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This announcement is not a prospectus nor an offer of securities for sale in any jurisdiction, including in or into the United States, Canada, Japan, South Africa or Australia.

Neither this announcement, nor anything contained herein, nor anything contained in the registration document published by the Company on 13th September 2021 (the “**Registration Document**”), shall form the basis of, or be relied upon in connection with, any offer or commitment whatsoever in any jurisdiction. Investors should not subscribe for or purchase any shares referred to in this announcement or the Registration Document except solely on the basis of the information contained in a prospectus in its final form (together with any supplementary prospectus, if relevant, the “**Prospectus**”), including the risk factors set out therein, that may be published by W.A.G payment solutions plc (the “**Company**”), a new company to be inserted as the ultimate holding company of W.A.G. payment solutions a.s. and its subsidiaries and subsidiary undertakings (the Company, together with its prospective subsidiaries and subsidiary undertakings, the “**Group**” or “**Eurowag**”), in due course in connection with a possible offer of ordinary shares in the Company (the “**Ordinary Shares**”) and the possible admission to listing of such Ordinary Shares to the premium listing segment of the Official List of the Financial Conduct Authority (the “**FCA**”) and to trading on the main market for listed securities of the London Stock Exchange plc (the “**London Stock Exchange**”). A copy of any Prospectus will, if published, be available for inspection on the Group’s website at <https://investors.eurowag.com> subject to certain access restrictions.

20th September 2021

EUROWAG

Confirmation of Intention to Float on the London Stock Exchange

Following the announcement by Eurowag on 13th September 2021 of its expected intention to float, the Company today confirms its intention to undertake an initial public offering (the “**IPO**” or the “**Offer**”). The Company intends to apply for the admission of its Ordinary Shares to the premium listing segment of the Official List of the FCA and to trading on the main market for listed securities of the London Stock Exchange (together, “**Admission**”).

The indicative price range in respect of the Offer (the “**Price Range**”), together with the maximum number of Shares to be sold in the Offer, will be determined in due course and contained in the Prospectus expected to be published by the Company in the coming weeks.

The final offer price in respect of the Offer (the “**Offer Price**”) will be determined following publication of the Prospectus and a book-building process, with Admission currently expected to occur in October 2021.

CONFIRMATION OF OFFER HIGHLIGHTS

- The Ordinary Shares would be admitted to the premium listing segment of the Official List of the FCA and to trading on the main market of the London Stock Exchange.

- The Offer would be expected to comprise both (i) new Ordinary Shares to be issued by the Company, raising gross proceeds of approximately €200 million to support Eurowag’s growth strategy and (ii) existing Ordinary Shares to be sold by existing Eurowag shareholders.
- The Offer would be a targeted offering to certain institutional investors.
- Immediately following Admission, the Company is targeting a free float of at least 25% of issued share capital and expects that it would be eligible for inclusion in the FTSE UK indices. It is expected that Ordinary Shares representing up to a further 15% of the Offer will be made available pursuant to an over-allotment option.
- Any additional details in relation to the Offer would be disclosed in a Prospectus, if and when published.
- The Company has engaged Citigroup Global Markets Limited (“**Citigroup**”) and Morgan Stanley & Co. International plc (“**Morgan Stanley**”) as joint sponsors, joint global co-ordinators and joint bookrunners and Jefferies International Limited as joint global co-ordinator and joint bookrunner (together the “**Joint Global Co-ordinators**”) and Numis Securities Limited and UBS AG (London Branch) have been appointed as joint bookrunners (together with the Joint Global Co-ordinators, the “**Joint Bookrunners**” or the “**Banks**”). Rothschild & Co is acting as Financial Adviser to the Company.

ENQUIRIES

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ABOUT EUROWAG

Eurowag is a leading pan-European integrated payments & mobility platform focused on the commercial road transportation industry. It makes life simpler for commercial drivers and operators across Europe through its unique combination of payments solutions, seamless technology, a data-driven digital eco-system and high-quality customer service.

Founded in the Czech Republic in 1995 by CEO Martin Vohanka, Eurowag's vision is for every road transportation company – however small – to have access to the benefits of digitisation at scale. It serves over 14,600 monthly active payment solutions customers with 20% average growth achieved since 2018. The platform spans 100,000 trucks across approximately 30 countries and with 18 offices across Europe.

Eurowag uses its proprietary technology to enhance performance of commercial road transport operators by providing a range of integrated services including energy & toll payments, tax refunds, vehicle information (including telematics), smart routing and other adjacent services, including through its top-rated Road Lords app. It seeks to be at the forefront of driving digital adoption for logistics service providers, helping businesses run more efficiently, make data-driven decisions and facilitating the shift to lower-carbon alternative fuels like hydrogen and LNG.

Eurowag's seamless solutions and high-quality customer service have driven a proven track record of growth and profitability, with average 32% revenue growth since 2018, >110% average net revenue retention supported by a successful cross and upselling model, and a consistently high adjusted EBITDA margin with approximately 46% delivered in 2020. It has a high and increasing NPS score of 50 and average customer tenure of over seven years.

