrants subscribed that will be used to pay the Company's remuneration costs becoming payable after the first 12 months until the completion of the Business Combination or the Business Combination Deadline. Such additional sum can be paid in one or more instalments of up to another €1,400,000 in the aggregate, based on the Company's expected timing for the Business Combination. Such payments of an additional purchase price will not result in the issuance of any additional Founder Warrants. As of 31 December 2021, this additional sum is considered a contingent asset, amounting to a maximum of €1.4 million.

18. RELATED PARTY DISCLOSURES

Parties are considered to be related if one party has the ability to control or jointly control the other party or exercise significant influence over the other party in making financial or operational decisions. Related parties also include key management personnel, i.e. the board members, responsible for planning, directing and controlling the activities of the Company.

Transactions with related parties are assumed when a relationship exists between the Company and a natural person or entity that is affiliated with the Company. This includes, amongst others, the relationship between the Company and its subsidiaries, shareholders, directors and key management personnel. Transactions are transfers of resources, services or obligations, regardless of whether anything has been charged.

18.1. Transaction with the Sponsors

- The charged service fee for the services provided under a consultancy agreement as disclosed in the Prospectus amounts to €173k (consultancy fees).
- Fixed fees for the CEO and CIO (€97k) starting November 2021.
- Fixed fees for the Non-Executive Board members (€43k).
- The incorporation of the Company (including the costs thereof) including the issuance of the Founder Shares; and
- The issuance of the Founder Warrants to the Sponsors.

18.2. Terms and conditions of transactions with related parties

There have been no guarantees provided or received for any related party receivables or payables. The Founders and the Company have agreed to set off the principal amount (k€ 1,500) due under a the Shareholder Loan Agreement entered into between the Founders and the Company against part of the aggregate subscription price for these Founder Warrants. The shareholder loan was consequently terminated.

18.3. Remuneration of Board Members

There are no advances or loans granted to members of the Board at the end of 31 December 2021. The remuneration for all members of the Board, which are all considered key management personnel, in 2021 amounted to €97k for the Executive Directors and €216k for the Non-Executive Directors. The remuneration of the members of the Board only consists of short-term benefits.

19. AUDIT FEES

The Company incurred the following audit expenses from its auditors, Deloitte Accountants B.V. Note that part of these expenses are included in the transaction costs related to the Private Placement:

- Audit of the financials statements: €53k
- Other audit procedures: €113k

20. EVENTS AFTER THE REPORTING PERIOD

On 22 February 2022 the Russian Federation invaded the Ukraine. The global consequences of this issue may impact the business operations and the intended Business Combination processes, and there is uncertainty in the nature and degree of its continued effects over time. Due to this event it might be more difficult to progress and finalize with the intended Business Combination.

OTHER INFORMATION

1. INDEPENDENT AUDITOR'S REPORT

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Independent auditor's report

To the Shareholders and the Board of European Healthcare Acquisition and Growth Company B.V.

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS 2021 INCLUDED IN THE ANNUAL REPORT

Our opinion

We have audited the financial statements 2021 of European Healthcare Acquisition and Growth Company B.V., based in Munich. The financial statements comprise the Company financial statements.

In our opinion:

- The accompanying Company financial statements give a true and fair view of the financial position of European Healthcare Acquisition and Growth Company B.V. as at December 31. 2021, and of its result for the period from July 9, 2021 to December 31, 2021 in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The financial statements comprise:

1. The Company Statement of Financial Position as at December 31, 2021.
2. The following statements for the period from July 9, 2021 to December 31, 2021: the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows.
3. The notes comprising a summary of the accounting policies and other explanatory information.

Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the "Our responsibilities for the audit of the financial statements" section of our report.

We are independent of European Healthcare Acquisition and Growth Company B.V. in accordance with the EU Regulation on specific requirements regarding statutory audit of public-interest entities, the Wet toezicht accountantsorganisaties (Wta, Audit firms supervision act), the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore, we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA, Dutch Code of Ethics).

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter on material uncertainty related to going concern

The Management Board has assessed the going concern assumption, as part of the preparation of the financial statements, and disclosed this in the Financial Statements (note 2.2 Going Concern). The Management Board states that if the Company does not complete a business combination within 24 months after the settlement of the IPO (November 19, 2023), the Ordinary Shares and Public Warrants will be delisted and the company must be dissolved and liquidated. Management indicates this is a material uncertainty, which may cast significant doubt about the ability to continue as a going concern.

