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ODYSSEY ACQUISITION

Odyssey Acquisition successfully raises €300 million via a private placement of units

*First European-listed special purpose acquisition company focused on the European
Healthcare and TMT sectors*

First day of trading on Euronext Amsterdam today (2 July 2021)

Amsterdam / Luxembourg – 2 July 2021

Odyssey Acquisition S.A. (“Odyssey Acquisition” or the “Company”), a special purpose acquisition company sponsored by the Zaoui brothers together with Jean Raby, Olivier Brandicourt and Michel Combes, today announces that it has successfully raised €300 million in a private placement for the purposes of completing a business combination with a Healthcare or TMT business with principal operations in Europe. Shares and warrants of the Company will start trading on Euronext Amsterdam this morning.

Odyssey Acquisition’s cohesive team of five sponsor investors combines superior deal making knowhow with deep, specific industry expertise:

Odyssey Acquisition Leadership:

- **Michael Zaoui** and **Yoël Zaoui**, Founding Partners of M&A advisory firm Zaoui & Co and former senior executives at Morgan Stanley and Goldman Sachs have a well-established track-record for identifying, sourcing and executing complex M&A transactions across Europe and globally. Michael will act as Chairman of Odyssey Acquisition and Yoël will act as co-CEO and Director;
- **Jean Raby**, former CEO of Natixis Investment Managers, CFO of Alcatel Lucent and former Partner and Managing Director at Goldman Sachs contributes his combination of corporate and M&A expertise. Jean will act as co-CEO of Odyssey Acquisition.

Odyssey Acquisition industry experts:

- **Dr. Olivier Brandicourt**, former CEO of Sanofi and of Bayer Healthcare, is currently a Senior Advisor at Blackstone Life Sciences. Olivier will act as Healthcare expert to Odyssey Acquisition;
- **Michel Combes**, former CEO of Sprint, Altice and Alcatel Lucent, is currently the President of Softbank International, where he is actively involved in growth technology investing. Michel

will act as TMT expert to Odyssey Acquisition.

Odyssey Acquisition is complemented by a highly experienced group of Independent Directors comprising: Walid Chammah (former Co-President of Morgan Stanley and Chairman of Morgan Stanley International), Andrew Gundlach (CEO and President of Bleichroeder GP LLC) and Cynthia Tobiano (CEO designate of Edmond de Rothschild Holding S.A.). Odyssey Acquisition will also be supported by Zaoui & Co's M&A execution capabilities.

Odyssey Acquisition has assembled a high-quality investor base, comprising of many of the most notable and experienced public market investors in Europe.

The Company will have 24 months from the settlement date, expected to occur on 6 July 2021, to complete a business combination, subject to a six-month extension period (if approved by a shareholder vote).

Goldman Sachs International and J.P. Morgan AG are acting as the joint global coordinators and joint bookrunners. Skadden, Arps, Slate, Meagher & Flom (UK) LLP and Stibbe acted as legal advisors to Odyssey Acquisition. Mazars Luxembourg S.A. acted as external auditors of Odyssey Acquisition. White & Case LLP acted as legal advisor to Goldman Sachs International and J.P. Morgan AG.

DETAILS OF THE OFFERING

The Company has completed the private placement of units, each consisting of one ordinary share and one-third (1/3) of a warrant. The offering consists of a private placement of 30,000,000 units at a price of €10.00 per unit raising proceeds of €300 million.

The Company has applied for admission of the ordinary shares and warrants to trade on the regulated market operated by Euronext Amsterdam N.V., under the symbols "ODYSY" for the ordinary shares and "ODYSW" for the warrants. First trading in the ordinary shares and the warrants will commence today Friday, 2 July 2021 at 9.00 CET.

Settlement of the offering and the start of unconditional trading in the ordinary shares and the warrants is expected to take place on 6 July 2021.

ENQUIRIES

Goldman Sachs International

Christoph Stanger / Lyle Schwartz

+44 20 7774 1000

J.P. Morgan AG

Achintya Mangla / Alope Gupte

+44 207 742 4000

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This announcement is for information purposes only and is not intended to constitute, and should not be construed as, an offer to sell or a solicitation of any offer to buy the Units, Ordinary Shares, Warrants or any other securities of Odyssey Acquisition S.A. (the "Company", and such securities, the "Securities") in the United States, Canada, Australia, Japan or in any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of such jurisdiction.

This announcement is not for publication or distribution, directly or indirectly, in or into the United States. This announcement is not an offer of securities for sale into the United States. The Securities have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act"), and may not be offered or sold in the United States absent registration or an exemption from the registration requirements of the US Securities Act and in accordance with the applicable securities laws of any state or other jurisdiction of the United States. The Company will not be registered in the United States as an investment company under the U.S. Investment Company Act of 1940. No public offering of securities is being made in the United States.

The Company has not authorised any offer to the public of Securities in any Member State of the European Economic Area ("EEA"). With respect to any Member State of the EEA (each a "Relevant Member State"), no action has been undertaken or will be undertaken to make an offer to the public of Securities requiring publication of a prospectus in any Relevant Member State. As a result, the Securities may only be offered in Relevant Member States (i) to any legal entity which is a qualified investor as defined in the Prospectus Regulation ("Qualified Investors"); or (ii) in any other circumstances falling within Article 1(4) of the Prospectus Regulation. For the purpose of this paragraph, the expression "offer of securities to the public" means the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable the investor to decide to purchase or subscribe for the Securities and the expression "Prospectus Regulation" means Regulation (EU) 2017/1129 and includes any relevant delegated regulations.

