

IMPORTANT: You must read the following disclaimer before continuing. This electronic transmission applies to the attached sizing statement (the “**Sizing Statement**”) issued by Hambro Perks Acquisition Company Limited (the “**Company**”) dated 24 November 2021. You are advised to read this disclaimer carefully before reading, accessing or making any other use of the Sizing Statement. In accessing the Sizing Statement, you agree to be bound by the following terms and conditions, including any modifications to them from time to time, each time you receive any information from the Company as a result of such access. **You acknowledge that this electronic transmission and the delivery of the Sizing Statement is confidential and intended only for investors and you agree not to forward, reproduce, copy, download or publish this electronic transmission or the Sizing Statement (electronically or otherwise) to any other person.**

The Company will undertake a placing (the “**Placing**”) of 14,000,000 units, being one public share (“**Public Share**”) cum rights to receive one-half (1/2) of one public warrant (“**Public Warrant**”) (being “**Units**” or “**Shares cum Rights**”) at a price per Unit of £10.00 (the “**Placing Price**”).

This electronic transmission and the attached Sizing Statement together comprise an advertisement for the purposes of paragraph 3.3 of the Prospectus Regulation Rules of the FCA (the “**Prospectus Regulation Rules**”) made under Part VI of the Financial Services and Markets Act 2000, as amended, and have been prepared solely in connection with the Placing. The final prospectus (the “**Prospectus**”) in connection with the Placing is expected to be published on 25 November 2021. Although it is intended that the Prospectus will be approved by the FCA as a prospectus prepared in accordance with the Prospectus Regulation Rules, the Sizing Statement has not been so approved. Similarly, although it is intended that the Prospectus will be made available to the public in accordance with the Prospectus Regulation Rules, the Sizing Statement has not been made available in accordance therewith. It is intended that the Prospectus will be published in due course and, following publication, will be available on the Company's website at <https://www.hpac.uk> subject to certain access restrictions. Pricing information and other related disclosures are expected to be published on this website. Prospective investors are advised to access such information prior to making an investment decision

NOTHING IN THIS ELECTRONIC TRANSMISSION AND THE ATTACHED SIZING STATEMENT CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DO SO.

THIS ELECTRONIC TRANSMISSION AND THE ATTACHED SIZING STATEMENT, AND THE SECURITIES REFERRED TO THEREIN, MAY ONLY BE DISTRIBUTED IN CONNECTION WITH “OFFSHORE TRANSACTIONS” AS DEFINED IN, AND IN RELIANCE ON, REGULATIONS UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “**US SECURITIES ACT**”) OR WITHIN THE UNITED STATES TO PERSONS REASONABLY BELIEVED TO BE QUALIFIED INSTITUTIONAL BUYERS (“**QIBs**”) AS DEFINED IN RULE 144A UNDER THE US SECURITIES ACT (“**RULE 144A**”) OR PURSUANT TO ANOTHER EXEMPTION FROM, OR TRANSACTION NOT SUBJECT TO, REGISTRATION UNDER THE US SECURITIES ACT. ANY FORWARDING, DISTRIBUTION, REPRODUCTION OR PUBLICATION OF THIS ELECTRONIC TRANSMISSION AND THE ATTACHED SIZING STATEMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS NOTICE MAY RESULT IN A VIOLATION OF THE US SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS. NOTHING IN THIS ELECTRONIC TRANSMISSION AND THE ATTACHED SIZING STATEMENT CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DO SO.

THE SECURITIES REFERRED TO HEREIN (THE “**SECURITIES**”) HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE US SECURITIES ACT OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED, DIRECTLY OR INDIRECTLY, EXCEPT (1) TO A PERSON THAT THE HOLDER AND ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QIB AS DEFINED IN, OR IN RELIANCE ON, RULE 144A, OR PURSUANT TO ANOTHER EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE US SECURITIES ACT, OR (2) IN AN OFFSHORE TRANSACTION IN ACCORDANCE WITH RULE 903 OR RULE 904 OF REGULATIONS UNDER THE US SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES.

CANADIAN INVESTORS ARE ADVISED THAT THIS TRANSMISSION AND THE SIZING STATEMENT ATTACHED HERETO MAY ONLY BE TRANSMITTED IN THOSE JURISDICTIONS IN CANADA AND TO THOSE PERSONS WHERE AND TO WHOM THEY MAY BE LAWFULLY OFFERED FOR SALE AND THEREIN ONLY BY PERSONS PERMITTED TO SELL SUCH SECURITIES. THE SIZING STATEMENT

ATTACHED HERETO IS NOT AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN ADVERTISEMENT OR A PUBLIC OFFERING IN CANADA. NO SECURITIES COMMISSION OR SIMILAR AUTHORITY IN CANADA HAS REVIEWED OR IN ANY WAY PASSED UPON THE SIZING STATEMENT ATTACHED HERETO OR THE MERITS OF THE SECURITIES DESCRIBED THEREIN AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE. THE DISTRIBUTION OF THE SECURITIES CONTAINED IN THE SIZING STATEMENT ATTACHED HERETO IS BEING MADE ON A PRIVATE PLACEMENT BASIS ONLY AND IS EXEMPT FROM THE REQUIREMENT THAT THE COMPANY PREPARE AND FILE A PROSPECTUS WITH THE RELEVANT CANADIAN SECURITIES REGULATORY AUTHORITIES.

