



# eureKING

**EureKING's security holders approve necessary bylaws amendments to proceed with the proposed IBC with Skyepharma and acquisition of SCTbio**

**Both transactions remain subject to financing and shareholders' approval on the relevant contributions in kind to be carried out**

**Ad hoc Market Shares repurchase procedure to commence no later than August 21, 2023**

**Voting results of the extraordinary general meeting and special meetings of August 11, 2023**

**Paris, France, August 11, 2023** – eureKING (ISIN: FR0014009ON9, Euronext Paris) (the “**Company**”), the first European Special Purpose Acquisition Company (“SPAC”) in healthcare dedicated to bioproduction, announces today that the shareholders and holders of the different categories of securities issued by eureKING at the time of the initial public offering, i.e. Market Shares, Market Warrants, Founders' Shares (classes A1, A2 and A3) and Founders' Warrants, have approved the following amendments to eureKING's bylaws and to the terms and conditions of the Market Warrants (BSAR B) and Founders' Warrants (BSAR A):

- extension of the deadline to complete the Initial Business Combination (or IBC)<sup>1</sup> from currently August 13, 2023, to October 31, 2023;
- waiver of the requirement that the fair market value of the target of the Initial Business Combination be at least 75% of the funds raised in the initial public offering of eureKING<sup>2</sup>; and
- implementation of a repurchase period for the Market Shares in the coming days and independently of the completion of an Initial Business Combination.

eureKING is now able to proceed with the IBC with Skyepharma<sup>3</sup> and the acquisition of 100% of SCT Cell Manufacturing s.r.o. (SCTbio) as contemplated.<sup>4</sup> For the avoidance of doubt, the acquisition of 100% of SCT Cell Manufacturing s.r.o. (SCTbio) is not part of the IBC with Skyepharma.

As a reminder, these acquisitions will comprise the sale to eureKING of a portion of the share capital of both companies for cash and the contribution to eureKING of the remaining portion.

eureKING intends to finance the combined cash portion of the proposed IBC with Skyepharma and acquisition of SCTbio (amounting to €36.05 million) through commitments of certain existing shareholders of eureKING not to redeem their Market Shares, and/or additional equity funding raised from existing shareholders and/or new investors through a private placement conducted ahead of the closing of the proposed IBC with Skyepharma. eureKING is currently seeking such non-redemption and/or additional funding commitments.

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<sup>1</sup> See the initial public offering prospectus approved by the *Autorité des Marchés Financiers* on May 6, 2022, under no. 22-134 (the “**IPO Prospectus**”).

<sup>2</sup> See the IPO Prospectus referred to above.

<sup>3</sup> See August 8, 2023 eureKING press release.

<sup>4</sup> See the August 9, 2023 eureKING press release.



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The contribution to eureKING of the share capital of Skyepharma and SCTbio not bought for cash will be subject to the approval of the shareholders of eureKING in due time.

The Company will publish, no later than August 21, 2023, an “IBC Notice” or a “Redemption Notice”, triggering the opening of a 30-calendar-day period during which holders of Market Shares may request the redemption of their shares at the agreed price of 10.30 euros<sup>5</sup>.

The details of the voting results of each of the seven securityholders meetings is set out below.

## About eureKING

Founded in March 2022, eureKING is a French SPAC (Special Purpose Acquisition Company) formed with the aim of acquiring European companies in the field of cutting-edge biomanufacturing, with the ambition of creating a leading bio-CDMO in Europe capable of meeting the growing outsourcing needs of this industry. eureKING has chosen to focus on three highly specialized and strategic segments of the biopharmaceutical industry: the production of biologics, in particular new generations of monoclonal antibodies or complex proteins, the production of cell and gene therapies and the production of live biotherapeutics (with applications in the microbiome).

With a €150 million capital raising in May 2022, eureKING is led by an international management team of experienced healthcare industry talent, 100% dedicated to the SPAC project and its development strategy. eureKING is supported by a Board of Directors with complementary pharmaceutical and financial expertise to achieve its goal of developing and promoting the promising biomanufacturing sector in Europe on an international scale.

eureKING is listed on the professional compartment of Euronext Paris since May 12, 2022.

[www.eureking.com](http://www.eureking.com)

## Media Contacts

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<sup>5</sup> See the IPO Prospectus referred to above and August 8, 2023 eureKING press release.



