

MINUTES
GENERAL MEETING
EUROPEAN FINTECH IPO COMPANY 1 B.V.

1. MINUTES GENERAL MEETING

These are the minutes of the extraordinary general meeting (the "**Meeting**") of **European FinTech IPO Company 1 B.V.**, a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*), having its corporate seat (*statutaire zetel*) in Amsterdam and address at Herengracht 456, 1017 CA Amsterdam, trade register number 871697244 (the "**Company**"), held virtually from Amsterdam on 31 January 2022 at 10.00h CET.

2. CHAIR AND SECRETARY

In accordance with article 33.1 of the articles of association of the Company (the "**Articles**") H.M. Vletter-van Dort acts as chairperson of the Meeting ("**Chair**") and Chantalle Schoegje acts as secretary.

3. OPENING (AGENDA ITEM (1)) AND STATEMENTS

3.1 The Chair opens the Meeting at 10.00h CET, introduces herself and welcomes those participating in the virtual meeting.

The Chair notes that in accordance with the current articles of association of the Company (the "**Articles of Association**") she, Helene Vletter-van Dort, will act as chair of the Meeting. The Chair appoints Chantalle Schoegje as secretary of the Meeting and requests her to prepare the minutes of the Meeting.

The Chair notes that as this is a virtual meeting, it is unknown at this time what percentage of the capital is present or represented at the meeting, because she has no insight in the participants attending by webcast, but that the percentage of shareholders that were present or represented in this meeting will be reflected in an Annex to be attached to these minutes.

The Chair notes that the following members of the board (the "**Board**") are also present and introduces these members of the Board:

- (a) N.J.T. Aperghis (executive director);
- (b) M.K.W. Blessing (executive director);
- (c) B.N. Davey (executive director);
- (d) J. Bennink (non-executive director);
- (e) K. Meertens (non-executive director), who attends via video-conference;

The Chair notes that:

- (a) each member of the Board is present, except for H.C. Figee, non-executive director, who is absent because of conflicting obligations, but has taken knowledge of and approved the agenda for this meeting and the underlying documents;
- (b) Jan Bouwen de Snaijer, civil law notary (the "**Notary**"), representing the shareholders who validly issued a proxy voting instruction for this Meeting;
- (c) holders of shares in the capital of the Company ("**Shareholders**") may be attending the meeting virtually via webcast;

- (d) Danielle du Bois-Bune, from Hogan Lovells International LLP is also participating in the Meeting as legal advisor to the Company.

3.2 The Chair records that:

- (a) in accordance with the general rule included in article 32 of the Articles, general meetings of the Company shall usually be held physically in Amsterdam, the Netherlands. However, at the time of the Meeting travel restrictions were in place due to the COVID-19-virus and parties were (globally) restricted and advised to limit any (business) travel. In light of these circumstances the Board considered it appropriate to hold the Meeting fully virtually enabling all attendees to hear each other and take part in the discussions, and not to allow Shareholders or visitors to attend the Meeting in person but only to attend virtually all in accordance with the Dutch Temporary Law Covid-19 Justice and Safety (*Tijdelijke wet COVID-19 Justitie en Veiligheid*) and the Circular;
- (b) the Meeting has been duly convened (*bijeengeroepen*) and the Shareholders and other persons with the right to attend the Meeting have been duly convened (*opgeroepen*) and been provided with the meeting documents as published on the corporate website of the Company on 13 December 2021 and a press release was issued on the same date;
- (c) the Company's shareholder circular dated 13 December 2021, including the agenda and explanatory notes thereto, as well as ancillary documents (the "**Circular**"), including the proposed text of the articles of association upon the envisaged First Amendment AoA (as defined in the Circular) and the envisaged Second Amendment AoA (as defined in the Circular), were published on the corporate website of the Company and were also made available for inspection at the offices of the Company. The Chair notes that the legal requirements and requirements set out in the Articles of Association for convening a(n) (extraordinary) general meeting of the Company have been met and that valid resolutions can be adopted on the items set out in the Circular's agenda;
- (d) no comments were received on the notice of the Meeting or its agenda and explanatory notes;
- (e) she will explain the voting procedure in light of the fact that this extraordinary general meeting is conducted as a fully virtual general meeting. The Chair explains that for this Meeting, the Shareholders who are entitled to vote at the General Meeting had the option to issue a proxy voting instruction electronically or by proxy form to the Notary to cast its votes before the date of this Meeting. During this Meeting, the Notary will cast the votes that have been collected by these proxies before the date of this Meeting, and these votes will be counted, before the Meeting is closed. The procedure to cast these votes by the notary will be as follows:
 - (i) after the presentation and discussion on the proposed Business Combination (as defined in the Circular and agreed upon in the Business Combination Agreement (as defined below)), the Notary will cast the votes on the proposal "Entering into and approval of the Business Combination in accordance with article 19 of the current articles of association of the Company, including the transactions contemplated by the Business Combination Agreement", as all other proposals included on the agenda are subject to the adoption of this proposal;
 - (ii) if the proposal set out above is adopted, the Chair will continue with the rest of the Meeting and once all other agenda items are discussed and

