

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

---

**SCHEDULE 14A  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

---

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**HOME PLATE ACQUISITION CORPORATION**  
(Name of Registrant as Specified In Its Charter)

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check all boxes that apply):

- No fee required
- Fee paid previously with preliminary materials
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

HOME PLATE ACQUISITION CORPORATION  
P.O. Box 1314  
New York, NY 10028

NOTICE OF SPECIAL MEETING

TO BE HELD ON MARCH 28, 2023

TO THE STOCKHOLDERS OF HOME PLATE ACQUISITION CORPORATION:

You are cordially invited to attend the special meeting (the “*special meeting*”) of stockholders of Home Plate Acquisition Corporation (the “*Company*,” “*we*,” “*us*” or “*our*”), to be held at 11:00 a.m. Eastern Time, on March 28, 2023. The special meeting will be held virtually, at [www.virtualshareholdermeeting.com/HPLT2023SM](http://www.virtualshareholdermeeting.com/HPLT2023SM). At the special meeting, the stockholders will consider and vote upon the following proposals:

1. A proposal to amend (the “*Extension Amendment*”) the Company’s Amended and Restated Certificate of Incorporation (our “*charter*”) to extend the date (the “*Termination Date*”) by which the Company must consummate a business combination (as defined below) (the “*Extension*”) from April 4, 2023 (the date that is 18 months from the closing date of the Company’s initial public offering of units (the “*IPO*”) and such date, the “*Original Date*”) to October 4, 2023 (the date that is 24 months from the closing date of the IPO) (the “*Extended Date*”) (such proposal, the “*Extension Amendment Proposal*”).
2. A proposal to amend (the “*Trust Amendment*”) the Company’s Investment Management Trust Agreement, dated as of September 29, 2021 (the “*Trust Agreement*”), by and between the Company and Continental Stock Transfer & Trust Company (the “*Trustee*”), allowing the Company to extend the Combination Period (as defined below) to the Extended Date (such proposal, the “*Trust Amendment Proposal*”).
3. A proposal to amend (the “*Founder Share Amendment*”) the charter to provide holders of Class B common stock, par value \$0.0001 per share of the Company (“*founder shares*” or “*Class B common stock*” and, together with the public shares, the “*common stock*”) the right to convert any and all of their Class B common stock into Class A common stock, par value \$0.0001 per share of the Company (“*Class A common stock*” or the “*public shares*”) on a one-for-one basis prior to the closing of a business combination at the election of the holder (the “*Founder Share Amendment Proposal*”).
4. A proposal to approve the adjournment of the special meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies in the event that there are insufficient votes to approve the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal, or if we determine that additional time is necessary to effectuate the Extension (the “*Adjournment Proposal*”).

Each of the Extension Amendment Proposal, the Trust Amendment Proposal, the Founder Share Amendment Proposal and the Adjournment Proposal is more fully described in the accompanying proxy statement. Due to health concerns stemming from the COVID-19 pandemic, and to support the health and well-being of our stockholders, the special meeting will be a virtual meeting. You will be able to attend and participate in the special meeting online by visiting [www.virtualshareholdermeeting.com/HPLT2023SM](http://www.virtualshareholdermeeting.com/HPLT2023SM). Please see “*Questions and Answers about the Special Meeting — How do I attend the special meeting?*” for more information.

**THE BOARD UNANIMOUSLY RECOMMENDS A VOTE “FOR” EACH OF THE EXTENSION AMENDMENT PROPOSAL, THE TRUST AMENDMENT PROPOSAL AND THE FOUNDER SHARE AMENDMENT PROPOSAL AND, IF PRESENTED, THE ADJOURNMENT PROPOSAL.**

The sole purpose of the Extension Amendment Proposal and the Trust Amendment Proposal is to provide the Company with sufficient time to complete a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination involving the Company and one or more businesses (a “*business combination*”). The purpose of the Founder Share Amendment Proposal is to allow the Company to convert the founder shares at any point in time prior to the business combination and give the Company further flexibility to retain stockholders and meet Nasdaq continued listing requirements following any stockholder redemptions. On December 22, 2022, we signed a non-binding letter of intent with a business combination target company (the “*Target*”). Our board of directors (our “*Board*”) currently believes that there will not be sufficient time before the Original Date (the “*Combination Period*”) to complete an initial business combination with the Target. Accordingly, our Board believes that the Extension is necessary in order to be able to consummate an initial business combination. Completion of the business combination with the Target is subject to, among other matters, the completion of due diligence, the negotiation of a definitive agreement providing for the transaction, satisfaction of the conditions negotiated therein and approval of the transaction by our stockholders. Therefore, our Board has determined that it is in the best interests of our stockholders to extend the date by which the Company must consummate a business combination to the Extended Date in order to provide our stockholders with the opportunity to participate in the prospective investment. While we intend to enter into a definitive agreement with the Target, there can be no assurance that a definitive agreement will be entered into or that the proposed transaction will be consummated. In the event that we enter into a definitive agreement for an initial business combination prior to the special meeting, we will issue a press release and file a Current Report on Form 8-K with the United States Securities and Exchange Commission (“*SEC*”) announcing the proposed business combination. The purpose of the Adjournment Proposal, if presented, is to allow the Company to adjourn the special meeting to a later date or dates if we determine that additional time is necessary to permit further solicitation and vote of proxies in the event that there are insufficient votes to approve the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal, or if we determine that additional time is necessary to effectuate the Extension.

The affirmative vote of the holders of at least a majority of the Company’s outstanding shares of Class A common stock and Class B common stock, voting together as a single class, will be required to approve the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal. Approval of the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal is a condition to the implementation of the Extension. In addition, the Company will not proceed with the Extension if the number of redemptions of our public shares causes the Company to have less than \$5,000,001 of net tangible assets following approval of the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal.

Approval of the Adjournment Proposal requires the affirmative vote of the majority of the votes cast by stockholders present in person (including virtually) or represented by proxy (including virtually) at the special meeting.

Our Board has fixed the close of business on March 6, 2023 as the record date for determining the Company’s stockholders entitled to receive notice of and vote at the special meeting and any adjournment thereof. Only holders of record of the Company’s common stock on that date are entitled to have their votes counted at the special meeting or any adjournment thereof. A complete list of stockholders of record entitled to vote at the special meeting will be available for ten days before the special meeting upon request for inspection by stockholders during ordinary business hours for any purpose germane to the special meeting.

In connection with the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal, holders of public shares (“*public stockholders*”) may elect to redeem their public shares for a per share price, payable in cash, equal to the aggregate amount then on deposit in the trust account established by the Company in connection with its IPO (the “*trust account*”) as of two business days prior to such approval, including any interest earned on the trust account deposits (which interest shall be net of taxes payable and expenses related to the administration of the trust account and after setting aside up to \$100,000 to pay dissolution expenses), divided by the number of then outstanding public shares (the “*Election*”), regardless of whether such public stockholders vote on the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal. However, the Company may not redeem our public shares in an amount that would cause our

net tangible assets to be less than \$5,000,001. If the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal are approved by the requisite vote of stockholders, holders of public shares that do not make the Election will retain the opportunity to have their public shares redeemed in conjunction with the consummation of a business combination, subject to any limitations set forth in our charter, as amended. In addition, public stockholders who do not make the Election would be entitled to have their public shares redeemed for cash if the Company has not completed a business combination by the Extended Date.

The Company estimates that the per share price at which the public shares may be redeemed from cash held in the trust account will be approximately \$10.25 at the time of the special meeting. The closing price of the Company's Class A common stock on the Nasdaq Stock Market LLC ("*NASDAQ*") on March 6, 2023, the record date of the special meeting, was \$10.15. Accordingly, if the market price were to remain the same until the date of the special meeting, exercising redemption rights would result in a public stockholder receiving approximately \$0.10 more than if such stockholder sold the public shares in the open market. The Company cannot assure public stockholders that they will be able to sell their public shares in the open market, even if the market price per share is higher than the redemption price stated above, as there may not be sufficient liquidity in its securities when such stockholders wish to sell their shares.

The Adjournment Proposal, if adopted, will allow our Board to adjourn the special meeting to a later date or dates, if necessary or appropriate, to permit further solicitation of proxies. The Adjournment Proposal will be presented to our stockholders only in the event that there are insufficient votes for, or otherwise in connection with, the approval of the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal.

If any of the Extension Amendment Proposal, the Trust Amendment Proposal or Founder Share Amendment Proposal is not approved and the Company does not consummate an initial business combination within the Combination Period, as contemplated by our IPO prospectus and in accordance with our charter, the Company will (i) cease all operations except for the purpose of winding up, (ii) as promptly as reasonably possible but not more than ten business days thereafter, and subject to having lawfully available funds therefor, redeem 100% of the outstanding public shares, at a per share price, payable in cash, equal to the aggregate amount then on deposit in the trust account, including any interest earned on the trust account deposits (which interest shall be net of taxes payable and expenses related to the administration of the trust account and after setting aside up to \$100,000 to pay dissolution expenses), divided by the number of then outstanding public shares, which redemption will completely extinguish public stockholders' rights as stockholders (including the right to receive further liquidation distributions, if any), subject to applicable law, and (iii) as promptly as reasonably possible following such redemption, subject to the approval of our remaining stockholders and our Board, in accordance with applicable law, dissolve and liquidate, subject in each case to our obligations under Delaware law to provide for claims of creditors and the requirements of other applicable law. There will be no redemption rights or liquidating distributions with respect to our warrants, including the warrants included in the units sold in the IPO (the "*public warrants*"), which will expire worthless if we fail to complete an initial business combination within the Combination Period.

**You are not being asked to vote on a business combination at this time. If the Extension is implemented and you do not elect to redeem your public shares in connection with the Extension, you will retain the right to vote on a business combination when and if it is submitted to the public stockholders (provided that you are a stockholder on the record date for a meeting of the stockholders to consider and vote on a business combination) and the right to redeem your public shares for a pro rata portion of the trust account in the event a business combination is approved and completed or the Company has not consummated a business combination by the Extended Date.**

**After careful consideration of all relevant factors, our Board has determined that the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal and, if presented, the Adjournment Proposal are each advisable and recommends that you vote or give instruction to vote "FOR" each of the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal and, if presented, the Adjournment Proposal.**

Enclosed is the proxy statement containing detailed information concerning the Extension Amendment Proposal, the Trust Amendment Proposal, the Founder Share Amendment Proposal, the Adjournment Proposal and the special meeting. Whether or not you plan to attend the special meeting, the Company urges you to read this material carefully and vote your shares.

March 13, 2023            By Order of the Board of Directors,

/s/ Daniel Ciporin

Daniel Ciporin

Chief Executive Officer and Chairman of the Board

**Your vote is important. If you are a stockholder of record, please sign, date and return your proxy card as soon as possible to make sure that your shares are represented at the special meeting. If you are a stockholder of record, you may also cast your vote virtually at the special meeting. If your shares are held in an account at a brokerage firm or bank, you must instruct your broker or bank how to vote your shares, or you may cast your vote virtually at the special meeting by obtaining a proxy from your brokerage firm or bank. Your failure to vote or instruct your broker or bank how to vote will have the same effect as voting against the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal and an abstention will have the same effect as voting against the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal. Abstentions will be counted in connection with the determination of whether a valid quorum is established but will have no effect on the outcome of the Adjournment Proposal.**

**Important Notice Regarding the Availability of Proxy Materials for the Special Meeting of Stockholders to be held on March 28, 2023:** This notice of meeting and the accompanying proxy statement are available at [www.virtualshareholdermeeting.com/HPLT2023SM](http://www.virtualshareholdermeeting.com/HPLT2023SM).

**TO EXERCISE YOUR REDEMPTION RIGHTS, YOU MUST (1) IF YOU HOLD PUBLIC SHARES THROUGH UNITS, ELECT TO SEPARATE YOUR UNITS INTO THE UNDERLYING PUBLIC SHARES AND PUBLIC WARRANTS PRIOR TO EXERCISING YOUR REDEMPTION RIGHTS WITH RESPECT TO THE PUBLIC SHARES, (2) SUBMIT A WRITTEN REQUEST TO THE TRANSFER AGENT BY 5:00 P.M. EASTERN TIME ON MARCH 24, 2023, THE DATE THAT IS TWO BUSINESS DAYS PRIOR TO THE SCHEDULED VOTE AT THE SPECIAL MEETING, THAT YOUR PUBLIC SHARES BE REDEEMED FOR CASH, INCLUDING THE LEGAL NAME, PHONE NUMBER, AND ADDRESS OF THE BENEFICIAL OWNER OF THE SHARES FOR WHICH REDEMPTION IS REQUESTED, AND (3) DELIVER YOUR SHARES OF CLASS A COMMON STOCK TO THE TRANSFER AGENT, PHYSICALLY OR ELECTRONICALLY USING THE DEPOSITORY TRUST COMPANY'S DWAC (DEPOSIT WITHDRAWAL AT CUSTODIAN) SYSTEM, IN EACH CASE IN ACCORDANCE WITH THE PROCEDURES AND DEADLINES DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT. IF YOU HOLD THE SHARES IN STREET NAME, YOU WILL NEED TO INSTRUCT THE ACCOUNT EXECUTIVE AT YOUR BANK OR BROKER TO WITHDRAW THE SHARES FROM YOUR ACCOUNT IN ORDER TO EXERCISE YOUR REDEMPTION RIGHTS.**

**HOME PLATE ACQUISITION CORPORATION**  
**P.O. Box 1314**  
**New York, NY 10028**

**PROXY STATEMENT FOR THE SPECIAL MEETING OF STOCKHOLDERS**

**TO BE HELD ON MARCH 28, 2023**

The special meeting of stockholders (the “*special meeting*”) of Home Plate Acquisition Corporation (the “*Company*,” “*we*,” “*us*” or “*our*”), a Delaware corporation, will be held at 11:00 a.m. Eastern Time, on March 28, 2023. The special meeting will be held virtually, at [www.virtualshareholdermeeting.com/HPLT2023SM](http://www.virtualshareholdermeeting.com/HPLT2023SM). At the special meeting, the stockholders will consider and vote upon the following proposals:

1. A proposal to amend (the “*Extension Amendment*”) the Company’s Amended and Restated Certificate of Incorporation (our “*charter*”) to extend the date (the “*Termination Date*”) by which the Company must consummate a business combination (as defined below) (the “*Extension*”) from April 4, 2023 (the date that is 18 months from the closing date of the Company’s initial public offering of units (the “*IPO*”) and such date, the “*Original Date*”) to October 4, 2023 (the date that is 24 months from the closing date of the IPO) (the “*Extended Date*”) (such proposal, the “*Extension Amendment Proposal*”).
2. A proposal to amend (the “*Trust Amendment*”) the Company’s Investment Management Trust Agreement, dated as of September 29, 2021 (the “*Trust Agreement*”), by and between the Company and Continental Stock Transfer & Trust Company (the “*Trustee*”), allowing the Company to extend the Combination Period (as defined below) to the Extended Date (such proposal, the “*Trust Amendment Proposal*”).
3. A proposal to amend (the “*Founder Share Amendment*”) the charter to provide holders of Class B common stock, par value \$0.0001 per share of the Company (“*founder shares*” or “*Class B common stock*” and, together with the public shares, the “*common stock*”) the right to convert any and all of their Class B common stock into Class A common stock, par value \$0.0001 per share of the Company (“*Class A common stock*” or the “*public shares*”) on a one-for-one basis prior to the closing of a business combination at the election of the holder (the “*Founder Share Amendment Proposal*”).
4. A proposal to approve the adjournment of the special meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies in the event that there are insufficient votes to approve the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal, or if we determine that additional time is necessary to effectuate the Extension (the “*Adjournment Proposal*”).

Each of the Extension Amendment Proposal, the Trust Amendment Proposal, the Founder Share Amendment Proposal and the Adjournment Proposal is more fully described herein. Due to health concerns stemming from the COVID-19 pandemic, and to support the health and well-being of our stockholders, the special meeting will be a virtual meeting. You will be able to attend and participate in the special meeting online by visiting [www.virtualshareholdermeeting.com/HPLT2023SM](http://www.virtualshareholdermeeting.com/HPLT2023SM). Please see “*Questions and Answers about the Special Meeting — How do I attend the special meeting?*” for more information.

The sole purpose of the Extension Amendment Proposal and the Trust Amendment Proposal is to provide the Company with sufficient time to complete a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination involving the Company and one or more businesses (a “*business combination*”). The purpose of the Founder Share Amendment Proposal is to allow the Company to convert the founder shares at any point in time prior to the business combination and give the Company further flexibility to retain stockholders and meet Nasdaq continued listing requirements following any stockholder redemptions. On December 22, 2022, we signed a non-binding letter of intent with a business combination target company (the “*Target*”). Our board of directors (our “*Board*”) currently believes that there will not be sufficient time before the Original Date (the “*Combination Period*”) to complete an initial business combination with the Target. Accordingly, our Board believes that the Extension is necessary in order to be able to consummate an initial business combination. Completion of the business combination with the Target is subject to, among other matters, the completion of due diligence, the negotiation of a definitive agreement providing for the transaction, satisfaction of the conditions negotiated therein and approval of the transaction by our stockholders. Therefore, our Board has determined that it is in the best interests of our stockholders to extend the date by which the Company must consummate a business combination to the Extended Date in order to provide our stockholders with the opportunity to participate in the prospective investment. While we intend to enter into a definitive agreement with the Target, there can be no

assurance that a definitive agreement will be entered into or that the proposed transaction will be consummated. In the event that we enter into a definitive agreement for an initial business combination prior to the special meeting, we will issue a press release and file a Current Report on Form 8-K with the United States Securities and Exchange Commission (“*SEC*”) announcing the proposed business combination. The purpose of the Adjournment Proposal, if presented, is to allow the Company to adjourn the special meeting to a later date or dates if we determine that additional time is necessary to permit further solicitation and vote of proxies in the event that there are insufficient votes to approve the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal, or if we determine that additional time is necessary to effectuate the Extension.

The affirmative vote of the holders of at least a majority of the Company’s outstanding shares of Class A common stock and Class B common stock, voting together as a single class, will be required to approve the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal. Approval of the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal is a condition to the implementation of the Extension. In addition, the Company will not proceed with the Extension if the number of redemptions of our public shares causes the Company to have less than \$5,000,001 of net tangible assets following approval of the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal.

Approval of the Adjournment Proposal requires the affirmative vote of the majority of the votes cast by stockholders present in person (including virtually) or represented by proxy (including virtually) at the special meeting.

Our Board has fixed the close of business on March 6, 2023 as the record date for determining the Company’s stockholders entitled to receive notice of and vote at the special meeting and any adjournment thereof. Only holders of record of the Company’s common stock on that date are entitled to have their votes counted at the special meeting or any adjournment thereof. A complete list of stockholders of record entitled to vote at the special meeting will be available for ten days before the special meeting upon request for inspection by stockholders during ordinary business hours for any purpose germane to the special meeting.

In connection with the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal, holders of public shares (“*public stockholders*”) may elect to redeem their public shares for a per share price, payable in cash, equal to the aggregate amount then on deposit in the trust account established by the Company in connection with its IPO (the “*trust account*”) as of two business days prior to such approval, including any interest earned on the trust account deposits (which interest shall be net of taxes payable and expenses related to the administration of the trust account and after setting aside up to \$100,000 to pay dissolution expenses), divided by the number of then outstanding public shares (the “*Election*”), regardless of whether such public stockholders vote on the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal. However, the Company may not redeem our public shares in an amount that would cause our net tangible assets to be less than \$5,000,001. If the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal are approved by the requisite vote of stockholders, holders of public shares that do not make the Election will retain the opportunity to have their public shares redeemed in conjunction with the consummation of a business combination, subject to any limitations set forth in our charter, as amended. In addition, public stockholders who do not make the Election would be entitled to have their public shares redeemed for cash if the Company has not completed a business combination by the Extended Date.

The withdrawal of funds from the trust account in connection with the Election will reduce the amount held in the trust account following the Election, and the amount remaining in the trust account after such withdrawal may be only a fraction of the approximately \$204,391,078.24 (including interest, but less the funds used to pay taxes) that was in the trust account as of the record date. In such event, the Company may still seek to obtain additional funds to complete a business combination, and there can be no assurance that such funds will be available on terms acceptable to the parties or at all.

