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## PRESS RELEASE

Amsterdam, 18 February 2020

### Dutch Star Companies ONE: Updates on developments regarding anticipated business combination

Dutch Star Companies ONE N.V. ("DSCO"), a special purpose acquisition company listed on Euronext Amsterdam (symbol: DSC1) announces some important steps on the realisation of its intended business combination with CM.com B.V. (together with its subsidiaries, "CM.com").

DSCO has now received a Declaration of No Objection ("DNO") by the Dutch Central Bank for the intended business combination. DSCO has received sufficient proxies from shareholders registered for the 20 February 2020 EGM to assure at least 90% support to approve the use of the mandatory bid exemption for each of CM.com's founders to be able to acquire more than 30% of the voting rights in the business combination. DSCO has also met the relevant thresholds for both the mandatory conversion of all DSCO warrants as well as full conversion of its special shares. DSCO further announces the anticipated distribution of shares after completion of the intended business combination with CM.com, expected to occur on 21 February 2020 subject to customary approvals having been obtained.

Finally, CM.com B.V. published its unaudited 2019 results in a press release, yesterday evening. For more information on the CM.com 2019 results including the full press release please refer to the CM.com website: <https://www.cm.com/investor-relations/news/>.

#### CONVERSION OF WARRANTS

At the listing of DSCO all shareholders received 1 warrant per 2 ordinary shares (the "IPO-Warrant"). In addition, all non-dissenting DSCO shareholders are entitled to 1 new warrant per 2 ordinary shares following completion of the business combination (the "BC-warrant").

In light of the DSCO share price all warrants can now convert at their maximum conversion price. DSCO will therefore arrange that all warrants will be automatically converted into ordinary shares based on the conversion formula and the maximum average monthly price of EUR 13.00. The conversion rate will be approximately 0.2868, implying a conversion rate of 3.4865 warrants per ordinary share. Subject to completion of the business combination the warrants will be converted as follows:

- All existing (IPO) warrants will be converted into CM.com shares on 26 February with record-date 25 February after close of market (*i.e. the number of warrants owned on 25 February after close of market divided by 3.4865*).
- All shares registered on 25 February after close of market will be entitled to 1 additional (BC) warrant per 2 ordinary shares. These (BC) warrants will be issued but will not be delivered to the securities account of the eligible shareholders as they are automatically converted into ordinary shares CM.com on the basis of the formula and terms of the warrants as described in the DSCO Prospectus, Terms Of The Warrants and Key Information Document, on 26 February with record-date 25 February after close of market (*i.e. the number of warrants owned on 25 February after*

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*close of market divided by 3.4865, an equivalent of 1 new share for every 6.9735 share registered on 25 February 2020).*

- Delisting warrants (due to conversion): 27 February after close of market.

Both conversions will be rounded down to full shares CM.com and any remaining warrants will cease to exist.

Under the terms of the warrants, DSCO is entitled to mandatorily repurchase warrants that are not exercised after a notice is served. This press release serves as the mandatory repurchase notice, with a term of 15 calendar days starting on the date hereof. The repurchase price is EUR 0.01 in cash. DSCO assumes that no shareholder prefers to receive the repurchase price, and will therefore convert all warrants at their maximum conversion price by default as set out above. (However, any shareholder that does not wish to convert his warrants should contact DSCO, surrender the shares that were transferred to him to DSCO, and DSCO will register him in its warrant register, and remit the repurchase price of EUR 0.01 on expiry of the repurchase notice).

#### SHAREHOLDINGS

At the completion of the business combination CM.com will receive over EUR 73 million in new capital. This inflow results after a total inflow of EUR 80m (app. EUR 55.0m of current DSCO shareholders; EUR 10m additional investment of large DSCO shareholders; EUR 15m of Teslin; and EUR 159k from the warrant conversion) and an outflow of EUR 7.0m related to the buyout from founders and costs of the warrant conversion.

Upon completion of the Business Combination, and the conversion of all warrants and the special shares, as well as the additional investments as set out in the shareholders' circular dated 9 January 2020, and the issue of ordinary shares under the Employee Share Option Plan the total number of issued ordinary shares will be 26,345,986<sup>1</sup>.

