



europEan healthcare  
acquisition & growth company

## AGENDA AND EXPLANATORY NOTES OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF EUROPEAN HEALTHCARE ACQUISITION & GROWTH COMPANY B.V.

Agenda and explanatory notes for the extraordinary general meeting of shareholders of European Healthcare Acquisition & Growth Company B.V. (the "**Company**"), to take place on Wednesday 15 November 2023 at 10:00 CET (the "**EGM**") at the offices of Houthoff Coöperatief U.A., Gustav Mahlerplein 50, Amsterdam, the Netherlands.

Capitalised words as used herein shall have the same meaning as defined in the prospectus of the Company dated 16 November 2021 ("**Prospectus**").

### AGENDA

The EGM agenda includes the following items:

1. Opening
2. Extension of the Business Combination Deadline (*voting item*)
3. Conditional dissolution (*ontbinding*) of the Company (*voting item*)
4. Closing

### EXPLANATORY NOTES TO THE AGENDA

#### 1. Opening

The EGM will be opened by Stefan Winners, the chairperson of the board of the Company in accordance with article 24, paragraph 1, of the current articles of association of the Company.

#### 2. Extension of the Business Combination Deadline (*voting item*)

As disclosed in the Prospectus, the Company has until the original Business Combination Deadline of 17 November 2023 to complete a Business Combination. In case such a Business Combination does not materialise before the Business Combination Deadline, the Company will be dissolved, unless the shareholders determine the period will be prolonged.

It is proposed to the general meeting to extend the original Business Combination Deadline with one year following the original Business Combination Deadline, i.e. until 17 November 2024 (the "**Extended Business Combination Deadline**").

### 3. Conditional dissolution (*ontbinding*) of the Company (*voting item*)

As further disclosed in the Prospectus, if the Company fails to consummate a Business Combination by the Business Combination Deadline, the Company will, among other things:

- (i) cease all operations except for those required for the purpose of its winding up;
- (ii) offer to redeem all of the Class A Ordinary Shares by repaying to each Class A Ordinary Shareholder up to €10.00 per Class A Ordinary Shares plus any net positive interest accrued on the amount deposited in the escrow account; and
- (iii) subject to the approval of the shareholders, resolve on the dissolution of the Company and liquidate the Company's assets and liabilities in accordance with Dutch law, whereby the remaining Class A Ordinary Shareholders will receive an amount of up to €10 (i.e. class A nominal value plus share premium amount per Class A Ordinary Share).

Considering the above, it is proposed to the general meeting to dissolve (*ontbinden*) the Company:

- in case the resolution mentioned above under 2. above will not be adopted by the general meeting: the dissolution shall become effective with immediate effect; or
- subject to the condition precedent (*opschortende voorwaarde*) that the resolution mentioned under 2. above is adopted by the general meeting: the dissolution shall become effective on the earlier of (a) the end of the Extended Business Combination Deadline without a business combination agreement having been entered into by the Company, and (b) 20 trading days on Euronext Amsterdam after the publication by the Company of a written notice on its website, announcing that the resolution to dissolve the Company shall become effective on such 20th trading day after the publication of such written notice (the "**Liquidation Notice**"). This resolution shall lapse upon the fulfilment of the condition subsequent (*ontbindende voorwaarde*) of the entry into of a business combination agreement by the Company before the end of the Extended Business Combination Deadline.

### 4. Closing

The chairperson of the EHC Board will close the EGM.