The Company estimates that the per share price at which the public shares may be redeemed from cash held in the trust account will be approximately \$10.25 at the time of the special meeting. The closing price of the Company’s Class A common stock on the Nasdaq Stock Market LLC (“*NASDAQ*”) on March 6, 2023, the record date of the special meeting, was \$10.15. Accordingly, if the market price were to remain the same until the date of the special meeting, exercising redemption rights would result in a public stockholder receiving approximately \$0.10 more than

if such stockholder sold the public shares in the open market. The Company cannot assure public stockholders that they will be able to sell their public shares in the open market, even if the market price per share is higher than the redemption price stated above, as there may not be sufficient liquidity in its securities when such stockholders wish to sell their shares.

The Adjournment Proposal, if adopted, will allow our Board to adjourn the special meeting to a later date or dates, if necessary or appropriate, to permit further solicitation of proxies. The Adjournment Proposal will be presented to our stockholders only in the event that there are insufficient votes for, or otherwise in connection with, the approval of the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal.

If any of the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal is not approved and the Company does not consummate an initial business combination within the Combination Period, as contemplated by our IPO prospectus and in accordance with our charter, the Company will (i) cease all operations except for the purpose of winding up, (ii) as promptly as reasonably possible but not more than ten business days thereafter, and subject to having lawfully available funds therefor, redeem 100% of the outstanding public shares, at a per share price, payable in cash, equal to the aggregate amount then on deposit in the trust account, including any interest earned on the trust account deposits (which interest shall be net of taxes payable and expenses related to the administration of the trust account and after setting aside up to \$100,000 to pay dissolution expenses), divided by the number of then outstanding public shares, which redemption will completely extinguish public stockholders' rights as stockholders (including the right to receive further liquidation distributions, if any), subject to applicable law, and (iii) as promptly as reasonably possible following such redemption, subject to the approval of our remaining stockholders and our Board, in accordance with applicable law, dissolve and liquidate, subject in each case to our obligations under Delaware law to provide for claims of creditors and the requirements of other applicable law. There will be no redemption rights or liquidating distributions with respect to our warrants, including the warrants included in the units sold in the IPO (the "*public warrants*"), which will expire worthless if we fail to complete an initial business combination within the Combination Period.

Our Sponsor and our officers and directors (altogether the "*initial stockholders*") and our public anchor investors have agreed to waive their redemption rights with respect to their founder shares and public shares in connection with a stockholder vote to approve an amendment to the Company's charter.

Our Sponsor has agreed that it will be liable to the Company if and to the extent any claims by a third party (except for the Company's independent registered public accounting firm) for services rendered or products sold to the Company, or a prospective target business with which we have discussed entering into a transaction agreement, reduce the amount of funds in the trust account to below the lesser of (i) \$10.00 per public share and (ii) the actual amount per public share held in the trust account as of the date of the liquidation of the trust account, if less than \$10.00 per share due to reductions in the value of the trust assets, in each case net of the interest that may be withdrawn to pay our taxes, provided that such liability will not apply to any claims by a third party or prospective target business who executed a waiver of any and all rights to seek access to the trust account nor will it apply to any claims under the Company's indemnity of the underwriters of the IPO against certain liabilities, including liabilities under the Securities Act of 1933, as amended. In the event that an executed waiver is deemed to be unenforceable against a third party, our Sponsor will not be responsible to the extent of any liability for such third party claims. However, we have not asked our Sponsor to reserve for such indemnification obligations, nor have we independently verified whether our Sponsor has sufficient funds to satisfy its indemnity obligations and believe that our Sponsor's only assets are securities of the Company. Therefore, we cannot assure that our Sponsor would be able to satisfy those obligations.

Under the Delaware General Corporation Law (the "*DGCL*"), stockholders may be held liable for claims by third parties against a corporation to the extent of distributions received by them in a dissolution. If the corporation complies with certain procedures set forth in Section 280 of the DGCL intended to ensure that it makes reasonable provision for all claims against it, including a 60-day notice period during which any third-party claims can be brought against the corporation, a 90-day period during which the corporation may reject any claims brought, and an additional 150-day waiting period before any liquidating distributions are made to stockholders, any liability of stockholders with respect to a liquidating distribution is limited to the lesser of such stockholder's pro rata share of the claim or the amount distributed to the stockholder, and any liability of the stockholder would be barred after the third anniversary of the dissolution.



However, because the Company will not be complying with Section 280 of the DGCL, Section 281(b) of the DGCL requires the Company to adopt a plan, based on facts known to the Company at such time, that will provide for our payment of all existing and pending claims or claims that may be potentially brought against the Company within the subsequent ten years following our dissolution. However, because the Company is a blank check company, rather than an operating company, and its operations have been limited to searching for prospective target businesses to acquire, the only likely claims to arise would be from its vendors (such as lawyers, investment bankers, etc.) or prospective target businesses.

If the Extension Amendment Proposal, the Trust Amendment and the Founder Share Amendment Proposal are approved, such approval will constitute consent for the Company to (i) remove from the trust account an amount (the “*Withdrawal Amount*”) equal to the number of public shares properly redeemed multiplied by the per share price, equal to the aggregate amount then on deposit in the trust account as of two business days prior to such approval, including any interest earned on the trust account deposits (which interest shall be net of taxes payable and expenses related to the administration of the trust account and after setting aside up to \$100,000 to pay dissolution expenses), divided by the number of then outstanding public shares and (ii) deliver to the holders of such redeemed public shares their portion of the Withdrawal Amount. The remainder of such funds shall remain in the trust account and be available for use by the Company to complete a business combination on or before the Extended Date. Holders of public shares who do not redeem their public shares now will retain their redemption rights and their ability to vote on a business combination through the Extended Date if the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal are approved.

Our Board has fixed the close of business on March 6, 2023 as the date for determining the Company stockholders entitled to receive notice of and vote at the special meeting. Only record holders of the Company’s common stock at the close of business on the record date are entitled to vote or have their votes cast at the special meeting. On the record date, there were 20,000,000 outstanding shares of the Company’s Class A common stock and 5,000,000 outstanding shares of the Company’s Class B common stock, which vote together as a single class with respect to the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal and, if presented, the Adjournment Proposal. A complete list of stockholders of record entitled to vote at the special meeting will be available for ten days before the special meeting upon request for inspection by stockholders during ordinary business hours for any purpose germane to the special meeting. The Company’s warrants do not have voting rights in connection with either the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal or, if presented, the Adjournment Proposal.

**You are not being asked to vote on a business combination at this time. If the Extension is implemented and you do not elect to redeem your public shares in connection with the Extension, you will retain the right to vote on a business combination when and if it is submitted to the public stockholders (provided that you are a stockholder on the record date for a meeting of stockholders to consider and vote on a business combination) and the right to redeem your public shares for a pro rata portion of the trust account in the event a business combination is approved and completed or the Company has not consummated a business combination by the Extended Date.**

This proxy statement contains important information about the special meeting and the proposals to be voted on at the special meeting. Please read it carefully and vote your shares.

## TABLE OF CONTENTS

	<u>Page</u>
FORWARD-LOOKING STATEMENTS .....	1
RISK FACTORS .....	2
QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING .....	4
THE SPECIAL MEETING .....	17
THE EXTENSION AMENDMENT PROPOSAL, THE TRUST AMENDMENT PROPOSAL AND THE FOUNDER SHARE AMENDMENT PROPOSAL .....	20
THE ADJOURNMENT PROPOSAL .....	34
PRINCIPAL STOCKHOLDERS .....	35
DELIVERY OF DOCUMENTS TO STOCKHOLDERS .....	37
WHERE YOU CAN FIND MORE INFORMATION .....	38
ANNEX A .....	A-1
ANNEX B .....	B-1

## FORWARD-LOOKING STATEMENTS

The statements contained in this proxy statement that are not purely historical are “forward-looking statements.” Our forward-looking statements include, but are not limited to, statements regarding our or our management team’s expectations, hopes, beliefs, intentions or strategies regarding the future. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intends,” “may,” “might,” “plan,” “possible,” “potential,” “predict,” “project,” “shall,” “should,” “will,” “would” and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements in this proxy statement may include, for example, statements about:

- our ability to select an appropriate target business or businesses;
- our ability to complete our initial business combination;
- our expectations around the performance of the prospective target business or businesses;
- our success in retaining or recruiting, or changes required in, our officers, key employees or directors following our initial business combination;
- our officers and directors allocating their time to other businesses and potentially having conflicts of interest with our business or in approving our initial business combination;
- our potential ability to obtain additional financing to complete our initial business combination;
- our pool of prospective target businesses;
- the ability of our officers and directors to generate a number of potential business combination opportunities;
- our public securities’ potential liquidity and trading;
- the lack of a market for our securities;
- the use of proceeds not held in the trust account or available to us from interest income on the trust account balance;
- the trust account not being subject to claims of third parties; or
- our financial performance.

The forward-looking statements contained in this proxy statement are based on our current expectations and beliefs concerning future developments and their potential effects on us. There can be no assurance that future developments affecting us will be those that we have anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond our control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, those factors described under the heading “Risk Factors” in our Final Prospectus on Form 424(b)(4) filed with the SEC on September 29, 2021, our Annual Report on Form 10-K for the year ended December 31, 2021, filed with the SEC on March 16, 2022, our Quarterly Report on Form 10-Q for the three months ended June 30, 2022, filed on August 12, 2022, our Quarterly Report on Form 10-Q for the three months ended September 30, 2022, filed on November 10, 2022 and subsequent periodic filings with the SEC. Should one or more of these risks or uncertainties materialize, or should any of our assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable law.

## RISK FACTORS

***If we are deemed to be an investment company for purposes of the Investment Company Act, we would be required to institute burdensome compliance requirements and our activities would be severely restricted and, as a result, we may fail to satisfy a condition in a business combination agreement and may be required to wind up, redeem and liquidate.***

On March 30, 2022, the SEC issued a rule proposal that discussed, among other things, circumstances in which special purpose acquisition companies (the “**SPAC Rule Proposal**”) could potentially be subject to the Investment Company Act of 1940, as amended, and the regulations thereunder (collectively, the “**Investment Company Act**”). The SPAC Rule Proposal includes a proposed safe harbor for such companies from the definition of “investment company” under Section 3(a)(1)(A) of the Investment Company Act if a special purpose acquisition company satisfies certain criteria, including a limited time period to announce and complete a de-SPAC transaction. Specifically, to comply with the proposed safe harbor, the SPAC Rule Proposal would require a company to file a Current Report on Form 8-K announcing that it has entered into an agreement with a target company for an initial business combination no later than 18 months after the effective date of its registration statement for its initial public offering (the “**IPO Registration Statement**”). To avail itself of the safe harbor in the SPAC Rule Proposal, a company would then be required to complete its initial business combination no later than 24 months after the effective date of its IPO Registration Statement.

We completed our initial public offering in October 2021 and have operated as a blank check company searching for a target business with which to consummate an initial business combination since such time. On December 22, 2022, we signed a non-binding letter of intent with the Target. Our Board currently believes that there will not be sufficient time within the Combination Period to complete an initial business combination with the Target. It is possible that a claim could be made that we have been operating as an unregistered investment company.

We do not believe that our principal activities will subject us to regulation as an investment company under the Investment Company Act. However, if we are deemed to be an investment company and subject to compliance with and regulation under the Investment Company Act, our activities would be severely restricted and we would be subject to additional regulatory burdens and expenses for which we have not allotted funds. In addition, unless we were able to modify our activities so that we would not be deemed an investment company, we may fail to satisfy a condition in a business combination agreement, which could result in its termination. After any such termination, we may instead be required to wind up, redeem and liquidate. If we are required to liquidate, our shareholders will miss the opportunity to benefit from an investment in a target company and the appreciation in value of such investment through a business combination. Additionally, if we are required to liquidate, there will be no redemption rights or liquidating distributions with respect to our warrants, which will expire worthless in the event of our winding up.

***To the extent we have not announced that the Company has entered into a business combination as of 18 months after the effective date of its IPO Registration Statement, to mitigate the risk that we might be deemed to be an investment company for purposes of the Investment Company Act, we expect to, prior to the end of the 24-month period after the effective date of our IPO Registration Statement, instruct the trustee to transfer the securities held in the trust account and instead to hold the funds in the trust account in cash (which will include holding the funds in money market funds compliant with Rule 2a-7 under the Investment Company Act) until the earlier of the consummation of a business combination or our liquidation. As a result, following sale of securities in the trust account, if any, such sale could reduce the dollar amount the public stockholders would receive upon any redemption or liquidation of the Company.***

The funds in the trust account have, since our IPO, been held only in U.S. government treasury obligations with a maturity of 185 days or less or in money market funds investing solely in U.S. government treasury obligations and meeting certain conditions under Rule 2a-7 under the Investment Company Act. While the funds in the trust account continue to be invested in such instruments, to mitigate the risk of us being deemed to be an unregistered investment company (including under the subjective test of Section 3(a)(1)(A) of the Investment Company Act) and thus subject to regulation under the Investment Company Act, we expect to, prior to the 24-month anniversary of the effective date of the IPO Registration Statement (October 4, 2023), instruct the trustee with respect to the trust account to transfer the U.S. government treasury obligations held in the trust account and thereafter, to hold all funds in the trust account in cash (which will include holding the funds in money market funds compliant with Rule 2a-7 under the Investment Company Act) until the earlier of consummation of a business combination or liquidation of the Company. Following any such sale of the securities held in the trust account, if any, such sale could reduce the dollar amount the public

stockholders would receive upon any redemption or liquidation of the Company. However, interest previously earned on the funds held in the trust account still may be released to us to pay our taxes, if any, and certain other expenses as permitted. As a result, any decision to transfer the securities held in the trust account and thereafter to hold all funds in the trust account in cash (which will include holding the funds in money market funds compliant with Rule 2a-7 under the Investment Company Act) could reduce the dollar amount the public stockholders would receive upon any redemption or liquidation of the Company.

In addition, even prior to the 24-month anniversary of the effective date of the IPO Registration Statement, we may be deemed to be an investment company. The longer that the funds in the trust account are held in short-term U.S. government treasury obligations or in money market funds invested exclusively in such securities, even prior to the 24-month anniversary, the greater the risk that we may be considered an unregistered investment company under Section 3(a)(1)(A) of the Investment Company Act, in which case we may be required to liquidate the Company. If we are required to liquidate, our stockholders will miss the opportunity to benefit from an investment in a target company and the potential appreciation in value of such investment through a business combination. Additionally, if we are required to liquidate, there will be no redemption rights or liquidating distributions with respect to our warrants, which will expire worthless in the event of our winding up. The risk of being deemed subject to the Investment Company Act may increase the longer the Company holds securities (i.e., the longer past two years the securities are held), and also may increase to the extent the funds in the trust account are not held in cash. Accordingly, we expect to, prior to the 24-month anniversary of the effective date of the IPO Registration Statement, instruct the trustee with respect to the trust account to transfer the securities held in the trust account and instead hold all funds in the trust account in cash (which will include holding the funds in money market funds compliant with Rule 2a-7 under the Investment Company Act), which could further reduce the dollar amount the public stockholders would receive upon any redemption or liquidation of the Company.

## QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING

These Questions and Answers are only summaries of the matters they discuss. They do not contain all of the information that may be important to you. You should read carefully the entire document, including the annexes to this proxy statement.

### *Why am I receiving this proxy statement?*

This proxy statement and the enclosed proxy card are being sent to you in connection with the solicitation of proxies by our Board for use at the special meeting, or at any adjournments thereof. This proxy statement summarizes the information that you need to make an informed decision on the proposals to be considered at the special meeting.

The Company is a blank check company formed in 2021 for the purpose of entering into a merger, capital stock exchange, asset acquisition, capital stock purchase, reorganization or similar business combination with one or more businesses. On October 4, 2021, the Company consummated its IPO of 20,000,000 units (the “*units*”). Each unit consists of one share of Class A common stock (the “*public shares*”) and one-half of one redeemable warrant (the “*public warrants*”). The units were sold at an offering price of \$10.00 per unit, generating gross proceeds of \$200,000,000. Simultaneously with the closing of the IPO, the Company consummated the sale of an aggregate of 7,600,000 private placement warrants (the “*private placement warrants*”) at a price of \$1.00 per warrant in a private placement to certain funds and accounts managed by our Sponsor as well as to Jefferies LLC, generating gross proceeds to the Company of \$7,600,000.

Following the closing of the IPO on October 4, 2021, an amount of \$200,000,000 from the net proceeds of the sale of the units in the IPO and the sale of the initial private placement warrants was placed in the trust account. The funds in the trust account have, since our IPO, been held only in U.S. government treasury obligations with a maturity of 185 days or less or in money market funds investing solely in U.S. government treasury obligations and meeting certain conditions under Rule 2a-7 under the Investment Company Act. While the funds in the trust account continue to be invested in such instruments, to mitigate the risk of us being deemed to be an unregistered investment company (including under the subjective test of Section 3(a)(1)(A) of the Investment Company Act) and thus subject to regulation under the Investment Company Act, we expect to, prior to the 24-month anniversary of the effective date of the IPO Registration Statement (October 4, 2023), instruct the trustee with respect to the trust account to transfer the U.S. government treasury obligations held in the trust account and thereafter, to hold all funds in the trust account in cash (which will include the holding the funds in money market funds compliant with Rule 2a-7 under the Investment Company Act) until the earlier of consummation of a business combination or liquidation of the Company. Like most blank check companies, our charter provides for the return of the IPO proceeds held in the trust account to the holders of shares of common stock sold in the IPO if there is no qualifying business combination(s) consummated on or before a certain date (the “*Combination Period*”). In our case such certain date is April 4, 2023. Our Board has determined that it is in the best interests of the Company to amend the Company’s charter to extend the date we have to consummate a business combination to October 4, 2023 in order to allow the Company more time to complete a business combination. Therefore, our Board is submitting the proposals described in this proxy statement for the stockholders to vote upon.

### *What is being voted on?*

You are being asked to vote on each of the Extension Amendment Proposal, the Trust Amendment Proposal, the Founder Share Amendment Proposal and, if presented, the Adjournment Proposal. Each proposal is listed below:

1. **Extension Amendment Proposal:** A proposal to amend our charter to extend the date by which the Company must consummate a business combination from April 4, 2023 (the date that is 18 months from the closing date of the IPO) to October 4, 2023 (the date that is 24 months from the closing date of the IPO).
2. **Trust Amendment Proposal:** A proposal to amend the Trust Agreement, by and between the Company and the Trustee, allowing the Company to extend the Combination Period to the Extended Date.
3. **Founder Share Amendment Proposal:** A proposal to amend our charter to provide holders of Class B common stock the right to convert any and all of their Class B common stock into Class A common stock on a one-for-one basis prior to the closing of a business combination at the election of the holder.
4. **Adjournment Proposal:** A proposal to approve the adjournment of the special meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies in the event that there are insufficient

votes to approve the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal, or if we determine that additional time is necessary to effectuate the Extension.

***What are the purposes of the Extension Amendment Proposal, the Trust Amendment Proposal, the Founder Share Amendment Proposal and the Adjournment Proposal?***

The sole purpose of the Extension Amendment Proposal and the Trust Amendment Proposal is to provide the Company with sufficient time to complete a business combination. On December 22, 2022, we signed a non-binding letter of intent with the Target. Our Board currently believes that there will not be sufficient time within the Combination Period to complete an initial business combination with the Target. Accordingly, our Board believes that the Extension is necessary in order to be able to consummate an initial business combination. Completion of the business combination with the Target is subject to, among other matters, the completion of due diligence, the negotiation of a definitive agreement providing for the transaction, satisfaction of the conditions negotiated therein and approval of the transaction by our stockholders. Therefore, our Board has determined that it is in the best interests of our stockholders to extend the date by which the Company must consummate a business combination to the Extended Date in order to provide our stockholders with the opportunity to participate in the prospective investment. While we intend to enter into a definitive agreement with the Target, there can be no assurance that a definitive agreement will be entered into or that the proposed transaction will be consummated. In the event that we enter into a definitive agreement for an initial business combination prior to the special meeting, we will issue a press release and file a Current Report on Form 8-K with the SEC announcing the proposed business combination.

The purpose of the Founder Share Amendment Proposal is to allow the Company to convert the founder shares at any point in time prior to the business combination and give the Company further flexibility to retain stockholders and meet Nasdaq continued listing requirements following any stockholder redemptions.

