

7 August 2019

SUPPLEMENT TO THE PROSPECTUS OF 29 MARCH 2019 REGARDING THE OFFERING OF UP TO 60,000,000 NEW DEPOSITARY RECEIPTS FOR ORDINARY SHARES WITH A NOMINAL VALUE OF EUR 0,00001 EACH IN ETERGO B.V.

This supplement is issued for the purpose of giving an update on material changes that have occurred in relation to the information included in the Prospectus since the date that the Prospectus was approved.

STICHTING ADMINISTRATIEKANTOOR ETERGO II

(established in the Netherlands as a foundation, having its corporate seat in Amsterdam, the Netherlands)

ETERGO B.V.

(incorporated in the Netherlands as a private company with limited liability, having its corporate seat in Amsterdam, the Netherlands)

- (1) This supplement dated 7 August 2019 (the "Second Supplement") constitutes the second supplement to the prospectus of Etergo B.V. dated 29 March 2019 (the "Prospectus") issued by Stichting Administratiekantoor Etergo II (the "Issuer"). The first supplement to the Prospectus has been approved on 14 May 2019 (the "First Supplement"). Terms used in this Second Supplement shall have the meaning ascribed to them in the Prospectus.
- (2) The Prospectus was approved pursuant to the rules as set out in Section 5:9 of the Dutch Financial Supervision Act (the "FSA"). This Second Supplement constitutes a supplement for the purposes of Section 5:23 of the FSA and Section 16 of the Directive 2003/71/EC as amended by Directive 2010/73/EC (the "Prospectus Directive").
- (3) Section 5:9 and Section 5:23 of the FSA and the Directive 2003/71/EC have been replaced by the Prospectus Regulation (Regulation 2017/1129) as per 21 July 2019. However, the Prospectus and any supplements shall continue to be governed by those national laws.
- (4) This Second Supplement has been approved by and filed with the Dutch Authority for the Financial Markets (the "AFM"). This Second Supplement is supplemental to, and should be read in conjunction with, the Prospectus and any other supplements thereto issued by the Issuer.
- (5) Etergo B.V. ("Etergo" or the "Company") accepts responsibility for the information contained in this Second Supplement. Etergo declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Second Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.
- (6) To the extent that there is any inconsistency between any statement in the Prospectus and any statement in this Second Supplement, the latter will prevail.
- (7) Save as disclosed in this Second Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to the information included in the Prospectus which is capable of affecting this assessment of the securities that has arisen between the date that the Prospectus was approved and the date of this Second Supplement.

- (8) In accordance with Article 5:23(6) of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*), investors who have agreed to purchase or subscribe for Depository Receipts pursuant to the Offering before the Second Supplement is published have the right, exercisable before the end of the period of two business days beginning with the business day after the date on which this Second Supplement was published, to withdraw their acceptances.
- (9) Copies of this Second Supplement are available on www.etergo.com/prospectus.

AMENDMENTS TO THE PROSPECTUS

The following material events have taken place since the publication of the First Supplement

Etergo has requested that the AFM provide a certificate of approval and a copy of the Prospectus to the relevant competent authority in the Czech Republic, Denmark, Estonia, Hungary, Iceland, Latvia, Luxembourg, Poland and the Slovak Republic. The abovementioned events result in the following amendments to the Prospectus:

With effect from the date of this Second Supplement, the Prospectus shall be amended in the manner described below. References to page numbers are to page numbers of the Prospectus. Where applicable, strikethrough text denotes deletions and underlined text denotes additions.

Introduction

Page 1, the following wording shall be amended

“The Offering consists of a public offering being made to the general public in the United Kingdom, Netherlands, Germany, Portugal, Italy, Romania, Belgium, Spain, France, Ireland, Lithuania, Bulgaria, Greece, Sweden, Slovenia, Malta, Croatia, Austria, Norway, Cyprus, ~~and~~ Finland, the Czech Republic Denmark, Estonia, Hungary, Iceland, Latvia, Luxemburg, Poland and the Slovak Republic. This document (the **Prospectus**) constitutes a prospectus for the purposes of Section 5.3 of the Directive 2003/71/EC as amended by Directive 2010/73/EC (the **Prospectus Directive**) and has been prepared in accordance with Section 5:9 of the Financial Supervision Act (*Wet op het financieel toezicht*, the **FSA**) and the rules thereunder. This Prospectus has been approved by and filed with the Dutch Authority for the Financial Markets (*Autoriteit Financiële Markten*, the **AFM**). Etergo has requested that the AFM provide a certificate of approval and a copy of this document to the relevant competent authority in the United Kingdom, Germany, Portugal, Italy, Romania, Belgium, Spain, France, Ireland, Lithuania, Bulgaria, Greece, Sweden, Slovenia, Malta, Croatia, Austria, Norway, Cyprus, ~~and~~ Finland, the Czech Republic Denmark, Estonia, Hungary, Iceland, Latvia, Luxemburg, Poland and the Slovak Republic.”

Selling and transfer restrictions

Paragraph 12.3 page 94, the following wording shall be amended

“(a) In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State) an offer to the public of any depository receipts which are the subject of the Offering contemplated by this Prospectus (the Depository Receipts) may not be made in that relevant Member State other than the offers contemplated in this Prospectus (i) in The Netherlands, once the Prospectus has been approved by the competent authority and published and (ii) in the United Kingdom, Germany, Portugal, Italy, Romania, Belgium, Spain, France, Ireland, Lithuania, Bulgaria, Greece, Sweden, Slovenia, Malta, Croatia, Austria, Norway, Cyprus and Finland, once this Prospectus has been

passport in accordance with the Prospectus Directive as implemented in the United Kingdom, Germany, Portugal, Italy, Romania, Belgium, Spain, France, Ireland, Lithuania, Bulgaria, Greece, Sweden, Slovenia, Malta, Croatia, Austria, Norway, Cyprus, ~~and~~ Finland, the Czech Republic, Denmark, Estonia, Hungary, Iceland, Latvia, Luxemburg, Poland and the Slovak Republic except that an offer to the public in that Relevant Member State of any Depository Receipts may be made at any time under the following exemptions under the Prospectus Directive, if they have been implemented in that Relevant Member State: to legal entities which are qualified investors as defined under the Prospectus Directive;”