

European SPAC & de-SPAC data & statistics roundup

Overview

European SPAC IPO issuance has slowed materially over the first six months of 2022. EU SPACs raised US\$1.78 billion in H1 2022, down from the US\$5.11 billion secured over the same period last year.

EU de-SPAC deal value has also cooled, sliding from in excess of US\$42.53 billion in H1 2021 to US\$20.86 billion in H2 2022.

The White & Case European SPACs Data Hub highlights the key datapoints behind SPAC IPO and de-SPAC M&A trends in Europe.

European SPAC IPO activity

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SPAC IPOs on European exchanges in the first half of 2022 — down more than 50 per cent year-on-year

The EU SPAC IPO market has put on the brakes through the first half of 2022, as geopolitical and macro-economic headwinds have seen investors and issuers step back and put IPOs on hold.

There were only eight SPAC IPOs on European exchanges during the first half of 2022, down more than 50 per cent year-on-year from the 17 listings in H1 2021. Proceeds have slid from US\$5.11 billion in H1 2021 to US\$1.78 billion over the first half of 2022.

In H1 2022, the UK secured three EU SPAC IPO listings worth

US\$810.14 million

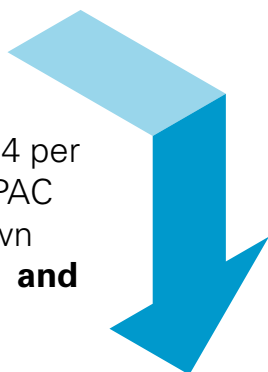


In a quiet market, the UK has been the most popular jurisdiction for IPOs by SPAC sponsors on European stock exchanges. The UK secured more than two-thirds (38.7 per cent) of EU SPAC IPO volume with three listings.

The Netherlands, the go-to European jurisdiction for EU SPAC listings in 2021, recorded two IPOs during the first half of 2022, holding joint-second place for IPO volumes with Germany.

The UK has also been the biggest EU SPAC IPO market by value as well, with listings worth US\$810.14 million in H1 2022, followed by the Netherlands with proceeds of US\$451.65 million and Germany with US\$363.02 million.

In H1 2022, the US had 15.4 per cent market share of EU SPAC sponsor IPO activity — down **from 18.4 per cent in 2021 and 55.6 per cent in 2020.**



The trend of European SPAC sponsors moving back to domestic exchanges rather than looking to IPO in the US has continued to play out, as tighter regulatory oversight and cooling investor appetite make US exchanges less appealing than at the peak of the US SPAC boom in the first half of 2021.

The US has only attracted two listings from EU SPAC sponsors in H1 2022, representing a 15.4 per cent share of EU SPAC sponsor IPO activity. This is down from a market share of 18.4 per cent in 2021 and 55.6 per cent in 2020.

European SPAC IPO data

These statistics track the SPAC IPOs for deals above US\$100 million that have listed on European Stock Exchanges from 1 January 2019 to 30 June 2022.

Annual breakdown of European-listed SPAC IPOs

This chart shows the breakdown of annual SPAC IPOs listed on European stock exchanges by value and volume.

1 January 2019 to 30 June 2022

Year	Number of issues	Market share (%)
2019	1	2
2020	2	5
2021	32	74
2022	8	19
Industry total	43	100

Source: Refinitiv, an LSEG business

Issuer nation by number of SPAC listings

This chart shows the nation of the issuer by number of listings for the period between 1 January 2019 and 30 June 2022.

1 January 2019 to 30 June 2022

Issuer nation	Number of issues	Market share (%)
Luxembourg	9	21
Netherlands	8	19
France	7	16
Cayman Islands	4	9
United Kingdom	3	7
Sweden	3	7
Italy	3	7
Finland	2	5
Guernsey	1	2
United States	1	2
Germany	1	2
Switzerland	1	2
Industry total	43	100

Source: Refinitiv, an LSEG business

Issuance stock exchange by number of SPAC listings

This chart shows the number of SPAC IPO listings on European stock exchanges by number, by year.

