

23 November 2021

Hambro Perks Acquisition Company Limited

("HPAC" or the "Company")

Intention to float on the London Stock Exchange

Hambro Perks Acquisition Company, a special purpose acquisition vehicle sponsored by Hambro Perks Limited ("Hambro Perks"), the international investment firm focused on technology investing, is pleased to announce its intention to float on the London Stock Exchange. HPAC intends to raise up to £150 million through the listing.

Hambro Perks was founded in 2013 with the aim of providing capital and hands-on support to innovative and fast-growing technology-enabled companies. The strategy has seen Hambro Perks partner with some of the most pioneering and ambitious companies in the UK and Europe.

Dominic Perks, CEO of HPAC, said:

"I am delighted to launch our first SPAC and start the process of bringing a European tech champion to the public market. At Hambro Perks we have a track record of finding and partnering with pioneering tech-enabled businesses and helping them grow into global category leaders. We see this SPAC as another way to leverage our experience and expand the range of tools we use to do what we do best: helping game-changing companies with global ambition fulfil their potential."

"We've chosen to list HPAC in London because it's the technology capital of Europe. The number of Unicorns in the UK and Europe has grown significantly over recent years as we have seen a migration of talent and capital to private growth companies. Investors want to back differentiated, scalable businesses with great leadership, and those are exactly the characteristics we'll be seeking in our target."

Sir Anthony Salz, Chairman of HPAC, said:

"Hambro Perks is proud of the quality of the businesses and entrepreneurs it has invested in and supported. This SPAC is a natural extension of our existing investment strategy, enabling more established tech businesses to scale up by accessing public markets. The experience of our Board and the wider Hambro Perks team, together with our extensive network of relationships across Europe, gives us confidence that we will find a suitable target."

Strategic rationale

Most emerging technology-enabled companies are privately held, meaning investors have limited access to some of the most innovative and highest-returning opportunities. Equally, many technology-enabled companies find it difficult to access appropriate late-stage funding and to list on public markets.

HPAC believes there is a compelling opportunity to generate shareholder value by investing in proven 'tech winners' emerging from the UK and Europe. It will leverage its full platform - including its international sourcing network, proprietary pipeline, investment team, executive team, board of directors and special advisors - to identify, select and enter into a business combination with a high-performing, later-stage technology-enabled business within an initial period of 15 months from the settlement date, subject to two three-month extension periods, if required and approved by a shareholder vote.

Potential targets will have the opportunity to benefit from access to Hambro Perks' strategic, operational and back-office expertise, and global networks of advisors and investment professionals.

Technology investment experience

Hambro Perks has a proven track record of investing in technology-enabled businesses through various market cycles. Hambro Perks focuses on companies that are disrupters in their category, composed of high potential entrepreneurs and management teams which are able to scale. This strategy is underpinned by a simple, repeatable method of displaying greater speed and conviction in identifying potential opportunities (Find), winning the confidence of entrepreneurs and management teams (Partner) and making targeted interventions that support and encourage rapid growth in company value (Grow).

The impact of this strategy is evident in Hambro Perks' portfolio of investments which stands at more than 100 portfolio companies. These include Gelesis, Muzmatch, What3Words, PrimaryBid, Moneybox, and Vedanta Bioscience.

Acquisition criteria

To capitalise on the opportunities in the market, HPAC intends to focus on the technology-enabled sector and businesses with principal operations in the United Kingdom, a member state of the EEA or Switzerland, seeking to leverage its experience and sourcing capabilities as well as the advice and expertise of its Board to create value for its shareholders.

The companies being considered for a business combination by HPAC will have an attractive market in the UK and Europe, differentiation amongst competitors, impressive innovation capabilities, scalable revenues, a strong management team, attractive valuations, a fit for public markets and strong ESG credentials.

The Company expects to implement a business combination where the valuation of the target business is £800 million or more. This SPAC is the first to be launched on the London Stock Exchange with a structure reflecting the FCA's new SPAC rules which came into force on 10 August 2021, based on the recommendations from Lord Hill's UK Listings Review which are focused on providing additional protections for shareholders.