The purpose of the Adjournment Proposal is to allow the Company to adjourn the special meeting to a later date or dates if we determine that additional time is necessary to permit further solicitation and vote of proxies in the event that there are insufficient votes to approve the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal, or if we determine that additional time is necessary to effectuate the Extension.

Approval of the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal is a condition to the implementation of the Extension. The Company will not proceed with the Extension if redemptions of our public shares cause the Company to have less than \$5,000,001 of net tangible assets following approval of the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal.

If the Extension is implemented, such approval will constitute consent for the Company to remove the Withdrawal Amount from the trust account, deliver to the holders of redeemed public shares their portion of the Withdrawal Amount and retain the remainder of the funds in the trust account for the Company's use in connection with consummating a business combination on or before the Extended Date.

If the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal are approved and the Extension is implemented, the removal of the Withdrawal Amount from the trust account in connection with the Election will reduce the amount held in the trust account following the Election. The Company cannot predict the amount that will remain in the trust account after such withdrawal if the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal are approved and the amount remaining in the trust account may be only a fraction of the approximately \$204,391,078.24 (including interest but less the funds used to pay taxes) that was in the trust account as of the record date. In such event, the Company may still seek to obtain additional funds to complete a business combination, and there can be no assurance that such funds will be available on terms acceptable to the parties or at all.

If any of the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal is not approved and the Company has not consummated an initial business combination within the Combination Period, the Company will (i) cease all operations except for the purpose of winding up, (ii) as promptly as reasonably possible but not more than ten business days thereafter, and subject to having lawfully available funds therefor, redeem 100% of the outstanding public shares, at a per share price, payable in cash, equal to the aggregate amount then on deposit in the trust account, including any interest earned on the trust account deposits (which interest shall be net of taxes payable and expenses related to the administration of the trust account and after setting aside up to \$100,000 to pay dissolution expenses), divided by the number of then outstanding public shares, which redemption will completely extinguish public stockholders' rights as stockholders (including the right to receive

further liquidation distributions, if any), subject to applicable law, and (iii) as promptly as reasonably possible following such redemption, subject to the approval of our remaining stockholders and our Board, in accordance with applicable law, dissolve and liquidate, subject in each case to our obligations under Delaware law to provide for claims of creditors and the requirements of other applicable law. There will be no redemption rights or liquidating distributions with respect to our warrants, which will expire worthless if we fail to complete an initial business combination within the Combination Period.

The Adjournment Proposal will be presented at the special meeting only if there are not sufficient votes to approve the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal.

The initial stockholders and public anchor investors have agreed to waive their redemption rights with respect to their founder shares and public shares in connection with a stockholder vote to approve an amendment to the charter.

***Why is the Company proposing the Extension Amendment Proposal, the Trust Amendment Proposal, the Founder Share Amendment Proposal and the Adjournment Proposal?***

The Company's charter provides for the return of the IPO proceeds held in trust to the holders of shares of common stock sold in the IPO if there is no qualifying business combination(s) consummated within the Combination Period. While the Company has signed a non-binding letter of intent with the Target, the Board currently believes that there will not be sufficient time within the Combination Period to complete an initial business combination, in which case, the Company will dissolve and liquidate in accordance with the charter. Accordingly, the Company has determined to seek stockholder approval to extend the date by which the Company has to complete the business combination.

The sole purpose of the Extension Amendment Proposal and the Trust Amendment Proposal is to provide the Company with sufficient time to complete a business combination, which our Board believes is in the best interest of our stockholders. The purpose of the Founder Share Amendment Proposal is to allow the Company to convert the founder shares at any point in time prior to the business combination and give the Company further flexibility to retain stockholders and meet Nasdaq continued listing requirements following any stockholder redemptions, which our Board believes is in the best interest of our stockholders. The Company believes that given the Company's expenditure of time, effort and money on searching for potential business combination opportunities, including the fact that the Company has entered into a non-binding letter of intent with the Target, circumstances warrant providing public stockholders an opportunity to consider an initial business combination. Our efforts to complete an initial business combination with the Target will involve, among other things:

- negotiating and executing a definitive agreement and related agreements;
- completing proxy materials;
- establishing a meeting date and record date for considering a business combination, and distributing proxy materials to stockholders; and
- holding a special meeting of stockholders to consider the business combination

While we intend to enter into a definitive agreement with the Target, there can be no assurance that a definitive agreement will be entered into or that the proposed transaction will be consummated. In the event that we enter into a definitive agreement for an initial business combination prior to the special meeting, we will issue a press release and file a Current Report on Form 8-K with the SEC announcing the proposed business combination. The purpose of the Adjournment Proposal is to allow the Company to adjourn the special meeting to a later date or dates if we determine that additional time is necessary to permit further solicitation and vote of proxies in the event that there are insufficient votes to approve the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal, or if we determine that additional time is necessary to effectuate the Extension. Accordingly, our Board is proposing the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal and, if necessary, the Adjournment Proposal to extend the Company's corporate existence until the Extended Date.

**You are not being asked to vote on any proposed business combination at this time. If the Extension is implemented and you do not elect to redeem your public shares now, you will retain the right to vote on any proposed business combination when and if one is submitted to the public stockholders (provided that you are**



**a stockholder on the record date for a meeting to consider a business combination) and the right to redeem your public shares for a pro rata portion of the trust account in the event a proposed business combination is approved and completed or the Company has not consummated a business combination by the Extended Date.**

***Why should I vote “FOR” the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal?***

Our Board believes stockholders will benefit from the Company consummating a business combination and is proposing the Extension Amendment Proposal and the Trust Amendment Proposal to extend the date by which the Company must complete a business combination until the Extended Date. Our Board believes stockholders will benefit from the Founder Share Amendment, which will allow the Company to convert the founder shares at any point in time prior to the business combination and give the Company further flexibility to retain stockholders and meet Nasdaq continued listing requirements following any stockholder redemptions. Our Board also believes that given the Company’s expenditure of time, effort and money on pursuing a business combination, including the fact that we have entered into a non-binding letter of intent with the Target, circumstances warrant providing public stockholders an opportunity to consider an initial business combination. The Extension would give the Company the opportunity to complete a business combination, which our Board believes in the best interests of the stockholders.

Moreover, voting “FOR” the Extension Amendment Proposal, Trust Amendment Proposal and Founder Share Amendment Proposal will not affect your right to seek redemption of your public shares in connection with the vote to approve a business combination. Our charter provides that if our stockholders approve an amendment to our charter that would affect the substance or timing of the Company’s obligation to redeem 100% of the Company’s public shares if the Company does not complete a business combination within the Combination Period, the Company will provide our public stockholders with the opportunity to redeem all or a portion of their shares of common stock upon such approval at a per share price, payable in cash, equal to the aggregate amount then on deposit in the trust account as of two business days prior to such approval, including any interest earned on the trust account deposits (which interest shall be net of taxes payable and expenses related to the administration of the trust account and after setting aside up to \$100,000 to pay dissolution expenses), divided by the number of then outstanding public shares. This charter provision was included to protect the Company’s stockholders from having to sustain their investments for an unreasonably long period if the Company failed to find a suitable business combination in the timeframe contemplated by the Company’s charter.

Our Board recommends that you vote in favor of each of the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal, but expresses no opinion as to whether you should redeem your public shares.

***Why should I vote “FOR” the Adjournment Proposal?***

If the Adjournment Proposal is presented and not approved by our stockholders, our Board may not be able to adjourn the special meeting to a later date in the event that there are insufficient votes for, or otherwise in connection with, the approval of the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal.

Our Board recommends that you vote in favor of the Adjournment Proposal.

***When would the Board abandon the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal?***

Our Board will abandon and not implement the Extension Amendment or the Trust Amendment if our stockholders do not approve the Extension Amendment Proposal or the Trust Amendment Proposal. In addition, notwithstanding stockholder approval of the Extension Amendment Proposal or the Trust Amendment Proposal, our Board will retain the right to abandon and not implement the Extension Amendment or the Trust Amendment at any time without any further action by our stockholders. Moreover, the Company will not proceed with the Extension if the number of redemptions of our public shares causes the Company to have less than \$5,000,001 of net tangible assets following approval of the Extension Amendment Proposal and the Trust Amendment Proposal.

***How do the Company insiders intend to vote their shares?***

The initial stockholders and their respective affiliates are expected to vote any common stock over which they have voting control (including any public shares owned by them) in favor of each of the proposals.

The initial stockholders are not entitled to redeem the founder shares or any public shares held by them. On the record date, the initial stockholders beneficially owned and were entitled to vote 3,650,000 founder shares, which represents 14.6% of the Company's issued and outstanding common stock.

In addition, the Company's initial stockholders or advisors, or any of their respective affiliates, may purchase public shares in privately negotiated transactions or in the open market prior to or following the special meeting, although they are under no obligation to do so. Such public shares purchased by the Company or our Sponsor would be (a) purchased at a price no higher than the redemption price for the public shares, which is currently estimated to be \$10.15 per share as of the record date and (b) would not be (i) if purchased after the record date, voted by the initial stockholders or their respective affiliates at the special meeting and (ii) redeemable by the initial stockholders or their respective affiliates. Any such purchases that are completed after the record date for the special meeting may include an agreement with a selling stockholder that such stockholder, for so long as it remains the record holder of the shares in question, will vote in favor of the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal and/or will not exercise its redemption rights with respect to the shares so purchased. The purpose of such share purchases and other related transactions would be to increase the likelihood that the proposals to be voted upon at the special meeting are approved by the requisite number of votes and to reduce the number of public shares that are redeemed. In the event that such purchases do occur, the purchasers may seek to purchase shares from stockholders who would otherwise have voted against the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal and elected to redeem their shares for a portion of the trust account. Any such privately negotiated purchases may be effected at purchase prices that are below or in excess of the per share pro rata portion of the trust account. Any public shares held by or subsequently purchased by our affiliates may be voted in favor of the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal. None of the initial stockholders, advisors or their respective affiliates may make any such purchases when they are in possession of any material non-public information not disclosed to the seller or during a restricted period under Regulation M under the Securities Exchange Act of 1934, as amended (the "*Exchange Act*").

***Does the Board recommend voting for the approval of the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal and, if presented, the Adjournment Proposal?***

Yes. After careful consideration of the terms and conditions of the proposals, the Board has determined that the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal and, if presented, the Adjournment Proposal is each in the best interests of the Company and its stockholders. The Board unanimously recommends that stockholders vote "**FOR**" each of the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal and, if presented, the Adjournment Proposal.

***What vote is required to adopt the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal?***

Approval of the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal will require the affirmative vote of holders of at least a majority of the Company's outstanding shares of Class A common stock and Class B common stock, voting together as a single class, including those shares held as a constituent part of our units, on the record date.

If the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal are approved, any holder of public shares may redeem all or a portion of their public shares at a per share price, payable in cash, equal to the aggregate amount then on deposit in the trust account as of two business days prior to such approval, including any interest earned on the trust account deposits (which interest shall be net of taxes payable and expenses related to the administration of the trust account and after setting aside up to \$100,000 to pay dissolution expenses), divided by the number of then outstanding public shares. However, the Company may not redeem our public shares in an amount that would cause our net tangible assets to be less than \$5,000,001.

***What vote is required to adopt the Adjournment Proposal?***

If presented, the Adjournment Proposal requires the affirmative vote of the majority of the votes cast by stockholders present in person (including virtually) or represented by proxy (including virtually) at the special meeting and entitled to vote thereon.

***What happens if I sell my public shares or units before the special meeting?***

The March 6, 2023 record date is earlier than the date of the special meeting. If you transfer your public shares, including those shares held as a constituent part of our units, after the record date, but before the special meeting, unless the transferee obtains from you a proxy to vote those shares, you will retain your right to vote at the special meeting. If you transfer your public shares prior to the record date, you will have no right to vote those shares at the special meeting. If you acquire your public shares after the record date, you will still have an opportunity to redeem them if you so decide.

***What if I don't want to vote "FOR" the Extension Amendment Proposal, the Trust Amendment Proposal, the Founder Share Amendment Proposal and/or the Adjournment Proposal?***

If you do not want the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal to be approved, you must abstain, not vote, or vote against the proposal. If the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal are approved, and the Extension is implemented, then the Withdrawal Amount will be withdrawn from the trust account and paid to the redeeming holders.

If you do not want the Adjournment Proposal to be approved, you must vote against the proposal. Abstentions will be counted in connection with the determination of whether a valid quorum is established but will have no effect on the outcome of the Adjournment Proposal.

***Will you seek any further extensions to liquidate the trust account?***

Other than the extension until the Extended Date as described in this proxy statement, the Company does not currently anticipate seeking any further extension to consummate its initial business combination, although it may determine to do so in the future.

***What happens if either the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal is not approved?***

If either the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal is not approved and the Company has not consummated an initial business combination within the Combination Period, the Company will (i) cease all operations except for the purpose of winding up, (ii) as promptly as reasonably possible but not more than ten business days thereafter, and subject to having lawfully available funds therefor, redeem 100% of the outstanding public shares, at a per share price, payable in cash, equal to the aggregate amount then on deposit in the trust account, including any interest earned on the trust account deposits (which interest shall be net of taxes payable and expenses related to the administration of the trust account and after setting aside up to \$100,000 to pay dissolution expenses), divided by the number of then outstanding public shares, which redemption will completely extinguish public stockholders' rights as stockholders (including the right to receive further liquidation distributions, if any), subject to applicable law, and (iii) as promptly as reasonably possible following such redemption, subject to the approval of our remaining stockholders and our Board, in accordance with applicable law, dissolve and liquidate, subject in each case to our obligations under Delaware law to provide for claims of creditors and the requirements of other applicable law. There will be no redemption rights or liquidating distributions with respect to our warrants, which will expire worthless if we fail to complete an initial business combination within the Combination Period.

The initial stockholders and our public anchor investors have agreed to waive their redemption rights with respect to their founder shares and public shares in connection with a stockholder vote to approve an amendment to the charter. There will be no distribution from the trust account with respect to our warrants, which will expire worthless if we fail to complete an initial business combination within the Combination Period.

***If the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal are approved, what happens next?***

If the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal are approved, the Company will continue to attempt to consummate an initial business combination until the Extended Date. While we intend to enter into a definitive agreement with the Target, there can be no assurance that a definitive agreement will be entered into or that the proposed transaction will be consummated.

If the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal are approved, the Company will file an amendment to the charter with the Secretary of State of the State of Delaware in the form of Annex A hereto and the Company will enter into an amendment to the Trust Agreement in the form of Annex B hereto. The Company will remain a reporting company under the Exchange Act, and its units, public shares, and public warrants will remain publicly traded.

If the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal are approved, the removal of the Withdrawal Amount from the trust account will reduce the amount remaining in the trust account and increase the percentage interest of the Company's common stock held by our initial stockholders and our public anchor investors through the founder shares.

Notwithstanding stockholder approval of the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal, our Board will retain the right to abandon and not implement the Extension Amendment, Trust Amendment and the Founder Share Amendment at any time without any further action by our stockholders.

***If I do not redeem my shares now, would I still be able to vote on an initial business combination and exercise my redemption rights with respect to an initial business combination?***

Yes. If you do not redeem your shares in connection with the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal, then, assuming you are a stockholder as of the record date for voting on a business combination, you will be able to vote on the business combination when it is submitted to stockholders. You will also retain your right to redeem your public shares upon consummation of a business combination, subject to any limitations set forth in the charter, as amended.

***When and where is the special meeting?***

The special meeting will be held at 11:00 a.m. Eastern Time, on March 28, 2023, in virtual format. The Company's stockholders may attend, vote and examine the list of stockholders entitled to vote at the special meeting by visiting [www.virtualshareholdermeeting.com/HPLT2023SM](http://www.virtualshareholdermeeting.com/HPLT2023SM) and entering the control number found on their proxy card, voting instruction form or notice included in their proxy materials.

In light of public health concerns regarding the COVID-19 pandemic, the special meeting will be held in virtual meeting format only. You will not be able to attend the special meeting physically.

***How do I attend the virtual special meeting, and will I be able to ask questions?***

Due to health concerns stemming from the COVID-19 pandemic, the special meeting will be a virtual meeting. To attend the special meeting, please follow these instructions as applicable to the nature of your ownership of the Company's common stock:

- Record Owners: If you are a record holder on the date and you wish to attend the special meeting, go to [www.virtualshareholdermeeting.com/HPLT2023SM](http://www.virtualshareholdermeeting.com/HPLT2023SM) and enter the 16-digit control number you received on your proxy card or notice of the meeting and click on the "Joint Meeting" link at the bottom of the page.
- Beneficial Owners: If you hold your shares in "street name," you should instruct your bank, broker or other nominee how to vote your shares in accordance with the voting instruction form that you will receive from your bank, broker or other nominee. Your bank, broker or other nominee cannot vote on any of the proposals without your instructions.

***How do I vote?***

If you are a holder of record of Company common stock, including those shares held as a constituent part of our units, you may vote virtually at the special meeting or by submitting a proxy for the special meeting. Whether or not you plan to attend the special meeting virtually, the Company urges you to vote by proxy in advance to ensure your vote is counted. You may submit your proxy by completing, signing, dating and returning the enclosed proxy card in the accompanying pre-addressed postage paid envelope or by telephone at 1-800-690-6903 by following the directions on the enclosed proxy card. You may still attend the special meeting if you have already voted by proxy.

If your shares of Company common stock, including those shares held as a constituent part of our units, are held in "street name" by a broker or other agent, you have the right to direct your broker or other agent on how to vote

the shares in your account. You are also invited to attend the special meeting. However, since you are not the stockholder of record, you may not vote your shares virtually at the special meeting unless you request and obtain a valid proxy from your broker or other agent.

***How do I change my vote?***

If you have submitted a proxy to vote your shares and wish to change your vote, you may do so by delivering a later-dated, signed proxy card prior to the date of the special meeting or by voting virtually at the special meeting. Attendance at the special meeting alone will not change your vote. You also may revoke your proxy by sending a notice of revocation to the Company at P.O. Box 1314, New York, NY, 10028, Attn: Jonathan Rosenzweig. However, if your shares are held in “street name” by your broker, bank or other nominee, you must contact your broker, bank or other nominee to change your vote.

***How are votes counted?***

Votes will be counted by the inspector of election appointed for the special meeting, who will separately count “FOR” and “AGAINST” votes, abstentions and broker non-votes for the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal and, if presented, the Adjournment Proposal.

Because approval of the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal requires the affirmative vote of the stockholders holding at least a majority of the Company’s outstanding shares of Class A common stock and Class B common stock outstanding on the record date, voting together as a single class, abstentions and broker non-votes will have the same effect as votes “AGAINST” the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal.

Approval of the Adjournment Proposal requires the affirmative vote of the majority of the votes cast by stockholders present in person (including virtually) or represented by proxy (including virtually) at the special meeting. Abstentions will be counted in connection with the determination of whether a valid quorum is established but will have no effect on the outcome of the Adjournment Proposal. Since the Adjournment Proposal is considered a routine matter, brokers shall be entitled to vote on the Adjournment Proposal absent voting instructions, and thus there should be no broker non-votes with respect to the Adjournment Proposal.

***If my shares are held in “street name,” will my broker automatically vote them for me?***

No. Under the rules governing banks and brokers who submit a proxy card with respect to shares held in street name, such banks and brokers have the discretion to vote on routine matters, but not on non-routine matters. The approval of the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal is a non-routine matter, while the Adjournment Proposal, if presented, will be considered a routine matter.

For non-routine matters such as the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal, your broker can vote your shares only if you provide instructions on how to vote. Accordingly, you should instruct your broker to vote your shares. Your broker can tell you how to provide these instructions. If you do not give your broker instructions, your shares will be treated as broker non-votes with respect to the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal. Broker non-votes will have the same effect as a vote “AGAINST” the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal; however, since the Adjournment Proposal is considered a routine matter, brokers shall be entitled to vote on the Adjournment Proposal absent voting instructions, and thus there should be no broker non-votes with respect to the Adjournment Proposal.

***What is a quorum requirement?***

A quorum of stockholders is necessary for the Company to hold a valid meeting. A quorum will be present if at least a majority of the outstanding shares of common stock on the record date, including those shares held as a constituent part of our units, are represented virtually or by proxy at the special meeting.