ANY FORWARDING, REDISTRIBUTION OR REPRODUCTION OF THE SIZING STATEMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE US SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

This electronic transmission and the attached Sizing Statement and the Placing are and will be only addressed to and directed at persons in member states of the EEA, who are “qualified investors” within the meaning of Article 2(e) of Regulation (EU) 2017/1129, as amended (the “**EU Prospectus Regulation**”) (“**Qualified Investors**”). In addition, in the United Kingdom, this electronic transmission and the attached Sizing Statement is being distributed only to, and is directed only at, persons: (A) (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”), or (ii) falling within Article 49(2)(a) to (d) of the Order or (iii) to whom it may otherwise lawfully be communicated; and (B) who are also “qualified investors” within the meaning of Article 2(e) of the Regulation (EU) 2017/1129, as it forms part of retained EU law by virtue of the European Union (Withdrawal) Act 2018 (all such persons together being referred to as “**Relevant Persons**”). This electronic transmission and the attached Sizing Statement must not be acted on or relied on (i) in the United Kingdom, by persons who are not Relevant Persons, and (ii) in any member state of the EEA, by persons who are not Qualified Investors. Any investment or investment activity to which the attached Sizing Statement relates is available only to (i) in the United Kingdom, Relevant Persons, and (ii) in any member state of the EEA, Qualified Investors, and will be engaged in only with such persons.

Confirmation of Your Representation: This electronic transmission and the attached Sizing Statement is delivered to you on the basis that you are deemed to have represented, warranted and agreed to and with the Company and Citigroup Global Markets Limited (the “**Bookrunner**”) that (i) you are (a) a QIB acquiring such securities for its own account or for the account of another QIB or (b) acquiring such securities in “offshore transactions”, as defined in, and in reliance on, Regulation S under the US Securities Act; (ii) if you are in the United Kingdom, you are a Relevant Person and/or a Relevant Person who is acting on behalf of Relevant Persons in the United Kingdom to the extent you are acting on behalf of persons or entities in the United Kingdom; (iii) if you are a person in any member state of the EEA, you are a Qualified Investor and/or a Qualified Investor acting on behalf of Qualified Investors to the extent you are acting on behalf of persons or entities in the EEA; (iv) the securities acquired by you in the offer have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, any person in circumstances which may constitute or give rise to an offer of any securities to the public other than their offer or resale, in the United Kingdom, to Relevant Persons, and in any member state of the EEA, to Qualified Investors; (v) if you are outside the United States, United Kingdom and EEA (and the electronic mail address that you provided and to which this Sizing Statement has been delivered are not located in such jurisdictions) you are a person into whose possession the attached Sizing Statement may lawfully be delivered in accordance with the laws of the jurisdiction in which you are located; and (vi) you are an institutional investor that is eligible to receive the attached Sizing Statement and you consent to delivery of the attached Sizing Statement by electronic transmission.

For investors resident in British Columbia, Alberta, Manitoba, Ontario and Quebec (the “**Relevant Provinces**”). You acknowledge and agree that (a) the securities described in the attached Sizing Statement are only being distributed to investors resident in the Relevant Provinces, (b) you are (i) an “accredited investor” as such term is defined in National Instrument 45-106 Prospectus Exemptions and (ii) a “permitted client”, as such term is defined in National Instrument 31-101 Registration Requirements, Exemptions and Ongoing Registrant Obligations (NI 31-103) and are purchasing the Public Shares from a dealer registered in Canada or relying on the “international dealer exemption” contained in NI 31-103; and (c) where required by law, you are participating in the offering as principal for your own account and not as agent.

You are reminded that you have received this electronic transmission and the attached Sizing Statement on the basis that you are a person into whose possession this electronic transmission and the attached Sizing Statement

may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not nor are you authorised to deliver this electronic transmission and the attached Sizing Statement, electronically or otherwise, to any other person. The attached Sizing Statement has been made available to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently neither the Company, the Bookrunner nor any of their respective affiliates, directors, officers, employees, agents or advisers accepts any liability or responsibility whatsoever in respect of any difference between the Sizing Statement distributed to you in electronic format and any hard copy version.

If a jurisdiction requires that the Placing be made by a licensed broker or dealer and the Bookrunner or any of its affiliates is a licensed broker or dealer in that jurisdiction, the Placing shall be deemed to be made by the Bookrunner or affiliate on the behalf of the Company in such jurisdiction.

By accessing the attached Sizing Statement, you consent to receiving it in electronic form. Neither the Bookrunner nor any of its respective affiliates, directors, officers, employees, agents or advisers accepts any responsibility whatsoever for the contents of this electronic transmission or the attached Sizing Statement or for any statement made or purported to be made by it, or on its behalf, in connection with the Company, the Placing, the Public Shares or the Public Warrants. To the fullest extent permitted by law, such persons accordingly disclaim all and any liability whether arising in tort, contract or otherwise which they might otherwise have in respect of this electronic transmission, such attached Sizing Statement or any such statement. No representation or warranty express or implied, is made by the Bookrunner or any of its affiliates, directors, officers, employees, agents or advisers as to the accuracy, completeness, reasonableness, verification or sufficiency of the information set out in the attached Sizing Statement.