Placing details

- HPAC will place 14,000,000 Units (or up to 15,000,000 Units if the over-allotment option is exercised in full), comprising one Public Share with the right to receive 1/2 of one Public Warrant, at a price per Unit of £10.00.
- The Public Shares and Public Warrants are each expected to be admitted to the standard listing segment of the Official List of the FCA and to the London Stock Exchange's main market for listed securities.
- A Unit is not a separate security but represents one Public Share cum rights to receive ½ of one Public Warrant (a "**Share cum Rights**"). No application for any 'Units' has been or will be made for Admission.
- Prior to the warrants admission date, which is anticipated to occur on 7 January 2022 (the "**Warrants Admission Date**"), only the Public Shares are expected to be admitted to listing and trading. Following the Warrants Ex Date (being the second Business Day immediately prior to the Warrants Admission Date), the Public Shares will cease to give any right to ½ of a Public Warrant and the Public Shares and Public Warrants will trade separately from the Warrants Admission Date.
- HPAC is sponsored by HPAC Sponsor LLP (the "**Sponsor**"), an affiliate of Hambro Perks, formed for the purpose of the SPAC. The Sponsor will subscribe for shares and warrants in HPAC to provide HPAC with its working capital until it is able to complete a business combination.

- In addition, the Sponsor will subscribe for 350,000 Shares cum Rights, comprising 350,000 Public Shares cum the right to receive 175,000 Public Warrants (the "**Overfunding Subscription**") at the price of £10.00 per Unit (the "**Placing Price**"), in a private placement which will close simultaneously with the closing of the Placing.
- This Overfunding Subscription is not part of the Placing but the proceeds of the Overfunding Subscription will be held in escrow (alongside the proceeds of the Placing) and be available to meet any redemptions by holders of Public Shares at the time of a business combination.
- The Sole Global Coordinator and Bookrunner for the transaction is Citigroup Global Capital Markets ("**Citigroup**"). The Legal advisers to the Company are White & Case LLP (as to US and English law) and Carey Olsen LLP (as to Guernsey law). The Legal Adviser to the Sole Global Coordinator and Bookrunner is Clifford Chance LLP (as to US and English law). Independent Auditors and Reporting Accountant to the Company is Grant Thornton UK LLP.
- The expenses, commissions and taxes related to the Placing payable by the Company are estimated at approximately £4,519,500 (or approximately £4,719,500 if the over-allotment option is exercised in full).

For further information please contact:

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About Hambro Perks

Hambro Perks is a London-headquartered international investment firm focused on private investing. It partners with founders and entrepreneurs to support growth businesses at all stages of the investment cycle.

Hambro Perks has specialised and dedicated investment teams, working across a number of funds. In addition to their flagship Venture, EIS and co-investment funds, Hambro Perks offers a number of specialist differentiated investment strategies, including Hambro Perks Environmental Technology, Special Situations, and Access, which invests in venture secondaries.

Company Leadership Biographies

Team with Proven Track-Record

Together the Directors have a proven track record of investing and operating high-growth technology-enabled companies. Their combined technology expertise, industry relationships, and experience in sourcing, structuring, and executing complex mergers and buyouts positions the Company well for anchoring a business combination.

Dominic Perks - CEO

Dominic Perks is Co-Founder and Chief Executive Officer of Hambro Perks. He serves as Chairman and voting member on Hambro Perks' investment committee. Previously a strategy consultant at McKinsey & Co. where he advised firms on growth strategy, and an investment banker at Morgan Stanley where he originated investment opportunities for private equity firms, Dominic is known for deal making, solving problems, and cultivating relationships with industry leaders and investors. At Hambro Perks, Dominic is actively involved in originating and assessing opportunities for investment, as well as advising founders of portfolio companies at all stages of growth. Dominic also serves as Hambro Perks' Investor

Director on boards for Tempfair Limited (known as Tempo), Takumi International Limited and Gelesis, Inc. Dominic is a mentor to founders and a serial entrepreneur having invested in, built and exited multiple companies. Investments include Metabolic Healthcare Limited (known as Echo), Insurtech Gateway Limited, By Miles Limited, Muzmatch Limited and What3Words Limited.

Sir Anthony Salz - Chairman

Sir Anthony is the Chairman of Hambro Perks and Chairman of its advisory board. Sir Anthony was a corporate lawyer with Freshfields Bruckhaus Deringer for over 30 years and spent the last ten as its Senior Partner. Sir Anthony focused on M&A mandates, typically cross-border, and worked with clients including Amersham international on its sale to GE, Reed International on its merger with Elsevier, Dresdner on its acquisition of Kleinwort Benson, Smith Kline on its merger with Beecham, Welcome and its advisors on its acquisition by Glaxo, the merger of Astra and Zeneca, ICI on its acquisition of chemical assets from Unilever, O2 on its separation from BT, and British Satellite Broadcasting Holdings on its merger with Sky Television to form BSkyB. Sir Anthony then joined Rothschild & Co in 2006 as Executive Vice Chairman, where he served on the Board for 11 years. He advised a number of clients on M&A and other strategic projects including Alliance & Leicester on its sale to Santander.