We have obtained this management’s assessment. As part of our procedures, we have evaluated the Company’s budget and considered the fact that upon preparation of the financial statement no proposed

Business Combination has been agreed nor communicated. This management assessment indicate the existence of a material uncertainty which may cast significant doubt about the company’s ability to continue as a going concern. Our opinion is not modified in respect of this matter.

We have outlined the responsibilities of the Board and ourselves in the “Description of responsibilities regarding the financial statements” section further below.

Emphasis of Matter on Uncertainty of Valuation of Warrants
In disclosure note 9 and 10 management elaborated on the valuation of the market warrants and the founder warrants. The absence of representative market data requires management to calculate the value of the instruments based on a mathematical valuation model. The model applied is common and general accepted valuation methodology used for the valuation of these financial instruments. Management has added a sensitivity analyses on the impact of the main assumptions that are used as input variable in a valuation model. From the sensitivity analyses as disclosed by management it appears that the value of the warrants are highly sensitive to the variation of particularly two unobservable assumptions:

- The estimated chance of successfully completing a business combination; and
- The volatility of the associated underlying instrument.

Both assumptions however are inherently uncertain and judgmental. The chance of completing a business combination is uncertain until negotiations with one or more candidates are sufficiently advanced and is ultimately dependent upon the approval of the Shareholders. The volatility associated with the underlying candidate typically would vary with the market the candidates are operating in. Until a business combination candidate is proposed, no objective data on the volatility is therefore available. Furthermore a discount to the value of the founder warrants of 50% for the lock-up period is based on assumptions of management.

The outcome of the valuation based on the calculation, can be different from the price for which the public warrants are traded around December 31, 2021. This is due to the inherent uncertainties on the main variables as included in the valuation, combined with absence of more objective information that can be used by market participants and the Company when performing the valuation of the warrants and the limited volumes traded. The value of the SPAC is particularly derived from the cash that is available for the business combination and from the valuation of the target company. The value of the warrants will be primarily relevant after a business combination. In case no business combination is realized the value of the warrants will be zero.

Based on the sensitivities calculated by management, the valuation can be EUR 7.8 million higher or EUR 6.1 million lower than the value estimated in the financial statements, with corresponding fair value change through profit and loss. Our opinion is not modified in this respect.

Information in support of our opinion
We designed our audit procedures in the context of our audit of the financial statements as a whole

and in forming our opinion thereon. The following information in support of our opinion was addressed in this context, and we do not provide a separate opinion or conclusion on these matters.

Materiality

Based on our professional judgement we determined the materiality for the financial statements as a whole at € 2.050.000. The materiality is based on 1% of the Company’s total assets. We have also taken into account misstatements and/or possible misstatements that in our opinion are material for the users of the financial statements for qualitative reasons.

We agreed with the Board that misstatements in excess of € 102.500, which are identified during the audit, would be reported to them, as well as smaller misstatements that in our view must be reported on qualitative grounds.

Scope of fraud and compliance with laws and regulations

In accordance with the Dutch Standards on Auditing, we are responsible for obtaining reasonable assurance that the financial statements taken as a whole are free from material misstatements, whether due to fraud or error. Non-compliance with law and regulation may have a material effect on the financial statements as it may result in fines, litigation or other consequences for European Healthcare Acquisition and Growth Company B.V.

Audit approach fraud risks

We identified and assessed the risks of material misstatements of the financial statements due to fraud. During our audit we obtained an understanding of the entity and its environment and the system of internal control, including:

- the risk assessment process;
- management's process for responding to the risks of fraud and monitoring the system of internal control;
- how the Non-Executives exercise oversight.

We also obtained understanding of the outcomes of these processes. Note that the company is a Special Purpose Acquisition Company. The Board of the company is pursuing a business combination (only). By result it has no (or only limited) business activities.

In the context of the activities of the entity, we have evaluated the design and implementation of the system of internal control and in particular the fraud risk assessment. We evaluated fraud risk factors with respect to financial reporting fraud, misappropriation of assets and bribery and corruption. Particularly, we have evaluated all transactions on the escrow account in relation to the offering circular. We evaluated the design and the implementation of internal controls designed to mitigate fraud risks.