H1 2022

Primary exchange nation	Number of issues	Market share (%)
United Kingdom	3	38
Netherlands	2	25
Germany	2	25
France	1	12
Industry total	8	100

Source: Refinitiv, an LSEG business

Full-year 2021

Primary exchange nation	Number of issues	Market share (%)
Netherlands	15	47
Germany	4	13
France	4	13
Sweden	3	9
Italy	2	6
Finland	2	6
United Kingdom	1	3
Switzerland	1	3
Industry total	32	100

Source: Refinitiv, an LSEG business

Full-year 2020

Primary exchange nation	Number of issues	Market share (%)
France	1	50
Netherlands	1	50
Industry total	2	100


Source: Refinitiv, an LSEG business

Full-year 2019


Primary exchange nation	Number of issues	Market share (%)
United Kingdom	1	100
Industry total	1	100

Source: Refinitiv, an LSEG business

European de-SPAC M&A activity



Deal value dropped from
US\$14.62 billion
in Q1 2022 to
US\$6.23 billion
in Q2 2022



De-SPAC M&A value for European assets has mirrored a drop in wider M&A markets during H1 2022. De-SPAC deal value for European targets totalled US\$20.86 billion through the first half of the year, less than half the US\$42.53 billion secured over the same period in 2021.

On a quarter-on-quarter basis, deal value has also more than halved, dropping from US\$14.62 billion in Q1 2022 to US\$6.23 billion in Q2 2022. But although year-on-year and quarterly deal values have declined, the market remains significantly larger than it was before the surge in SPAC activity in 2021. Over the first half of 2019 and 2020, for example, de-SPAC deal value for European targets only totalled US\$380 million and US\$2.35 billion respectively.

De-SPAC deal volumes for European targets, meanwhile, have proved relatively resilient, despite the drop in overall deal value. There have been 22 deals in the year to the end of June 2022, only slightly down year-on-year from 25 deals.

US sponsor deal value
US\$12.35 billion
in H1 2022

Compared to the
US\$4.09 billion
recorded by SPACs
in the Netherlands



US SPACs are still the most active SPAC dealmakers for European targets. De-SPAC deal value involving a US sponsor totalled US\$12.35 billion in H1 2022, more than three times larger than the US\$4.09 billion of deal value recorded by SPACs in the Netherlands, the next-largest acquiror nation by value.

US value figures have been inflated by the US\$736 billion bid for Switzerland-based lottery group Allwyn Entertainment by US SPAC Cohn Robbins Holding Corp., headed up by former White House economic adviser Gary Cohn¹.

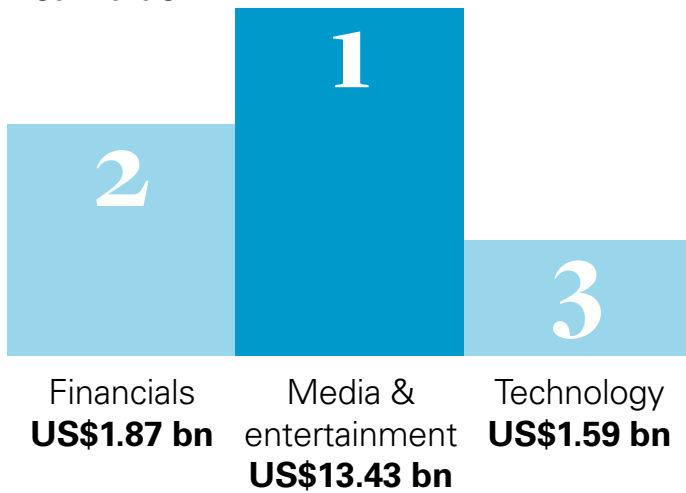
But US SPACs have been active in other jumbo European deals as well, including a US\$1.01 billion move for Italian space transportation and services company D-Orbit by Breeze Holding Acquisition Corp.², and an US\$817.75 million deal for gaming developer Novibet backed by Artemis Strategic Investment Corporation³.

