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## EPIC Acquisition Corp announces publication of its prospectus

**AMSTERDAM – 3 December 2021** / Further to the announcement dated 2 December 2021, EPIC Acquisition Corp (the "**Company**"), a special purpose acquisition company ("**SPAC**") incorporated on 5 May 2021, under the laws of the Cayman Islands as an exempted company with limited liability for the purpose of effecting a merger, amalgamation, share exchange, asset acquisition, share purchase, reorganisation or similar business combination with a single business (a "**Business Combination**"), today announces the publication of the prospectus (the "**Prospectus**") approved by the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the "**AFM**"). This follows the announcement on 2 December 2021 by the Company announcing its expected admission to listing and trading of its Class A Ordinary Shares and Warrants on Euronext Amsterdam, the regulated market operated by Euronext Amsterdam N.V. ("**Euronext Amsterdam**") ("**Admission**"). The Company is offering up to 15,000,000 units ("**Units**"), each comprising one class A ordinary share (a "**Class A Ordinary Share**") and one half of a warrant (each such whole warrant, a "**Warrant**") in the Company, at a price of €10.00 per Unit for an aggregate of up to €150 million, to certain qualified investors, institutional investors and professional investors in member states of the EEA and certain other jurisdictions (the "**Offering**").

Details of the Offering are set out in the Prospectus, which has been made available on the website of the Company (<https://www.epicacquisitioncorp.com>) at no cost, subject to securities law restrictions in certain jurisdictions.

J.P. Morgan Securities plc ("**J.P. Morgan**") is acting as sole global coordinator, bookrunner and underwriter in connection with the Offering.

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The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law and therefore persons in such jurisdictions into which they are released, published or distributed, should inform themselves about, and observe, such restrictions. No action has been taken by the Company that would permit an offer of securities or the possession or distribution of this announcement or any other offering or publicity material relating to such securities in any jurisdiction where action for that purpose is required.

This announcement is not and does not form a part of, and should not be construed as, an offer for sale of or solicitation of an offer to buy the securities in the United States. The securities referred to in this announcement have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the **"U.S. Securities Act"**), and may not be offered or sold in the United States absent registration or an exemption from the registration requirements of the U.S. Securities Act and in accordance with the applicable securities laws of any state or other jurisdiction of the United States. The Company does not intend to register any portion of the offering in the United States or to conduct a public offering of securities in the United States. Any public offering of the securities to be made in the United States would be made by means of a prospectus that may be obtained from the Company and that will contain detailed information about the Company and its management, as well as financial statements.

In the EEA, this announcement is only directed at persons who are "qualified investors" within the meaning of Article 2(e) of the Prospectus Regulation (EU 2017/1129) as amended.

In the United Kingdom, this announcement is directed only at "qualified investors" within the meaning of Article 2(e) of the Prospectus Regulation (EU) No 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the **"EUWA"**) (the **"UK Prospectus Regulation"**) as amended, who are also (i) persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the **"Order"**); (ii) high net worth bodies corporate, unincorporated associations and partnerships and trustees of high value trusts as described in Article 49(2) of the Order; or (iii) persons to whom it may otherwise lawfully be communicated (all such persons being referred to as **"relevant persons"**). This announcement must not be acted on or relied on by persons in the United Kingdom who are not relevant persons. Any investment or investment activity to which this announcement relates is available only in the United Kingdom to relevant persons and will be engaged in only with relevant persons.

This announcement does not constitute a prospectus. An offer to acquire securities pursuant to the Offering will be made, and any investor should make their investment, solely on the basis of information contained in the Prospectus made generally available in the Netherlands in connection with Admission. Copies of the Prospectus may be obtained at no cost through the website of the Company.

Matters discussed in this announcement may constitute forward-looking statements. Forward-looking statements are statements that are not historical facts and may be identified by words such as “believe,” “expect,” “anticipate,” “aim,” “intends,” “estimate,” “plan,” “forecast,” “project,” “will,” “may,” “continue,” “should” and similar expressions. The forward-looking statements in this announcement are based upon various assumptions, many of which are based, in turn, upon further assumptions, such as no changes in existing political, legal, fiscal, market or economic conditions or in applicable legislation, regulations or rules (including, but not limited to, accounting policies, accounting treatments and tax policies), which, individually or in the aggregate, would be material to the results of operations of the Company or its ability to operate its businesses and that the Company does not become a party to any legal or administrative processes that may have a material effect on the Company. Although the Company believes that these assumptions were reasonable when made, these assumptions are inherently subject to significant known and unknown risks, uncertainties, contingencies and other important factors, which are difficult or impossible to predict and are beyond its control. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forward-looking statements. In addition, the information, opinions, targets, and forward-looking statements contained in this announcement are not guarantees of future financial performance and the actual results of the Company could differ materially from those expressed or implied by these forward-looking statements. The Company expressly disclaims any obligation or undertaking to release any updates or revisions to these forward-looking statements to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any statement is based after the date of this announcement or to update or to keep current any other information contained in this announcement. Accordingly, the Company urges readers not to place undue reliance on any of the statements set forth above.