The Bookrunner is acting exclusively for the Company and no one else in connection with the Placing. It will not regard any other person (whether or not a recipient of the attached Sizing Statement) as their client in relation to the Placing and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients nor for giving advice in relation to the Placing or any transaction or arrangement referred to in the attached Sizing Statement.

Restriction: Nothing in this electronic transmission constitutes, and this electronic transmission may not be used in connection with, an offer of securities for sale to persons other than the specified categories of institutional buyers described above and to whom it is directed and access has been limited so that it shall not constitute a general solicitation. If you have gained access to this transmission contrary to the foregoing restrictions, you will be unable to purchase any of the securities described therein.

You are responsible for protecting against viruses and other destructive items. Your receipt of the attached Sizing Statement via electronic transmission is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature.

This document comprises a sizing statement relating to relating to Hambro Perks Acquisition Company Limited (the “**Company**”).

Before making an investment, prospective investors should read the pathfinder prospectus dated 23 November 2021 (the “**Pathfinder Prospectus**”) for more complete information about the Company and the Placing. A final prospectus expected to be dated 25 November 2021 (the “**Prospectus**”) will be published by the Company and prepared in accordance with the Prospectus Regulation Rules and in connection with the Placing and Admission. This document is an advertisement for the purposes of the UK Prospectus Regulation and not a prospectus, and investors should not subscribe for or purchase any Public Shares except on the basis of information in the Prospectus. Copies of the Prospectus will, following publication, be available on the Company’s website at <https://www.hpac.uk>

The information contained in this document should be read in conjunction with the Pathfinder Prospectus. Prospective investors should read both this document and the entire Pathfinder Prospectus. In particular, for a discussion of certain risks that should be considered in connection with an investment in the Share cum Rights, see Part II “*Risk Factors*” of the Pathfinder Prospectus. Capitalised terms used in this document and not otherwise defined in this document shall have the meanings given to them in the Pathfinder Prospectus. In the event of any inconsistency between this document and the Pathfinder Prospectus, the terms of this document shall prevail.

Hambro Perks Acquisition Company Limited

A special purpose acquisition company incorporated as a non-cellular company limited by shares under the laws of the Island of Guernsey with number 69093.

Placing of 14,000,000 Units (or up to 15,000,000 Units if the Over-allotment Option is exercised in full), comprising one Public Share and the right to receive 1/2 of one Public Warrant, at a price per Unit of £10.00

Admission of the Public Shares and the Public Warrants to the standard listing segment of the FCA’s Official List and to trading on the London Stock Exchange’s main market for listed securities

This document does not constitute an offer to sell or an invitation to subscribe for, or the solicitation of an offer or invitation to buy or subscribe for, any securities in any jurisdiction where such an offer or solicitation is unlawful or would impose any unfulfilled registration, publication or approval requirements on the Company and/or the Bookrunner (as defined below), and, in particular, is not for distribution in Australia, Canada, the Republic of South Africa or Japan.

The Company has undertaken a placing (the “**Placing**”) of 14,000,000 Units (as defined below) (or up to 15,000,000 Units if the Over-allotment Option is exercised in full) at a price per Unit of £10.00 (the “**Placing Price**”). The offer of securities referred to as the Placing is an institutional offer only; there is no public offer in the UK. A unit is not a separate security, but is one Public Share cum rights to receive one-half (1/2) of one Public Warrant (being “**Units**” or “**Shares cum Rights**”, and each a “**Unit**” or “**Share cum Rights**”). Prior to 5 January 2022 (being the second Business Day immediately prior to 7 January 2022, being the “**Warrants Admission Date**”) (the “**Warrants Ex Date**”), the Public Shares are with (cum) rights in respect of the Public Warrants. Prior to Warrants Admission, only the Public Shares are expected to be admitted to the standard listing segment of the Official List and to trading on the London Stock Exchange’s main market for listed securities. The Public Warrants will not be issued until Warrants Admission. Following the Warrants Ex Date, the Public Shares no longer give any right to (part of) a Public Warrant (and will cease to be Shares cum Rights). Public Shareholders as at 6.00 p.m. on 6 January 2022 (being the Trading Day immediately prior to the Warrants Admission Date) (the “**Warrants Record Date**”) will be entitled to automatically receive at 8.00 a.m. on the Warrants Admission Date one-half (1/2) of a Public Warrant for each Public Share held at 6.00 p.m. on the Warrants Record Date. Only Public Shareholders as at 6.00 p.m. on the Warrants Record Date will be entitled to automatically receive the Public Warrants and, accordingly, any person who disposes of their Public Shares prior to the Warrants Record Date or acquires their Public Shares after the Warrants Record Date will have no automatic right to receive any Public Warrants. From Warrants Admission each of the Public Shares and Public Warrants are expected to be admitted to the Official List and to trading on the London Stock Exchange.

