



**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN OR ANY OTHER JURISDICTION IN VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.**

## **PRESS RELEASE**

Amsterdam, 24 January 2020

Dutch Star Companies ONE confirms 70% of shareholders have already granted a proxy to approve the business combination with CM.com

With reference to the joint press release of CM.com B.V. (together with its subsidiaries, "CM.com"), a global Conversational Commerce platform that provides enterprises full-scale CPaaS (Communication Platform as a Service) services with integrated payment solutions, and Dutch Star Companies ONE N.V. ("DSCO"), a special purpose acquisition company listed on Euronext Amsterdam (symbol: DSC1) of 9 January 2020 that they reached an agreement on forming a business combination, DSCO announces today it has now reached the 70 percent threshold of DSCO shareholders having granted a proxy to vote in favour of the proposed business combination.

Niek Hoek on behalf of the promoters of DSCO: "We are very pleased with the support we already received from our shareholders as it now guarantees their commitment in realizing this Business Combination of CM.com and Dutch Star Companies ONE as a win-win for both companies and its shareholders."

In reaching this threshold the business combination is on track to become effective on 21 February 2020. Completion of the business combination is subject to a number of customary approvals, including approval from the DSCO shareholders at the Extraordinary General Meeting of Shareholders to be held on 20 February 2020 and a Declaration of No Objection ("DNO") by the Dutch Central Bank. The approval of DSCO shareholders is subject to two voting thresholds: a 70% threshold to approve the merger; and a 90% threshold to approve the use of the mandatory bid exemption for each of CM.com's founders to be able to acquire more than 30% of the voting rights in the business combination. DSCO has now secured sufficient proxies from its shareholders to reach the 70% threshold required for approval of the merger.

## **PRESS AND INVESTOR INFORMATION**

### ***Press contacts:***

Dutch Star Companies ONE: Bickerton, David Brilleslijper +31 (0)6 10942514 or [press@dutchstar1.com](mailto:press@dutchstar1.com)

### ***Investor contacts:***

Dutch Star Companies ONE, David van Ass, Derk Hoek, Felix Snoeck Henkemans +31 (0)20 416 1303 or [ir@dutchstar1.com](mailto:ir@dutchstar1.com)

## **RATIONALE FOR BUSINESS COMBINATION**

CM.com and DSCO believe that the business combination will provide additional capital to support and accelerate growth of CM.com, especially for the funding of investments in geographical sales and marketing expansion, but also to strengthen research and development and possible selective accretive acquisitions to ensure CM.com stays ahead of the fast-growing demand for Conversational Commerce. Furthermore, a listing on the Euronext Amsterdam stock exchange will significantly enhance CM.com's profile, create a new long-term shareholder base, provide the means to further incentivize key



**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN OR ANY OTHER JURISDICTION IN VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.**

employees and attract new talent, and allow for acquisition currency. The transaction offers CM.com immediate additional funds to capture current growth opportunities and can fuel the strategy and growth path in the long-run.

In addition, the business combination will substantially strengthen CM.com's financial position, providing a healthy cash position to fuel further growth and make CM.com virtually debt-free.

**ABOUT DUTCH STAR COMPANIES ONE**

The name Dutch Star Companies ONE (DSCO) refers to the objective of DSCO to raise capital and to acquire a significant minority stake in a single Dutch high performing 'star company' with principal business operations in Europe, preferably in the Netherlands.

More information about DSCO can be found in the Prospectus dated 9 February 2018 which has been approved by the Dutch Authority for the Financial Markets, the AFM and on the website at [www.dutchstarcompanies.com](http://www.dutchstarcompanies.com).

**ABOUT CM.COM**

CM.com is a Conversational Commerce platform that connects enterprises and brands to the mobile phones of billions of consumers globally. The company provides messaging channels, such as RCS, SMS, WhatsApp and Apple Business Chat combined with a Customer Data Platform and other platform features. CM.com is a leading global CPaaS platform with integrated Payments functionality. Almost ten thousand customers use CM.com's products with a view to deliver better marketing, better sales and better service to their consumers.

More information about CM.com can be found on the website at [www.cm.com](http://www.cm.com).

**DISCLAIMER**

*This press release is not for release, distribution or publication, whether directly or indirectly and whether in whole or in part, in or into the United States, Canada, Australia or Japan or any other jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.*

*This press release 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 securities of Dutch Star Companies ONE N.V. (the **Company**, and such securities, the **Securities**) in the United States, Canada, Australia or 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 press release is not for publication or distribution, directly or indirectly, in or into the United States. This press release 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, and may not be offered or sold in the United States, except pursuant to an applicable exemption from registration. No public offering of securities is being made in the United States.*

*In the United Kingdom, this document and any other materials in relation to the Securities are only being distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, "qualified investors" (as defined in section 86(7) of the Financial Services and Markets Act 2000) and who are (i) persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the **Order**); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "relevant persons"). Persons who are not relevant persons should not take any action on the basis of this document and should not act or rely on it.*



**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN OR ANY OTHER JURISDICTION IN VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.**

*This announcement does not constitute a prospectus. The Company has not authorised any offer to the public of Securities in any Member State of the European Economic Area. With respect to any Member State of the European Economic Area (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; 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.*

*No action has been taken by the Company that would permit an offer of Securities or the possession or distribution of these materials 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 these materials 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 press release 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", "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.*