

AD-HOC ANNOUNCEMENT

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, THE UNITED KINGDOM, CANADA, AUSTRALIA, SOUTH AFRICA OR JAPAN OR ANY OTHER JURISDICTION IN VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION. PLEASE SEE THE IMPORTANT NOTICE AT THE END OF THIS PUBLICATION.

Public disclosure of inside information according to Article 17 para. 1 of the Regulation (EU) No 596/2014 on market abuse (Market Abuse Regulation)

Business Combination Agreement between BigRep GmbH and SMG Technology Acceleration SE

Luxembourg, 21 December 2023 – SMG Technology Acceleration SE (the “Company”, ISIN: LU2699152265, Frankfurt Stock Exchange: 7GG) today entered into a definitive business combination agreement with BigRep GmbH (“BigRep”), the shareholders of BigRep, HAGE Holding GmbH and BSL Service GmbH (the “Transaction”). Upon closing of the Transaction, the listed entity is expected to be named BigRep SE (“Combined Company”) and will be led by members of the management board Sven Thate and Reinhard Festag.

The Transaction values the Combined Company at a pro forma enterprise value of around EUR 157 million. The Transaction is expected to close in the first quarter of 2024, and the shares of the Combined Company will be listed on the Frankfurt Stock Exchange (General Standard). In addition to the approximately EUR 22 million held in the Company’s escrow account (not taking into account any potential redemptions in connection with the Transaction), certain investors have committed EUR 9 million at a price of EUR 1.00 per share through a common stock private investment in public equity (“PIPE”). The Combined Company will have a shareholder base comprised of (i) the current shareholders of BigRep, (ii) the Company’s shareholders and (iii) the investors in the PIPE.

BigRep is one of the fastest growing additive manufacturing businesses. BigRep offers additive manufacturing solutions comprising hardware, materials, software, and a wide variety of related services.

The closing of the Transaction is subject to the approval of the Company’s shareholders and the satisfaction or waiver of certain other customary closing conditions.

Contact:

Dr. Stefan Petrikovics
Chief Executive Officer
SMG Technology Acceleration SE
9, rue de Bitbourg
L-1273 Luxembourg
Luxembourg
stefan@smg-holding.com

Important Notice

This publication may not be published, distributed or transmitted in the United States, the United Kingdom, Canada, Australia, South Africa or Japan. This publication does not constitute or forms part of any offer of securities for sale or a solicitation of an offer to purchase securities (the “Securities”) or any of the assets, business or undertakings of SMG Technology Acceleration SE (the “Company”) in the United States, the United Kingdom, Australia, Canada, South Africa, Japan or any other jurisdiction in which such offer or solicitation is unlawful. The Securities of the Company may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended (the “Securities Act”). The Securities of the Company have not been, and will not be, registered under the Securities Act. The Securities referred to herein may not be offered or sold in the United Kingdom, Australia, South Africa, Canada or Japan or to, or for the account or benefit of, any national, resident or citizen of the United Kingdom, Australia, South Africa, Canada or Japan subject to certain exceptions.

The Securities 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 Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments, as amended (“MiFID II”); (ii) a customer within the meaning of Directive (EU) 2016/97 of the European Parliament and of the Council of 20 January 2016 on insurance distribution, as amended, 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 Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended. Consequently, no key information document required by Regulation (EU) No 1286/2014 of the European Parliament and of the Council of 26 November 2014 on key information documents for packaged retail and insurance-based investment products (the “PRIIPs Regulation”) for offering or selling the Securities or otherwise making them available to Retail Investors in the EEA has been prepared and therefore offering or selling the Securities or otherwise making them available to any Retail Investor in the EEA may be unlawful under the PRIIPs Regulation.

Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the public shares and public warrants issued by the Company has led to the conclusion that these public shares and these public warrants are (a) compatible with an end target market of investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II, and (b) eligible for distribution to professional clients and eligible counterparties through all distribution channels permitted by MiFID II.

This release may contain forward looking statements, estimates, opinions and projections with respect to anticipated future performance of the Company (“forward-looking statements”). These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes,” “estimates,” “anticipates,” “expects,” “intends,” “may,” “will” or “should” or, in each case, their negative, or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. Forward-looking statements are based on the current views, expectations and assumptions of the management of the Company and involve significant known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in such statements. Forward-looking statements should not be read as guarantees of future performance or results and will not necessarily be accurate indications of whether or not such results will be achieved. Any forward-looking statements included herein only speak as at the date of this release. The Company undertakes no obligation, and does not expect to publicly update, or publicly revise, any of the information, forward-looking statements or the conclusions contained herein or to reflect new events or circumstances or to correct any inaccuracies which may become apparent subsequent to the date hereof, whether as a result of new information, future events or otherwise. The Company accepts no liability whatsoever in respect of the achievement of such forward-looking statements and assumptions.

Additional Information

Language:	English
Company:	SMG Technology Acceleration SE 9, rue de Bitbourg L-1273 Luxembourg Luxembourg
Email:	stefan@smg-holding.com
Internet:	https://www.smg-technology-acceleration.com/
ISIN:	LU2699152265
WKN:	A3EXJ9
Listed:	Regulated Market in Frankfurt (General Standard)