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

SMG Technology Acceleration SE and BigRep GmbH executed Letter of Intent concerning potential Business Combination

Luxembourg, November 23, 2023 – SMG Technology Acceleration SE (the “Company”), a Luxembourg special purpose acquisition company, has entered into a non-binding letter of intent (“LoI”) with BigRep GmbH, Berlin, Germany (“BigRep”), concerning a business combination between the Company and BigRep through which the combined entity would become publicly traded on the Frankfurt Stock Exchange (General Standard). BigRep develops, installs and distributes 3D systems, materials, software and workflow solutions, as well as service offerings.

The LoI includes an agreement to seek a PIPE investment (private investment in public equity). Details of the PIPE will be determined at a later stage.

As currently contemplated, the transaction would involve the existing shareholders of BigRep transferring 100% of the outstanding equity and equity equivalents of BigRep to the Company in exchange for new shares in the Company. The combined entity would be listed on the Frankfurt Stock Exchange (General Standard) and would have a shareholder base comprised of (i) BigRep’s existing shareholders, (ii) the Company’s shareholders, and (iii) investors in the PIPE.

The Company and BigRep continue to be in mutually exclusive negotiations with the aim of entering into a binding business combination agreement in due course. However, there is no guarantee that a final binding agreement will be reached.

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Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Public Shares and Public Warrants has led to the conclusion that the Public Shares and the 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.