In connection with the presumed risks of financial statement fraud, we considered fraud in relation to management override of controls, including evaluating whether there was evidence of bias by the Executives in the Board. Our procedures include an assessment of the selection and application of accounting policies by the group, particularly those related to subjective measurements and complex transactions, as these may be indicative of fraudulent financial reporting. With respect to the element of bias, we evaluated whether the judgments and decisions made by management in making the accounting estimates included in the financial statements represent a risk of fraudulent material misstatement. We tested the appropriateness of journal entries recorded in the general ledger and other adjustments made in the preparation of the financial statements.

We incorporated elements of unpredictability in our audit. We also considered the outcome of our other audit procedures and evaluated whether any findings were indicative of fraud or non-compliance. For significant transactions we evaluated whether the business rationale of the transactions suggests that they may have been entered into to engage in fraudulent financial reporting or to conceal misappropriation of assets.

We made inquiries with management, those charged with governance and with others within the Company.

We refer to section "Risk Management and control systems" of the Report of the Board of Directors for management's fraud risk assessment. We obtained written representations that all known instances of (suspected) fraud and other irregularities have been disclosed to us.

Management insights, estimates and assumptions that might have a major impact on the financial statements are disclosed in note 3 of the financial statements.

Our procedures did not lead to indications for fraud potentially resulting in material misstatements.

Audit approach risks of compliance with laws and regulations

We assessed the laws and regulations relevant to the Company through discussion with the Executive Directors and Non-Executive Directors and reading minutes.

As a result of our risk assessment procedures, and while realizing that the effects from non-compliance could considerably vary, we considered the following laws and regulations: adherence to (corporate) tax law and financial reporting regulations, the requirements of Part 9 of Book 2 of the Dutch Civil Code with a direct effect on the financial statements as an integrated part of our audit procedures, to the extent material for the related financial statements. We obtained sufficient appropriate audit evidence regarding provisions of those laws and regulations generally recognized to have a direct effect on the financial statements.

Apart from these, the Group is subject to other laws and regulations where the consequences of non-compliance could have a material effect on amounts and/or disclosures in the financial statements, for instance, through imposing fines or litigation.

Our procedures are more limited with respect to laws and regulations that do not have a direct effect on the determination of the amounts and disclosures in the financial statements. Compliance with these laws and regulations may be fundamental to the operating aspects of the business, to the Group's ability to continue its business, or to avoid material penalties and therefore non-compliance with such laws and regulations may have a material effect on the financial statements. Our responsibility is limited to undertaking specified audit procedures to help identify non-compliance with those laws and regulations that may have a material effect on the financial statements.

Our procedures are limited to (i) inquiry of the Board and others within Company as to whether the Company is in compliance with such laws and regulations and (ii) inspecting correspondence, if any, with the relevant licensing or regulatory authorities to help identify non-compliance with those laws and regulations that may have a material effect on the financial statements.

Naturally, we remained alert to indications of (suspected) non-compliance throughout the audit.

Finally, we obtained written representations that all known instances of (suspected) fraud or non-compliance with laws and regulations have been disclosed to us.

Our key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements. We have communicated the key audit matters to the Board. The key audit matters are not a comprehensive reflection of all matters discussed.

These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Dutch Corporate Governance Code and Special Purpose Acquisition Companies	The Company is a Special Purpose Acquisition Company ("SPAC") aiming to consummate a Business Combination with a target company. The Company is not a business in the traditional sense and has no employees. The Company has a limited lifetime and a very specific capital structure with a number of classes of shares and other financial instruments. The Dutch Corporate Governance Code is applicable for all Dutch entities of which the shares are listed on regulated markets. The code comprises of best practices of the way the responsibilities of shareholders, management and oversight boards can be organised contributing to long term value creation, risk management and relations with other stakeholders. Based upon the Company's specific business, a number of best practices are not applicable. Furthermore, the Dutch Corporate Governance Code is aimed at two-tier board systems. The Company has an one-tier board. The Non-Executive Directors are responsible for independent oversight, but have short term financial incentives in the Company similar to Executive Directors. The Non-Executive directors are valuable for the Company as a result of their knowledge, experience in relevant industries, certain types