References in this document to Units or to Shares cum Rights are to Public Shares cum rights to receive ½ of a Public Warrant (that is, to Public Shares in the period between the date of the Prospectus and Warrants Admission). A ‘Unit’ is not a separate security and does not have a separate international security identification number. No application for admission of a separate ‘Units’ security has been or will be made to the FCA for

admission to the Official List or to the London Stock Exchange for a separate ‘Units’ security to be admitted to trading on the London Stock Exchange’s main market for listed securities.

The Placing consists solely of a placing of securities to certain institutional investors in various jurisdictions, including the United Kingdom. There will be no public offering in any jurisdiction. The Shares cum Rights, Public Shares and Public Warrants offered hereby have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or under the applicable securities laws or regulations of any state or other jurisdiction of the United States of America (the “**United States**” or “**U.S.**”). These securities may not be offered or sold within the United States, except pursuant to an exemption from, or a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable securities laws or regulations of any state or other jurisdiction of the United States. These securities are being offered and sold outside the United States in offshore transactions in reliance on, Regulation S under the U.S. Securities Act (“**Regulation S**”) and within the United States to persons reasonably believed to be qualified institutional buyers (“**QIBs**”) as defined in Rule 144A under the U.S. Securities Act (“**Rule 144A**”) pursuant to Rule 144A or another exemption from registration under the U.S. Securities Act. Prospective purchasers in the United States are hereby notified that the sellers of the Shares cum Rights, Public Shares and Public Warrants may be relying on the exemption from the registration provisions of Section 5 of the U.S. Securities Act provided by Rule 144A.

Investing in any of the Shares cum Rights, the Public Shares and the Public Warrants involves risks. See Part II “*Risk Factors*” of the Pathfinder Prospectus for a description of the risk factors which are material for taking an informed investment decision and that should be carefully considered before investing in any of the Shares cum Rights, the Public Shares and the Public Warrants. See also Part IX “*Dilution*” of the Pathfinder Prospectus for a summary of the dilutive effects on Public Shareholders of (i) the Placing, (ii) the exercise of the Public Warrants and the Sponsor Warrants and the conversion of the Sponsor Shares, and (iii) a Business Combination with a target that is larger than the Company.

In connection with the Placing, the Bookrunner, in its capacity as Stabilisation Manager (the “**Stabilisation Manager**”) or any of its agents, may (but will be under no obligation to), to the extent permitted by applicable law and for stabilisation purposes, over-allot Shares cum Rights up to a total of 7.1% of the aggregate number of Shares cum Rights sold in the Placing (excluding the Option Units) to facilitate stabilisation transactions, if any, with a view to supporting the market price of the Public Shares at a higher level than that which might otherwise prevail in the open market.

Stabilisation transactions may be effected on any securities market, over-the-counter market, stock exchange (including the London Stock Exchange) or otherwise and may be undertaken at any time during the period commencing on the date of the commencement of conditional dealings in the Public Shares on the London Stock Exchange and ending no later than 30 calendar days thereafter. However, there will be no obligation on the Stabilisation Manager to effect stabilising transactions and there is no assurance that stabilising transactions will be undertaken. Such stabilisation, if commenced, may be discontinued at any time without prior notice and must be discontinued within 30 calendar days after the commencement of conditional dealings in the Public Shares. In no event will measures be taken to stabilise the market price of the Public Shares above the Placing Price. Except as required by law or regulation, neither the Stabilisation Manager nor any of its agents intends to disclose the extent of any stabilisation transactions conducted in relation to the Placing.

For the purposes of allowing the Stabilisation Manager to cover short positions resulting from any such over-allotment and/or from sales of Public Shares effected by it during the stabilisation period, the Company has granted the Stabilisation Manager the Over-allotment Option, exercisable in full or in part during the period commencing on the date of the commencement of conditional dealings in the Public Shares on the London Stock Exchange and ending no later than 30 calendar days thereafter, pursuant to which the Stabilisation Manager may require the Company to issue up to 1,000,000 Option Units at the Placing Price, comprising up to 7.1% of the aggregate number of Shares cum Rights sold in the Placing (excluding the Option Units). If the Over-allotment Option is exercised in full by the Stabilisation Manager, the total number of Shares cum Rights offered in the Placing will be 15,000,000 Shares cum Rights.

The Company and the Stabilisation Manager do not make any representation or prediction as to the direction or the magnitude of any effect that the transactions described above may have on the price of the Public Shares or any other securities of the Company. In addition, the Company and the Stabilisation Manager do not make any representation that the Stabilisation Manager will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice.

Sizing Statement

Name of issuer:	Hambro Perks Acquisition Company Limited
Offer Price:	£10.00
Number of Public Shares	14,000,000 Public Shares
Number of Public Warrants	7,000,000 Public Warrants
Option Units:	1,000,000 Shares cum Rights
Overfunding Subscription	£3,500,000
Number of Sponsor Shares:	3,500,000 Public Shares
Number of Sponsor Warrants:	6,204,000 Sponsor Warrants
Gross proceeds of the Placing (assuming no exercise of the Over-allotment Option):	£140,000,000
Gross proceeds of the Placing (assuming full exercise of the Over-allotment Option):	£150,000,000

Below are certain amendments to the Pathfinder Prospectus that reflect updated information relating to the Placing.

1. EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Expected timetable

<u>Event</u>	<u>Date and time</u>
Results of Placing announced	5.30 p.m. on 24 November 2021
FCA approval and publication of the Prospectus	25 November 2021
Commencement of conditional dealings in Public Shares	8.00 a.m. on 25 November 2021
Admission and commencement of unconditional dealings in Public Shares	8.00 a.m. on 30 November 2021
CREST members' accounts credited with Public Shares	<u>Around 8.00 a.m. on 30 November 2021</u>
Despatch of definitive share certificates (where applicable)	<u>by no later than 14 December 2021</u>
Date on which the Over-allotment Option will expire	25 December 2021
Warrants Ex Date	5 January 2022
Warrants Record Date	6.00 p.m. on 6 January 2022
CREST members' accounts credited with Public Warrants	<u>Around 8.00 a.m. on 7 January 2022</u>
Admission and commencement of unconditional dealings in Public Warrants	8.00 a.m. on 7 January 2022
Despatch of definitive warrant certificates (where applicable)	<u>by no later than 21 January 2022</u>

2. PROPOSED BUSINESS AND STRATEGY

The Escrow Agreement

Following Settlement, the Company will have legal ownership of the proceeds of the Placing and the Overfunding Subscription and the Board will, as a basic principle, have the authority and power to spend such proceeds. In

order to ensure the sums committed by investors in the Placing and the Overfunding Subscription are used for no other purpose than funding the consideration due in connection with the Business Combination, and subject to the Business Combination being completed, the costs of identifying and completing the Business Combination, the Company entered into an escrow agreement with Citibank, N.A., London Branch (the “**Escrow Agent**”) on 24 November 2021 (the “**Escrow Agreement**”).

3. DESCRIPTION OF SHARE CAPITAL AND CORPORATE STRUCTURE

Ordinary Shares

On 24 November 2021 1,000,000 Shares cum Rights were issued to the Sponsor at a price of £10.00 per Share cum Rights, which sum was left outstanding. These Shares cum Rights were subsequently repurchased by and transferred back to the Company (and the Sponsor’s obligation to pay the purchase price cancelled). The 1,000,000 Shares cum Rights will initially be held in treasury and loaned to the Bookrunner, in its capacity as Stabilisation Manager (the “**Stabilisation Manager**”) under a stock loan agreement entered into between the Company and the Stabilisation Manager dated 24 November 2021 (the “**Stock Loan Agreement**”) for the purposes, among other things, of allowing the Stabilisation Manager to settle, at Settlement (as defined below), over allocations, if any, made in connection with the Placing. If the Stabilisation Manager borrows any Shares cum Rights pursuant to the Stock Loan Agreement it will be required to return equivalent securities to the Company by no later than three Business Days following the end of the stabilisation period. If the Stabilisation Manager exercises the Over-allotment Option, the Company will be obliged to issue up to a further 1,000,000 Shares cum Rights to the Stabilisation Manager in order to satisfy its obligations under the Over-allotment Option, although such obligation may be set-off against the Stabilisation Manager’s obligation to return Shares cum Rights pursuant to the Stock Loan Agreement.

Warrant Instrument

The Public Warrants will be issued in registered form under a warrant instrument issued by the Company on 24 November 2021 (the “**Warrant Instrument**”). Computershare Investor Services PLC shall act as warrant agent on the terms of a receiving agent agreement with the Company dated on or around 24 November 2021. The Warrant Instrument incorporates the Warrant T&Cs and provides that the Warrant T&Cs may be amended without the consent of any holder for the purpose of (i) curing any ambiguity or to correct any defective provision or mistake, including to conform the provisions of the Warrant Instrument to the description of the terms of the Public Warrants and the Warrant Instrument set forth in the Prospectus, (ii) adjusting the provisions relating to cash dividends on Public Shares as contemplated by and in accordance with the Warrant Instrument or (iii) adding or changing any provisions with respect to matters or questions arising under the Warrant Instrument as the Company may deem necessary or desirable and that the parties deem to not adversely affect the rights of the registered holders of the Public Warrants, provided that the approval by the holders of at least 50% of the then-outstanding Public Warrants is required to make any change that adversely affects the interests of the registered holders of Public Warrants.

4. CAPITALISATION AND INDEBTEDNESS

Net Liquidity / Indebtedness

The following table sets forth the Company’s net (liquidity)/indebtedness as at 30 September 2021: (all amounts in £)

As at 30 September 2021
(audited)

Cash	-
Cash equivalents	-
Trading securities	-
Liquidity	-
 Current financial receivable	 -
 Current bank debt	 -
Current portion of non current debt	-
Other current financial debt	-
Current financial indebtedness	 -
 Net current financial (liquidity) / indebtedness	 -
 Non-current bank loans	 -
Debt instruments	-
Other non-current loans	-
Non-current financial indebtedness	 -
 Net financial (liquidity) / indebtedness	 -

The Company does not have any indirect and contingent indebtedness.