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## 1. Special Meeting of holders of Market Shares (Action B)

- **Number of shares:** **15,000,000**
- **Total number of shares with voting rights:** **15,000,000**
- **Total number of voting rights:** **15,000,000**
- **Number of shares present or represented:** **6,667,194**, representing 44.447% of the share capital
- **Number of votes present or represented:** **6,667,194**, representing 44.447% of the voting rights

Resolutions	Votes expressed				Abstention		Outcome
	Votes "in favour"		Votes "against"		Vote	%	
	Vote	%	Vote	%			
Resolution n°1 – Approval of the extension of the completion date for the Business Combination and waiving of the minimum threshold	6,667,194	100%	0	0.00%	0	-	<b>Approved</b>
Resolution n°2 – Amendments to Articles 12.4 and 12.6 of the Company's articles of association	5,451,305	100%	0	0.00%	1,215,889	-	<b>Approved</b>
Resolution n°3 – Amendments to Appendix 1 of the Company's articles of association	5,451,305	100%	0	0.00%	1,215,889	-	<b>Approved</b>
Resolution n°4 – Amendments to the terms and conditions of the Founders' Warrants	6,667,194	100%	0	0.00%	0	-	<b>Approved</b>
Resolution n°5 – Amendments to the terms and conditions of the Market Warrants	6,667,194	100%	0	0.00%	0	-	<b>Approved</b>
Resolution n°6 – Powers for formalities	5,451,305	100%	0	0.00%	1,215,889	-	<b>Approved</b>



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## 2. Special Meeting of holders of Market Warrants (BSAR B)

- Number of warrants: **15,000,000**
- Total number of shares with voting rights: **15,000,000**
- Total number of voting rights: **15,000,000**
- Number of shares present or represented: **6,740,842**, representing 44.938% of the share capital
- Number of votes present or represented: **6,740,842**, representing 44.938% of the voting rights

Resolutions	Votes expressed				Abstention		Outcome
	Votes "in favour"		Votes "against"		Vote	%	
	Vote	%	Vote	%			
Resolution n°1 – Approval of the extension of the completion date for the Business Combination and waiving of the minimum threshold	6,740,842	100%	0	0.00%	0	-	<b>Approved</b>
Resolution n°2 – Amendments to the terms and conditions of the Market Warrants	6,740,842	100%	0	0.00%	0	-	<b>Approved</b>
Resolution n°3 – Powers for formalities	6,740,842	100%	0	0.00%	0	-	<b>Approved</b>



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### 3. Special meeting of holders of Founders Shares A1 (class A1)

- Number of shares: **2,500,000**
- Total number of shares with voting rights: **2,500,000**
- Total number of voting rights: **2,500,000**
- Number of shares present or represented: **2,442,422**, representing 97.969% of the share capital
- Number of votes present or represented: **2,442,422**, representing 97.969% of the voting rights

Resolutions	Votes expressed				Abstention		Outcome
	Votes "in favour"		Votes "against"		Vote	%	
	Vote	%	Vote	%			
Resolution n°1 – Approval of the extension of the completion date for the Business Combination and waiving of the minimum threshold	2,442,422	100%	0	0.00%	0	-	<b>Approved</b>
Resolution n°2 – Amendments to Articles 12.4 and 12.6 of the Company's articles of association	2,274,992	100%	0	0.00%	167,430	-	<b>Approved</b>
Resolution n°3 – Amendments to Appendix 1 of the Company's articles of association	2,274,992	100%	0	0.00%	167,430	-	<b>Approved</b>
Resolution n°4 – Powers for formalities	2,442,422	100%	0	0.00%	0	-	<b>Approved</b>



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#### 4. Special meeting of holders of Founders Shares A2 (class A2)

- Number of shares: **1,250,000**
- Total number of shares with voting rights: **1,250,000**
- Total number of voting rights: **1,250,000**
- Number of shares present or represented: **1,221,209**, representing 97.696% of the share capital
- Number of votes present or represented: **1,221,209**, representing 97.696% of the voting rights

Resolutions	Votes expressed						Outcome
	Votes "in favour"		Votes "against"		Abstention		
	Vote	%	Vote	%	Vote	%	
Resolution n°1 – Approval of the extension of the completion date for the Business Combination and waiving of the minimum threshold	1,221,209	100%	0	0.00%	0	-	<b>Approved</b>
Resolution n°2 – Amendments to Articles 12.4 and 12.6 of the Company's articles of association	1,137,494	100%	0	0.00%	83,715	-	<b>Approved</b>
Resolution n°3 – Amendments to Appendix 1 of the Company's articles of association	1,137,494	100%	0	0.00%	83,715	-	<b>Approved</b>
Resolution n°4 – Powers for formalities	1,221,209	100%	0	0.00%	0	-	<b>Approved</b>



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## 5. Special meeting of holders of Founders Shares A3 (class A3)

- Number of shares: **1,250,000**
- Total number of shares with voting rights: **1,250,000**
- Total number of voting rights: **1,250,000**
- Number of shares present or represented: **1,227,779**, representing 98.222% of the share capital
- Number of votes present or represented: **1,227,779**, representing 98.222% of the voting rights

Resolutions	Votes expressed				Abstention		Outcome
	Votes "in favour"		Votes "against"		Vote	%	
	Vote	%	Vote	%			
Resolution n°1 – Approval of the extension of the completion date for the Business Combination and waiving of the minimum threshold	1,227,779	100%	0	0.00%	0	-	<b>Approved</b>
Resolution n°2 – Amendments to Articles 12.4 and 12.6 of the Company's articles of association	1,144,063	100%	0	0.00%	83,716	-	<b>Approved</b>
Resolution n°3 – Amendments to Appendix 1 of the Company's articles of association	1,144,063	100%	0	0.00%	83,716	-	<b>Approved</b>
Resolution n°4 – Powers for formalities	1,227,779	100%	0	0.00%	0	-	<b>Approved</b>