	of transactions and/or relationships or network. As a consequence of this, there may be a threat of their independence and/or a conflict of interest when identifying targets or in subsequent negotiations. The Dutch Corporate Governance Code includes best practices in connection with the information to shareholders. Within European Healthcare Acquisition and Growth Company B.V. the Board has 25% of the voting rights, so the level of information among the shareholders is not the same.
How our audit responded to the key audit matter	As part of our audit work we have reviewed paragraph Corporate Governance of the Annual Report where managements comply or explain with the Dutch Corporate Governance Code. Furthermore we have evaluated the implications of the deviations from the Dutch Corporate Governance Code in our evaluation on the internal control environment. In conjunction with the International Standard on Auditing 720 we compared the information with knowledge we obtained during our audit process. Furthermore we compared the information contained in the Corporate Governance paragraph with other parts of the financial statements for consistency. Note we have not performed audit procedures on the Board Report.
Key observations	Although the deviations from the Dutch Corporate Governance Code are numerous, we have not identified material inconsistencies between the Corporate Governance paragraph of the annual report and other parts of the annual report. Nor have we identified any deviations between the knowledge obtained during the audit and the relevant section of the annual report. It may be the case that if we had audited the information contained in the Directors' report we could have identified other matters.
Impact of different classes of shares	The Company has issued different classes of shares with corresponding different risks and rewards. The sponsors of the SPAC have put capital at risk to list the ordinary shares and to fund the search process to find a target to enter into a Business Combination. In return the sponsors received sponsor shares. The sponsor shares give voting rights equal to the ordinary shares. The nominal value of the sponsor shares, that has been paid up by the sponsors amounts to EUR 0.01 per share. Upon a successful business combination the sponsor shares are converted to ordinary shares. Ordinary shares have been issued within units at EUR 10 for 1 ordinary share and 1/3 warrant. In case holders of these ordinary shares are not in favour of the proposed business combination they can redeem these shares. As at December 31, 2021, the ordinary shares traded for EUR 9,80 at Euronext. The difference in price has implications for the wealth generated for the holders of the various instruments upon the consummation of a business combination. For the founders wealth is created in case the market value of the ordinary shares exceeds EUR 1,74. Ordinary shareholders are not aligned with that. As a consequence of this, there is a threat of a conflict of interest when evaluating and/or valuing potential business combinations. The sponsors have agreed to a conditional lock-up as outlined in the Prospectus.
How our audit responded to the key audit matter	As part of our audit work we have reviewed paragraph Classification of the instruments issued by the Company and

	have traced and agreed the statements made within this paragraph to the underlying documentation of the instruments. Furthermore we have specifically evaluated the disclosure of the rights and interest of the Founder Shareholders and Public Shareholders.
Key observations	Although the risks and rewards between the sponsor shares and ordinary are substantially different, we have not identified inconsistencies between the Report of the Board of Directors and Report of the Non-Executive Directors and other parts of the annual report. Nor have we identified any deviations between the knowledge obtained during the audit and the relevant section of the Report of the Board of Directors and Report of the Non-Executive Directors. It may be the case that if we had audited the information contained in the Report of the Board of Directors and Report of the Non-Executive Directors we could have identified other matters.
Scope Definition, Classification and valuation of financial instruments	The Company has issued various classes of shares and derivatives/Financial Instruments. Based on the principles of IFRS the Board has determined the relevant scope within IFRS and subsequent classification of the various financial instruments issued upon inception and at the IPO of the Company on 19, November 2021. The classification relates to equity or liability presentation of the instruments. Based on the interpretation of the Board, the ordinary shares and the market warrants are classified as liability. The ordinary shares are valued at amortized cost. The market warrants are publicly traded at Euronext.
How our audit responded to the key audit matter	In connection with the verification of the scope definition and classification of the instruments as at December 31, 2021, we have reviewed the position papers prepared by the Board in combination with the facts and circumstances and the principles of IAS 32 and IFRS 2. We have involved Deloitte IFRS experts. We have evaluated if the requirements for an active market are met, which is not present for the market warrants and consequently the value hereof is derived from a valuation model. A similar valuation model is applied for the founder warrants. For the valuation of the ordinary shares we have audited the calculation of the amortized cost. Most important management estimates impacting the amortized costs relate to the estimate of the lifetime of the entity that is used to gross up the liability.
Key observations	We concur with the presentation of the financial instruments based on our review of the position papers. With respect to the valuation of the market and founder warrants we concur with the valuation based upon a level 3 input. For the ordinary shares we have verified the assumptions used for the valuation of the amortized cost.