concluded, the Notary will vote on all other proposals that are included on the agenda;

- (f) valid proxy voting instructions were received from holders of a total of 22,040,419 ordinary shares and 8,539,894 special shares entitled to vote in the Meeting, which means that in this meeting voting instructions were received on a total of 30,580,313 shares entitled to vote in the Meeting;
- (g) the official voting results will be published on the corporate website of the Company within 15 calendar days after the date of this Meeting;
- (h) the Meeting is conducted in English. The Company has not received any questions in advance of this Meeting. The Chair explains that as no questions were received prior to the Meeting, there is no possibility to ask follow-up questions during the Meeting;
- (i) a recording of this Meeting will be made, but that recording will not be made public. The Chair points out that no other person is permitted to make recordings of the Meeting or take screenshots during the Meeting. Persons violating this rule will be requested to leave the Meeting;
- (j) there are no persons with the right to attend the Meeting (*vergadergerechtigden*) as referred to in section 2:227 paragraph 2 of the Dutch Civil Code other than the Shareholders;
- (k) according to section 2:228 paragraph 6 of the Dutch Civil Code, in the general meeting of the Company (such body of the Company the "**General Meeting**") no votes can be cast on shares held by the Company in its own capital;
- (l) according to article 4.2 of the Articles, in the General Meeting no vote can be cast on any Capital Share (i.e. *capital aandeel* as defined the Articles);
- (m) on 13 December 2021, the Company entered into a business combination agreement with Principion Holding B.V. ("**Principion**"), Stichting Administratiekantoor Azerion Holding and Azerion Holding B.V. (the "**Business Combination Agreement**"), pursuant to which the Company will acquire the entire outstanding share capital of Azerion Holding B.V. ("**Azerion**"), all subject to and on the terms set out in the Business Combination Agreement;
- (n) according to article 19.1 of the Articles, each resolution of the Board to enter into a Business Combination requires prior approval of the General Meeting. This approval is a condition precedent for completion of the transactions contemplated by the Business Combination Agreement under its clause 6.1; and
- (o) according to the Dutch Civil Code, the resolutions under 4.4(b)(i) and 4.4(b)(ii), require a three fourths majority of the votes cast in the General Meeting. All other resolutions set out below require an absolute majority of the votes cast in the General Meeting.

4. PROPOSALS DISCUSSED IN THE MEETING

4.1 PROPOSED BUSINESS COMBINATION (AGENDA ITEM (2))

- (a) (*agenda item (2)(a) Presentation on the proposed Business Combination (discussion item)*)

B.N. Davey gives a presentation on the proposed Business Combination and the background on the envisaged Business Combination.