Dominic Shorthouse - Chief Investment Officer

Dominic Shorthouse is an independent investor and advisor to a number of funds and family offices including ESAS, Lennox IM, PMB Capital and Africa Lighthouse. Previously, Dominic was Founder and Managing Partner of Englefield Capital, a mid-market private equity firm, and before that he was a Partner at Warburg Pincus. Dominic is a very experienced investor, manager and board member with a successful record of creating investment opportunities and building businesses since 1988. He has been involved in investing more than €3 billion of private capital and played a role on more than 50 boards based in the UK, France, Germany, Denmark, Holland, Italy, Ireland, China and the US, including three PLCs listed in London and one on the NASDAQ. He has had extensive involvement in many sectors including education, energy, financial services, healthcare and life sciences and telecoms and has worked with institutional and family capital on a large scale.

Sarah Wood - Independent Non-Executive Director

Dr Sarah Wood is co-founder and former chief executive of Unruly, the global video advertising marketplace acquired by News Corp in 2015. A former non-executive director at Superdry plc, Sarah is currently a board member at decision augmentation company Signal AI, and senior independent director at Tech Nation, the growth platform for ambitious tech entrepreneurs. Sarah is also an investor and director in Magnolia Ventures and serves as a trustee at the Anna Freud National Centre for Children and Families. In 2016, Sarah Wood was awarded an OBE for services to innovation and technology. She graduated from the University of Cambridge, received a doctorate in American Literature from UCL and an honorary doctorate from City University of London.

Matthew Wood - Independent Non-Executive Director

Matthew Wood has over 20 years of experience in financial services. Matt qualified as a Chartered Accountant with PwC in Guernsey in 2002 specialising in banks and investment funds. He is a member of the IoD and completed the IOD certificate and diploma in Company direction in 2011. He is a graduate in Biological Sciences from Exeter University. In 2003 Matt joined Butterfield Fund Services preparing accounts and investor reporting for private equity, real estate and mutual funds. He then joined Mourant International Finance Administration (MIFA) in Guernsey in 2004 to head up the accounting function for Private Equity and Real Estate Funds. During his time at MIFA he held several senior roles, across Accounting, Business Development and Management and worked in MIFA's London and Dubai offices. In 2009 he returned to Guernsey as Managing Director of MIFA's Guernsey office where he prepared the Guernsey business for a trade sale to State Street Alternative Investment Solutions in 2010. He remained as Managing Director with State Street until 2012 when he left to become a consultant raising capital for Private Equity funds at Cygnus Capital Partners. In 2014 Matt joined SANNE to head up their Guernsey office delivering Fund and Corporate Administration services to a wide range of Alternative Investment Funds and corporate structures. Matt remained with SANNE until 2019 when he left to develop his career as an independent director in Guernsey where he now holds director positions across a broad spectrum of alternative investment funds and corporate structures. He is a partner in Arolla partners Limited a Guernsey based directorship services business.

Broader Hambro Perks Team

The Hambro Perks Team consists of over 30 professionals. Hambro Perks Advisory LLP, an FCA registered investment manager controlled by Hambro Perks, will enter into an M&A advisory agreement, pursuant to which it will act 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.

Important legal information

The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed by any person for any purpose on the information contained in this announcement or its accuracy, fairness or completeness.

This announcement is not for publication or distribution, directly or indirectly, in or into the United States (including its territories and possessions, any State of the United States), Australia, Canada, Japan, South Africa or any other jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction. The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

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In any member state of the European Economic Area (a "**Member State**"), this announcement and any offer if made subsequently is, and will be, directed only at persons who are "qualified investors" within the meaning of Article 2(e) of Regulation (EU) 2017/1129 and amendments thereto ("**Qualified Investors**").

In the United Kingdom, this announcement is only being distributed to and is directed at "qualified investors" within the meaning of Article 2(e) of Regulation (EU) 2017/1129, as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018, who are also persons (a) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act (Financial Promotion) Order 2005, as amended (the "**Order**"); or (b) who are high net worth entities described in Article 49(2) (a) to (d) of the Order; or (c) who are otherwise persons to whom they may lawfully be communicated (all such persons together being referred to as "**Relevant Persons**"). This announcement must not be acted or relied on (i) in the United Kingdom, by persons who are not Relevant Persons and (ii) in any Member State by persons who are not Qualified Investors. Any investment activity to which this announcement relates (i) in the United Kingdom is available only to, and may be engaged in only with, Relevant Persons; and (ii) in any Member State is available only to, and may be engaged only with, Qualified Investors.