IMPORTANT LEGAL INFORMATION

The contents of this announcement, which has been prepared by and is the sole responsibility of the Company, has been approved by Morgan Stanley & Co. International plc solely for the purposes of section 21(2)(b) of the Financial Services and Markets Act 2000 (as amended).

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, Australia, Canada, South Africa or Japan. This announcement does not constitute a prospectus or form part of any offer to sell or issue, or any invitation or solicitation of an offer to buy, Ordinary Shares to any person in any jurisdiction to whom or in which such offer or solicitation is unlawful, including the United States (including its territories or possessions or any State of the United States and the District of Columbia (“**United States**”), Australia, Canada, South Africa or Japan. The Ordinary Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) or the laws of any state of the United States. The Ordinary Shares may not be offered, sold or otherwise transferred in the United States, except to qualified institutional buyers (“**QIBs**”) as defined in, and in reliance on, Rule 144A under the Securities Act (“**Rule 144A**”) or pursuant to another exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There will be no public offering of securities in the United States.

In the United Kingdom, this announcement is being distributed only to, and is directed only at, persons who: (A) (i) are “investment professionals” specified in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”) and/or (ii) fall within Article 49(2)(a) to (d) of the Order (and only where the conditions contained in those Articles have been, or will at the relevant time be, satisfied); and (B) are “qualified investors” within the meaning of Article 2(e) of Regulation (EU) 2017/1129 as it forms part of retained EU law as defined in the European Union (Withdrawal) Act 2018; and (C) persons to whom it may otherwise lawfully be communicated (all such persons being “**relevant persons**”).

In the European Economic Area (the “**EEA**”), this announcement is addressed only to and directed only at, persons in member states who are “qualified investors” within the meaning of Article 2(e) of Regulation (EU) 2017/1129 (“**Qualified Investors**”).

This announcement must not be acted on or relied on (i) in the United Kingdom, by persons who are not relevant persons, and (ii) in any member state of the EEA, by persons who are not Qualified Investors. Any investment or investment activity to which this announcement relates is available only to (i) in the United Kingdom, relevant persons, and (ii) in any member state of the EEA, Qualified Investors, and will be engaged in only with such persons.

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 Group’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 Group’s business, results of operations, financial position, liquidity, prospects, growth and strategies. Forward-looking statements speak only as of the date they are made.

In light of these risks, uncertainties and assumptions, the events in the forward-looking statements may not occur or the Company’s or the Group’s actual results, performance or achievements might be materially different from the expected results, performance or achievements expressed or implied by such forward-looking statements. Citigroup Global Markets Limited, Morgan Stanley & Co. International plc, Jefferies International Limited, Numis Securities Limited and UBS AG (London Branch) (together, the “**Banks**”), Rothschild & Co. (the “**Financial Adviser**”), the Company or any

member of the Group, or any of such person's affiliates or their respective directors, officers, employees, agents or advisers expressly disclaim any obligation or undertaking to update, review or revise any such forward-looking statement or any other information contained in this announcement, whether as a result of new information, future developments or otherwise, except to the extent required by applicable law.

Any subscription or purchase of Ordinary Shares in the possible IPO should be made solely on the basis of information contained in the Prospectus which may be issued by the Company in connection with the IPO. The information in this announcement is subject to change. Before subscribing for or purchasing any Ordinary Shares, 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. Neither this announcement, nor anything contained in the Registration Document, shall constitute, or form part of, any offer or invitation to sell or issue, or any solicitation of any offer to acquire, whether by subscription or purchase, any Ordinary Shares or any other 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, or act as any inducement to enter into, any contract or commitment whatsoever.

The Group may decide not to go ahead with the possible IPO and there is therefore no guarantee that a Prospectus will be published, the Offer will be made or Admission will occur. Potential investors should not base their 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. Neither this announcement, nor the Registration Document, constitutes a recommendation concerning a possible offer. The value of shares 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.

Nothing contained herein constitutes or should be construed as (i) investment, tax, accounting or legal advice, (ii) a representation that any investment or strategy is suitable or appropriate to your individual circumstances or (iii) a personal recommendation to you.

None of the Banks or any of their respective affiliates or any of their or their 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 announcement) or any other information relating to the Company, the Group or its associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available, or for any loss howsoever arising from any use of the announcement or its contents or otherwise arising in connection therewith.

Each of Citigroup and Morgan Stanley is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom. Each of Jefferies International Limited and Numis Securities Limited is authorised and regulated by the Financial Conduct Authority in the United Kingdom. UBS AG London Branch is authorised and regulated by the Financial Market Supervisory Authority in Switzerland and authorised by the Prudential Regulation Authority and subject to regulation by the Financial Conduct Authority and limited regulation by the Prudential Regulation Authority in the United Kingdom. The Financial Adviser is regulated by the Financial Conduct Authority. Each of the Banks and the Financial Adviser will be acting exclusively for the Company and no one else in connection with the possible IPO. The Banks and the Financial Adviser will not regard any other person as their client in relation to the possible IPO and will not be responsible to anyone other than Company for providing the protections afforded to their respective clients nor for giving advice in relation to the possible IPO, the contents of this announcement or any transaction, arrangement or other matter referred to herein. In connection with the withdrawal of the UK from the European Union, the Banks may, at their discretion, undertake their obligations in connection with the possible offer of Ordinary Shares by any of their affiliates based in the EEA.