The Company is a special purpose acquisition company (a 'SPAC') incorporated on 25 January 2021 under the laws of the Netherlands. The Company has been created for the purpose of effecting a merger, stock purchase, reorganisation or similar business combination with or acquisition of an operating business or entity. The Company focuses on opportunities in the broadly defined financial services and financial technology sectors including cross-industry use cases such as healthcare, retail, e-Commerce and real estate and property technology. The Company aimed to complete a Business Combination with a suitable partner that operates or is headquartered in Europe, including the United Kingdom, or Israel.

Azerion operates a high-growth, EBITDA profitable digital entertainment and media platform. Azerion is a content, technology and data company, serving consumers, advertisers, digital publishers and game creators globally. Azerion is engaged in a number of interrelated operating activities such as developing, publishing, distributing and operating online social and casual games and digital entertainment, as well as technology solutions to automate the purchase and sale of digital advertising inventory for advertisers and digital publishers.

The proposed Business Combination is the result of an extensive search by the Company for a potential transaction utilising the global network of the Company's leadership team. In the process that led to identifying Azerion as an attractive business combination opportunity, the Company's leadership team evaluated a number of different potential business combination targets and, in connection with such evaluation, the Company entered into several non-disclosure agreements with respect to potential business combination targets, other than Azerion.

The Board believes that the proposed Business Combination is an attractive opportunity for the Shareholders to become investors in a high-growth digital entertainment and media company with significant and diverse revenue streams, EBITDA profitability and strong cash conversion.

- (b) *(agenda item (2)(b) Entering into and approval of the Business Combination in accordance with article 19 of the current articles of association of the Company, including the transactions contemplated by the Business Combination Agreement (voting item))*

The Chair brings into discussion the proposal to, in accordance with article 19.1 of the Articles, approve the resolution of the Board to enter into the Business Combination and the transactions contemplated by the Business Combination Agreement.

The Chair puts the proposal to voting and records that 29,198,912 votes in favour and 1,081,401 votes against were cast and that 300,000 votes explicitly abstained from voting , thus that this proposal was adopted with 96.43% of the votes cast.

The approval mentioned under 4.1(b) having been granted, the Chair brings into discussion the following agenda items:

4.2 RE-STRUCTURE OF THE COMPANY AS PER THE BUSINESS COMBINATION (AGENDA ITEM (3) (VOTING ITEM))

- (a) The Chair explains that it has been agreed as part of the Business Combination that the capital and governance structure of the Company will change, which

change amongst other things comprises the amendment of the articles of association of the Company, repurchase and cancellation of certain Shares and the conversion of the Company into a limited company (*naamloze vennootschap*). As these proposals are a part of Completion of the Business Combination ("**Completion**"), these agenda items will be considered one single voting item.

- (b) *(agenda item (3)(a) Cancellation of Ordinary Shares repurchased by the Company under the Share Repurchase Arrangement)*

The Chair explains that in accordance with the terms of the Circular, the Board can decide to either (i) cancel the shares repurchased under the Share Repurchase Arrangement, (ii) replace these shares with existing or new shareholders within one month upon Completion or (iii) a combination of these options. The Board decided to propose to the General Meeting to cancel all 31,228,299 Ordinary Shares repurchased under the Share Repurchase Arrangement and not to replace any repurchased shares with existing or new shareholders.

The Chair proposes to the General Meeting to resolve to cancel with effect on Completion all 31,228,299 Ordinary Shares that shall be repurchased under the Share Repurchase Arrangement in accordance with the terms set out in the Circular under "Share Repurchase Arrangement".

- (c) *(agenda item (3)(b) First amendment of the current articles of association of the Company (the "First Amendment AoA"), including the authorisation of each member of the EFIC1 Board and each civil law notary practising with Stibbe N.V. and any prospective civil law notary acting under his or her supervision to execute the notarial deed containing the First Amendment AoA)*

The Chair notes that the proposed text for this amendment of the Company's articles of association was made available on the Company's corporate website.

