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468 SPAC I SE completes €300 million private placement

Luxembourg, 29 April 2021

468 SPAC I SE (the "Company"), a Luxembourg special purpose acquisition company (SPAC), completed its private placement of 30,000,000 units (the "Units") consisting each of one share (a "Public Share") and one-third of a warrant (a "Public Warrant"), at a price of €10.00 per unit for an aggregate of €300 million. The Units were solely offered to institutional investors.

The Company has applied for admission of the Public Shares (ISIN: LU2333563281) to trading on the regulated market (*regulierter Markt*) of the Frankfurt Stock Exchange (*General Standard*) and for introduction to trading of the Public Warrants (ISIN: LU2333564099) on the open market (*Freiverkehr*) of the Frankfurt Stock Exchange (*Börse Frankfurt Zertifikate AG*). Trading of the Public Shares and Public Warrants is expected to commence on 30 April 2021. Closing with the private placement investors through delivery of the shares and warrants is scheduled for 03 May 2021.

Joh. Berenberg, Gossler & Co. KG acted as Sole Global Coordinator for the transaction.

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In the United Kingdom, this publication is only being distributed to and is only directed at persons who are (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), or (ii) persons falling within Article 49(2)(a) to (d) of the Order (high net worth companies, unincorporated associations, etc.) (all such persons together being referred to as "Relevant Persons"). This publication is directed only at Relevant Persons and must not be acted on or relied upon by persons who are not Relevant Persons. Any investment or investment activity to which this publication relates is available only to Relevant Persons and will be engaged in only with Relevant Persons.

In member states of the European Economic Area the placement of securities described in this announcement was directed exclusively at persons who are "qualified investors" within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (Prospectus Regulation).

The Units have not been and are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any Retail Investor in the EEA. For these purposes, a "Retail Investor" means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments, as amended ("MiFID II"); (ii) a customer within the meaning of Directive (EU) 2016/97 of the European Parliament and of the Council of 20 January 2016 on insurance distribution, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 of the European Parliament and of the Council of 26 November 2014 on key information documents for packaged retail and insurance-based investment products (the "PRIIPs Regulation") for offering or selling the Units or otherwise making them available to Retail Investors in the EEA has been prepared and therefore offering or selling the Units or otherwise making them available to any Retail Investor in the EEA may be unlawful under the PRIIPs Regulation.

Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Public Shares and Public Warrants has led to the conclusion that (i) the Public Shares are (a) compatible with an end target market of Retail Investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II, and (b) eligible for distribution through all distribution channels permitted by MiFID II and (ii) the Public Warrants are (a) compatible with an end target market of investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II, and (b) eligible for distribution to professional clients and eligible counterparties through all distribution channels permitted by MiFID II.

Any person subsequently offering, selling or recommending the Public Shares and Public Warrants (a "distributor") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Public Shares and Public Warrants (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

The Units have not been and are not intended, to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any Retail Investor in the United Kingdom ("UK"). For these purposes the expression "Retail Investor" means a person who is one (or more) of the following: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA ("UK MiFIR"). Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Units or otherwise making them available to Retail Investors in the UK has been prepared and therefore offering or selling the Units or otherwise making them available to any Retail Investor in the UK may be unlawful under the UK PRIIPs Regulation.

Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Public Shares and Public Warrants has led to the conclusion that (i) the Public Shares are (a) compatible with an end target market of Retail Investors and eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("COBS") and professional clients, as defined in UK MiFIR, and (b) eligible for distribution through all distribution channels and (ii) the Public Warrants are (a) compatible with an end target market of eligible counterparties, as defined in COBS, and professional clients, as defined in UK MiFIR; and (b) all channels for distribution of the Public Warrants to eligible counterparties and professional clients are appropriate.

Any person subsequently offering, selling or recommending the Public Shares and Public Warrants (a "distributor") should take into consideration the target market assessment; however, a distributor subject to COBS is responsible for undertaking its own target market assessment in respect of the Public Shares and Public Warrants (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

No action has been taken that would permit an offering or an acquisition of the securities or a distribution of this announcement in any jurisdiction where such action would be unlawful. Persons into whose possession this announcement comes are required to inform themselves about and to observe any such restrictions.

This announcement does not constitute a recommendation concerning the Public Shares and Public Warrants. Investors should consult a professional advisor as to the suitability of the Public Shares and Public Warrants for the person concerned.

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