Your shares will be counted towards the quorum only if you submit a valid proxy (or one is submitted on your behalf by your broker, bank or other nominee) or if you vote virtually at the special meeting. Abstentions and broker non-votes will be counted towards the quorum requirement. If there is no quorum, the presiding officer of the special meeting may adjourn the special meeting to another date.

### ***Who can vote at the special meeting?***

Only holders of record of the Company's common stock, including those shares held as a constituent part of our units, at the close of business on March 6, 2023, are entitled to have their vote counted at the special meeting and any adjournments or postponements thereof. As of the record date, 20,000,000 public shares of Class A common stock and 5,000,000 shares of Class B common stock were outstanding and entitled to vote.

*Stockholder of Record: Shares Registered in Your Name.* If on the record date your shares or units were registered directly in your name with the Company's transfer agent, Continental Stock Transfer & Trust Company, then you are a stockholder of record. As a stockholder of record, you may vote virtually at the special meeting or vote by proxy. Whether or not you plan to attend the special meeting virtually, the Company urges you to fill out and return the enclosed proxy card to ensure your vote is counted.

*Beneficial Owner: Shares Registered in the Name of a Broker or Bank.* If on the record date your shares or units were held, not in your name, but rather in an account at a brokerage firm, bank, dealer, or other similar organization, then you are the beneficial owner of shares held in "street name" and these proxy materials are being forwarded to you by that organization. As a beneficial owner, you have the right to direct your broker or other agent on how to vote the shares in your account. You are also invited to attend the special meeting virtually. However, since you are not the stockholder of record, you may not vote your shares virtually at the special meeting unless you request and obtain a valid proxy from your broker or other agent.

### ***What interests do the Company's directors and executive officers have in the approval of the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal?***

The Company's directors and executive officers have interests in the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal that may be different from, or in addition to, your interests as a stockholder. These interests include ownership by them or their affiliates of founder shares, and warrants that may become exercisable in the future, loans by them that will not be repaid in the event of our winding up and the possibility of future compensatory arrangements. See the section entitled "*The Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal — Interests of the Company's Directors and Executive Officers.*"

### ***Who is the Company's Sponsor?***

The Sponsor is Home Plate Sponsor LLC, a Delaware limited liability company. The Sponsor currently owns 3,550,000 shares of Class B common stock and 6,600,000 warrants purchased in a private placement. The Sponsor is controlled by Daniel Ciporin. Mr. Ciporin indirectly has voting and dispositive power over the founder shares held by the Sponsor and may be deemed to beneficially own the founder shares. Each of the Company's officers and directors are direct or indirect members of the Sponsor. The Company does not believe that any of the above facts or relationships would subject the proposed business combination to regulatory review, including review by the Committee on Foreign Investment in the United States ("CFIUS"). Further, the Company does not believe that if such a review were conceivable that a potential business combination ultimately would be prohibited.

However, if a potential business combination were to become subject to CFIUS review, CFIUS could decide to block or delay our proposed initial business combination, impose conditions with respect to such initial business combination or request the President of the United States to order us to divest all or a portion of the U.S. target business of our initial business combination that we acquired without first obtaining CFIUS approval. The time required for CFIUS to conduct its review and any remedy imposed by CFIUS could prevent the Company from completing its initial business combination and require the Company to liquidate. In that case, investors would be entitled to redemption of 100% of the public shares, at a per-share price, payable in cash, equal to the quotient obtained by dividing (A) the aggregate amount then on deposit in the trust account, including interest not previously released to the Company to pay its taxes and expenses related to the administration of the trust account (less up to \$100,000 of such net interest to pay dissolution expenses), by (B) the total number of then outstanding public shares, which redemption will completely extinguish the rights of the public stockholders (including the right to receive further liquidating distributions, if any), subject to applicable law. Moreover, investors would lose the investment opportunity in a target company, any price appreciation in the combined companies, and the warrants would expire worthless.

***What if I object to the Extension Amendment Proposal, the Trust Amendment Proposal, the Founder Share Amendment Proposal and/or the Adjournment Proposal? Do I have appraisal rights?***

Stockholders do not have appraisal rights in connection with either the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal or, if presented, the Adjournment Proposal under the DGCL.

***What happens to the Company's warrants if any of the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal is not approved?***

If any of the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal is not approved and the Company has not consummated an initial business combination within the Combination Period, the Company will (i) cease all operations except for the purpose of winding up, (ii) as promptly as reasonably possible but not more than ten business days thereafter, and subject to having lawfully available funds therefor, redeem 100% of the outstanding public shares, at a per share price, payable in cash, equal to the aggregate amount then on deposit in the trust account, including any interest income earned on the trust account (which interest shall be net of taxes payable and expenses related to the administration of the trust account and after setting aside up to \$100,000 to pay dissolution expenses), divided by the number of then outstanding public shares, which redemption will completely extinguish public stockholders' rights as stockholders (including the right to receive further liquidation distributions, if any), subject to applicable law, and (iii) as promptly as reasonably possible following such redemption, subject to the approval of our remaining stockholders and our Board, in accordance with applicable law, dissolve and liquidate, subject in each case to our obligations under Delaware law to provide for claims of creditors and the requirements of other applicable law. There will be no distribution from the trust account with respect to our warrants, which will expire worthless if we fail to complete our business combination within the Combination Period.

***What happens to the Company warrants if the Extension Amendment Proposal, the Trust Amendment Proposal are approved and the Founder Share Amendment Proposal?***

If the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal are approved, the Company will continue its efforts to consummate a business combination until the Extended Date and will retain the blank check company restrictions previously applicable to it. The warrants will remain outstanding in accordance with their terms.

***How do I redeem my public shares?***

If the Extension is implemented, each public stockholder may seek to redeem all or a portion of his or her public shares at a per share price, payable in cash, equal to the aggregate amount then on deposit in the trust account as of two business days prior to the approval of the Extension, including any interest earned on the trust account deposits (which interest shall be net of taxes payable and expenses related to the administration of the trust account and after setting aside up to \$100,000 to pay dissolution expenses), divided by the number of then outstanding public shares. You will also be able to redeem your public shares in connection with any stockholder vote to approve a business combination, or if the Company has not consummated a business combination by the Extended Date.

Pursuant to our charter, a public stockholder may request that the Company redeem all or a portion of such public stockholder's public shares for cash if the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Approval are approved. You will be entitled to receive cash for any public shares to be redeemed only if you:

- (i). (a) hold public shares or (b) hold public shares through units and you elect to separate your units into the underlying public shares and public warrants prior to exercising your redemption rights with respect to the public shares; and
- (ii) prior to 5:00 p.m. Eastern Time, on March 24, 2023 (two business days prior to the scheduled vote at the special meeting), (a) submit a written request, including the name, phone number, and address of the beneficial owner of the shares for which redemption is requested, to Continental Stock Transfer & Trust Company, the Company's transfer agent, at Continental Stock Transfer & Trust Company, 1 State Street, 30th Floor, New York, New York 10004, Attn: SPAC Redemptions (email: spacredemptions@continentalstock.com), that the Company redeem your public shares for cash and (b) deliver your public shares to the transfer agent, physically or electronically through The Depository Trust Company ("**DTC**").

Holders of units must elect to separate the underlying public shares and public warrants prior to exercising redemption rights with respect to the public shares. If holders hold their units in an account at a brokerage firm or bank, holders must notify their broker or bank that they elect to separate the units into the underlying public shares and public warrants, or if a holder holds units registered in its own name, the holder must contact the transfer agent directly and instruct it to do so.

***Public stockholders may elect to redeem all or a portion of their public shares regardless of whether they vote “FOR” or “AGAINST” the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal and regardless of whether they hold public shares on the record date.***

If you hold your shares through a bank or broker, you must ensure your bank or broker complies with the requirements identified herein, including submitting a written request that your shares be redeemed for cash to the transfer agent and delivering your shares to the transfer agent prior to 5:00 p.m. Eastern Time on March 24, 2023 (two business days before the scheduled vote at the special meeting). You will only be entitled to receive cash in connection with a redemption of these shares if you continue to hold them until the effective date of the Extension Amendment, the Trust Amendment, the Founder Share Amendment and Election.

Through DTC’s DWAC (Deposit/Withdrawal at Custodian) System, this electronic delivery process can be accomplished by the stockholder, whether or not it is a record holder or its shares are held in “street name,” by contacting the transfer agent or its broker and requesting delivery of its shares through the DWAC system. Delivering shares physically may take significantly longer. In order to obtain a physical stock certificate, a stockholder’s broker and/or clearing broker, DTC, and the Company’s transfer agent will need to act together to facilitate this request. There is a nominal cost associated with the above-referenced tendering process and the act of certificating the shares or delivering them through the DWAC system. The transfer agent will typically charge the tendering broker \$100 and the broker would determine whether or not to pass this cost on to the redeeming holder. It is the Company’s understanding that stockholders should generally allot at least two weeks to obtain physical certificates from the transfer agent. The Company does not have any control over this process or over the brokers or DTC, and it may take longer than two weeks to obtain a physical stock certificate. Such stockholders will have less time to make their investment decision than those stockholders that deliver their shares through the DWAC system. Stockholders who request physical stock certificates and wish to redeem may be unable to meet the deadline for tendering their shares before exercising their redemption rights and thus will be unable to redeem their shares.

Certificates that have not been tendered in accordance with these procedures prior to the vote on the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal will not be redeemed for cash held in the trust account. In the event that a public stockholder tenders its shares and decides prior to the vote at the special meeting that it does not want to redeem its shares, the stockholder may withdraw the tender. If you delivered your shares for redemption to our transfer agent and decide prior to the vote at the special meeting not to redeem your public shares, you may request that our transfer agent return the shares (physically or electronically). You may make such request by contacting our transfer agent at Continental Stock Transfer & Trust Company, 1 State Street, 30th Floor, New York, New York 10004, Attn: SPAC Redemptions (email: [spacredeemptions@continentalstock.com](mailto:spacredeemptions@continentalstock.com)). In the event that a public stockholder tenders shares and either the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal is not approved, these shares will not be redeemed and the physical certificates representing these shares will be returned to the stockholder promptly following the determination that either the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal will not be approved. The Company anticipates that a public stockholder who tenders shares for redemption in connection with the vote to approve the Extension would receive payment of the redemption price for such shares soon after the completion of the Extension Amendment, the Trust Amendment and the Founder Share Amendment. The transfer agent will hold the certificates of public stockholders that make the election until such shares are redeemed for cash or returned to such stockholders.

***If I am a unit holder, can I exercise redemption rights with respect to my units?***

No. Holders of outstanding units must separate the underlying public shares and public warrants (as defined below) prior to exercising redemption rights with respect to the public shares.

If you hold units registered in your own name, you must deliver the certificate for such units to Continental Stock Transfer & Trust Company, our transfer agent, with written instructions to separate such units into public shares and public warrants. This must be completed far enough in advance to permit the mailing of the public share



certificates back to you so that you may then exercise your redemption rights upon the separation of the public shares from the units. See “*How do I redeem my public shares?*” above.

***Will the Company be subject to the new 1% U.S. federal excise tax that could be imposed in connection with redemptions of public shares?***

On August 16, 2022, the Inflation Reduction Act of 2022 (the “IRA”) was signed into federal law. The IRA provides for, among other things, a new U.S. federal 1% excise tax on certain repurchases, including redemptions, of stock by publicly traded domestic corporations and certain domestic subsidiaries of publicly traded foreign corporations after December 31, 2022. Because we are a Delaware corporation and our securities are trading on Nasdaq, we are a “covered corporation” for this purpose. The excise tax is imposed on the repurchasing corporation itself, not on its stockholders from which shares are repurchased. The amount of the excise tax is generally 1% of the fair market value of the shares repurchased at the time of the repurchase. However, for purposes of calculating the excise tax, repurchasing corporations are permitted to net the fair market value of certain new stock issuances against the fair market value of stock repurchases during the same taxable year. In addition, certain exceptions apply to the excise tax. The U.S. Department of the Treasury has been given authority to provide regulations and other guidance to carry out, and prevent the avoidance of, the excise tax.

On December 27, 2022, the U.S. Department of the Treasury issued Notice 2023-2 (the “Notice”) as interim guidance until publication of forthcoming proposed regulations on the excise tax. Although the guidance in the Notice does not constitute proposed or final Treasury regulations, taxpayers may generally rely upon the guidance provided in the Notice until the issuance of the forthcoming proposed regulations. Certain of the forthcoming proposed regulations (if issued) could, however, apply retroactively. The Notice generally provides that if a covered corporation completely liquidates and dissolves, distributions in such complete liquidation and other distributions by such covered corporation in the same taxable year in which the final distribution in complete liquidation and dissolution is made are not subject to the excise tax.

As described under the section of this proxy statement entitled “*The Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal — Redemption Rights*”, if the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal are approved, and if the Extension is implemented, public stockholders will have the right to require us to redeem their public shares. Because any such redemptions will occur after December 31, 2022 such redemptions may be subject to the excise tax. Whether and to what extent we would be subject to the excise tax in connection with any such redemptions would depend on a number of factors, including (i) the fair market value of the redemptions and repurchases in connection with the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal, together with any other redemptions or repurchases we consummate in the same taxable year, (ii) the structure of any business combination and the taxable year in which it occurs, (iii) the nature and amount of any “PIPE” or other equity issuances, in connection with a business combination or otherwise, issued within the same taxable year, (iv) whether we completely liquidate and dissolve within the taxable year of such redemptions, and (v) the content of final and proposed regulations and further guidance from the U.S. Department of the Treasury. The foregoing could cause a reduction in the cash available to complete a business combination and our ability to complete a business combination. In addition, because the excise tax would be payable by the Company and not by the redeeming holder, the specific mechanics of any required payment of the excise tax have not been determined. It is expected that, at the time of the redemption of public shares, the amount of the excise tax payable may not be known with certainty. The Company confirms that amounts payable to public stockholders with respect to redemptions of public shares out of funds held in the trust account and any additional amounts deposited into the trust account, as well as any interest earned thereon, will not be reduced by the excise tax, if any, resulting from redemptions of public shares in connection with the Extension.

As described under the section of this proxy statement entitled “*The Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal — If Either the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal is Not Approved*”, if the Extension Amendment Proposal, Trust Amendment Proposal or the Founder Share Amendment Proposal is not approved and we have not consummated a business combination by April 4, 2023, we will redeem the public shares in a liquidating distribution. We do not expect such redemption in connection with the liquidating distribution to be subject to the excise tax under the Notice, but such expectation is subject to a number of factual and legal uncertainties, including further guidance from the U.S. Department of the Treasury.

***What should I do if I receive more than one set of voting materials?***

You may receive more than one set of voting materials, including multiple copies of this proxy statement and multiple proxy cards or voting instruction cards, if your shares are registered in more than one name or are registered in different accounts. For example, if you hold your shares in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold shares. Please complete, sign, date and return each proxy card and voting instruction card that you receive in order to cast a vote with respect to all of your shares of common stock.

***Who is paying for this proxy solicitation?***

The Company will pay for the entire cost of soliciting proxies. The Company has engaged Morrow Sodali LLC (“*Morrow Sodali*”) to assist in the solicitation of proxies for the special meeting. The Company has agreed to pay Morrow Sodali a fee of \$30,000. The Company will also reimburse Morrow Sodali for reasonable and customary out-of-pocket expenses. In addition to these mailed proxy materials, our directors and executive officers may also solicit proxies in person, by telephone or by other means of communication. These parties will not be paid any additional compensation for soliciting proxies. The Company may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners. While the payment of these expenses will reduce the cash available to us to consummate an initial business combination if the Extension Amendment, the Trust Amendment and the Founder Share Amendment are approved, we do not expect such payments to have a material effect on our ability to consummate an initial business combination.

***Where do I find the voting results of the special meeting?***

We will announce preliminary voting results at the special meeting. The final voting results will be tallied by the inspector of election and published in the Company’s Current Report on Form 8-K, which the Company is required to file with the SEC within four business days following the special meeting.

***Who can help answer my questions?***

If you have questions about the proposals or if you need additional copies of the proxy statement or the enclosed proxy card you should contact:

Home Plate Acquisition Corporation  
P.O. Box 1314 New York, NY 10028  
Attn: Jonathan Rosenzweig  
Email: jonathan@homeplateacq.com

You may also contact the Company’s proxy solicitor at:

Morrow Sodali LLC  
333 Ludlow Street, 5th Floor, South Tower  
Stamford, CT 06902  
Tel: (800) 662-5200 (toll-free) or  
(203) 658-9400 (banks and brokers can call collect)  
Email: hp.lt.info@investor.morrowsodali.com

You may also obtain additional information about the Company from documents filed with the SEC by following the instructions in the section entitled “*Where You Can Find More Information.*”

## THE SPECIAL MEETING

### Date, Time, Place and Purpose of the Special Meeting

The special meeting will be held at 11:00 a.m. Eastern Time, on March 28, 2023. The special meeting will be held virtually, at [www.virtualshareholdermeeting.com/HPLT2023SM](http://www.virtualshareholdermeeting.com/HPLT2023SM). At the special meeting, the stockholders will consider and vote upon the following proposals.

1. **The Extension Amendment Proposal:** A proposal to amend our charter to extend the date by which the Company must consummate a business combination from April 4, 2023 (the date that is 18 months from the closing date of the IPO) to October 4, 2023 (the date that is 24 months from the closing date of the IPO).
2. **Trust Amendment Proposal:** A proposal to amend the Trust Agreement, by and between the Company and the Trustee, allowing the Company to extend the Combination Period to the Extended Date.
3. **Founder Share Amendment Proposal:** A proposal to amend our charter to provide holders of Class B common stock the right to convert any and all of their Class B common stock into Class A common stock on a one-for-one basis prior to the closing of a business combination at the election of the holder.
4. **The Adjournment Proposal:** A proposal to approve the adjournment of the special meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies in the event that there are insufficient votes to approve the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal, or if we determine that additional time is necessary to effectuate the Extension.

### Voting Power; Record Date

You will be entitled to vote or direct votes to be cast at the special meeting if you owned our common stock, including as a constituent part of a unit, at the close of business on March 6, 2023, the record date for the special meeting. You will have one vote per share for each share of common stock you owned at that time. Our warrants do not carry voting rights.

At the close of business on the record date, there were 25,000,000 outstanding shares of common stock, each of which entitles its holder to cast one vote per share. The warrants do not carry voting rights.

### Votes Required

Approval of the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal will require the affirmative vote of holders of at least a majority of the Company's shares of Class A common stock and Class B common stock, voting together as a single class, outstanding on the record date.

Approval of the Adjournment Proposal requires the affirmative vote of the majority of the votes cast by stockholders present in person (including virtually) or represented by proxy (including virtually) at the special meeting.

If you do not vote (i.e., you "abstain" from voting), your action will have the same effect as an "AGAINST" vote with regards to the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal. Abstentions will be counted in connection with the determination of whether a valid quorum is established but will have no effect on the outcome of the Adjournment Proposal. Broker non-votes will have the same effect as "AGAINST" votes with respect to the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal; however, since the Adjournment Proposal is considered a routine matter, brokers shall be entitled to vote on the Adjournment Proposal absent voting instructions, and thus there should be no broker non-votes with respect to the Adjournment Proposal.

If you do not want the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal to be approved, you must abstain, not vote, or vote against the proposal. The Company anticipates that a public stockholder who tenders shares for redemption in connection with the vote to approve the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal would receive payment of the redemption price for such shares soon after the completion of the Extension Amendment, the Trust Amendment and the Founder Share Amendment.

If you do not want the Adjournment Proposal to be approved, you must vote against the proposal. Abstentions will be counted in connection with the determination of whether a valid quorum is established but will have no effect

on the outcome of the Adjournment Proposal. Since the Adjournment Proposal is considered a routine matter, brokers shall be entitled to vote on the Adjournment Proposal absent voting instructions, and thus there should be no broker non-votes with respect to the Adjournment Proposal.

## **Voting**

You can vote your shares at the special meeting by proxy or virtually.

You can vote by proxy by having one or more individuals who will be at the special meeting vote your shares for you. These individuals are called “proxies” and using them to cast your vote at the special meeting is called voting “by proxy.”

If you wish to vote by proxy, you must (i) complete the enclosed form, called a “proxy card,” and mail it in the envelope provided or (ii) submit your proxy by telephone or over the Internet (if those options are available to you) in accordance with the instructions on the enclosed proxy card or voting instruction card.