The Chair proposes to the General Meeting to resolve to amend the Articles to, amongst other things:

- (i) change the Company's name to Azerion Group B.V.;
- (ii) adopt a revised share capital structure; and
- (iii) adopt the two-tier board governance structure, as a result whereof the company will have a management board (the "**Management Board**") and a supervisory board (the "**Supervisory Board**");

all in accordance with the draft First Deed of Amendment (as provided to the Meeting as part of the Circular) and to authorise each member of the Board and each civil law notary practising with Stibbe N.V. and any prospective civil law notary acting under his or her supervision to execute the First Deed of Amendment and to undertake all other activities the authorised person deems necessary or useful in connection with the First Deed of Amendment.

This proposal includes the proposal that the meeting of holders of a particular class, approves the proposal in that capacity, to the extent required, by voting in favour of the proposal on the Shares held by such Shareholders.

- (d) *(agenda item (3)(c) Cancellation of 853,989 (10%) Special Shares without repayment, effective upon the day following Business Combination)*

The Chair proposes to the General Meeting to resolve to cancel 853,989 (i.e. 10%) Special Shares without repayment, numbered S1 up to and including S376,367 and S4,089,721 up to and including S4,567,342, effective on twelve hours one minute ante meridiem (00:01) on 2 February 2022. The holders of these Special Shares have approved such cancellation in writing.

- (e) *(agenda item (3)(d) Conversion of the Company's legal form to that of a limited company (naamloze vennootschap) and second amendment of the articles of association of the Company (the "Second Amendment AoA"), including the authorisation of each member of the Management Board and each civil law notary practising with Stibbe N.V. and any prospective civil law notary acting under his or her supervision to execute the notarial deed containing the Second Amendment AoA, to be executed the day following Business Combination)*

The Chair notes that the proposed text for this amendment of the Company's articles of association was made available on the Company's corporate website.

The Chair proposes to the General Meeting to convert the Company's legal form to that of a limited company (*naamloze vennootschap*) and amend the Articles, to, amongst other things:

- (i) adopt the Articles to the form of a limited company, including changing the Company's name to Azerion Group N.V.;
- (ii) introduce certain mandatory capital protective provisions;
- (iii) change and grant certain authorities to issue shares, grant rights to acquire shares, exclude or limit the pre-emptive rights of existing shareholders and repurchase shares,

all in accordance with the draft Second Deed of Amendment (as provided to the Meeting as part of the Circular) and to authorise each member of the Management Board and each civil law notary practising with Stibbe N.V. and any prospective civil law notary acting under his or her supervision to execute the Second Deed of Amendment and to undertake all other activities the authorised person deems necessary or useful in connection with the Second Deed of Amendment.

This proposal includes the proposal that the meeting of holders of a particular class, approves the proposal in that capacity, to the extent required, by voting in favour of the proposal on the Shares held by such Shareholders.

4.3 **THE BOARD STRUCTURE OF THE COMPANY AS PER THE BUSINESS COMBINATION (AGENDA ITEM (4))**

- (a) The Chair explains that it has been agreed as part of the Business Combination that the board structure of the Company will change from a one tier board to a two tier board effective as per the execution of the deed containing the First Amendment AoA (see agenda item (3)(b)). The below proposals are proposed to the General Meeting as one voting item.
- (b) *(agenda item (4)(a) Appointments of members of the Management Board (voting item))*

The Chair proposes to the General Meeting to appoint the following persons as members of the Management Board, subject to and effective as per the moment of execution of the First Deed of Amendment and in accordance and pursuant to the provisional clause in the notarial deed containing the First Deed of Amendment:

- (i) Atilla Aytekin, for an indefinite period;
 - (ii) Umut Akpınar, for an indefinite period; and
 - (iii) Maria del Dado Alonso Sanchez, for a 4-year term, which term shall ultimately lapse immediately after the day of the annual general meeting (*jaarlijkse algemene vergadering*) to be held during the fourth year after the year of her appointment (in 2026).
- (c) *(agenda item (4)(b) Appointments of members of the Supervisory Board (voting item))*