In connection with the Offer, the Banks, the Financial Adviser and any of their respective affiliates, acting as investors for their own accounts, may acquire Ordinary Shares, and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such Ordinary Shares and other securities of the Company or related investments in connection with the Offer or otherwise. Accordingly, references in this document to the Ordinary Shares being issued, offered, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or acquisition, dealing or placing by, the Banks and any of their affiliates acting as investors for their own accounts. In addition, certain of the Banks, the Financial Adviser or their affiliates may enter into financing arrangements (including swaps) with investors in connection with which such Banks and Financial Adviser (or their affiliates) may from time to time acquire, hold or dispose of Ordinary Shares. In addition, in connection with the Offer, certain of the Banks may enter into financing arrangements with investors, such as share-swap arrangements or lending arrangements where securities are used as collateral, which could result in such Banks acquiring shareholdings in the Company. None of the Banks or the Financial Adviser intends to disclose the extent of any such investments or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

In connection with the Offer, Morgan Stanley, as Stabilising Manager, may (but will be under no obligation to), to the extent permitted by applicable law, over-allot Ordinary Shares up to a maximum of 15% of the total number of the Offer Shares (prior to any exercise of the Over-allotment Option) or effect other transactions with a view to supporting the market price of the Ordinary Shares at a level higher than that which might otherwise prevail in the open market for a period of no more than 30 calendar days after the date of commencement of conditional dealings of the shares on the London Stock Exchange. Such transactions may be effected on the London Stock Exchange, in the over-the-counter markets or otherwise. There is no obligation on the Stabilising Manager to undertake stabilisation transactions. Such transactions, if commenced, may be discontinued at any time without prior notice and must be brought to an end no later than 30 calendar days after the date of commencement of conditional dealings of the Ordinary Shares on the London Stock Exchange (the “Stabilisation Period”). In no event will measures be taken to stabilise the market price of the Ordinary Shares above the Offer Price. Save as required by law, the Stabilising Manager does not intend to disclose the extent of any stabilisation transactions under the Offer.

For the purposes of allowing the Stabilising Manager to cover short positions resulting from any such over-allocations and/or from sales of Ordinary Shares effected by it during the Stabilisation Period, it is expected that certain shareholders of the Company will grant to the Stabilising Manager the Over-allotment Option, pursuant to which the Stabilising Manager may purchase or procure purchasers for up to a maximum of 15% of the total number of Ordinary Shares comprised in the Offer (the “Over-allotment Shares”) at the Offer Price. The Over-allotment Option shall be exercisable in whole or in part, upon notice by the Stabilising Manager, at any time on or before the 30th calendar day after the commencement of conditional dealings in the Ordinary Shares on the London Stock Exchange. Any Over-allotment Shares made available pursuant to the Over-allotment Option will rank *pari passu* in all respects with the Ordinary Shares, including for all dividends and other distributions declared, made or paid on the Ordinary Shares, will be purchased on the same terms and conditions as the Ordinary Shares in the Offer and will form a single class for all purposes with the other Ordinary Shares.

Certain data in this announcement, including financial, statistical, and operating information has been rounded. As a result of the rounding, the totals of data presented in this announcement may vary slightly from the actual arithmetic totals of such data. Percentages in tables may have been rounded and accordingly may not add up to 100%.

For the avoidance of doubt, the contents of the Group’s website or any website directly or indirectly linked to the Group’s website, are not incorporated by reference into, and do not form part of, this announcement.

Information to Distributors

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 (the “**EEA Product Governance Requirements**”); and (d) Chapter 3 of the FCA Handbook

Product Intervention and Product Governance Sourcebook (the “**UK Product Governance Requirements**” and together with the EEA Product Governance Requirements, the “**Product Governance Requirements**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the Product Governance Requirements) may otherwise have with respect thereto, the Ordinary Shares have been subject to a product approval

process, which has determined that such Ordinary Shares are: (i) compatible with an end target market of retail clients and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II or Chapter 3 of the FCA Handbook Conduct of Business Sourcebook (“**COBS**”), as applicable; and (ii) eligible for distribution through all permitted distribution channels (the “**Target Market Assessment**”). Notwithstanding the Target Market Assessment, distributors (for the purposes of the Product Governance Requirements) should note that: the price of the Ordinary Shares may decline and investors could lose all or part of their investment; the Ordinary Shares offer no guaranteed income and no capital protection; and an investment in the Ordinary 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 Assessment is without prejudice to any contractual, legal or regulatory selling restrictions in relation to the possible IPO. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Underwriters 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 Chapters 9A or 10A respectively of COBS; 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 Ordinary Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Ordinary Shares and determining appropriate distribution channels.