If you complete the proxy card and mail it in the envelope provided or submit your proxy by telephone or over the Internet as described above, you will designate Jonathan Rosenzweig to act as your proxy at the special meeting. He will then vote your shares at the special meeting in accordance with the instructions you have given him in the proxy card or voting instructions, as applicable, with respect to the proposals presented in this proxy statement. Proxies will extend to, and be voted at, any adjournment(s) of the special meeting.

Alternatively, you can vote your shares in person by attending the special meeting virtually.

*A special note for those who plan to attend the special meeting and vote virtually: if your shares or units are held in the name of a broker, bank or other nominee, please follow the instructions you receive from your broker, bank or other nominee holding your shares. You will not be able to vote at the special meeting unless you obtain a legal proxy from the record holder of your shares.*

Our Board is asking for your proxy. Giving our Board your proxy means you authorize it to vote your shares at the special meeting in the manner you direct. You may vote for or against any proposal or you may abstain from voting. All valid proxies received prior to the special meeting will be voted. All shares represented by a proxy will be voted, and where a stockholder specifies by means of the proxy a choice with respect to any matter to be acted upon, the shares will be voted in accordance with the specification so made. If no choice is indicated on the proxy, the shares will be voted “FOR” each of the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal and, if presented, the Adjournment Proposal, and as the proxy holders may determine in their discretion with respect to any other matters that may properly come before the special meeting.

Stockholders who have questions or need assistance in completing or submitting their proxy cards should contact our proxy solicitor, Morrow Sodali, at (203) 658-9400 (call collect), (800) 662-5200 (call toll-free), or by sending an email to [hplt.info@investor.morrowsodali.com](mailto:hplt.info@investor.morrowsodali.com).

Stockholders who hold their shares in “street name,” meaning the name of a broker or other nominee who is the record holder, must either direct the record holder of their shares to vote their shares or obtain a legal proxy from the record holder to vote their shares at the special meeting.

## **Revocability of Proxies**

Any proxy may be revoked by the person giving it at any time before the polls close at the special meeting. A proxy may be revoked by filing with Jonathan Rosenzweig, at Home Plate Acquisition Corporation, P.O. Box 1314, New York, NY, 10028, either a written notice of revocation bearing a date later than the date of such proxy or a subsequent proxy relating to the same shares or by attending the special meeting and voting virtually.

Simply attending the special meeting will not constitute a revocation of your proxy. If your shares are held in the name of a broker or other nominee who is the record holder, you must follow the instructions of your broker or other nominee to revoke a previously given proxy.

## **Attendance at the Special Meeting**

Only holders of common stock, their proxy holders and guests the Company may invite may attend the special meeting. If you wish to attend the special meeting virtually but you hold your shares or units through someone else, such as a broker, please follow the instructions you receive from your broker, bank or other nominee holding your

shares. You must bring a legal proxy from the broker, bank or other nominee holding your shares, confirming your beneficial ownership of the shares and giving you the right to vote your shares.

### **Solicitation of Proxies**

Your proxy is being solicited by our Board on the proposals being presented to the stockholders at the special meeting. The Company has agreed to pay Morrow Sodali a fee of \$30,000. The Company will also reimburse Morrow Sodali for reasonable and customary out-of-pocket expenses. In addition to these mailed proxy materials, our directors and executive officers may also solicit proxies in person, by telephone or by other means of communication. These parties will not be paid any additional compensation for soliciting proxies. The Company may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners. While the payment of these expenses will reduce the cash available to us to consummate an initial business combination if the Extension Amendment, the Trust Amendment and the Founder Share Amendment are approved, we do not expect such payments to have a material effect on our ability to consummate an initial business combination. You may contact Morrow Sodali at:

Morrow Sodali LLC  
333 Ludlow Street, 5th Floor, South Tower  
Stamford, CT 06902  
Tel: (800) 662-5200 (toll-free) or  
(203) 658-9400 (banks and brokers can call collect)  
Email: [hp.lt.info@investor.morrowsodali.com](mailto:hp.lt.info@investor.morrowsodali.com)

The cost of preparing, assembling, printing and mailing this proxy statement and the accompanying form of proxy, and the cost of soliciting proxies relating to the special meeting, will be borne by the Company.

Some banks and brokers have customers who beneficially own common stock listed of record in the names of nominees. The Company intends to request banks and brokers to solicit such customers and will reimburse them for their reasonable out-of-pocket expenses for such solicitations. If any additional solicitation of the holders of our outstanding common stock is deemed necessary, the Company (through our directors and executive officers) anticipates making such solicitation directly.

### **No Right of Appraisal**

The Company's stockholders do not have appraisal rights under the DGCL in connection with the proposals to be voted on at the special meeting. Accordingly, our stockholders have no right to dissent and obtain payment for their shares.

### **Other Business**

The Company is not currently aware of any business to be acted upon at the special meeting other than the matters discussed in this proxy statement. The form of proxy accompanying this proxy statement confers discretionary authority upon the named proxy holders with respect to amendments or variations to the matters identified in the accompanying Notice of Special Meeting and with respect to any other matters which may properly come before the special meeting. If other matters do properly come before the special meeting, or at any adjournment(s) of the special meeting, the Company expects that the shares of common stock represented by properly submitted proxies will be voted by the proxy holders in accordance with the recommendations of our Board.

### **Principal Executive Offices**

Our principal executive offices are located P.O. Box 1314, New York, NY, 10028. Our telephone number at such address is (917) 703-2312.

## **THE EXTENSION AMENDMENT PROPOSAL, THE TRUST AMENDMENT PROPOSAL AND THE FOUNDER SHARE AMENDMENT PROPOSAL**

### **Background**

We are a blank check company whose business purpose is to effect a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses. We were incorporated in Delaware on March 24, 2021. In connection with our formation, we issued an aggregate of 5,750,000 founder shares to the initial stockholders for an aggregate purchase price of \$25,000, or approximately \$0.004 per share. The initial stockholders forfeited an aggregate of 750,000 founder shares following the expiration of the underwriter's unexercised over-allotment option in connection with the IPO. Certain qualified institutional buyers or institutional accredited investors (including certain funds managed by UBS O'Connor, LLC) which are not affiliated with us, our Sponsor, our directors or any member of our management team purchased an aggregate of 19,800,000 units in the IPO. In consideration of the purchase of units in the IPO, our Sponsor entered into an investment agreement with each of the anchor investors (other than those funds managed by UBS O'Connor) (together, the "*public anchor investors*") pursuant to which the Sponsor sold an aggregate of 1,350,000 founder shares at their original purchase price of approximately \$0.004 per share.

On October 4, 2021, we consummated our IPO of 20,000,000 units. Each unit consists of one share of Class A common stock and one-half of one redeemable public warrant, with each whole warrant entitling the holder thereof to purchase one share of Class A common stock for \$11.50 per share. The units were sold at a price of \$10.00 per unit, generating gross proceeds of \$200,000,000. Simultaneously with the consummation of the IPO, we completed the private sale of an aggregate of 7,600,000 private placement warrants to certain funds and accounts managed by our Sponsor as well as to Jefferies LLC at a price of \$1.00 per warrant, generating gross proceeds of \$7,600,000.

A total of \$200,000,000 of the net proceeds from our initial public offering and the private placement were deposited in a trust account established for the benefit of the Company's public stockholders.

### **The Extension Amendment, the Trust Amendment and the Founder Share Amendment**

The Company is proposing to amend its charter and the Trust Agreement to extend the date by which the Company must consummate a business combination to the Extended Date. The Company is also proposing to amend its charter to provide holders of Class B common stock the right to convert any and all of their Class B common stock into Class A common stock on a one-for-one basis prior to the closing of a business combination at the election of the holder.

The sole purpose of the Extension Amendment Proposal and the Trust Amendment Proposal is to provide the Company with sufficient time to complete an initial business combination. Approval of the Extension Amendment Proposal and the Trust Amendment Proposal is a condition to the implementation of the Extension.

We are currently in active discussions with respect to a business combination. In the event that we enter into a definitive agreement for an initial business combination prior to the special meeting, we will issue a press release and file a Current Report on Form 8-K with the SEC announcing a proposed business combination.

On December 22, 2022, we signed a non-binding letter of intent with the Target. Completion of the business combination with the Target is subject to, among other matters, the completion of due diligence, the negotiation of a definitive agreement providing for the transaction, satisfaction of the conditions negotiated therein and approval of the transaction by our stockholders. While we intend to enter into a definitive agreement with the Target, there can be no assurance that a definitive agreement will be entered into or that the proposed transaction will be consummated.

The purpose of the Founder Share Amendment Proposal is to allow the Company to convert the founder shares at any point in time prior to the business combination and give the Company further flexibility to retain stockholders and meet Nasdaq continued listing requirements following any stockholder redemptions.

Upon conversion of the founder shares to Class A common stock, such Class A common stock converted from founder shares shall not be entitled to receive funds from the trust account through redemptions or otherwise.

If any of the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal is not approved and the Company has not consummated an initial business combination within the Combination Period, the Company will (i) cease all operations except for the purpose of winding up, (ii) as promptly as reasonably possible but not more than ten business days thereafter, and subject to having lawfully available funds

therefor, redeem 100% of the outstanding public shares, at a per share price, payable in cash, equal to the aggregate amount then on deposit in the trust account, including any interest earned on the trust account deposits (which interest shall be net of taxes payable and expenses related to the administration of the trust account and after setting aside up to \$100,000 to pay dissolution expenses), divided by the number of then outstanding public shares, which redemption will completely extinguish public stockholders' rights as stockholders (including the right to receive further liquidation distributions, if any), subject to applicable law, and (iii) as promptly as reasonably possible following such redemption, subject to the approval of our remaining stockholders and our Board, in accordance with applicable law, dissolve and liquidate, subject in each case to our obligations under Delaware law to provide for claims of creditors and the requirements of other applicable law. There will be no redemption rights or liquidating distributions with respect to our warrants, which will expire worthless if we fail to complete an initial business combination within the Combination Period.

A copy of the proposed amendment to the Company's charter is attached to this proxy statement as Annex A.

A copy of the proposed amendment to the Trust Agreement is attached to this proxy statement as Annex B.

### **Reasons for the Extension Amendment Proposal and the Trust Amendment Proposal**

The Company's IPO prospectus and charter provide that the Company has until the last day of the Combination Period to complete a business combination. The sole purpose of the Extension Amendment Proposal and the Trust Amendment Proposal is to provide the Company with sufficient time to complete a business combination, which our Board believes is in the best interest of our stockholders. The Company believes that given the Company's expenditure of time, effort and money on searching for potential business combination opportunities, including the fact that we have entered into a non-binding letter of intent with the Target, circumstances warrant providing public stockholders an opportunity to consider an initial business combination. Accordingly, since the Company may not be able to complete an initial business combination within the Combination Period, the Company has determined to seek stockholder approval to extend the time for closing a business combination beyond the last day of the Combination Period to the Extended Date. The Company and its officers and directors agreed that they would not seek to amend the Company's charter to allow for a longer period of time to complete a business combination unless the Company provided holders of public shares with the right to seek conversion of their public shares in connection therewith.

### **Reasons for the Founder Share Amendment Proposal**

The Company's charter provides that the Company can convert its Class B common stock to Class A common stock upon the consummation of a business combination on a one-for-one basis at the option of the holder. The purpose of the Founder Share Amendment is to allow the Company to convert the founder shares at any point in time prior to the business combination. This proposal will give the Company further flexibility to retain stockholders and meet Nasdaq continued listing requirements following the Extension.

### **The Sponsor**

The Sponsor is Home Plate Sponsor LLC, a Delaware limited liability company. The Sponsor currently owns 3,550,000 shares of Class B common stock and 6,600,000 warrants purchased in a private placement. The Sponsor is controlled by Daniel Ciporin. Mr. Ciporin indirectly has voting and dispositive power over the founder shares held by the Sponsor and may be deemed to beneficially own the founder shares. Each of the Company's officers and directors are direct or indirect members of the Sponsor. The Company does not believe that any of the above facts or relationships would subject the proposed business combination to regulatory review, including review by the Committee on Foreign Investment in the United States ("CFIUS"). Further, the Company does not believe that if such a review were conceivable that a potential business combination ultimately would be prohibited.

However, if a potential business combination were to become subject to CFIUS review, CFIUS could decide to block or delay our proposed initial business combination, impose conditions with respect to such initial business combination or request the President of the United States to order us to divest all or a portion of the U.S. target business of our initial business combination that we acquired without first obtaining CFIUS approval. The time required for CFIUS to conduct its review and any remedy imposed by CFIUS could prevent the Company from completing its initial business combination and require the Company to liquidate. In that case, investors would be entitled to redemption of 100% of the public shares, at a per-share price, payable in cash, equal to the quotient obtained by dividing (A) the aggregate amount then on deposit in the trust account, including interest not previously released to the Company to pay its taxes and expenses related to the administration of the trust account (less up to

\$100,000 of such net interest to pay dissolution expenses), by (B) the total number of then outstanding public shares, which redemption will completely extinguish the rights of the public stockholders (including the right to receive further liquidating distributions, if any), subject to applicable law. Moreover, investors would lose the investment opportunity in a target company, any price appreciation in the combined companies, and the warrants would expire worthless.

**If Any of the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal is Not Approved**

Stockholder approval of the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal is required for the implementation of our Board's plan to extend the date by which we must consummate an initial business combination. Therefore, our Board will abandon and not implement the Extension Amendment, the Trust Amendment or the Founder Share Amendment unless our stockholders approve the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal.

If either the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal is not approved, the Company does not effect the Automatic Extension prior to the end of the Combination Period and the Company does not consummate an initial business combination within the Combination Period, as contemplated by our IPO prospectus and in accordance with our charter, the Company will (i) cease all operations except for the purpose of winding up, (ii) as promptly as reasonably possible but not more than ten business days thereafter, and subject to having lawfully available funds therefor, redeem 100% of the outstanding public shares, at a per share price, payable in cash, equal to the aggregate amount then on deposit in the trust account, including any interest earned on the trust account deposits (which interest shall be net of taxes payable and expenses related to the administration of the trust account and after setting aside up to \$100,000 to pay dissolution expenses), divided by the number of then outstanding public shares, which redemption will completely extinguish public stockholders' rights as stockholders (including the right to receive further liquidation distributions, if any), subject to applicable law, and (iii) as promptly as reasonably possible following such redemption, subject to the approval of our remaining stockholders and our Board, in accordance with applicable law, dissolve and liquidate, subject in each case to our obligations under Delaware law to provide for claims of creditors and the requirements of other applicable law. There will be no redemption rights or liquidating distributions with respect to our warrants, which will expire worthless if we fail to complete an initial business combination within the Combination Period.

The holders of the founder shares have waived their rights to participate in any liquidation distribution with respect to such shares. There will be no distribution from the trust account with respect to the Company's warrants, which will expire worthless in the event the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal are not approved.

**If the Extension Amendment Proposal, the Trust Amendment and the Founder Share Amendment Proposal are Approved**

If the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal are approved, the Company will file an amendment to the charter with the Secretary of State of the State of Delaware in the form of Annex A hereto and enter into an amendment to the Trust Agreement in the form of Annex B hereto to extend the time it has to complete a business combination until the Extended Date. The Company will remain a reporting company under the Exchange Act, and its units, common stock and public warrants will remain publicly traded. The Company will then continue to work to consummate a business combination by the Extended Date.

**You are not being asked to vote on a business combination at this time. If the Extension is implemented and you do not elect to redeem your public shares in connection with the Extension, you will retain the right to vote on a business combination when and if it is submitted to the public stockholders (provided that you are a stockholder on the record date for a meeting of stockholders to consider and vote on a business combination) and the right to redeem your public shares for a pro rata portion of the trust account in the event a business combination is approved and completed or the Company has not consummated a business combination by the Extended Date.**

If the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal are approved and the Extension is implemented, the removal of the Withdrawal Amount from the trust account in connection with the Election will reduce the amount held in the trust account following the Election. The



Company cannot predict the amount that will remain in the trust account after such withdrawal if the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal are approved and the amount remaining in the trust account may be only a fraction of the approximately \$204,391,078.24 (including interest but less the funds used to pay taxes) that was in the trust account as of the record date. In such event, the Company may still seek to obtain additional funds to complete a business combination, and there can be no assurance that such funds will be available on terms acceptable to the parties or at all. We will not proceed with the Extension if redemptions or repurchases of our public shares cause us to have less than \$5,000,001 of net tangible assets following approval of the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal.

### **Redemption Rights**

If the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal are approved, and the Extension is implemented, public stockholders may elect to redeem their shares for a per share price, payable in cash, equal to the aggregate amount then on deposit in the trust account as of two business days prior to such approval, including any interest earned on the trust account deposits (which interest shall be net of taxes payable and expenses related to the administration of the trust account and after setting aside up to \$100,000 to pay dissolution expenses), divided by the number of then outstanding public shares. However, the Company may not redeem our public shares in an amount that would cause our net tangible assets to be less than \$5,000,001. If the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal are approved by the requisite vote of stockholders, the remaining holders of public shares will retain the opportunity to have their public shares redeemed in conjunction with the consummation of a business combination, subject to any limitations set forth in our charter, as amended. In addition, public stockholders who vote for the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal and do not make the Election would be entitled to have their shares redeemed for cash if the Company has not completed a business combination by the Extended Date.

**TO EXERCISE YOUR REDEMPTION RIGHTS, YOU MUST ENSURE YOUR BANK OR BROKER COMPLIES WITH THE REQUIREMENTS IDENTIFIED HEREIN, INCLUDING SUBMITTING A WRITTEN REQUEST THAT YOUR SHARES BE REDEEMED FOR CASH TO THE TRANSFER AGENT AND DELIVERING YOUR SHARES TO THE TRANSFER AGENT PRIOR TO 5:00 P.M. EST ON MARCH 24, 2023 (TWO BUSINESS DAYS BEFORE THE SCHEDULED VOTE AT THE SPECIAL MEETING). YOU WILL ONLY BE ENTITLED TO RECEIVE CASH IN CONNECTION WITH A REDEMPTION OF THESE SHARES IF YOU CONTINUE TO HOLD THEM UNTIL THE EFFECTIVE DATE OF THE EXTENSION AMENDMENT, THE TRUST AMENDMENT, THE FOUNDER SHARE AMENDMENT AND ELECTION.**

Pursuant to our charter, a public stockholder may request that the Company redeem all or a portion of such public stockholder's public shares for cash if the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal are approved. You will be entitled to receive cash for any public shares to be redeemed only if you:

- (i). (a) hold public shares or (b) hold public shares through units and you elect to separate your units into the underlying public shares and public warrants prior to exercising your redemption rights with respect to the public shares; and
- (ii). prior to 5:00 p.m. Eastern Time, on March 24, 2023 (two business days prior to the scheduled vote at the special meeting), (a) submit a written request, including the name, phone number, and address of the beneficial owner of the shares for which redemption is requested, to Continental Stock Transfer & Trust Company, the Company's transfer agent, at Continental Stock Transfer & Trust Company, 1 State Street, 30th Floor, New York, New York 10004, Attn: SPAC Redemptions (email: spacredemptions@continentalstock.com), that the Company redeem your public shares for cash and (b) deliver your public shares to the transfer agent, physically or electronically through DTC.