The Chair proposes to the General Meeting to appoint the following persons as members of the Supervisory Board, subject to and effective as per the moment of execution of the First Deed of Amendment and in accordance and pursuant to the provisional clause in the notarial deed containing the First Deed of Amendment:

- (i) Peter Tordoir, for a 4-year term, which term shall ultimately lapse immediately after the day of the annual general meeting (*jaarlijkse algemene vergadering*) to be held during the fourth year after the year of his appointment (in 2026);
 - (ii) Derk Haank, for a 4-year term, which term shall ultimately lapse immediately after the day of the annual general meeting (*jaarlijkse algemene vergadering*) to be held during the fourth year after the year of his appointment (in 2026);
 - (iii) Klaas Meertens, for a 2-year term, which term shall ultimately lapse immediately after the day of the annual general meeting (*jaarlijkse algemene vergadering*) to be held during the second year after the year of his appointment (in 2024);
 - (iv) Chris Figeë, for a 3-year term, which term shall ultimately lapse immediately after the day of the annual general meeting (*jaarlijkse algemene vergadering*) to be held during the third year after the year of his appointment (in 2025);
 - (v) Florence von Erb, for a 2-year term, which term shall ultimately lapse immediately after the day of the annual general meeting (*jaarlijkse algemene vergadering*) to be held during the second year after the year of her appointment (in 2024); and
 - (vi) Katrin Brökelmann, for a 3-year term, which term shall ultimately lapse immediately after the day of the annual general meeting (*jaarlijkse algemene vergadering*) to be held during the third year after the year of her appointment (in 2025).
- (d) *(agenda item (4)(c) Acceptance of the resignation of Nicholas Aperghis, Martin Blessing and Benjamin Davey as current executive members of the EFIC1 Board and the resignation of H el ene Vletter-van Dort, Jan Bennink, Chris Fige e and Klaas Meertens as current non-executive members of the EFIC1 Board effective as per the moment immediately following the execution of the notarial deed containing the First Amendment AoA (informative item))*

The Chair informs the General Meeting that Nicholas Aperghis, Martin Blessing and Benjamin Davey as current executive members of the Board and Jan Bennink, Chris Fige e, Klaas Meertens and herself (H el ene Vletter-van Dort) as current non-

executive members of the Board submitted their resignation in each case effective as per the moment immediately following execution of the First Deed of Amendment. The Chair thanks the resigning members of the Board for their work performed.

4.4 THE REMUNERATION POLICIES OF THE COMPANY AS PER THE BUSINESS COMBINATION (AGENDA ITEM (5))

(a) The Chair explains that as part of the Business Combination, the board structure of the Company changes from a one-tier board to a two-tier board effective as per the execution of the deed containing the First Amendment AoA, and in connection herewith it is proposed to adopt a new remuneration policy for the Management Board and the Supervisory Board. The Chair notes that these resolutions on the remuneration policies require a three fourths majority of the votes cast.

(b) The Chair proposes to the General Meeting to, subject to and effective upon the execution of the First Deed of Amendment:

(i) *(agenda item (5)(a) Adoption of the remuneration policy for the Management Board, subject to and effective upon the execution of the notarial deed containing the First Amendment AoA (voting item))*

adopt the remuneration policy for the Management Board (as published on the Company's website and described in the Circular);

(ii) *(agenda item (5)(b) Adoption of the remuneration policy for the Supervisory Board, subject to and effective upon the execution of the notarial deed containing the First Amendment AoA (voting item))*

adopt the remuneration policy for the Supervisory Board (as published on the Company's website and described in the Circular).

4.5 OTHER REMUNERATION RELATED ITEMS OF THE COMPANY AS PER THE BUSINESS COMBINATION (AGENDA ITEM (6) (VOTING ITEM))

(a) The Chair explains that the below proposals are considered to be proposed to the General Meeting as one voting item.