¹ <https://www.reuters.com/business/european-lottery-group-allwyn-list-nyse-with-blank-check-firm-cohn-robbins-2022-01-21/>

² <https://www.cnbc.com/2022/01/27/italian-space-company-d-orbit-going-public-via-nasdaq-spac.html>

³ <https://igamingbusiness.com/novibet-spac-merger/>

Deal value



The Allwyn Entertainment and Novibet deals, as well as a US\$4.09 billion deal for European online gaming and content company FL Topco led by Pegasus Entrepreneurs—a SPAC managed by European private markets firm Tikehau Capital⁴—have ensured that media & entertainment ranked as the biggest sector by value with a total of US\$13.43 billion.

Financials was the next biggest sector by de-SPAC deal value (although a long way back), with transactions worth US\$1.87 billion, followed by technology, with a total of US\$1.59 billion.

Media & entertainment was also the largest sector by volume, with five deals in H1 2022, followed by technology, with four deals, and financials and consumer staples, with three deals apiece.

⁴ <https://www.privateequitywire.co.uk/2022/06/24/315559/tikehau-capital-sponsored-spac-pegasus-entrepreneurs-combine-fl-entertainment>

European de-SPAC/ business combinations data

These statistics track the de-SPAC merges involving a European target from 1 January 2019 to 30 June 2022.

Annual summary of de-SPAC transactions with a European target

This chart shows the annual number of de-SPAC mergers with European targets, between 1 January 2019 and 30 June 2022.

1 January 2019 to 30 June 2022

Announcement year	Number of deals	Market share (%)	Deal value (US\$M)
2019	5	6	1,211
2020	13	14	15,541
2021	50	56	77,216
2022	22	24	20,864
Industry total	90	100	114,831

Source: Refinitiv, an LSEG business

Year-to-date comparison of de-SPAC transactions with European target

This charts shows year-to-date comparison of the number of de-SPAC deals with a European target for 2019, 2020, 2021 and 2022.

1 January 2019 to 30 June 2022

Announcement year	Number of deals	Deal value (US\$M)
January 1, 2019 to June 30, 2019	1	380
January 1, 2020 to June 30, 2020	8	2,358
January 1, 2021 to June 30, 2021	25	42,534
January 1, 2022 to June 30, 2022	22	20,863
Industry total (January 01, 2019 to June 30, 2022)	90	114,831

Source: Refinitiv, an LSEG business

Number of de-SPAC deals in the US by target industry

This chart shows the breakdown of de-SPAC deals for European targets by industry volume over the period 1 January 2019 to 30 June 2022.

1 January 2019 to 30 June 2022

Target industry	Number of deals	Market share %	Deal value (US\$M)
High technology	19	21	15,817
Financials	13	14	9,476
Media & entertainment	12	13	19,074
Healthcare	11	12	8,251
Industrials	10	11	33,277
Materials	5	6	12,056
Retail	5	6	11,122
Consumer staples	5	6	2,843
Consumer products & services	5	6	628
Real estate	3	3	1,504
Energy & power	2	2	777
Industry total	90	100	114,831

Source: Refinitiv, an LSEG business

Number of de-SPAC deals by target nation

This chart shows the target nation broken down by number of de-SPAC deals with a European target over the period 1 January 2019 to 30 June 2022.