The information, opinions, and forward-looking statements contained in this announcement speak only as at the date of this announcement, and are subject to change without notice.

Any purchase of any securities in the Offering should be made solely on the basis of information contained in the Prospectus. The information in this announcement is subject to change. Before purchasing any securities in the Offering, persons viewing this announcement should ensure that they fully understand and accept the risks which are set out in the Prospectus. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. This announcement shall not form the basis of or constitute any offer or invitation to sell or issue, or any solicitation of any offer to purchase any securities nor shall it (or any part of it) or the fact of its distribution, form the basis of, or be relied on in connection with, any contract therefor.

The date of Admission may be influenced by a variety of factors which include market conditions. There is no guarantee that Admission will occur. You should not base your financial decision on this announcement. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested.

Persons considering making investments should consult an authorised person specialising in advising on such investments. This announcement does not form part of or constitute a recommendation concerning any offer. The value of securities can decrease as well as increase. Potential investors should consult a professional advisor as to the suitability of a possible offer for the person concerned.

No representation or warranty, express or implied, is made or given, and no responsibility is accepted, by, or on behalf of, J.P. Morgan or any of its affiliates or representatives, or their respective directors, officers or employees or any other person, as to the accuracy, fairness, verification or completeness of information or opinions contained in this announcement and nothing in this announcement is, or shall be relied upon as, a promise or representation by J.P. Morgan or any of its affiliates or representatives, or their respective directors,

officers or employees or any other person, as to the past or future. None of J.P. Morgan or any of its affiliates or representatives, or their respective directors, officers or employees or any other person in any of their respective capacities in connection with the Offering, accepts any responsibility whatsoever for the contents of this announcement or for any other statements made or purported to be made by either itself or on its behalf in connection with the Company, the Offering, the Units, the Class A Ordinary Shares and/or the Warrants. Accordingly, J.P. Morgan and its affiliates or representatives, and their respective directors, officers or employees or any other person disclaim, to the fullest extent permitted by applicable law, all and any liability, whether arising in tort or contract or which they might otherwise be found to have in respect of this announcement and/or any such statement.

J.P. Morgan is acting exclusively for the Company and for no one else in connection with the Offering and will not regard any other person as their respective client in relation to the Offering and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for giving advice in relation to the Offering, Admission or any transaction or arrangement referred to in this announcement.

J.P. Morgan and/or its affiliates may in the future, from time to time, engage in commercial banking, investment banking and financial advisory and ancillary activities in the ordinary course of their business with the Company or any parties related to any of it, in respect of which they have and may in the future, receive customary fees and commissions. Additionally, J.P. Morgan and/or its affiliates may in the ordinary course of their business hold the Company's securities for investment purposes for their own account and for the accounts of their customers. Also, J.P. Morgan is entitled to receive a deferred fee conditional on the completion of a Business Combination. The fact that J.P. Morgan or its affiliates' financial interests are tied to the completion of a Business Combination may give rise to potential conflicts of interest in providing services to the Company, including potential conflicts of interest in connection with the sourcing and completion of a Business Combination or the rendering of a fairness opinion. As a result, these parties may have interests that may not be aligned, or could possibly conflict with the interests of investors or of the Company. In respect hereof, the sharing of information is generally restricted for reasons of confidentiality, by internal procedures and by rules and regulations.

In connection with the Offering, J.P. Morgan and any of its affiliates, acting as an investor for its own account, may take up Units in the Offering and, in that capacity, may retain, purchase, subscribe for, or sell for its own account such securities and any Units or related investments and may offer or sell such Units or other investments otherwise than in connection with the Offering. Accordingly, references in this announcement to Units being offered or placed should be read as including any offering or placement of Units to J.P. Morgan or any of its affiliates acting in such capacity. In addition, J.P. Morgan or its affiliates may enter into financing arrangements (including swaps) with investors in connection with which J.P. Morgan (or its affiliates) may from time to time acquire, hold or dispose of Units, Class A Ordinary Shares and Warrants. None of J.P. Morgan or its affiliates intends to disclose the extent of any such investment or transactions otherwise than pursuant to any legal or regulatory obligation to do so. As a result of these transactions, J.P. Morgan and its affiliates may have interests that may not be aligned, or could potentially conflict, with the interests of the Class A Ordinary Shareholders or Warrant Holders, or with the Company's interests.

This announcement contains information that qualifies as inside information within the meaning of Article 7(1) of Regulation (EU) No 596/2014 on market abuse.