The distribution of these shares is set out in the table below:

Shareholder	Number of ordinary shares	Stake in CM.com
Former CM.com shares	17,737,498	67.3%
- ClubCompany1 B.V.	7,618,749	28.9%
- ClubCompany2 B.V.	7,618,749	28.9%
- Additional investment large DSCO shareholders	1,000,000	3.8%
- Teslin	1,500,000	5.7%
Existing DSCO-shares	5,536,500	21.0%
New shares based on full conversion of all DSCO warrants <sup>1</sup>	1,587,982	6.0%
New shares based on full conversion of all 194,444 special shares	1,361,108	5.2%
Shares reserved to distribute to CM.com staff	122,898	0.5%
<b>Total<sup>1</sup></b>	<b>26,345,986</b>	<b>100.0%</b>

<sup>1</sup> Final number of shares depends on the exact number of warrants converted into ordinary shares



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#### **LOCKUPS**

The 16.6 million shares held by the founders of CM.com and the promoters of DSCO are subject to a 365-day lock-up starting at the completion of the business combination (i.e. expiring on 19 February 2021). The lock-ups are subject to certain customary carve-outs.

#### **ADMISSION TO LISTING**

DSCO will apply for admission to listing of all newly issued shares on Euronext Amsterdam, effective 21 February 2020. Admission of the new shares issued as a result of the conversion of warrants and special shares will be requested on the basis of section 5:4(1)(g) of the Dutch Financial Supervision Act (Wft). Admission of the new shares issued as a result of the business combination will be requested on the basis of section 1(5)(f) of the Prospectus Regulation. This press release, including the documents incorporated by reference herein, is intended as the exempted document as mentioned in that section.

#### **INCORPORATION BY REFERENCE**

This press release incorporates by reference:

- the CM.com press release dated 17 February 2020 for the 2019 results, which can be found on [www.cm.com/investor-relations/news/](http://www.cm.com/investor-relations/news/)
- the DSCO press release dated 24 January 2020 confirming 70% of shareholders have already granted a proxy to approve the business combination with CM.com, which can be found on [www.dutchstarcompanies.com](http://www.dutchstarcompanies.com)
- the shareholders' circular dated 9 January 2020, which can be found on [www.dutchstarcompanies.com](http://www.dutchstarcompanies.com)
- the CM.com prospectus dated 30 September 2019, which can be found on [www.afm.nl](http://www.afm.nl)
- the DSCO prospectus dated 9 February 2018, which can be found on [www.dutchstarcompanies.com](http://www.dutchstarcompanies.com)

#### **PRESS AND INVESTOR INFORMATION**

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#### **RATIONALE FOR BUSINESS COMBINATION**

CM.com and DSCO believe that the business combination will provide additional capital to support and accelerate growth of CM.com, especially for the funding of investments in geographical sales and marketing expansion, but also to strengthen research and development and possible selective accretive acquisitions to ensure CM.com stays ahead of the fast-growing demand for Conversational Commerce. Furthermore, a listing on the Euronext Amsterdam stock exchange will significantly enhance CM.com's profile, create a new long-term shareholder base, provide the means to further incentivize key employees and attract new talent, and allow for



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acquisition currency. The transaction offers CM.com immediate additional funds to capture current growth opportunities and can fuel the strategy and growth path in the long-run.

In addition, the business combination will substantially strengthen CM.com's financial position, providing a healthy cash position to fuel further growth and make CM.com virtually debt-free.

**ABOUT DUTCH STAR COMPANIES ONE**

The name Dutch Star Companies ONE (DSCO) refers to the objective of DSCO to raise capital and to acquire a significant minority stake in a single Dutch high performing 'star company' with principal business operations in Europe, preferably in the Netherlands.

More information about DSCO can be found in the Prospectus dated 9 February 2018 which has been approved by the Dutch Authority for the Financial Markets, the AFM and on the website at [www.dutchstarcompanies.com](http://www.dutchstarcompanies.com).

**ABOUT CM.COM**

CM.com is a Conversational Commerce platform that connects enterprises and brands to the mobile phones of billions of consumers globally. The company provides messaging channels, such as RCS, SMS, WhatsApp and Apple Business Chat combined with a Customer Data Platform and other platform features. CM.com is a leading global CPaaS platform with integrated Payments functionality. Almost ten thousand customers use CM.com's products with a view to deliver better marketing, better sales and better service to their consumers.

More information about CM.com can be found on the website at [www.cm.com](http://www.cm.com).

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