

AD-HOC RELEASE

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

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.

SMG Technology Acceleration SE launches private placement in an amount of €22 million and listing of its public shares on the Frankfurt Stock Exchange, targeting business combination with a company in the European technology sector, with a focus on additive manufacturing/3D printing, software as a service (SaaS), and digital infrastructure/blockchain-based technologies.

Luxembourg, October 26, 2023 – SMG Technology Acceleration SE (the “Company”), a Luxembourg special purpose acquisition company (SPAC), today announces the start of its private placement of 22,000,000 units (the “Units”), consisting each of one share (a “Public Share”) and one half of a warrant (a “Class A Warrant”), at a price of €1.00 per Unit for an aggregate of €22 million. The Units will be solely offered to selected investors outside the U.S. The private placement is expected to end this evening.

The Company is sponsored by SMG Technology Holding S.à r.l. (the “Sponsor”), an affiliate of Dr. Stefan Petrikovics. The Company was established for the purpose of acquiring an operating business with principal business operations in a member state of the European Economic Area, the United Kingdom or Switzerland by way of a merger, capital stock exchange, share purchase, asset acquisition, reorganization or similar transaction (the “Business Combination”) and plans to target a company in the technology sector with a focus on the sub-sectors additive manufacturing/3D printing, software as a service (SaaS), and digital infrastructure/blockchain-based technologies. The Company will have 12 months from the date of the admission to trading to consummate the Business Combination. Otherwise, the Company will be liquidated and distribute substantially all of its assets to its shareholders.

de Krassny GmbH, an affiliate of Alain Francois Marcel de Krassny has agreed to subscribe for 14,680,000 Units in the private placement for an aggregate subscription price of €14,680,000 (the “Cornerstone Investment I”). In addition, Koehler Invest GmbH, an affiliate of Koehler Holding SE & Co. KG has agreed to subscribe for 5,000,000 Units in the private placement for an aggregate subscription price of €5,000,000 (the “Cornerstone Investment II”).

The Company has applied for admission of the Public Shares (ISIN: LU2699152265) to trading on the regulated market (*regulierter Markt*) of the Frankfurt Stock Exchange (General Standard). Trading of the Public Shares is expected to commence on October 31, 2023. The Class A Warrants will not be admitted to trading on a stock exchange.

Contact:

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

stefan@smg-spac.com

website: www.smg-technology-acceleration.com

DISCLAIMER:

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 of the Company may not be offered or sold in Canada absent the filing of a prospectus in Canada or in a transaction that is exempt from the requirement that the Company prepare and file a prospectus under applicable Canadian securities laws. No prospectus has been, or will be, filed with any securities commission or similar regulatory authority in Canada in connection with the offer and sale of the Securities. No securities commission or similar regulatory authority in Canada has reviewed or in any way passed upon this publication or on the merits of the Securities and any representation to the contrary is an offence. This publication does not form the basis of and should not be relied on in connection with, or act as an inducement to enter into, any contract or commitment whatsoever. Recipients of this publication who are considering acquiring Securities of the Company are reminded that any such purchase or subscription must not be made on the basis of the information contained in this publication.

This publication constitutes neither an offer to sell nor a solicitation to buy securities. The listing of the Securities will be made solely by the means of, and on the basis of, a securities prospectus which is yet to be published. An investment decision regarding any securities of the Company should only be made on the basis of the securities prospectus. The securities prospectus will be published promptly upon approval by the Luxembourg Financial Sector Supervisory Commission (*Commission de Surveillance du Secteur Financier (CSSF)*) and notification of the Bundesanstalt für Finanzdienstleistungsaufsicht and will be available free of charge on the Company’s website.

The Units 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 Units or otherwise making them available to Retail Investors in the EEA has been prepared and therefore offering or selling the Units 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 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.

Any person subsequently offering, selling or recommending the Public Shares and Public Warrants (a “distributor”) should take into consideration the manufacturer's target market assessment; however, a distributor

subject to MiFID II 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.

No action has been taken that would permit an offering or an acquisition of the securities or a distribution of this announcement in any jurisdiction where such action would be unlawful. Persons into whose possession this announcement comes are required to inform themselves about and to observe any such restrictions.

This announcement does not constitute a recommendation concerning the placement. Investors should consult a professional advisor as to the suitability of the placement for the person concerned.

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.