### **Information to EEA Distributors**

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID**

**II Product Governance Requirements**”), and disclaiming all and any liability, whether arising in delict, tort, contract or otherwise, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Units, the Class A Ordinary Shares and the Warrants have been subject to a product approval process, which has determined that: (X) the Units are: (i) compatible with an end target market of investors who meet the criteria of professional clients and eligible counterparties only, each as defined in MiFID II; and (ii) appropriate for distribution through all distribution channels to professional clients and eligible counterparties as are permitted by MiFID II; (Y) the Class A Ordinary Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) appropriate for distribution through all distribution channels as are permitted by MiFID II; and (Z) the Warrants are: (i) compatible with an end target market of investors who meet the criteria of professional clients and eligible counterparties only, each as defined in MiFID II; and (ii) appropriate for distribution through all distribution channels to professional clients and eligible counterparties as are permitted by MiFID II (each an “**EEA Target Market Assessment**”).

Any “distributor” (for the purposes of the MiFID II Product Governance Requirements) should take into consideration the manufacturers’ relevant EEA Target Market Assessment(s); however, each distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Units, the Class A ordinary Shares and/or the Warrants (by either adopting or refining the manufacturers’ EEA Target Market Assessment(s)) and determining, in each case, appropriate distribution channels. Notwithstanding the EEA Target Market Assessment, distributors should note that: (a) the price of the Class A Ordinary Shares and/or the Warrants may decline and investors could lose all or part of their investment; (b) the Units, the Class A Ordinary Shares and the Warrants offer no guaranteed income and no capital protection; and (c) an investment in the Units, the Class A Ordinary Shares and/or the Warrants is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom.

The EEA Target Market Assessments are without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering (including the “Risk Factors” as included in the Prospectus). Furthermore, it is noted that, notwithstanding the EEA Target Market Assessments, the Underwriter will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the EEA Target Market Assessments do not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Units, Class A Ordinary Shares and Warrants.

### **Information to UK Distributors**

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended as it forms part of UK domestic law by virtue of the EUWA (“**UK MiFID II**”) and (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 as implemented in the United Kingdom and retained pursuant to and under the EUWA as supplemented by the Markets in Financial Instruments (Amendment) (EU Exit) Regulations 2018 (SI 2018/1403 (together, the “**UK MiFID II Product Governance Requirements**”), and disclaiming all and any liability, whether arising in delict, tort, contract or otherwise, which any “manufacturer” (for the purposes of the UK MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Units, the Class A Ordinary Shares and the Warrants have been subject to a product approval process, which has determined that: (X) the Units are: (i)

compatible with an end target market of investors who meet the criteria of professional clients and eligible counterparties only, each as defined in UK MiFID II; and (ii) appropriate for distribution through all distribution channels to professional clients and eligible counterparties as are permitted by UK MiFID II; (Y) the Class A Ordinary Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in UK MiFID II; and (ii) appropriate for distribution through all distribution channels as are permitted by UK MiFID II; and (Z) the Warrants are: (i) compatible with an end target market of investors who meet the criteria of professional clients and eligible counterparties only, each as defined in UK MiFID II; and (ii) appropriate for distribution through all distribution channels to professional clients and eligible counterparties as are permitted by UK MiFID II (each a “**UK Target Market Assessment**”).

Any “distributor” (for the purposes of the UK MiFID II Product Governance Requirements) should take into consideration the manufacturers’ relevant UK Target Market Assessment(s); however, each distributor subject to UK MiFID II is responsible for undertaking its own target market assessment in respect of the Units, the Class A Ordinary Shares and/or the Warrants (by either adopting or refining the manufacturers’ UK Target Market Assessment(s)) and determining, in each case, appropriate distribution channels. Notwithstanding the UK Target Market Assessment, distributors should note that: (a) the price of the Units, the Class A Ordinary Shares and/or the Warrants may decline and investors could lose all or part of their investment; (b) the Units, the Class A Ordinary Shares and the Warrants offer no guaranteed income and no capital protection; and (c) an investment in the Units, the Class A Ordinary Shares and/or the Warrants is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom.

The UK Target Market Assessments are without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering (including the “Risk Factors” as included in the Prospectus). Furthermore, notwithstanding the UK Target Market Assessments, it is noted that, the Underwriter will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the UK Target Market Assessments do not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Units, Class A Ordinary Shares and Warrants.

#### **Prohibition of sales to EEA retail investors**

The Units, the Class A Ordinary Shares and the Warrants are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive 2002/92/EC (as amended, the “**Insurance Mediation Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIPs Regulation**”) for offering or selling the Units, the Class A Ordinary Shares and/or the Warrants or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Units, the Class A Ordinary Shares and/or the Warrants or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

#### **Prohibition of sales to UK retail investors**

The Units, the Class A Ordinary Shares and the Warrants are not intended to be offered, sold or otherwise

made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom. For these purposes, a “retail investor” means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the EUWA; (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “**UK FSMA**”) and any rules or regulations made under the UK FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in the UK Prospectus Regulation. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Units, the Class A Ordinary Shares and/or the Warrants or otherwise making them available to retail investors in the UK has been prepared and, therefore, offering or selling the Units, the Class A Ordinary Shares and/or the Warrants or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.