On 24 November 2021 the Sponsor subscribed for 3,499,999 Class B ordinary shares with no par value for £0.01 each (£34,999.99 in aggregate) so as to hold 3,500,000 Class B ordinary shares in total.

On 24 November 2021, the Sponsor subscribed for an aggregate of 1,000,000 Shares cum Rights at a price of £10.00 per share. The purchase price for such Shares cum Rights was left outstanding. On 24 November 2021, these Shares cum Rights were subsequently repurchased by and transferred back to the Company (and the Sponsor's obligation to pay the purchase price cancelled).

On 24 November 2021 the Sponsor agreed to subscribe for an aggregate of 6,204,000 Class B warrants at a price of £1.00 per warrant (£6,204,000 in the aggregate) in a separate private placement that will occur concurrently with the Placing.

5. THE PLACING

Admission

An application has been made to the FCA, in its capacity as competent authority under FSMA, for all of the Public Shares to be issued pursuant to the Placing, to be admitted to the standard listing segment of the Official List under Chapter 14 of the Listing Rules and to the London Stock Exchange for such Public Shares to be admitted to trading on the London Stock Exchange's main market for listed securities. An application (after Shares Admission and ahead of Warrants Admission) will be made to the FCA, in its capacity as competent authority under FSMA, for all of the Public Warrants to be issued to holders of Public Shares at 6.00 p.m. on the Warrants Record Date to be admitted to the standard listing segment of the Official List under Chapter 20 of the Listing Rules and to the London Stock Exchange for such Public Warrants to be admitted to trading on the London Stock Exchange's main market for listed securities.

The London Stock Exchange is a regulated market for the purposes of the UK Prospectus Regulation. Conditional dealings in the Public Shares are expected to commence on the main market of the London Stock Exchange at 8.00 a.m. on 25 November 2021. It is expected that Shares Admission will become effective, and that unconditional dealings in the Public Shares will commence, at 8.00 a.m. on 30 November 2021. Trading in the Public Shares before Settlement will take place on an "as-if-and-when-issued-and/or-delivered" basis and will be of no effect if Shares Admission does not take place. Such trading will be at the sole risk of the parties concerned.

Subject to the separate application to the FCA and the London Stock Exchange having been made, it is expected that Admission in respect of the Public Warrants will become effective, and that unconditional dealings in the Public Warrants will commence, at 8.00 a.m. on Warrants Admission Date, being 7 January 2022.

The Public Shares will trade on the London Stock Exchange under the symbol “HPA1”, with ISIN (International Security Identification Number) GG00BMCP7B62 and SEDOL number BMCP7B6. The Public Warrants will trade on the London Stock Exchange under the symbol “HPA1W”, with ISIN (International Security Identification Numbers) GG00BPGZVF58 and SEDOL number BPGZVF5.

No application has been, or is currently intended to be, made for the Public Shares and/or Public Warrants to be admitted to listing or dealing with or any other stock exchange. Prior to the Placing, there has been no public market for the Public Shares or the Public Warrants.

The Public Shares and the Public Warrants are denominated in and will trade in pound sterling on the London Stock Exchange.

Underwriting Arrangements

The Company, the Directors and the Bookrunner entered into an underwriting agreement on 24 November 2021 with respect to the Placing (the “**Underwriting Agreement**”). On the terms, and subject to the conditions, of the Underwriting Agreement and subject to such agreement not being terminated, the Company has agreed to issue at the Placing Price to purchasers procured by the Bookrunner (on a reasonable endeavours basis) or, failing purchase by such procured purchasers, to the Bookrunner itself, the number of Shares cum Rights comprised in the Placing.

Sponsor Lock-Up Deed

Pursuant to a lock-up deed between the Sponsor and the Bookrunner dated 24 November 2021 (the “**Sponsor Lock-Up Deed**”), the Sponsor has undertaken to the Bookrunner that, from the date of the Underwriting Agreement until the date falling 180 days after the Settlement Date it will not, without the prior written consent of the Bookrunner, (i) issue, offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend or otherwise transfer or dispose of, directly or indirectly, any Ordinary Shares, or Warrants or any securities convertible into, or exercisable, or exchangeable for, Ordinary Shares owned by it, (ii) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of any Ordinary Shares or Warrants or any securities convertible into, or exercisable, or exchangeable for, Ordinary Shares owned by it, whether any such transaction is to be settled by delivery of such securities, in cash or otherwise, or (iii) publicly announce any intention to effect any transaction specified in (i) or (ii), save that the foregoing restrictions shall not apply to transfers:

- (a) to the Company’s officers or directors, any affiliate or family member of any of the Company’s officers or directors, any members or partners of the Sponsor or their affiliates, any affiliates of the Sponsor, or any employees of such affiliates;
- (b) in the case of an individual, by gift to a member of such individual’s immediate family or to a trust, the beneficiary of which is a member of such individual’s immediate family, an affiliate of such individual or to a charitable organisation;
- (c) in the case of an individual, by virtue of laws of descent and distribution upon death of such individual;
- (d) in the case of an individual, pursuant to a qualified domestic relations order;
- (e) by private sales or transfers made in connection with any forward purchase agreement or similar arrangement or in connection with the consummation of a Business Combination at prices no greater than the price at which the securities were originally purchased;
- (f) in the event of the Company’s liquidation prior to the completion of the Business Combination;
- (g) to the Company for no value for cancellation in connection with the consummation of the Business Combination;
- (h) in the event that, subsequent to the Company’s completion of its Business Combination, the Company completes a liquidation, merger, share exchange or other similar transaction which results in all of the Shareholders having the right to exchange their Public Shares for cash, securities or other property; or
- (i) where the conversion of the Sponsor Shares constitutes a taxable event for purposes of corporate income tax, withholding tax and personal income tax to the Sponsor and its affiliates, if any, in relation to which

the tax due is to be assessed prior to the end of the 180-day lock up period, a proportion of the Public Shares held on conversion of the Sponsor following completion of the Business Combination may be disposed of on the market but only to the extent necessary to cover for such applicable taxes directly related to the conversion of the Sponsor Shares,

provided, however, that in the case of paragraphs (a) to (e), these permitted transferees must enter into a deed of adherence to the Sponsor Lock-Up Deed.

6. ADDITIONAL INFORMATION

Material Contracts

The following are all of the contracts (not being contracts entered into in the ordinary course of business) that have been entered into by the Company since the Company's incorporation which: (i) are, or may be, material to the Company; or (ii) contain obligations or entitlements which are, or may be, material to the Company as at the date of the Prospectus.

Underwriting Agreement

On 24 November 2021, the Company, the Directors and the Bookrunner entered into the Underwriting Agreement, a summary of which is set out in paragraph 9 "*Underwriting Arrangements*" of Part XIII "*The Placing*".

Stock Loan Agreement

On 24 November 2021, the Company and the Bookrunner entered into the Stock Loan Agreement, a summary of which is set out in paragraph 2 "*Over-allotment and Stabilisation*" of Part XIII "*The Placing*".

Escrow Agreement

On 24 November 2021, the Company and the Escrow Agent entered into the Escrow Agreement, a summary of which is set out in paragraph 16 "*The Escrow Agreement*" of Part VI "*Proposed Business and Strategy*".

Lock-Up and Waiver Agreement

On 24 November 2021, the Sponsor and the Directors entered into the Lock-Up and Waiver Agreement with the Company, pursuant to which they have agreed to: (A) waive their redemption rights with respect to their Sponsor Shares, Overfunding Shares and any Public Shares acquired upon conversion or exercise thereof in connection with the completion of the Business Combination, (B) waive their redemption rights with respect to their Ordinary Shares and Public Shares in connection with a Shareholder vote to approve an amendment to the Company's Articles of Incorporation (i) to modify the substance or timing of the Company's obligation to allow redemption in connection with its Business Combination or to redeem 100% of the Public Shares if the Company has not completed its Business Combination by the Business Combination Deadline, and (ii) with respect to any other material provisions relating to Shareholders' rights or pre-Business Combination activity, and (C) waive their rights to liquidating distributions from the Escrow Account with respect to their Sponsor Shares, Sponsor Warrants, Overfunding Shares, Overfunding Warrants and any Public Shares acquired upon conversion or exercise thereof if the Company fails to complete its Business Combination by the Business Combination Deadline, although if the Sponsor or Directors acquire Public Shares in or after the Placing (other than in the Overfunding Subscription), they will be entitled to liquidating distributions from the Escrow Account with respect to such Public Shares if the Company fails to complete the Business Combination by the Business Combination Deadline.

The Sponsor and Directors have also agreed to lock-up undertakings with the Company with respect to the Public Shares, Public Warrants, Sponsor Shares, Sponsor Warrants, and any Public Shares acquired upon conversion or exercise thereof, pursuant to which the Sponsor is subject to customary restrictions on transfer or disposal:

- in the case of the Public Shares or Sponsor Shares and any Public Shares issuable upon conversion or exercise thereof, until the earlier of (i) one year after the completion of the Business Combination, and (ii) subsequent to the Business Combination, (x) if the closing price of the Public Shares equals or exceeds £12.00 per Public Share (as adjusted for share sub-divisions, share capitalisations, reorganisations, recapitalisations and similar corporate actions) for any 20 trading days within any 30-trading day period commencing at least 150 days after the date of the Business Combination; and (y) the date following the completion of the Business Combination on which the Company completes a

liquidation, merger, share exchange or other similar transaction that results in all of the Shareholders having the right to exchange their Ordinary Shares for cash, securities or other property; and

- in the case of the Public Warrants or Sponsor Warrants and any Public Shares acquired upon conversion or exercise thereof, until 30 days after the completion of the Business Combination,

in each case, subject to certain exemptions.

Sponsor Lock-Up Deed

On 24 November 2021, the Sponsor and the Bookrunner entered into the Sponsor Lock-Up Deed, a summary of which is set out in paragraph 10 “*Lock-Up Arrangements*” of Part XIII “*The Placing*”.

Receiving Agent Agreement

On 24 November 2021, the Company and Computershare Investor Services PLC, as Warrant Agent, entered into a receiving agent agreement (the “**Receiving Agent Agreement**”). Under the Receiving Agent Agreement, Computershare Investor Services PLC agreed to act as warrant agent in respect of the Warrants to be issued pursuant to the Warrant Instrument.