(b) *(agenda item (6)(a) Determine compensation of the members of the Supervisory Board subject to and effective upon the execution of the notarial deed containing the First Amendment AoA)*

The Chair explains that as per the moment that the Company has a Supervisory Board, it is required to determine the compensation for the members of the Supervisory Board. The Chair proposes to the General Meeting to, subject to and effective upon the execution of the First Deed of Amendment, determine the following compensation of the members of the Supervisory Board:

(i) each member of the Supervisory Board will receive an annual fee of €50,000 for his/her services as of the date of his/her appointment;

(ii) the chairperson of the Supervisory Board will receive an additional annual fee of €30,000;

(iii) the chairpersons of each of the committees will each receive an additional annual fee of €10,000; and

(iv) each committee member will receive an additional annual fee of €5,000.

The Chair notes that this agenda item (6)(a) is subject to adoption of agenda item (4)(b), the appointment of the members of the Supervisory Board.

(c) *(agenda item (6)(b) Approval of the main terms and conditions of a long-term incentive plan (the "LTIP"))*

The Chair explains that as part of the Business Combination, the Company intends to implement a long term incentive plan. With respect to remuneration arrangements for members of the Management Board in the form of Ordinary Shares or rights to acquire Ordinary Shares, the Board submitted a proposal to the General Meeting for approval.

The Chair proposes to the General Meeting to, subject to Completion, approve the main terms and conditions of the Company's long-term incentive plan as set out in the Circular under "*Business Combination – Corporate Governance – Management Board Remuneration*" including (i) the maximum number of shares or rights to subscribe for shares that can be awarded to the Management Board as long-term incentive, which is 1.5 million, and (ii) the applicable split for the long-term incentive awards for the members of the Management Board as follows: (a) 50-60% Performance Shares (as defined in the Circular); (b) 20% restricted shares; and (c) 20-30% share options. The annual on-target grant value for the long term incentive plan is set at 60% of the base salary of the members of the Management Board.

4.6 **ACCOUNTING OF THE COMPANY AS PER THE BUSINESS COMBINATION (AGENDA ITEM (7) (VOTING ITEM))**

(a) The Chair explains that PwC currently acts as auditor for Azerion and as such the audit committee of the Company and the Board deems it best if PwC acts as auditor for the Company, subject to Completion. The recommendation of the audit committee contained PwC and Deloitte as two choices for the audit engagement and the audit committee expressed a duly justified preference for PwC, considering also earlier involvement of PwC with Azerion, the better alignment, and continuity for future reviews and audits. The Board follows this preference and wishes to propose to appoint and instruct PwC as auditor to audit the annual accounts for the financial years 2021 and 2022. The below proposals are considered to be proposed to the General Meeting as one voting item.

(b) The Chair proposes to the General Meeting to, subject to Completion:

(i) *(agenda item (7)(a) To appoint and instruct PwC as auditor to audit the annual accounts over the financial year 2021 and financial year 2022, subject to Completion)*

appoint and instruct PwC as auditor to audit the annual accounts over the financial year 2021 and financial year 2022; and

(ii) *(agenda item (7)(b) To withdraw the appointment of Deloitte as auditor of the Company to audit the annual accounts over the financial year 2021, subject to Completion)*

withdraw the appointment of Deloitte as auditor of the Company to audit the annual accounts over the financial year 2021.

- (c) *(agenda item (7)(c) To have the management report (bestuursverslag) of the Company and the annual accounts of the Company over the financial year 2021 and the following financial years drawn up in the English language)*

The Chair explains that as the Company is considered to be acting in an international business environment, it is more suitable to have the management report (*bestuursverslag*) of the Company and the annual accounts of the Company drawn up in the English language.

The Chair proposes to the General Meeting to have the management report (*bestuursverslag*) of the Company and the annual accounts of the Company over the financial year 2021 and the following financial years drawn up in the English language.