This announcement may include statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements may be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect the Company's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company's business, results of operations, financial position, liquidity, prospects, growth and strategies. Forward-looking statements speak only as of the date they are made.

Each of the Company and Citigroup and their respective affiliates as defined under Rule 501(b) of Regulation D of the Securities Act ("**affiliates**"), expressly disclaims any obligation or undertaking to update, review or revise any forward looking statement contained in this announcement whether as a result of new information, future developments or otherwise, and the distribution of this announcement shall not be deemed to be any form of commitment on the part of the Company to proceed with the Placing or any transaction or arrangement referred to therein.

Any purchase of any securities in the proposed Placing should be made solely on the basis of information contained in the Prospectus which may be issued by the Company in connection with the Placing and Admission. The information in this announcement is subject to change. Before purchasing any securities in the Placing, persons viewing this announcement should ensure that they fully understand and accept the risks which will be set out in the Prospectus if published. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. This announcement shall not form the basis of or constitute any offer or invitation to sell or issue, or any solicitation of any offer to purchase any securities nor shall it (or any part of it) or the fact of its distribution, form the basis of, or be relied on in connection with, any contract therefor.

The date of Admission may be influenced by a variety of factors which include market conditions. The Company may decide not to go ahead with the Placing and there is therefore no guarantee that Admission will occur. You should not base your financial decision on this announcement. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested.

Persons considering making investments should consult an authorised person specialising in advising on such investments. This announcement does not form part of or constitute a recommendation concerning any offer. The value of securities can decrease as well as increase. Potential investors should consult a professional advisor as to the suitability of a possible offer for the person concerned.

None of Citigroup or any of its affiliates or any of its or its affiliates' directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for/ or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the

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Citigroup is acting exclusively for the Company and no-one else in connection with the proposed Placing. They will not regard any other person as their respective clients in relation to the proposed Placing and will not be responsible to anyone other than the Company for providing the protections afforded to its clients, nor for providing advice in relation to the proposed Placing, the contents of this announcement or any transaction, arrangement or other matter referred to herein. Citigroup is authorised by the Prudential Regulation Authority and regulated by the Prudential Regulation Authority and the Financial Conduct Authority in the United Kingdom.

In connection with the Placing, Citigroup and any of its affiliates, may take up a portion of the Shares cum Rights as a principal position and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such Public Shares and/or Public Warrants and other securities of the Company or related investments in connection with the Placing or otherwise. Accordingly, references in the Prospectus, once published, to the Public Shares and/or Public Warrants being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by Citigroup and any of its affiliates acting in such capacity. In addition, Citigroup and any of its affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which they may from time to time acquire, hold or dispose of Public Shares and/or Public Warrants. None of Citigroup nor any of its affiliates intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

In connection with the Placing, Citigroup, 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 Shares cum Rights (the "**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.

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; (c) local implementing measures, and (d) in respect of firms which are subject to the requirements of the FCA's Handbook and the Product Intervention and Product Governance Sourcebook, the relevant provisions of MiFID II as it forms part of UK domestic law by virtue of the EUWA ("**UK MiFID II**") (limbs (a)-(d) together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in delict, tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Shares cum Rights, the Public Shares and the Public Warrants have been subject to a product approval process, which has determined that the Shares cum Rights, Public Shares and Public Warrants are: (i) compatible with an end target market of investors who meet the criteria of eligible counterparties and professional clients, each as defined in MiFID II and UK MiFID II and (ii) eligible for distribution through all distribution channels to eligible counterparties and professional clients as are permitted by MiFID II and UK MiFID II (the "**Target Market Assessment**").

Any person subsequently offering, selling or recommending the Public Shares and/or Public Warrants (a "**distributor**") should take into consideration the manufacturer's Target Market Assessment; however, a distributor subject to MiFID II Product Governance Requirements is responsible for undertaking its own target market assessment in respect of the Public Shares and Public Warrants (by either adopting or refining the manufacturer's Target Market Assessment) and determining appropriate distribution channels.

Notwithstanding the Target Market Assessment, distributors should note that: the price of the Public Shares and Public Warrants may decline and investors could lose all or part of their investment; the Public Shares and Public Warrants offer no guaranteed income and no capital protection; and an investment in the Public Shares and Public Warrants is suitable only for investors who:

- do not need a guaranteed income or capital protection;
- who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment; and
- who have sufficient resources to be able to bear any losses that may result therefrom.

The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Placing.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II or UK MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Shares cum Rights, the Public Shares or the Public Warrants.