Holders of units must elect to separate the underlying public shares and public warrants prior to exercising redemption rights with respect to the public shares. If holders hold their units in an account at a brokerage firm or bank, holders must notify their broker or bank that they elect to separate the units into the underlying public shares and public warrants, or if a holder holds units registered in its own name, the holder must contact the transfer agent directly and instruct it to do so. **Public stockholders may elect to redeem all or a portion of their public shares**

**regardless of whether they vote for or against the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal and regardless of whether they hold public shares on the record date.**

Through DTC's DWAC (Deposit/Withdrawal at Custodian) System, this electronic delivery process can be accomplished by the stockholder, whether or not it is a record holder or its shares are held in "street name," by contacting the transfer agent or its broker and requesting delivery of its shares through the DWAC system. Delivering shares physically may take significantly longer. In order to obtain a physical stock certificate, a stockholder's broker and/or clearing broker, DTC, and the Company's transfer agent will need to act together to facilitate this request. There is a nominal cost associated with the above-referenced tendering process and the act of certificating the shares or delivering them through the DWAC system. The transfer agent will typically charge the tendering broker \$100 and the broker would determine whether or not to pass this cost on to the redeeming holder. It is the Company's understanding that stockholders should generally allot at least two weeks to obtain physical certificates from the transfer agent. The Company does not have any control over this process or over the brokers or DTC, and it may take longer than two weeks to obtain a physical stock certificate. Such stockholders will have less time to make their investment decision than those stockholders that deliver their shares through the DWAC system. Stockholders who request physical stock certificates and wish to redeem may be unable to meet the deadline for tendering their shares before exercising their redemption rights and thus will be unable to redeem their shares. Certificates that have not been tendered in accordance with these procedures prior to the vote on the Extension Amendment will not be redeemed for cash held in the trust account on the redemption date. In the event that a public stockholder tenders its shares and decides prior to the vote at the special meeting that it does not want to redeem its shares, the stockholder may withdraw the tender. If you delivered your shares for redemption to our transfer agent and decide prior to the vote at the special meeting not to redeem your public shares, you may request that our transfer agent return the shares (physically or electronically). You may make such request by contacting our transfer agent at Continental Stock Transfer & Trust Company, 1 State Street, 30th Floor, New York, New York 10004, Attn: SPAC Redemptions (email: [spacredemptions@continentalstock.com](mailto:spacredemptions@continentalstock.com)). In the event that a public stockholder tenders shares and either the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal is not approved, these shares will not be redeemed and the physical certificates representing these shares will be returned to the stockholder promptly following the determination that either the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal will not be approved. The Company anticipates that a public stockholder who tenders shares for redemption in connection with the vote to approve the Extension would receive payment of the redemption price for such shares soon after the completion of the Extension Amendment, the Trust Amendment and the Founder Share Amendment. The transfer agent will hold the certificates of public stockholders that make the election until such shares are redeemed for cash or returned to such stockholders.

If properly demanded, the Company will redeem each public share for a per share price, payable in cash, equal to the aggregate amount then on deposit in the trust account, including any interest earned on the funds held in the trust account and not previously released to us to pay our taxes, divided by the number of then outstanding public shares. Based on the amount in the trust account as of the record date, this would amount to approximately \$10.22 per share. The closing price of the public shares on NASDAQ on March 6, 2023, the record date, was \$10.15. Accordingly, if the market price were to remain the same until the date of the special meeting, exercising redemption rights would result in a public stockholder receiving approximately \$0.07 more than if such stockholder sold the public shares in the open market. The Company cannot assure public stockholders that they will be able to sell their public shares in the open market, even if the market price per share is higher than the redemption price stated above, as there may not be sufficient liquidity in its securities when such stockholders wish to sell their shares.

If you exercise your redemption rights, you will be exchanging your shares of the Company's common stock for cash and will no longer own the shares. You will be entitled to receive cash for these shares only if you properly demand redemption and tender your stock certificate(s) to the Company's transfer agent prior to 5:00 p.m. Eastern Time on March 24, 2023 (two business days before the scheduled vote at the special meeting). The Company anticipates that a public stockholder who tenders shares for redemption in connection with the vote to approve the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal would receive payment of the redemption price for such shares soon after the completion of the Extension Amendment, the Trust Amendment and the Founder Share Amendment.

## Interests of the Company's Directors and Executive Officers

When you consider the recommendation of our Board, you should keep in mind that the Company's executive officers and directors, and their affiliates, have interests that may be different from, or in addition to, your interests as a stockholder. These interests include, among other things:

- If the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal are not approved and the Company does not consummate an initial business combination within the Combination Period, in accordance with our charter, the 3,650,000 founder shares, which were acquired by our initial stockholders directly from the Company for an aggregate investment of \$25,000, or approximately \$0.004 per share (after giving effect to the forfeiture of an aggregate of 750,000 founder shares following the expiration of the underwriter's unexercised over-allotment option in connection with the IPO and the sale by the Sponsor of an aggregate of 1,350,000 founder shares to our public anchor investors at their original purchase price of approximately \$0.004 per share), will be worthless (as the initial stockholders have waived liquidation rights with respect to such shares). The founder shares beneficially owned by our initial stockholders had an aggregate market value of approximately \$37,047,500 based on the last sale price of \$10.15 on NASDAQ on March 6, 2023 (the record date);
- If the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal are not approved and the Company does not consummate an initial business combination within the Combination Period, in accordance with our charter, the 6,600,000 private placement warrants purchased by our Sponsor for an aggregate investment of \$6,600,000, or \$1.00 per warrant, will be worthless, as they will expire. The private placement warrants had an aggregate market value of \$369,600 based on the last sale price of \$0.056 on the NASDAQ on March 6, 2023 (the record date);
- Even if the trading price of the Class A common stock were as low as \$0.004 per share, the aggregate market value of the founder shares alone (without taking into account the value of the private placement warrants) would be approximately equal to the initial investment in the Company by our Sponsor. As a result, if an initial business combination is completed, the initial stockholders are likely to be able to make a substantial profit on their investment in us even at a time when the Class A common stock has lost significant value. On the other hand, if either the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal is not approved and the Company liquidates without completing its initial business combination before April 4, 2023, the initial stockholders will lose their entire investment in us.
- Our Sponsor has agreed that it will be liable to the Company if and to the extent any claims by a third party (except for the Company's independent registered public accounting firm) for services rendered or products sold to the Company, or a prospective target business with which we have discussed entering into a transaction agreement, reduce the amount of funds in the trust account to below the lesser of (i) \$10.00 per public share and (ii) the actual amount per public share held in the trust account as of the date of the liquidation of the trust account, if less than \$10.00 per share due to reductions in the value of the trust assets, in each case net of the interest that may be withdrawn to pay our taxes, provided that such liability will not apply to any claims by a third party or prospective target business who executed a waiver of any and all rights to seek access to the trust account nor will it apply to any claims under the Company's indemnity of the underwriters of the IPO against certain liabilities, including liabilities under the Securities Act of 1933, as amended;
- All rights specified in the charter relating to the right of officers and directors to be indemnified by the Company, and of the Company's executive officers and directors to be exculpated from monetary liability with respect to prior acts or omissions, will continue after a business combination. If a business combination is not approved and the Company liquidates, the Company will not be able to perform its obligations to its officers and directors under those provisions;
- All of the current members of our Board are expected to continue to serve as directors at least through the date of the special meeting to approve a business combination and some may continue to serve following a business combination as discussed above and receive compensation thereafter; and
- The Company's executive officers and directors, and their affiliates are entitled to reimbursement of out-of-pocket expenses incurred by them in connection with certain activities on the Company's behalf, such as identifying and investigating possible business targets and business combinations. However, if the

Company fails to obtain the Extension and consummate a business combination, they will not have any claim against the trust account for reimbursement. Accordingly, the Company will most likely not be able to reimburse these expenses if a business combination is not completed.

Additionally, if the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal are approved and we consummate an initial business combination, our Sponsor, officers and directors may have additional interests as will be described in the proxy statement for the business combination.

### **U.S. Federal Income Tax Considerations**

The following discussion is a summary of the material U.S. federal income tax considerations for U.S. Holders and Non-U.S. Holders (each as defined below, and together, “*Holders*”) of public shares (i) of the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal and (ii) that elect to have their public shares redeemed for cash if the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal are approved. The effects of other U.S. federal tax laws, such as estate and gift tax laws, and any applicable state, local or non-U.S. tax laws are not discussed. This discussion is based on the U.S. Internal Revenue Code of 1986, as amended (the “*Code*”), Treasury Regulations promulgated thereunder, judicial decisions, and published rulings and administrative pronouncements of the U.S. Internal Revenue Service (the “*IRS*”), in each case in effect as of the date hereof. These authorities may change or be subject to differing interpretations. Any such change or differing interpretation may be applied retroactively in a manner that could adversely affect the tax consequences discussed below. We have not sought and will not seek any rulings from the IRS regarding the matters discussed below. There can be no assurance the IRS or a court will not take a contrary position to that discussed below regarding the tax consequences of the transactions contemplated by the Extension Amendment, the Trust Amendment or the Founder Share Amendment (including any redemption of the public shares in connection therewith), including with respect to any public shares held through the units (and including alternative characterizations of the units).

This discussion is limited to holders that hold their public shares as a “capital asset” within the meaning of Section 1221 of the Code (generally, property held for investment). This discussion does not address all U.S. federal income tax consequences relevant to a holder’s particular circumstances, including the impact of the alternative minimum tax or the Medicare contribution tax on net investment income. In addition, it does not address consequences relevant to holders subject to special rules, including, without limitation:

- banks;
- certain financial institutions;
- regulated investment companies or real estate investment trusts;
- insurance companies;
- brokers, dealers or traders in securities;
- traders in securities that elect mark to market;
- tax-exempt organizations or governmental organizations;
- U.S. expatriates or former citizens or long-term residents of the United States;
- persons that hold their public shares as part of a straddle, constructive sale, hedge, wash sale, conversion or other integrated or similar transaction;
- persons that actually or constructively own ten percent or more (by vote or value) of the Company’s shares (except as specifically provided below);
- “controlled foreign corporations,” “passive foreign investment companies,” and corporations that accumulate earnings to avoid U.S. federal income tax;
- S corporations, partnerships or other entities or arrangements treated as partnerships for U.S. federal income tax purposes (and investors therein);
- persons deemed to sell the Company’s public shares under the constructive sale provisions of the Code;
- the Sponsor, its affiliates, or any person owning a direct or indirect interest in the Sponsor, and any person that owns founder shares or private placement warrants;

- except as specifically provided below, persons that actually or constructively own five percent or more (by vote or value) of any class of shares of the Company;
- persons who acquired their public shares pursuant to the exercise of any employee stock option or otherwise as compensation;
- tax-qualified retirement plans; and
- “qualified foreign pension funds” as defined in Section 897(1)(2) of the Code and entities all of the interests of which are held by qualified foreign pension funds.

If an entity or arrangement treated as a partnership for U.S. federal income tax purposes holds public shares, the tax treatment of an owner of such an entity or arrangement will depend on the status of the owner, the activities of the entity or arrangement and certain determinations made at the owner level. Accordingly, entities or arrangements treated as partnerships for U.S. federal income tax purposes holding public shares and the owners in such entities or arrangements should consult their tax advisors regarding the U.S. federal income tax consequences to them of the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal and the exercise of redemption rights with respect to their public shares in connection therewith.

**THIS DISCUSSION IS ONLY A SUMMARY OF CERTAIN U.S. FEDERAL INCOME TAX CONSIDERATIONS ASSOCIATED WITH THE EXTENSION AMENDMENT PROPOSAL, THE TRUST AMENDMENT PROPOSAL AND THE FOUNDER SHARE AMENDMENT PROPOSAL AND THE EXERCISE OF REDEMPTION RIGHTS IN CONNECTION THEREWITH AND IS NOT TAX ADVICE. EACH HOLDER SHOULD CONSULT ITS OWN TAX ADVISOR WITH RESPECT TO THE PARTICULAR TAX CONSEQUENCES TO SUCH HOLDER OF THE EXTENSION AMENDMENT PROPOSAL, THE TRUST AMENDMENT PROPOSAL AND THE FOUNDER SHARE AMENDMENT PROPOSAL AND THE EXERCISE OF REDEMPTION RIGHTS, INCLUDING THE APPLICABILITY AND EFFECTS OF U.S. FEDERAL NON-INCOME, STATE AND LOCAL AND NON-U.S. TAX LAWS OR UNDER ANY APPLICABLE INCOME TAX TREATY.**

#### *Tax Treatment of Non-Redeeming Stockholders*

A public stockholder who does not elect to redeem their public shares (including any public stockholder who votes in favor of the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal) will continue to own its public shares, and should not recognize any income, gain or loss for U.S. federal income tax purposes solely as a result of the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal.

#### *Tax Treatment of Redeeming Stockholders*

##### **U.S. Holders**

As used herein, a “U.S. Holder” is a beneficial owner of a public share who or that is, for U.S. federal income tax purposes:

- an individual who is a citizen or resident of the United States;
- a corporation (or other entity taxable as a corporation) that is created or organized (or treated as created or organized) in or under the laws of the United States or any state thereof or the District of Columbia;
- an estate whose income is subject to U.S. federal income tax regardless of its source; or
- a trust if (1) a U.S. court can exercise primary supervision over the administration of such trust and one or more United States persons (within the meaning of Section 7701(a)(30) of the Code) have the authority to control all substantial decisions of the trust or (2) it has a valid election in place to be treated as a United States person.

#### *Generally*

The U.S. federal income tax consequences to a U.S. Holder of public shares that exercises its redemption rights with respect to its public shares to receive cash in exchange for all or a portion of its public shares will depend on whether the redemption qualifies as a sale of public shares under Section 302 of the Code. If the redemption qualifies

as a sale of public shares by a U.S. Holder, the tax consequences to such U.S. Holder are as described below under the section entitled “—*Taxation of Redemption Treated as a Sale of Public Shares.*” If the redemption does not qualify as a sale of public shares, a U.S. Holder should be treated as receiving a corporate distribution with the tax consequences to such U.S. Holder as described below under the section entitled “—*Taxation of Redemption Treated as a Distribution.*”

Whether a redemption of public shares qualifies for sale treatment will depend largely on the total number of shares of the Company’s stock treated as held by the redeemed U.S. Holder before and after the redemption (including any stock of the Company treated as constructively owned by the U.S. Holder as a result of owning public warrants) relative to all of the stock of the Company outstanding both before and after the redemption. The redemption of public shares generally should be treated as a sale of public shares (rather than as a corporate distribution) if the redemption (1) is “substantially disproportionate” with respect to the U.S. Holder, (2) results in a “complete termination” of the U.S. Holder’s interest in the Company or (3) is “not essentially equivalent to a dividend” with respect to the U.S. Holder. These tests are explained more fully below.

In determining whether any of the foregoing tests result in a redemption qualifying for sale treatment, a U.S. Holder takes into account not only shares of the Company’s stock actually owned by the U.S. Holder, but also shares of the Company’s stock that are constructively owned by it under certain attribution rules set forth in the Code. A U.S. Holder may constructively own, in addition to stock owned directly, stock owned by certain related individuals and entities in which the U.S. Holder has an interest or that have an interest in such U.S. Holder, as well as any stock that the holder has a right to acquire by exercise of an option, which would generally include public shares which could be acquired pursuant to the exercise of public warrants.

In order to meet the substantially disproportionate test, the percentage of the Company’s outstanding voting stock actually and constructively owned by the U.S. Holder immediately following the redemption of public shares must, among other requirements, be less than eighty percent (80%) of the percentage of the Company’s outstanding voting stock actually and constructively owned by the U.S. Holder immediately before the redemption (taking into account redemptions by other holders of public shares). Prior to the completion of an initial business combination, the public shares may not be treated as voting shares for this purpose and, consequently, this substantially disproportionate test may not apply. There will be a complete termination of a U.S. Holder’s interest if either (1) all of the public shares actually and constructively owned by the U.S. Holder are redeemed or (2) all of the public shares actually owned by the U.S. Holder are redeemed and the U.S. Holder is eligible to waive, and effectively waives in accordance with specific rules, the attribution of stock owned by certain family members and the U.S. Holder does not constructively own any other public shares (including any stock constructively owned by the U.S. Holder as a result of owning public warrants). The redemption of public shares will not be essentially equivalent to a dividend if the redemption results in a “meaningful reduction” of the U.S. Holder’s proportionate interest in the Company. Whether the redemption will result in a meaningful reduction in a U.S. Holder’s proportionate interest in the Company will depend on the particular facts and circumstances. However, the IRS has indicated in a published ruling that even a small reduction in the proportionate interest of a small minority stockholder in a publicly held corporation where such stockholder exercises no control over corporate affairs may constitute such a “meaningful reduction.”

If none of the foregoing tests is satisfied, then the redemption of public shares should be treated as a corporate distribution to the redeemed U.S. Holder and the tax effects to such a U.S. Holder will be as described below under the section entitled “—*Taxation of Redemption Treated as a Distribution.*” After the application of those rules, any remaining tax basis of the U.S. Holder in the redeemed public shares will be added to the U.S. Holder’s adjusted tax basis in its remaining shares of the Company’s stock or, if it has none, to the U.S. Holder’s adjusted tax basis in its public warrants or possibly in other shares of the Company’s stock constructively owned by it.

#### ***Taxation of Redemption Treated as a Distribution***

If the redemption of a U.S. Holder’s public shares is treated as a corporate distribution, as discussed above under the section entitled “—*Generally,*” the amount of cash received in the redemption generally will constitute a dividend for U.S. federal income tax purposes to the extent paid from the Company’s current or accumulated earnings and profits, as determined under U.S. federal income tax principles.

Distributions in excess of the Company’s current and accumulated earnings and profits will constitute a return of capital that will be applied against and reduce (but not below zero) the U.S. Holder’s adjusted tax basis in its public shares. Any remaining excess should be treated as gain realized on the sale of public shares and should be treated as described below under the section entitled “—*Taxation of Redemption Treated as a Sale of Public Shares.*”

Any dividends received by corporate U.S. Holders should be taxable at regular corporate tax rates and should generally be eligible for the dividends received deduction if the requisite holding period is satisfied. With respect to non-corporate U.S. Holders and with certain exceptions, dividends may be “qualified dividend income,” which is currently taxed at the lower applicable long-term capital gain rate provided that the U.S. Holder satisfies certain holding period requirements and the U.S. Holder is not under an obligation to make related payments with respect to positions in substantially similar or related property. It is unclear whether the redemption rights with respect to the Company’s public shares may prevent a U.S. Holder from satisfying the applicable holding period requirements with respect to the dividends received deduction or the preferential tax rate on qualified dividend income, as the case may be. If the holding period requirements are not satisfied, then non-corporate U.S. Holders may be subject to tax on such dividends at regular ordinary income tax rates instead of the preferential rate that applies to qualified dividend income.

### ***Taxation of Redemption Treated as a Sale of Public Shares***

If the redemption of a U.S. Holder’s public shares is treated as a sale, as discussed above under the section entitled “—*Generally*,” a U.S. Holder generally should recognize capital gain or loss in an amount equal to the difference between the amount of cash received in the redemption and the U.S. Holder’s adjusted tax basis in the public shares redeemed. Any such capital gain or loss generally should be long-term capital gain or loss if the U.S. Holder’s holding period for the public shares so disposed of exceeds one year. It is unclear, however, whether the redemption rights with respect to the Company’s public shares may suspend the running of the applicable holding period for this purpose. If the running of the holding period is suspended, then non-corporate U.S. Holders may not be able to satisfy the one-year holding period requirement for long-term capital gain treatment, in which case any gain on a sale or taxable disposition of the shares or warrants would be subject to short-term capital gain treatment and would be taxed at regular ordinary income tax rates. Long-term capital gains recognized by non-corporate U.S. Holders generally should be eligible to be taxed at reduced rates. The deductibility of capital losses is subject to limitations.

U.S. Holders who hold different blocks of public shares (including as a result of holding different blocks of public shares purchased or acquired on different dates or at different prices) should consult their tax advisors to determine how the above rules apply to them.

U.S. Holders who actually or constructively own at least five percent (5%) by vote or value (or, if the public shares are not then considered to be publicly traded, at least one percent (1%) by vote or value) or more of the total outstanding Company stock may be subject to special reporting requirements with respect to a redemption of public shares, and such holders should consult with their tax advisors with respect to their reporting requirements.

**ALL U.S. HOLDERS ARE URGED TO CONSULT THEIR TAX ADVISORS AS TO THE TAX CONSEQUENCES TO THEM OF A REDEMPTION OF ALL OR A PORTION OF THEIR PUBLIC SHARES PURSUANT TO AN EXERCISE OF REDEMPTION RIGHTS.**

### **Information Reporting and Backup Withholding**

Payments of cash to a U.S. Holder as a result of the redemption of public shares may be subject to information reporting to the IRS and possible U.S. backup withholding. Backup withholding should not apply, however, to a U.S. Holder who furnishes a correct taxpayer identification number and makes other required certifications, or who is otherwise exempt from backup withholding and establishes such exempt status.

Backup withholding is not an additional tax. Amounts withheld as backup withholding may be credited against a U.S. Holder’s U.S. federal income tax liability, and the U.S. Holder generally may obtain a refund of any excess amounts withheld under the backup withholding rules by timely filing the appropriate claim for refund with the IRS and furnishing any required information.