Warrant Instrument

On 24 November 2021, the Company executed the Warrant Instrument, a summary of which is set out in paragraph 9 “*Public Warrants*” of Part VIII “*Description of Share Capital and Corporate Structure*”.

Sponsor Warrant Purchase Agreement

On 24 November 2021, the Company and the Sponsor entered into a sponsor warrant purchase agreement, pursuant to which the Sponsor has agreed, *inter alia*, to subscribe to an aggregate of 6,204,000 Sponsor Warrants at a price of £1.00 per Sponsor Warrant (£6,204,000 in the aggregate) in a private placement that will occur concurrently with the Placing. Depending on the extent to which the Over-allotment Option is exercised (if at all), the Sponsor shall subscribe for up to 197,500 additional Sponsor Warrants at a price of £1.00 per Sponsor Warrant (£197,500 in the aggregate) to cover the additional initial underwriting commission.

In addition, the Sponsor agreed to subscribe for 350,000 Shares cum Rights, comprising 350,000 Overfunding Shares cum the right to receive 175,000 Overfunding Warrants for the Placing Price of £10.00 per Share cum Rights, in a private placement which will close simultaneously with the closing of the Placing. The proceeds of the Overfunding Subscription will be held in the Escrow Account to be available for the redemption of the Public Shares by the Public Shareholders. The Sponsor has waived any rights on a liquidation of the Company to the proceeds of the Escrow Account in respect of the Overfunding Shares.

Furthermore, to the extent that the Initial Business Combination Deadline is extended, the Sponsor will commit further additional funds to the Company through the subscription of up to a further 140,000 Public Shares and 70,000 Public Warrants for a consideration of £10.00 for (i) one Public Share and (ii) ½ of a Public Warrant (up to £1,400,000 in aggregate) for the First Extension Period and the subscription of up to a further 140,000 Public Shares and 70,000 Public Warrants for a consideration of £10.00 for (i) one Public Share and (ii) ½ of a Public Warrant (up to £1,400,000 in aggregate) for the Second Extension Period, the proceeds of which are to be held in the Escrow Account as additional Escrow Account Overfunding.

The proceeds from this private placement of Sponsor Warrants will be used to finance the Placing and listing expenses and the operating costs of the Company prior to a Business Combination, except for the deferred underwriting commission, that will, if and when due and payable, be paid to the Bookrunner from the Escrow Account.

In addition, in order to finance transaction costs in connection with an intended Business Combination, the Sponsor or an affiliate of the Sponsor may, but are not obligated to, loan the Company funds as may be required. If the Company completes the Business Combination, it may repay such loaned amounts out of the proceeds of the Escrow Account released to it. Otherwise, such loans would be repaid only out of funds held outside the Escrow Account. In the event that the Business Combination does not close, the Company may use a portion of the proceeds from the sale of the Sponsor Warrants held outside the Escrow Account to repay such loaned amounts but no proceeds from the Escrow Account would be used to repay such loaned amounts. Up to £1,500,000 of such loans may be convertible into warrants of the post-business combination company at a price of £1.00 per warrant at the option of the lender. The warrants would be identical to the Sponsor Warrants.

In addition, the Sponsor has agreed that it will be liable to the Company if and to the extent any claims by a third party (other than the Company's independent auditors and legal counsel) for services rendered or products sold to the Company, or a prospective target company or business with which the Company has discussed entering into a transaction agreement, reduce the amount of funds in the Escrow Account to below (i) £10.25 per Public Share or (ii) such lesser amount per Public Share held in the Escrow Account as of the date of the liquidation of the Escrow Account due to reductions in the value of the assets held in the Escrow Account, except as to any claims by a third party who executed a waiver of any and all rights to seek access to the Escrow Account and except as to any claims under the Company's indemnity with the Bookrunner pursuant to the Underwriting Agreement.

M&A Advisory Agreement

On 24 November 2021, the Company and Hambro Perks Advisory LLP entered into an M&A advisory agreement, pursuant to which the Company appointed Hambro Perks Advisory LLP as M&A adviser in connection with the Business Combination. Pursuant to this agreement, Hambro Perks shall provide to the Company (i) consulting and advisory services such as target screening and financial analysis as may be required by the Company to properly conduct its business and dedicated employee time, (ii) services in respect of strategy, tactics, timing and structuring of the Business Combination and (iii) office space, administrative and shared personnel support services. For these services, Hambro Perks will receive a monthly fee of £10,000 but shall not be entitled to receive a success fee on completion of a Business Combination. This agreement shall terminate automatically upon the earlier of (a) a Business Combination and (b) the Business Combination Deadline.

Legal Proceedings

There are no, nor have there been any, governmental, legal or arbitration proceedings as at 24 November 2021 (the latest practicable date prior to the date of the Prospectus), nor is the Company aware of any such proceedings, which may be threatened or pending, during the previous 12 months which may have, or have had in the recent past significant effects on the Company's financial position or profitability.

Dated: 24 November 2021