This announcement is addressed in Relevant Member State only to those persons who are Qualified Investors and such other persons as this announcement may be addressed on legal grounds, and no person that is not a Qualified Investor may act or rely on this announcement or any of its contents.

This announcement does not constitute a prospectus within the meaning of the Prospectus Regulation and does not constitute an offer to acquire any securities. Any offer to acquire the securities referred to herein will be made, and any investor should make its investment, solely on the basis of information that will be contained in the prospectus to be made generally available in the Netherlands in connection with such offering. When made generally available, copies of the prospectus may be obtained through

the website of the Company.

No prospectus has been or will be approved in the United Kingdom in respect of the securities referred to herein. This announcement is being distributed to and is directed only at persons who are outside the United Kingdom or, if in the United Kingdom, to Qualified Investors within the meaning of Article 2(e) of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "EUWA") who are: (i) investment professionals within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"); (ii) are high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order; or (iii) persons that fall within another exemption to the Order (all such persons together being referred to as "Relevant Persons"). Any investment activity to which this announcement relates will only be available to and will only be engaged with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this announcement or any of its contents.

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 MiFID II; (ii) a customer within the meaning of Directive 2016/97/EC (as amended or superseded, the 'Insurance Distribution Directive'), 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 the Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended the 'PRIIPs Regulation') for offering or selling the Units or the Public Warrants or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Units or the Public Warrants 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 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; and (c) local implementing measures (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 Units, Public Shares and Public Warrants have been subject to a product approval process, which has determined that: (X) the Units are: (i) compatible with an end target market of investors who meet the criteria of professional clients and eligible counterparties only, each as defined in MiFID II; and (ii) appropriate for distribution through all distribution channels to eligible counterparties and professional clients as are permitted by MiFID II, (Y) the Public Shares are (i) 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 (ii) eligible for distribution through all distribution channels as are permitted by MiFID II, and (Z) the Public Warrants are: (i) compatible with an end target market of investors who meet the criteria of professional clients and eligible counterparties only, each as defined in MiFID II; and (ii) appropriate for distribution through all distribution channels to eligible counterparties and professional clients as are permitted by MiFID II (each a "Target Market Assessment").

Any person subsequently offering, selling or recommending the Units, the Public Shares and/or the Public Warrants (a "Distributor") should take into consideration the manufacturers' relevant Target Market Assessment(s); however, each Distributor subject to MiFID II is responsible for undertaking its

own Target Market Assessment in respect of the Units, the Public Shares and/or the Public Warrants (by either adopting or refining the manufacturers' Target Market Assessments) and determining, in each case, appropriate distribution channels. In respect of the Public Shares, notwithstanding the Target Market Assessment, Distributors (for the purposes of the MiFID II Product Governance Requirements) should note that: (i) the price of the Public Shares may decline and investors could lose all or part of their investment; (ii) the Public Shares offer no guaranteed income and no capital protection; and (iii) an investment in the Public Shares is compatible only with 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 Assessments are without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Units, the Public Shares and the Public Warrants. Furthermore, it is noted that, notwithstanding the Target Market Assessments, the Joint Global Coordinators will only procure investors who meet the criteria of professional clients and eligible counterparties.

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 (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 Units, the Public Shares or the Public Warrants.

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 United Kingdom. For these purposes, a "retail investor" means a person who is one (or more) of: (i) a retail client, as defined in Directive (EU) 2014/65/EU on markets in financial instruments (as amended) and implemented in the United Kingdom as it forms part of the domestic law of the United Kingdom by virtue of the EUWA ("UK MIFID II"); (ii) a customer within the meaning of the Insurance Distribution Directive as it forms part of the domestic law of the United Kingdom by virtue of the EUWA, where that customer would not qualify as a professional client as defined in UK MIFID II; or (iii) not a qualified investor as defined in Article 2 of the Prospectus Regulation as it forms part of the domestic law of the United Kingdom by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of the domestic law of the United Kingdom by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Units and the Public Warrants or otherwise making them available to retail investors in the United Kingdom has been prepared and, therefore, offering or selling the Units and the Public Warrants or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

No action has been taken by the Company that would permit an offer of Securities or the possession or distribution of this announcement or any other offering or publicity material relating to such Securities in any jurisdiction where action for that purpose is required.

The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law and therefore persons in such jurisdictions into which they are released, published or distributed, should inform themselves about, and observe, such restrictions.

This announcement may include statements, including the Company's financial and operational medium-term objectives 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", "aims", "forecasts", "continues", "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 or strategies. Forward-looking statements speak only as of the date they are made.

Each of the Company, Goldman Sachs and J.P. Morgan and their respective affiliates expressly disclaim 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.

The Joint Global Coordinators are acting exclusively for Odyssey Acquisition S.A. and no one else in connection with any offering of securities and will not be responsible to anyone other than Odyssey Acquisition S.A. for providing the protections afforded to its customers or for providing advice in relation to any offering or any transaction or arrangement referred to herein.

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