REPORT ON THE OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

In addition to the financial statements and our auditor's report thereon, the annual report contains other information that consists of:

- Report of the Board of Directors.
- Report of the Non-Executive Directors.

Based on the following procedures performed, we conclude that the other information:

- Is consistent with the financial statements and does not contain material misstatements.

- Contains the information as required by Part 9 of Book 2 of the Dutch Civil Code.

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements.

By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

Management is responsible for the preparation of the other information, including the Report of the Board of Directors and Report of the Non-Executive Directors in accordance with Part 9 of Book 2 of the Dutch Civil Code, and the other information as required by Part 9 of Book 2 of the Dutch Civil Code.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

Engagement
We were engaged by the Board as auditor of European Healthcare Acquisition and Growth Company B.V. on July 9, 2021, as of the audit for the period from July 9, 2021 to December 31, 2021 and have operated as statutory auditor ever since that financial year.

No prohibited non-audit services
We have not provided prohibited non-audit services as referred to in Article 5(1) of the EU Regulation on specific requirements regarding statutory audit of public-interest entities.

European Single Electronic Reporting Format (ESEF)
European Healthcare Acquisition and Growth Company B.V. has prepared its annual report in ESEF. The requirements for this are set out in the Commission Delegated Regulation (EU) 2019/815 with regard to regulatory technical standards on the specification of a single electronic reporting format (hereinafter: the RTS on ESEF).

In our opinion, the annual report, prepared in XHTML format, including the financial statements, of European Healthcare Acquisition and Growth Company B.V., complies in all material respects with the RTS on ESEF.

Management is responsible for preparing the annual report including the financial statements in accordance with RTS on ESEF.

Our responsibility is to obtain reasonable assurance for our opinion whether the annual report complies with the RTS on ESEF.

Our procedures, taking into account Alert 43 of the NBA (the Netherlands Institute of Chartered Accountants), included amongst others:

- Obtaining an understanding of the company’s financial reporting process, including the preparation of the annual report in XHTML format;

- Examining the annual report in XHTML format whether these are in accordance with the RTS on ESEF.

DESCRIPTION OF RESPONSIBILITIES REGARDING THE FINANCIAL STATEMENTS

Responsibilities of the Board for the financial statements
Management is responsible for the preparation and fair presentation of the financial statements in accordance with EU-IFRS and Part 9 of Book 2 of the Dutch Civil Code. Furthermore, management is responsible for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, management is responsible for assessing the Company's ability to continue as a going concern. Based on the financial reporting frameworks mentioned, management should prepare the financial statements using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Management should disclose events and circumstances that may cast significant doubt on the Company's ability to continue as a going concern in the financial statements.

The Non-Executive Board members are responsible for overseeing the Company's financial reporting process.

Our responsibilities for the audit of the financial statements
Our objective is to plan and perform the audit assignment in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material errors and fraud during our audit.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgement and have maintained professional skepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit included among others:

- Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Concluding on the appropriateness of management's use of the going concern basis of accounting, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a Company to cease to continue as a going concern.

- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures.

- Evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identified during our audit. In this respect we also submit an additional report to the audit committee in accordance with Article 11 of the EU Regulation on specific requirements regarding statutory audit of public-interest entities. The information included in this additional report is consistent with our audit opinion in this auditor's report.

We provide the Board with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Board, we determine the key audit matters: those matters that were of most significance in the audit of the financial statements. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, not communicating the matter is in the public interest.

Amsterdam, 26 April, 2022

Deloitte Accountants B.V.

J. Hendriks

2. PROVISIONS IN THE ARTICLES OF ASSOCIATION RELATING TO PROFIT APPROPRIATION

Article 27. Special resolutions

27.1. The following resolutions can only be passed by the General Meeting at the proposal of the Board:

a. the reduction of the Company's issued share capital;
b. the making of a distribution on the Shares from the Company's profits or reserves;
c. the making of a distribution in the form of Shares in the Company's capital or in the form of assets, instead of in cash;
d. the amendment of these articles of association;
e. the entering into of a merger or demerger; and
f. the Company's dissolution.