### **Non-U.S. Holders**

As used herein, a “Non-U.S. Holder” is a beneficial owner of a public share who or that is, for U.S. federal income tax purposes:

- a non-resident alien individual;
- a foreign corporation; or
- a foreign estate or trust.

## **Generally**

The U.S. federal income tax consequences to a Non-U.S. Holder of public shares that exercises its

redemption rights to receive cash from the trust account in exchange for all or a portion of its public shares will depend on whether the redemption qualifies as a sale of the public shares redeemed, as described above under “*Tax Treatment of Redeeming Stockholders—U.S. Holders—Generally.*” If such a redemption qualifies as a sale of public shares, the U.S. federal income tax consequences to the Non-U.S. Holder should be as described below under “—*Taxation of Redemption Treated as a Sale of Public Shares.*” If such a redemption does not qualify as a sale of public shares, the Non-U.S. Holder should be treated as receiving a corporate distribution, the U.S. federal income tax consequences of which are described below under “—*Taxation of Redemption as a Distribution.*”

Because it may not be certain at the time a Non-U.S. Holder is redeemed whether such Non-U.S. Holder’s redemption will be treated as a sale of shares or a corporate distribution, and because such determination will depend in part on a Non-U.S. Holder’s particular circumstances, the applicable withholding agent may not be able to determine whether (or to what extent) a Non-U.S. Holder is treated as receiving a dividend for U.S. federal income tax purposes. Therefore, the applicable withholding agent may withhold tax at a rate of thirty percent (30%) (or such lower rate as may be specified by an applicable income tax treaty) on the gross amount of any consideration paid to a Non-U.S. Holder in redemption of such Non-U.S. Holder’s public shares, unless (a) the applicable withholding agent has established special procedures allowing Non-U.S. Holders to certify that they are exempt from such withholding tax and (b) such Non-U.S. Holders are able to certify that they meet the requirements of such exemption (e.g., because such Non-U.S. Holders are not treated as receiving a dividend under the Section 302 tests described above under the section entitled “*Tax Treatment of Redeeming Stockholders—U.S. Holders—Generally.*”). However, there can be no assurance that any applicable withholding agent will establish such special certification procedures. If an applicable withholding agent withholds excess amounts from the amount payable to a Non-U.S. Holder, such Non-U.S. Holder generally may obtain a refund of any such excess amounts by timely filing an appropriate claim for refund with the IRS. Non-U.S. Holders should consult their tax advisors regarding the application of the foregoing rules in light of their particular facts and circumstances and any applicable procedures or certification requirements.

## ***Taxation of Redemption as a Distribution***

In general, any distributions made to a Non-U.S. Holder of public shares, to the extent paid out of the Company’s current or accumulated earnings and profits (as determined under U.S. federal income tax principles), will constitute dividends for U.S. federal income tax purposes and, provided such dividends are not effectively connected with the Non-U.S. Holder’s conduct of a trade or business within the United States (and, if required by an applicable income tax treaty, the Non-U.S. Holder maintains a permanent establishment in the United States to which such dividends are attributable), the Company will be required to withhold tax from the gross amount of the dividend at a rate of thirty percent (30%) of the gross amount of the dividends (or such lower rate specified by an applicable income tax treaty, provided the Non-U.S. Holder furnishes a valid IRS Form W-8BEN or W-8BEN-E (or other applicable documentation) certifying qualification for the lower treaty rate). A Non-U.S. Holder that does not timely furnish the required documentation, but that qualifies for a reduced treaty rate, may obtain a refund of any excess amounts withheld by timely filing an appropriate claim for refund with the IRS. Non-U.S. Holders should consult their tax advisors regarding their entitlement to benefits under any applicable income tax treaty. In addition, if we determine that we are likely to be classified as a “United States real property holding corporation” (see “—*Taxation of Redemption as a Sale of Public Shares.*” below), the Company will withhold fifteen percent (15%) of any distribution that exceeds the Company’s current and accumulated earnings and profits, including a distribution in redemption of public shares.

If dividends paid to a Non-U.S. Holder are effectively connected with the Non-U.S. Holder’s conduct of a trade or business within the United States (and, if required by an applicable income tax treaty, the Non-U.S. Holder maintains a permanent establishment in the United States to which such dividends are attributable), the Non-U.S. Holder will be exempt from the U.S. federal withholding tax described above. To claim the exemption, the Non-U.S. Holder must furnish to the applicable withholding agent a valid IRS Form W-8ECI, certifying that the dividends are effectively connected with the Non-U.S. Holder’s conduct of a trade or business within the United States.



Any such effectively connected dividends will be subject to U.S. federal income tax on a net income basis at the regular graduated rates. A Non-U.S. Holder that is a corporation also may be subject to a branch profits tax at a rate of 30% (or such lower rate specified by an applicable income tax treaty) on such effectively connected dividends, as adjusted for certain items. Non-U.S. Holders should consult their tax advisors regarding any applicable tax treaties that may provide for different rules.

### ***Taxation of Redemption as a Sale of Public Shares***

A Non-U.S. Holder generally should not be subject to U.S. federal income or withholding tax in respect of gain recognized on a redemption of public shares that is treated as a sale as described above under “—*Generally*,” unless:

- the gain is effectively connected with the conduct by the Non-U.S. Holder of a trade or business within the United States (and, if required by an applicable income tax treaty, the Non-U.S. Holder maintains a permanent establishment in the United States to which such gain is attributable);
- the Non-U.S. Holder is a nonresident alien individual present in the United States for 183 days or more during the taxable year of the disposition and certain other requirements are met; or
- the Company is or has been a “United States real property holding corporation” for U.S. federal income tax purposes at any time during the shorter of the five-year period ending on the date of disposition or the period that the Non-U.S. Holder held public shares and, in the case where the Company’s public shares are treated as regularly traded on an established securities market, the Non-U.S. Holder has owned, directly or constructively, more than five percent (5%) of the Company’s public shares at any time within the shorter of the five-year period preceding the disposition or such Non-U.S. Holder’s holding period for the public shares. There can be no assurance that the Company’s public shares will be treated as regularly traded on an established securities market for this purpose.

Gain described in the first bullet point above generally will be subject to U.S. federal income tax on a net income basis at the regular graduated rates applicable to a U.S. Holder, unless an applicable tax treaty provides otherwise. A Non-U.S. Holder that is a corporation also may be subject to a branch profits tax at a rate of 30% (or such lower rate specified by an applicable income tax treaty) on such effectively connected gain, as adjusted for certain items.

If the second bullet point above applies to a Non-U.S. Holder, gain recognized by such Non-U.S. Holder will be subject to U.S. federal income tax at a rate of thirty percent (30%) (or such lower rate specified by an applicable income tax treaty), which may be offset by U.S. source capital losses of the Non-U.S. Holder (even though the individual is not considered a resident of the United States), provided the Non-U.S. Holder has timely filed U.S. federal income tax returns with respect to such losses.

If the third bullet point above applies to a Non-U.S. Holder, gain recognized by such Non-U.S. Holder will be subject to tax at generally applicable U.S. federal income tax rates. In addition, the Company may be required to withhold U.S. federal income tax at a rate of fifteen percent (15%) of the amount realized upon such redemption. The Company will be classified as a “United States real property holding corporation” if the fair market value of its “United States real property interests” equals or exceeds 50% of the sum of the fair market value of its worldwide real property interests plus other assets used or held for use in a trade or business, as determined for U.S. federal income tax purposes. It is not expected that the Company would be a United States real property holding corporation in the foreseeable future. However, such determination is factual in nature and subject to change, and no assurance can be provided as to whether the Company would be treated as a United States real property holding corporation at the relevant time.

Non-U.S. Holders should consult their tax advisors regarding potentially applicable income tax treaties that may provide for different rules.

### **Information Reporting and Backup Withholding**

Information returns will be filed with the IRS in connection with payments of distributions on, and the proceeds from a redemption taxed as a sale of, public shares regardless of whether such distributions constitute dividends or whether any tax was actually withheld. Payments of dividends on our public shares will not be subject to backup withholding, provided the applicable withholding agent does not have actual knowledge or reason to know the holder is a United States person and the holder either certifies its non-U.S. status, such as by furnishing a valid IRS Form W-8BEN, W-8BEN-E or W-8ECI, or otherwise establishes an exemption. In addition, proceeds from a

redemption taxed as a sale of our public shares within the United States or conducted through certain U.S.-related brokers generally will not be subject to backup withholding or information reporting if the applicable withholding agent receives the certification described above and does not have actual knowledge or reason to know that such holder is a United States person, or the holder otherwise establishes an exemption. Proceeds from a redemption taxed as a sale of our public shares conducted through a non-U.S. office of a non-U.S. broker generally will not be subject to backup withholding or information reporting.

Copies of information returns that are filed with the IRS may also be made available under the provisions of an applicable treaty or agreement to the tax authorities of the country in which the Non-U.S. Holder resides or is established.

Backup withholding is not an additional tax. The amount of any backup withholding from a payment to a Non-U.S. Holder generally will be allowed as a credit against such Non-U.S. Holder's U.S. federal income tax liability and may entitle such Non-U.S. Holder to a refund, provided that the required information is timely furnished to the IRS.

### **Additional Withholding Tax on Payments Made to Foreign Accounts**

Withholding taxes may be imposed under Sections 1471 to 1474 of the Code (such Sections commonly referred to as the Foreign Account Tax Compliance Act, or "FATCA") on certain types of payments made to non-U.S. financial institutions and certain other non-U.S. entities. Specifically, a 30% withholding tax may be imposed on dividends on, or (subject to the proposed Treasury Regulations discussed below) gross proceeds from the sale or other disposition of, our public shares paid to a "foreign financial institution" or a "non-financial foreign entity" (each as defined in the Code), unless (1) the foreign financial institution undertakes certain diligence and reporting obligations, (2) the non-financial foreign entity either certifies it does not have any "substantial United States owners" (as defined in the Code) or furnishes identifying information regarding each substantial United States owner, or (3) the foreign financial institution or non-financial foreign entity otherwise qualifies for an exemption from these rules. If the payee is a foreign financial institution and is subject to the diligence and reporting requirements in (1) above, it must enter into an agreement with the U.S. Department of the Treasury requiring, among other things, that it undertake to identify accounts held by certain "specified United States persons" or "United States owned foreign entities" (each as defined in the Code), annually report certain information about such accounts, and withhold 30% on certain payments to non-compliant foreign financial institutions and certain other account holders. Foreign financial institutions located in jurisdictions that have an intergovernmental agreement with the United States governing FATCA may be subject to different rules.

Under the applicable Treasury Regulations and administrative guidance, withholding under FATCA generally applies to payments of dividends on our public shares. While withholding under FATCA would have applied also to payments of gross proceeds from the sale or other disposition of stock on or after January 1, 2019, proposed Treasury Regulations eliminate FATCA withholding on payments of gross proceeds entirely. Taxpayers generally may rely on these proposed Treasury Regulations until final Treasury Regulations are issued.

Non-U.S. Holders should consult their tax advisors regarding the potential application of withholding under FATCA on their redemption of public shares.

### **Required Vote**

The affirmative vote by the holders of at least a majority of the Company's outstanding shares of Class A common stock and shares of Class B common stock, voting together as a single class, is required to approve the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal. If either the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal is not approved, the Extension Amendment, the Trust Amendment and the Founder Share Amendment will not be implemented and if the Company does not effect the Automatic Extension prior to the end of the Combination Period, the Company will be required by its charter to (i) cease all operations except for the purpose of winding up, (ii) as promptly as reasonably possible but not more than ten business days thereafter, and subject to having lawfully available funds therefor, redeem 100% of the outstanding public shares, at a per share price, payable in cash, equal to the aggregate amount then on deposit in the trust account, including any interest earned on the trust account deposits (which interest shall be net of taxes payable and expenses related to the administration of the trust account and after setting aside up to \$100,000 to pay dissolution expenses), divided by the number of then outstanding public shares, which redemption will completely extinguish public stockholders' rights as stockholders (including the right

to receive further liquidation distributions, if any), subject to applicable law, and (iii) as promptly as reasonably possible following such redemption, subject to the approval of our remaining stockholders and our Board in accordance with applicable law, dissolve and liquidate, subject in each case to our obligations under Delaware law to provide for claims of creditors and the requirements of other applicable law.

All of the Company's directors, executive officers and their affiliates are expected to vote any common stock owned by them in favor of the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal. On the record date, the initial stockholders beneficially owned and were entitled to vote 3,650,000 founder shares, representing 14.6% of the Company's issued and outstanding common stock.

In addition, the Company's initial stockholders or advisors, or any of their respective affiliates, may purchase public shares in privately negotiated transactions or in the open market prior to or following the special meeting, although they are under no obligation to do so. Such public shares purchased by the Company or our Sponsor would be (a) purchased at a price no higher than the redemption price for the public shares, which is currently estimated to be \$10.22 per share as of the record date and (b) would not be (i) if purchased after the record date, voted by the initial stockholders or their respective affiliates at the special meeting and (ii) redeemable by the initial stockholders or their respective affiliates. Any such purchases that are completed after the record date for the special meeting may include an agreement with a selling stockholder that such stockholder, for so long as it remains the record holder of the shares in question, will vote in favor of the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal and/or will not exercise its redemption rights with respect to the shares so purchased. The purpose of such share purchases and other transactions would be to increase the likelihood that the proposals to be voted upon at the special meeting is approved by the requisite number of votes and to reduce the number of public shares that are redeemed. In the event that such purchases do occur, the purchasers may seek to purchase shares from stockholders who would otherwise have voted against the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal and elected to redeem their shares for a portion of the trust account. Any such privately negotiated purchases may be effected at purchase prices that are below or in excess of the per share pro rata portion of the trust account. Any public shares held by or subsequently purchased by our affiliates may be voted in favor of the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal. None of the initial stockholders, advisors or their respective affiliates may make any such purchases when they are in possession of any material non-public information not disclosed to the seller or during a restricted period under Regulation M under the Exchange Act.

## **Recommendation**

As discussed above, after careful consideration of all relevant factors, our Board has determined that each of the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal are in the best interests of the Company and its stockholders. Our Board has approved and declared advisable adoption of each of the Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal.

**OUR BOARD RECOMMENDS THAT YOU VOTE “FOR” EACH OF THE EXTENSION AMENDMENT PROPOSAL, THE TRUST AMENDMENT PROPOSAL AND THE FOUNDER SHARE AMENDMENT PROPOSAL. OUR BOARD EXPRESSES NO OPINION AS TO WHETHER YOU SHOULD REDEEM YOUR PUBLIC SHARES.**

The existence of financial and personal interests of our directors and officers may result in a conflict of interest on the part of one or more of the directors or officers between what he, she or they may believe is in the best interests of the Company and its stockholders and what he, she or they may believe is best for himself, herself or themselves in determining to recommend that stockholders vote for the proposals. See the section entitled “*The Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal — Interests of the Company's Directors and Executive Officers*” for a further discussion.

## THE ADJOURNMENT PROPOSAL

### Overview

The Adjournment Proposal, if adopted, will allow our Board to adjourn the special meeting to a later date or dates, if necessary or appropriate, to permit further solicitation of proxies in the event that there are insufficient votes for, or otherwise in connection with, the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal. The Adjournment Proposal will be presented to our stockholders only in the event that there are insufficient votes for, or otherwise in connection with, the approval of the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal.

### Consequences if the Adjournment Proposal is Not Approved

If the Adjournment Proposal is not approved by our stockholders, our Board may not be able to adjourn the special meeting to a later date in the event that there are insufficient votes for, or otherwise in connection with, the approval of the Extension Amendment Proposal, the Trust Amendment Proposal or the Founder Share Amendment Proposal.

### Required Vote

The approval of the Adjournment Proposal requires the affirmative vote of a majority of the votes cast by the Company's stockholders present in person (including virtually) or represented by proxy (including virtually). Accordingly, if a valid quorum is otherwise established, a stockholder's failure to vote by proxy or online at the special meeting will have no effect on the outcome of any vote on the Adjournment Proposal. Abstentions will be counted in connection with the determination of whether a valid quorum is established but will have no effect on the outcome of the Adjournment Proposal.

### Recommendation

As discussed above, after careful consideration of all relevant factors, our Board has determined that the Adjournment Proposal is in the best interests of the Company and its stockholders. Our Board has approved and declared advisable the adoption of the Adjournment Proposal.

### OUR BOARD RECOMMENDS THAT YOU VOTE "FOR" THE ADJOURNMENT PROPOSAL.

The existence of financial and personal interests of our directors and officers may result in a conflict of interest on the part of one or more of the directors or officers between what he, she or they may believe is in the best interests of the Company and its stockholders and what he, she or they may believe is best for himself, herself or themselves in determining to recommend that stockholders vote for the proposals. See the section entitled "*The Extension Amendment Proposal, the Trust Amendment Proposal and the Founder Share Amendment Proposal — Interests of the Company's Directors and Executive Officers*" for a further discussion.

## PRINCIPAL STOCKHOLDERS

The following table sets forth information regarding the beneficial ownership of our common stock as of March 6, 2023, the record date of the special meeting, by:

- each person known by us to be the beneficial owner of more than 5% of our outstanding shares of common stock;
- each of our executive officers and directors who beneficially own shares of our common stock; and
- all our executive officers and directors as a group.

Unless otherwise indicated, we believe that all persons named in the table have sole voting and investment power with respect to all shares of common stock beneficially owned by them. The following table does not reflect record or beneficial ownership of the public warrants or private placement warrants as these warrants are not exercisable within 60 days of the date of this proxy statement.

The beneficial ownership of our common stock is based on 25,000,000 shares of common stock issued and outstanding as March 6, 2023, consisting of 20,000,000 shares of Class A common stock and 5,000,000 founder shares.

Name and Address of Beneficial Owner <sup>(1)</sup>	Class A Common Stock		Class B Common Stock		Percentage of Common Stock Beneficially Owned
	Number of Shares Beneficially Owned	Percentage of Class Beneficially Owned	Number of Shares Beneficially Owned	Percentage of Class Beneficially Owned	
Home Plate Sponsor LLC <sup>(2)(3)</sup> .....	—	—	3,550,000	71.0%	14.2%
Daniel Ciporin <sup>(2)(3)(4)</sup> .....	—	—	3,550,000	71.0%	14.2%
Jonathan Rosenzweig <sup>(2)(5)</sup> .....	—	—	—	—	—
Michael A. DeSimone <sup>(2)(6)</sup> .....	—	—	25,000	*	*
Michele Docharty <sup>(2)(6)</sup> .....	—	—	25,000	*	*
Ross Fubini <sup>(2)(6)</sup> .....	—	—	25,000	*	*
Rhonda Ramparas <sup>(2)(7)</sup> .....	—	—	25,000	*	*
All officers and directors as a group <sup>(2)</sup> .....	—	—	3,650,000	73.0%	14.6%
<b>Other 5% Shareholders</b>					
UBS O'Connor LLC <sup>(8)</sup> .....	1,980,000	9.9%	—	—	7.9%
Polar Asset Management Partners Inc. <sup>(9)</sup> .....	1,630,000	8.2%	—	—	6.5%
Entities associated with Radcliffe Capital Management, L.P. <sup>(10)</sup> .....	1,441,715	7.2%	—	—	5.8%
Saba Capital Management <sup>(11)</sup> .....	1,424,294	7.1%	—	—	5.7%
Jane Street Group, LLC <sup>(12)</sup> .....	1,217,713	6.1%	—	—	4.9%
Entities Associated with Atalaya Capital Management LP <sup>(13)</sup> .....	1,238,688	6.2%	—	—	5.0%

\* Less than one percent.

(1) Unless otherwise noted, the business address of each of our stockholders is P.O. Box 1314, New York, NY 10028.

(2) Consists solely of shares of Class B shares common stock. Such shares will automatically convert into Class A common stock on a one-for-one basis, subject to adjustment, on the first business day following the completion of our initial business combination.

(3) Our sponsor is controlled by Mr. Ciporin. Mr. Ciporin indirectly has voting and dispositive power over the founder shares held by our sponsor and may be deemed to beneficially own the founder shares. Mr. Ciporin disclaims beneficial ownership of the founder shares held by our sponsor other than to the extent of his pecuniary interest in such founder shares. Each of our officers and directors are direct or indirect members of our sponsor.

(4) Includes an indirect pecuniary interest in (i) 793,272 founder shares owned by our sponsor as a result of his membership interest in our sponsor and (ii) 84,133 founder shares owned by our sponsor as a result of the membership interest of the Daniel Ciporin 2014 Trust dated 02/24/2014 in our sponsor.