4.7 **AUTHORISATIONS OF THE MANAGEMENT BOARD TO REPURCHASE SHARES (AGENDA ITEM (8) (VOTING ITEM))**

- (a) The Chair explains that in order to maintain flexibility for the Management Board in the share capital structure of the Company after the conversion of the Company into a limited company (*naamloze vennootschap*) the Board proposes to grant certain authorisations to the Management Board to repurchase Shares. The below proposals are considered to be proposed to the General Meeting as one voting item.
- (b) *(agenda item (8)(a) Authorisation of the Management Board to repurchase Ordinary Shares in the share capital of the Company, subject to the Second Amendment AoA becoming effective)*

The Chair proposes to the General Meeting to, subject to the execution of the Second Deed of Amendment, authorise the Management Board to repurchase any number of Ordinary Shares with prior approval of the Supervisory Board, under the conditions set forth in the next paragraph.

The General Meeting authorises the Management Board, effective as per the moment immediately following the execution of the Second Deed of Amendment, to repurchase Ordinary Shares on the stock exchange or otherwise, for a period of 18 months as from the moment immediately following the execution of the Second Deed of Amendment, or until such date on which the General Meeting revokes or extends the authorisation, if earlier, with prior approval of the Supervisory Board. Following that repurchase, the Company will not hold more shares in treasury than at maximum 10% of the issued and outstanding capital in aggregate. The repurchase may be effected at a price of at least €0.01 and a maximum of 110% of the stock exchange price. For the purpose hereof stock exchange price means: the average of the highest quoted price for each Ordinary Share on the five consecutive trading days immediately preceding the date of repurchase, according to the Official Price List of Euronext Amsterdam. This price range enables the Company to adequately repurchase its own shares, also in volatile market conditions.

- (c) *(agenda item (8)(b) Authorisation of the Management Board to repurchase Capital Shares with repayment, subject to the Second Amendment AoA becoming effective)*

The Chair explains that the Company has granted a put option to each holder of Capital Shares to repurchase their Capital Shares at nominal value per Capital Share, at the request of such holder of Capital Shares, under certain conditions. Holders of Capital Shares may request the Company to repurchase one or more of

their Capital Shares, issued and outstanding from time to time in the share capital of the Company, if these conditions are met.

The Chair proposes to the General Meeting to, subject to the execution of the Second Deed of Amendment, authorise the Management Board to repurchase any number of Capital Shares issued and outstanding from time to time at the request of the holder of such Capital Shares, at nominal value, being €10,000 per Capital Share, for a period of 18 months as from the moment immediately following the execution of the Second Deed of Amendment, in accordance with the provisions of the Articles as they read from time to time and of Dutch law.

4.8 CANCELLATION OF SHARES (AGENDA ITEM (9) (VOTING ITEM))

- (a) The Board proposes to the General Meeting to resolve to certain cancellations of Shares, as per the terms of the Business Combination. The below proposals are considered to be proposed to the General Meeting as one voting item.
- (b) *(agenda item (9)(a) Cancellation of Capital Shares after their repurchase)*

The Chair proposes to the General Meeting to cancel a total of 22 Capital Shares, numbered C1 up to and including C22, in one or more tranches, each immediately after the repurchase against repayment of the respective Capital Shares by the Company in accordance with agenda item 8(b) and Dutch law provisions. Should cancellation immediately after the repurchase not be allowed under Dutch mandatory laws, then the cancellation becomes effective immediately as per such moment when Dutch mandatory laws does allow such cancellation, provided the requirements for cancellation under Dutch N.V. laws have been complied with.

- (c) *(agenda item (9)(b) Cancellation of a maximum of 1,152,886 (13.5%) Conditional Special Shares without repayment)*

The Chair explains that it has been agreed as part of the Business Combination that 1,152,886 (13.5%) of the Special Shares held by each of the holders of Special Shares at that time will remain existing in the form of Conditional Special Shares, as described in the First Amendment AoA and the Second Amendment AoA. These Conditional Special Shares will convert into Ordinary Shares upon a resolution of the Management Board if the closing share price of the Ordinary Shares on Euronext Amsterdam equals or exceeds €12.00 for any 20 trading days within any consecutive 30-trading day period within a period of five years as of the date of Completion.