[…]

[…]

Article 31. Distributions

31.1. After adoption of the annual accounts, but no later than within six months from the end of the financial year concerned, a cash distribution will be made on the preference shares in respect of the previous financial year, which distribution will be calculated as follows:

(i) if the payment of the preference shares has been made at the expense of the reserves of the Company, the annual distribution for all issued preference shares will amount to the aggregate amount of one thousand euro (EUR 1,000);
(ii) otherwise, the distribution will be a percentage equal to the average one monthly Euribor (Euro Interbank Offered Rate) – weighted to reflect the number of days for which the payment is made – plus a premium, to be determined by the Board, subject to the approval of the Non-Executive Directors, of at least one percentage point and at most four percentage points, depending on the prevailing market conditions.

The distributions mentioned under (i) and (ii) shall be calculated over the proportionate period of time if the relevant preference shares were issued in the course of the financial year. Distributions in respect of the preference shares are calculated over the paid up part of their nominal value. The making of such distributions is subject to the provision of article 31.3.
The amounts of said distributions will be charged to the profits realised during the financial year in respect of which it is made or, if such profits are insufficient, any other part of the Company's distributable equity. No further distributions will be made on the preference shares.

31.2. Distributions can be made to the extent that the Company’s equity exceeds reserves that must be maintained by law.

31.3. A resolution to make any distribution shall not take effect as long as the Board has not given its approval. The Board may only withhold such approval if it knows or should reasonably foresee that, following the distribution, the Company will be unable to continue paying its due and payable debts.

31.4. All distributions shall be made in proportion to the aggregate number of Shares, subject to the last sentence of article 32.1.

31.5. The parties entitled to a distribution shall be the relevant Shareholders, usufructuaries and pledgees, as the case may be, at a date to be determined by the Board for that purpose. This date shall not be earlier than the date on which the distribution was announced.

31.6. The General Meeting may resolve, subject to article 27 and without consent of individual Shareholders being required, that all or part of a distribution, instead of being made in cash, shall be made in the form of Shares in the Company's capital or in the form of the Company's assets.

31.7. A distribution on Shares in the Company's capital shall be payable on such date and, if it concerns a distribution in cash, in such currency or currencies as determined by the Board. If it concerns a distribution in the form of the Company's assets, the Board shall determine the value attributed to such distribution for purposes of recording the distribution in the Company's accounts with due observance of applicable law (including the applicable accounting principles).

31.8. A claim for payment of a distribution shall lapse after five years have expired after the distribution became payable.

31.9. For the purpose of calculating the amount or allocation of any distribution, Shares held by the Company in its own capital shall not be taken into account, unless such Shares are encumbered with a right of usufruct or pledge that benefits a party other than the Company. No distribution shall be made to the Company in respect of Shares held by it in its own capital, unless those Shares are encumbered with a right of usufruct or pledge that benefits a party other than the Company.

31.10. For all dividends and other distributions in respect of Shares included in the Statutory Giro System the Company will be discharged from all obligations towards the relevant Shareholders by placing those dividends or other distributions at the disposal of, or in accordance with the regulations of, Euroclear Nederland.

Article 32. Reserves

32.1. The Company shall maintain a general share premium reserve. Share premium paid on any Shares shall be added to the general share premium reserve. In addition, the Company shall maintain a general profit reserve. Class B ordinary shares and preference shares are not entitled to distributions from the general share premium reserve of the Company.

31.1. Subject to article 27 and article 31.1 and article 31.3, the General Meeting is authorised to resolve to make a distribution from the Company's reserves.

31.2. The Board may resolve to charge amounts to be paid up on Shares against the Company's reserves, irrespective of whether those Shares are issued to existing Shareholders.

Article 33. Profits

33.1. Subject to article 31.1 and article 31.3, the profits shown in the Company's annual accounts in respect of a financial year shall be appropriated as follows, and in the following order of priority:

a. the Board shall determine which part of the profits shall be added to the Company's reserves; and

b. subject to article 27.1, the remaining profits shall be at the disposal of the General Meeting for distribution.

33.2. Subject to article 31.1 and article 31.3, a distribution of profits shall be made after the adoption of the annual accounts that show that such distribution is allowed.

33.3. The Board may resolve to make interim distributions, provided that the requirements referred to in article 31.1 and article 31.3 have been met.