(5) Excludes an indirect pecuniary interest in 422,454 founder shares owned by our sponsor as a result of his membership interest in our sponsor. Mr. Rosenzweig does not currently have voting or dispositive power over such founder shares.

(6) Excludes an indirect pecuniary interest in 22,849 founder shares owned by our sponsor as a result of his or her membership interest in our sponsor since such director does not currently have voting or dispositive power over such founder shares.

- (7) Excludes an indirect pecuniary interest in 17,136 founder shares owned by our sponsor as a result of her membership interest in our sponsor since such director does not currently have voting or dispositive power over such founder shares.
- (8) Based solely on Schedule 13G/A filed with the SEC on February 6, 2023 by UBS O'Connor LLC. UBS O'Connor LLC has sole voting and dispositive power over 1,980,000 shares of Class A common stock. The principal business address of UBS O'Connor LLC is One North Wacker Drive, 31st Floor, Chicago, Illinois 60606.
- (9) Based solely on a Schedule 13G/A filed with the SEC on February 10, 2023 by Polar Asset Management Partners Inc. Polar Asset Management Partners Inc. serves as the investment advisor to Polar Multi-Strategy Master Fund, a Cayman Islands exempted company ("PMSMF") with respect to the shares directly held by PMSMF. The principal business address of the Reporting Person is 16 York Street, Suite 2900, Toronto, ON, Canada M5J 0E6.
- (10) Based solely on Schedule 13G filed with the SEC by Radcliffe Capital Management, L.P. on February 14, 2022. Consists of shares beneficially owned by Radcliffe Capital Management, L.P., RGC Management Company, LLC, Steven B. Katznelson, Christopher Hinkel, Radcliffe SPAC Master Fund, L.P. and Radcliffe SPAC GP, LLC. Each of the reporting persons has shared voting and shared dispositive power with respect to 1,441,715 shares of Class A common stock. Radcliffe Capital Management, L.P. is the relevant entity for which RGC Management Company, LLC, Steven B. Katznelson and Christopher Hinkel may be considered control persons. Radcliffe SPAC Master Fund, L.P. is the relevant entity for which Radcliffe SPAC GP, LLC, Steven B. Katznelson and Christopher Hinkel may be considered control persons. The principal business address of these individuals and entities is 50 Monument Road, Suite 300, Bala Cynwyd, Pennsylvania 19004.
- (11) Based solely on a Schedule 13G filed with the SEC on July 1, 2022 by (i) Saba Capital Management, L.P. ("Saba Capital"), Saba Capital Management GP, LLC ("Saba GP"), and Mr. Boaz R. Weinstein. Each of Saba Capital, Saba GP and Mr. Weinstein have shared voting and shared dispositive power with respect to 1,424,294 shares of Class A common stock. The principal business address of each of Saba Capital, Saba GP and Mr. Weinstein is 405 Lexington Avenue, 58th Floor, New York, New York 10174.
- (12) Based solely on a Schedule 13G filed with the SEC on February 14, 2023 by Jane Street Group, LLC and Jane Street Capital, LLC. Jane Street Group, LLC and Jane Street Capital, LLC have shared voting and shared dispositive power with respect to 1,217,713 shares of Class A common stock. The principal business address of each the Jane Street Group, LLC and Jane Street Capital, LLC is 250 Vesey Street, 6th Floor, New York, New York 10281.
- (13) Based solely on a Schedule 13G/A filed with the SEC on February 14, 2023 by (i) Atalaya Capital Management LP ("ACM"), (ii) Atalaya Special Purpose Investment Fund II LP (ASPIF), (iii) ACM ASOF VII (Cayman) Holdco LP ("ASOF"), (iv) ACM Alameda Special Purpose Investment Fund II LP ("Alameda"), (v) ACM Alamosa (Cayman) Holdco LP ("Alamosa"), (vi) Corbin ERISA Opportunity Fund, Ltd. ("CEO"), (vii) Corbin Capital Partners GP, LLC ("Corbin GP"), and (viii) Corbin Capital Partners, L.P. ("CCP"). ASPIF, ASOF, Alameda and Alamosa may be deemed to beneficially own 264,330, 370,854, 232,650, and 0 shares of Class A common stock, respectively. Each of Corbin GP and CCP may be deemed the beneficial owner of 370,854 shares of Class A common stock, which amount includes the 370,854 shares deemed beneficially owned by CEO. As the investment manager of ASPIF, ASOF, Alameda and Alamosa, ACM has the power to vote and direct the disposition of all shares held by each of the foregoing. As CEO's investment manager, CCP has the power to vote and direct the disposition of all shares held by CEO and COF. Each of Corbin GP and CCP may be deemed the beneficial owner of the shares held of record by CEO. The address of the principal business office of each of ASPIF II, ASOF, Alameda, Alamosa and ACM is One Rockefeller Plaza, 32nd Floor, New York, NY 10020. The principal business address of each of CEO, Corbin GP and CCP is 590 Madison Avenue, 31st Floor, New York, NY 10022.

## **DELIVERY OF DOCUMENTS TO STOCKHOLDERS**

Pursuant to the rules of the SEC, the Company and its agents that deliver communications to its stockholders are permitted to deliver to two or more stockholders sharing the same address a single copy of the Company's proxy statement. Upon written or oral request, the Company will deliver a separate copy of the proxy statement to any stockholder at a shared address who wishes to receive separate copies of such documents in the future. Stockholders receiving multiple copies of such documents may likewise request that the Company deliver single copies of such documents in the future. Stockholders may notify the Company of their requests by emailing or writing the Company at the Company's principal executive offices at P.O. Box 1314, New York, NY, 10028, jonathan@homeplateacq.com, Attn: Jonathan Rosenzweig.

## WHERE YOU CAN FIND MORE INFORMATION

The Company files annual, quarterly and current reports, proxy statements and other information with the SEC. The SEC maintains an internet web site that contains reports, proxy and information statements, and other information regarding issuers, including us, that file electronically with the SEC. The public can obtain any documents that we file electronically with the SEC at <http://www.sec.gov>.

You may obtain additional copies of this proxy statement, at no cost, and you may ask any questions you may have about the Extension Amendment Proposal, the Adjournment Proposal or the Founder Share Amendment Proposal by contacting us at the following address or email:

Home Plate Acquisition P.O. Box 1314  
New York, NY 10028  
Attn: Jonathan Rosenzweig  
Email: [jonathan@homeplateacq.com](mailto:jonathan@homeplateacq.com)

You may also obtain these documents at no cost by requesting them in writing or by telephone from the Company's proxy solicitation agent at the following address and telephone number:

Morrow Sodali LLC  
333 Ludlow Street, 5th Floor, South Tower  
Stamford, CT 06902  
Tel: (800) 662-5200 (toll-free) or  
(203) 658-9400 (banks and brokers can call collect)  
Email: [hppl.info@investor.morrowsodali.com](mailto:hppl.info@investor.morrowsodali.com)

In order to receive timely delivery of the documents in advance of the special meeting, you must make your request for information no later than March 21, 2023 (one week prior to the date of the special meeting).



ANNEX A

PROPOSED CERTIFICATE OF AMENDMENT TO THE  
AMENDED AND RESTATED CERTIFICATE  
OF INCORPORATION  
OF  
HOME PLATE ACQUISITION CORPORATION

Home Plate Acquisition Corporation, a corporation organized and existing under the laws of the State of Delaware (the “*Corporation*”), does hereby certify:

1. The original certificate of incorporation of the Corporation was filed with the Secretary of State of Delaware on March 24, 2021, and amended and restated and filed with the Secretary of State of the State of Delaware on September 29, 2021 (as amended and restated, the “*Certificate of Incorporation*”).

2. The Board of Directors of the Corporation has duly adopted resolutions setting forth amendments to the Amended and Restated Certificate of Incorporation (the “*Proposed Amendments*”), declaring the Proposed Amendments to be advisable and in the best interests of the Corporation and its stockholders and authorizing the appropriate officers of the Corporation to solicit the consent of the stockholder therefor, which resolutions setting forth the Proposed Amendments are substantially as follows:

**RESOLVED**, that Section 4.3(b)(i) of Article IV of the Certificate of Incorporation is amended and restated to read in its entirety as follows:

“(i) Shares of Class B Common Stock shall be convertible into shares of Class A Common Stock on a one-for-one basis (the “Initial Conversion Ratio”) (A) at any time at the election of holder of such shares of Class B Common Stock and (B) automatically upon the closing of the Business Combination.”

**RESOLVED, FURTHER**, that Section 9.1(b) of Article IX of the Certificate of Incorporation is amended and restated to read in its entirety as follows:

“(b) Immediately after the Offering, a certain amount of the net offering proceeds received by the Corporation in the Offering (including the proceeds of any exercise of the underwriters’ over-allotment option) and certain other amounts specified in the Corporation’s registration statement on Form S-1, as initially filed with the Securities and Exchange Commission (the “SEC”) on September 3, 2021, as amended (the “Registration Statement”), shall be deposited in a trust account (the “Trust Account”), established for the benefit of the Public Stockholders (as defined below) pursuant to a trust agreement described in the Registration Statement. Except for the withdrawal of interest income (if any) to pay the Corporation’s taxes, none of the funds held in the Trust Account (including the interest earned on the funds held in the Trust Account) will be released from the Trust Account until the earliest to occur of (i) the completion of the initial Business Combination, (ii) the redemption of 100% of the Offering Shares (as defined below) if the Corporation does not complete its initial Business Combination within 24 months from the closing of the Offering, subject to applicable law, and (iii) the redemption of Offering Shares in connection with a stockholder vote to approve an amendment to this Amended and Restated Certificate that (A) would affect the substance or timing of the Corporation’s obligation to allow redemption in connection with the initial Business Combination or to redeem 100% of the Offering Shares if the Corporation has not completed an initial Business Combination within 24 months from the closing of the Offering or (B) with respect to stockholders’ rights or pre-initial Business Combination activity (as described in Section 9.7). Holders of shares of the Common Stock included as part of the units sold in the Offering (the “Offering Shares”) (whether such Offering Shares were purchased in the Offering or in the secondary market following the Offering and whether or not such holders are the Sponsor or officers or directors of the Corporation, or any affiliates of any of the foregoing) are referred to herein as “Public Stockholders.””

**RESOLVED, FURTHER**, that Section 9.2(d) of Article IX of the Certificate of Incorporation is amended and restated to read in its entirety as follows:

“(d) In the event that the Corporation has not completed an initial Business Combination within 24 months from the closing of the Offering, the Corporation shall (i) cease all operations except for

the purpose of winding up, (ii) as promptly as reasonably possible but no more than ten business days thereafter subject to lawfully available funds therefor, redeem the Offering Shares, at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest earned on the funds held in the Trust Account not previously released to the Corporation to pay its taxes, if any (less up to \$100,000 of interest to pay dissolution expenses), divided by the number of the then outstanding Offering Shares, which redemption will completely extinguish rights of the Public Stockholders (including the right to receive further liquidating distributions, if any), subject to applicable law, and (iii) as promptly as reasonably possible following such redemption, subject to the approval of the remaining stockholders and the Board in accordance with applicable law, liquidate and dissolve, subject in each case to the Corporation's obligations under the DGCL to provide for claims of creditors and the requirements of other applicable law."

**RESOLVED, FURTHER,** that Section 9.7 of Article IX of the Certificate of Incorporation is amended and restated to read in its entirety as follows:

**"Additional Redemption Rights.** If, in accordance with Section 9.1(a), any amendment is made to Section 9.2(d) that would affect the substance or timing of the Corporation's obligation to allow redemption in connection with the Corporation's initial Business Combination or to redeem 100% of the Offering Shares if the Corporation does not complete an initial Business Combination within 24 months from the closing of the Offering or with respect to any other provision relating to stockholders' rights or pre-initial Business Combination activity, the Public Stockholders shall be provided with the opportunity to redeem their Offering Shares upon approval of any such amendment, at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest earned on the funds held in the Trust Account and not previously released to the Corporation to pay its taxes, divided by the number of the then outstanding Offering Shares; provided, however, that any such amendment will be voided, and this Article IX will remain unchanged, if any stockholders who wish to redeem are unable to redeem due to the Redemption Limitation."

3. All other provisions of the Certificate of Incorporation shall remain in full force and effect.

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Amendment to be signed this day of \_\_\_\_\_, 2023.

---

Daniel Ciporin  
Chief Executive Officer

## ANNEX B

### PROPOSED FORM OF AMENDMENT NO. 1 TO INVESTMENT MANAGEMENT TRUST AGREEMENT

THIS AMENDMENT NO. 1 TO THE INVESTMENT MANAGEMENT TRUST AGREEMENT (this “*Amendment*”) is made as of \_\_\_\_\_, 2023, by and between Home Plate Acquisition Corporation, a Delaware corporation (the “*Company*”), and Continental Stock Transfer & Trust Company, a New York corporation (the “*Trustee*”). Capitalized terms contained in this Amendment, but not specifically defined in this Amendment, shall have the meanings ascribed to such terms in the Original Agreement (as defined below).

WHEREAS, on October 4, 2021, the Company consummated an initial public offering (the “*Offering*”) of units of the Company, each of which is composed of one share of the Company’s Class A common stock, par value \$0.0001 per share (“*Common Stock*”), and one-half of one redeemable warrant, each whole warrant entitling the holder thereof to purchase one share of Common Stock;

WHEREAS, \$200,000,000 of the gross proceeds of the Offering and sale of the Private Placement Warrants (as defined in the Underwriting Agreement) were delivered to the Trustee to be deposited and held in the segregated Trust Account located in the United States for the benefit of the Company and the holders of the shares of Common Stock included in the Units issued in the Offering pursuant to the investment management trust agreement made effective as of September 29, 2021, by and between the Company and the Trustee (the “*Original Agreement*”);

WHEREAS, the Company has sought the approval of the holders of its shares of Common Stock and holders of its shares of Class B common stock, par value \$0.0001 per share (the “*Class B Common Stock*”), at a special meeting to: (i) give the Company the right to extend the date (the “*Termination Date*”) by which it has to consummate a business combination from April 4, 2023 to October 4, 2023 (the “*Extended Date*”) (the “*Extension Amendment*”) and (ii) a proposal to amend the Original Agreement to allow the Company to extend the Termination Date to the Extended Date (the “*Trust Amendment*”);

WHEREAS, holders of at least a majority of the then issued and outstanding shares of Common Stock and Class B Common Stock, voting together as a single class, approved the Extension Amendment and the Trust Amendment; and

WHEREAS, the parties desire to amend the Original Agreement to, among other things, reflect amendments to the Original Agreement contemplated by the Trust Amendment.

NOW, THEREFORE, in consideration of the mutual agreements contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the parties hereto agree as follows:

1. *Amendment to Trust Agreement.* Section 1(i) of the Original Agreement is hereby amended and restated in its entirety as follows:

“(i) Commence liquidation of the Trust Account only after and promptly after (x) receipt of, and only in accordance with, the terms of a letter from the Company (“*Termination Letter*”) in a form substantially similar to that attached hereto as either Exhibit A or Exhibit B, as applicable, signed on behalf of the Company by the Chief Executive Officer, Chief Financial Officer, Secretary or Chairman of the board of directors of the Company (the “*Board*”) or other authorized officer of the Company, and, in the case of Exhibit A, acknowledged and agreed to by the Representative, and complete the liquidation of the Trust Account and distribute the Property in the Trust Account, including interest not previously released to the Company to pay its tax obligations (net of taxes payable and expenses related to the administration of the trust account and less up to \$100,000 of interest that may be released to the Company to pay dissolution expenses), only as directed in the Termination Letter and the other documents referred to therein, or (y) upon the date which is, the later of (1) 24 months after the closing of the Offering and (2) such later date as may be approved by the Company’s stockholders in accordance with the Charter if a Termination Letter has not been received by the Trustee prior to such date, in which case the Trust Account shall be liquidated in accordance with the procedures set forth in the Termination Letter attached as Exhibit B and the Property in the Trust Account, including interest not previously released to the Company to pay its tax

obligations (less up to \$100,000 of interest that may be released to the Company to pay dissolution expenses) shall be distributed to the Public Stockholders of record as of such date; provided, however, that the Trustee has no obligation to monitor or question the Company's position that an allocation has been made for taxes payable;"

*2. Miscellaneous Provisions.*

2.1. *Successors.* All the covenants and provisions of this Amendment by or for the benefit of the Company or the Trustee shall bind and inure to the benefit of their permitted respective successors and assigns.

2.2. *Severability.* This Amendment shall be deemed severable, and the invalidity or unenforceability of any term or provision hereof shall not affect the validity or enforceability of this Amendment or of any other term or provision hereof. Furthermore, in lieu of any such invalid or unenforceable term or provision, the parties hereto intend that there shall be added as a part of this Amendment a provision as similar in terms to such invalid or unenforceable provision as may be possible and be valid and enforceable.

2.3. *Applicable Law.* This Amendment shall be governed by and construed and enforced in accordance with the laws of the State of New York.

2.4. *Counterparts.* This Amendment may be executed in several original or facsimile counterparts, each of which shall constitute an original, and together shall constitute but one instrument.

2.5. *Effect of Headings.* The section headings herein are for convenience only and are not part of this Amendment and shall not affect the interpretation thereof.

2.6. *Entire Agreement.* The Original Agreement, as modified by this Amendment, constitutes the entire understanding of the parties and supersedes all prior agreements, understandings, arrangements, promises and commitments, whether written or oral, express or implied, relating to the subject matter hereof, and all such prior agreements, understandings, arrangements, promises and commitments are hereby canceled and terminated.

*[Signature page follows]*

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first above written.

**Continental Stock Transfer & Trust Company, as Trustee**

By:

Name:

Title:

**Home Plate Acquisition Corporation**

By:

Name:

Title:

*[Signature Page to Amendment No. 1 to Investment Management Trust Agreement]*



HOME PLATE ACQUISITION CORPORATION  
P.O. BOX 1314  
NEW YORK, NY 10028



**SCAN TO  
VIEW MATERIALS & VOTE**



**VOTE BY INTERNET**

*Before The Meeting* - Go to [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

*During The Meeting* - Go to [www.virtualshareholdermeeting.com/HPLT2023SM](http://www.virtualshareholdermeeting.com/HPLT2023SM)

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V03086-Z84704

KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

HOME PLATE ACQUISITION CORPORATION



**The Board of Directors recommends you vote FOR the following proposals:**

		For	Against	Abstain
1.	A proposal to amend the Company's charter to extend the date by which the Company must consummate a business combination from April 4, 2023 (the date that is 18 months from the closing date of the Company's IPO) to October 4, 2023 (the date that is 24 months from the closing date of the IPO).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	A proposal to amend the Trust Agreement, by and between the Company and the Trustee, allowing the Company to extend the Combination Period to the Extended Date.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	A proposal to amend the Company's charter to provide holders of Class B common stock of the Company the right to convert any and all of their Class B common stock into Class A common stock of the Company on a one-for-one basis prior to the closing of a business combination at the election of the holder.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	A proposal to approve the adjournment of the special meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies in the event that there are insufficient votes to approve the Extension Amendment Proposal, the Trust Amendment Proposal, or the Founder Share Amendment Proposal or if we determine that additional time is necessary to effectuate the Extension.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]	Date

Signature (Joint Owners)	Date

**Important Notice Regarding the Availability of Proxy Materials for the Special Meeting:**  
The Proxy Statement is available at [www.proxyvote.com](http://www.proxyvote.com).

V03087-Z84704

**HOME PLATE ACQUISITION CORPORATION**  
**Special Meeting of Stockholders**  
**March 28, 2023 11:00 a.m. Eastern Time**  
**This proxy is solicited on behalf by the Board of Directors**

The stockholder(s) hereby appoint(s) Jonathan Rosenzweig, as proxy, with the power to appoint his substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of (Common/Preferred) Stock of HOME PLATE ACQUISITION CORPORATION that the stockholder(s) is/are entitled to vote at the Special Meeting of Stockholders to be held at 11:00 a.m. Eastern Time, on March 28, 2023, virtually at [www.virtualshareholdermeeting.com/HPLT2023SM](http://www.virtualshareholdermeeting.com/HPLT2023SM), and any adjournment or postponement thereof.

**This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.**

**Continued and to be signed on reverse side**