1 January 2019 to 30 June 2022

Target nation	Number of deals	Market share %	Deal value (US\$M)
United Kingdom	34	39	30,925
Germany	10	11	8,026
Italy	8	9	3,133
Sweden	5	6	19,867
Netherlands	5	6	9,615
Switzerland	5	6	9,498
Luxembourg	4	4	17,614
France	4	4	2,533
Norway	4	4	1,086
Guernsey	2	2	4,757
Republic of Ireland	2	2	2,046
Finland	2	2	956
Spain	2	2	521
Iceland	1	1	2,189
Cyprus	1	1	2,032
Greece	1	1	26
Industry total	90	100	114,831

Source: Refinitiv, an LSEG business

Number of de-SPAC deals by acquiror nation

This chart shows the acquiror nation broken down by the number of de-SPAC deals with a European target over the period 1 January 2019 to 30 June 2022.

1 January 2019 to 30 June 2022

Acquiror nation	Number of deals	Market share %	Deal value (US\$M)
United States	37	41	91,845
United Kingdom	17	19	2,851
Italy	6	7	564
Netherlands	4	5	5,847
France	4	5	2,533
Cayman Islands	4	5	2,325
Luxembourg	3	3	2,922
Germany	3	3	601
Sweden	3	3	94
Finland	2	2	383
Jersey	2	2	51
Russian Federation	1	1	2,032
Republic of Ireland	1	1	1,459
Singapore	1	1	1,118
Mexico	1	1	191
British Virgin Islands	1	1	7
Industry total	90	100	114,831

Source: Refinitiv, an LSEG business

Beyond the numbers

EU SPAC structures evolve to address investor needs

EU SPAC IPO activity may have slowed in 2022, but SPACs have nevertheless become an established route to a public market listing. European sponsors are adjusting SPAC structures to ensure it stays that way.

The volume of European SPAC IPOs may not have matched the highs observed in 2021, but SPACs are now established as a credible option for companies seeking a pathway to public markets.

Eager to make sure that investors continue to see SPACs as attractive opportunities alongside traditional IPOs, EU SPAC sponsors and their advisers have adapted SPAC IPO structures to reflect changing investor requirements.

A key concern for investors has been climbing interest rates (the European Central Bank (ECB) raised rates in July for the first time since 2011⁵, and the Bank of England has increased rates to the highest levels seen since 2009⁶), and Europe's SPAC sponsors have responded by undertaking various measures to keep investors onboard as interest rates move higher.

An increasingly common feature now observed in EU SPAC IPO terms is a truncated investment period. In 2021, SPACs would typically have two years from IPO to source a deal target, but from the start of the year investment periods have typically been reduced to 15 months so that investor capital is not sitting unused and missing out on earning interest for extended periods of time. It has also become more difficult to secure investment period extensions, which are either ruled out altogether from inception, or are now subject to a shareholder vote for approval.

EU SPACs have also introduced mechanisms that will see investors receive a premium on their initial investment if a SPAC does not find a deal target within its investment period.

In a low interest rate environment, investors used to receive the original amount of their capital back if there was no deal, or if they didn't like the deal target and wanted to redeem their shares instead. Now, however, sponsors are putting arrangements in place to return up to 2 percent more than the principal amount to investors in the event of a deal not going ahead.

EU SPACs have also put in place higher thresholds for the award of "promote" bonuses — share awards made to sponsors in a target company when a de-SPAC business combination is secured — following the trend from the US SPAC market.

Last year, European sponsors were converting all of their SPAC shares into target company shares as soon as a business combination deal was secured. More recently, however, only a portion of the sponsor's shares will convert at the business combination with remaining shares only converting as post, de-SPAC stock prices reach certain milestones. This has helped to connect long-term sponsor and investor interests more closely.

These measures indicate that EU SPAC sponsors are working hard to ensure that their offer remains relevant against a rapidly shifting macro-economic backdrop.

⁵ <https://www.ft.com/content/42b002c0-434e-4688-bdb7-33e0a7c2323f>

⁶ <https://www.independent.co.uk/news/uk/home-news/interest-rates-uk-2022-bank-england-b2102446.html>

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The data used for the European SPAC/de-SPAC Data Hub is sourced from Refinitiv, an LSEG business. The database is constantly updated and therefore data points reported are subject to change each month.

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