The Chair proposes to the General Meeting to cancel a maximum of 1,152,886 Conditional Special Shares that have not been converted into Ordinary Shares pursuant to a resolution of the Management Board to that effect, without repayment on the fifth anniversary of Completion, subject to completion of the requirements for such cancellation under Dutch law applicable at that time. The holders of these Special Shares approved such cancellation in writing.

4.9 VOTING RESULTS

The Chair puts the remaining proposals to voting.

The Chair records that the voting results are as follows:

- (a) agenda item (3): 28,098,912 votes in favour, 2,181,401 votes against, 300,000 votes abstained, thus the proposals under this agenda item were all adopted with 92.8% of the votes cast in favour;

- (b) agenda item (4)(a): 26,598,912 votes in favour, 3,681,401 votes against, 300,000 votes abstained, thus this proposal was adopted with 87.84% of the votes cast in favour;
- (c) agenda item (4)(b): 28,540,611 votes in favour, 239,702 votes against, 1,800,000 votes abstained, thus this proposal was adopted with 99.17% of the votes cast in favour;
- (d) agenda item (5)(a): 24,559,210 votes in favour, 5,721,103 votes against, 300,000 votes abstained, this resolution required a three-fourth majority of the votes cast, thus this proposal was adopted with 81.11% of the votes cast in favour;
- (e) agenda item (5)(b): 30,280,313 votes in favour, no votes against, 300,000 votes abstained, this resolution required a three-fourth majority of the votes cast, thus this proposal was adopted with 100% of the votes cast in favour;
- (f) agenda item (6): 24,559,210 votes in favour, 5,721,103 votes against, 300,000 votes abstained, thus the proposals under this agenda item were all adopted with 81.11% of the votes cast in favour;
- (g) agenda item (7): 30,280,313 votes in favour, no votes against, 300,000 votes abstained, thus the proposals under this agenda item were all adopted with 100% of the votes cast in favour;
- (h) agenda item (8): 26,359,210 votes in favour, 3,921,103 votes against, 300,000 votes abstained, thus the proposals under this agenda item were all adopted with 87,05% of the votes cast in favour;
- (i) agenda item (9): 30,280,313 votes in favour, no votes against, 300,000 votes abstained, thus the proposals under this agenda item were all adopted with 100% of the votes cast in favour.

To the extent necessary, the Meeting was also considered to be the meeting of holders of a particular class. By voting in favour of the resolutions under 4.2(c), 4.2(e) and 4.3(b) in the General Meeting, the aforementioned resolutions are considered to be voted in favour in a meeting of holders of such particular class as well. On each of the agenda items 8.539.894 votes in favour were casted on the Special Shares, which comprises the total issued and outstanding Special Shares capital and therefore the resolutions under 4.2(c), 4.2(e) and 4.3(b) are accepted by the meeting of holders of Special Shares, to the extend required.

5. CLOSING (AGENDA ITEM (10))

The Chair confirms that there are no further items to be discussed.

The Chair thanked the people present and closed the Meeting at 10.40h CET.

[signature page follows]

**SIGNATURE PAGE
TO THE MINUTES OF THE GENERAL MEETING OF
EUROPEAN FINTECH IPO COMPANY 1 B.V.**

CHAIR

SECRETARY

Name: H.M. Vletter-van Dort

Name: C.I. Schoegje

ANNEX

Present or represented in the meeting were:

Share type	Number of shares present or represented	Total issued shares (except for treasury shares)	% of total issued capital (except for treasury shares)
Ordinary Shares <i>(voting rights)</i>	22,040,419	38,209,815	57.68%
Special Shares <i>(voting rights)</i>	8,539,894	8,539,894	100%
Total shares with voting rights	30,580,313	46,749,709	65.41%
Capital Shares <i>(meeting rights, no voting rights)</i>	22	22	100%