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## 6. Special Meeting of holders of Founders Warrants (BSAR A)

- Number of warrants: **897,000**
- Total number of shares with voting rights: **897,000**
- Total number of voting rights: **897,000**
- Number of shares present or represented: **883,257**, representing 98.467% of the share capital
- Number of votes present or represented: **883,257**, representing 98.467% of the voting rights

Resolutions	Votes expressed				Abstention		Outcome
	Votes "in favour"		Votes "against"		Vote	%	
	Vote	%	Vote	%			
Resolution n°1 – Approval of the extension of the completion date for the Business Combination and waiving of the minimum threshold	883,257	100%	0	0.00%	0	-	<b>Approved</b>
Resolution n°2 – Amendments to the terms and conditions of the Founders' Warrants	883,257	100%	0	0.00%	0	-	<b>Approved</b>
Resolution n°3 – Powers for formalities	883,257	100%	0	0.00%	0	-	<b>Approved</b>





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## 7. Extraordinary general meeting

- **Number of shares:** **20,000,000**
- **Total number of shares with voting rights:** **20,000,000**
- **Total number of voting rights:** **20,000,000**
- **Number of shares present or represented:** **11,145,823**, representing 55.729% of the share capital
- **Number of votes present or represented:** **11,145,823**, representing 55.729% of the voting rights

Resolutions	Votes expressed						Outcome
	Votes "in favour"		Votes "against"		Abstention		
	Vote	%	Vote	%	Vote	%	
Resolution n°1 – Approval of the extension of the completion date for the Business Combination and waiving of the minimum threshold	11,145,823	100%	0	0.00%	0	-	<b>Approved</b>
Resolution n°2 – Amendments to Articles 12.4 and 12.6 of the Company's articles of association	9,595,073	100%	0	0.00%	1,550,750	-	<b>Approved</b>
Resolution n°3 – Amendments to Appendix 1 of the Company's articles of association	9,595,073	100%	0	0.00%	1,550,750	-	<b>Approved</b>
Resolution n°4 – Amendments to the terms and conditions of the Founders' Warrants	11,145,823	100%	0	0.00%	0	-	<b>Approved</b>
Resolution n°5 – Amendments to the terms and conditions of the Market Warrants	11,145,823	100%	0	0.00%	0	-	<b>Approved</b>
Resolution n°6 – Powers for formalities	11,145,823	100%	0	0.00%	0	-	<b>Approved</b>



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## **Disclaimer**

On June 6, 2023, J.P. Morgan terminated its association with eureKING and waived any fees and compensation in connection with such association. On the same day, J.P. Morgan also waived its entitlement to the payment of any deferred compensation in connection with its role as underwriter in eureKING's initial public offering. J.P. Morgan has informed eureKING that it is not responsible for any portion hereof.

## **Disclaimer**

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## **Forward-Looking Statements**

This communication includes objectives, forecasts or other forward-looking statements that may be identified by the use of words such as “anticipate,” “believe,” “expect,” “estimate,” “plan,” “outlook,” and “project” and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. Such objectives, forecasts or other forward-looking statements with respect to revenues, earnings, performance, strategies, prospects and other aspects of the businesses of eureKING, SCTbio and the combined company after completion of the proposed acquisition are based on current data (including information provided to eureKING by SCTbio and its shareholders in connection with the proposed transaction), as well as assumptions and analysis made by eureKING in light of its perception of historical trends, current conditions and expected future developments and other factors it believes are appropriate in the circumstances. Such forward looking statements may evolve or be revised due to a number of risks and uncertainties, including in particular the risks factors referred to above. You are cautioned not to place undue reliance upon any forward-looking statements, which speak only as of the date made. eureKING expressly declines any obligation or undertaking to update or revise any objectives, forecasts or other forward-looking statements made in this communication, whether as a result of new information, future events or otherwise, except as required by applicable law or regulation.

## **Industry and Market Data**

Statements made in this communication regarding the beliefs of eureKING on the biomanufacturing sector, market and corporate landscape in European jurisdictions are based on research conducted by eureKING, on publicly available information published by third party and, in some cases, on management estimates based on their industry, experience and other knowledge. While eureKING believes this information to be reliable, eureKING has not independently verified such third party information, and does not make any representation or warranty as to the completeness of such information set forth in this communication.

It is also possible that the data and estimates may be inaccurate or out of date, or that the forecast trends may not occur for the same reasons as described above, which could have a material adverse impact on eureKING's results of operations, financial condition, development or prospects. Trends in the industry, market and corporate landscape in European jurisdictions may differ from the market trends described in this communication.

## **Estimates**

The historical figures related to SCTbio included in this communication have been provided to eureKING by SCTbio and its shareholders in connection with the proposed transaction described herein.