

468 SPAC I SE: 468 SPAC I announces successful completion of the business combination with Boxine GmbH

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Press Release

468 SPAC I SE announces successful completion of the business combination with Boxine GmbH

Luxembourg, 26 November 2021 - 468 SPAC I SE ("468 SPAC I"), a publicly listed special purpose acquisition company sponsored (SPAC) by Alexander Kudlich, Ludwig Ensthaler and Florian Leibert, today announced the successful completion of its business combination with Boxine GmbH ("Boxine"), a cloud-connected kid's audio entertainment business and the company behind the "tonies®" brand. The Frankfurt Stock Exchange ticker symbol for the shares of the combined company, renamed tonies SE, are expected to be changed to "TNIE", beginning on 29 November 2021.

On 30 August 2021, 468 SPAC I and Boxine entered into a business combination agreement pursuant to which 468 SPAC I will indirectly acquire or assume all of the outstanding equity and equity equivalents of Boxine in exchange for the issuance of new public shares ("New Public Shares") and a cash consideration. Earlier today, the prospectus prepared for the admission to trading of the New Public Shares on the Frankfurt Stock Exchange was approved by the CSSF (Commission de Surveillance du Secteur Financier), thereby fulfilling the final closing condition. The business combination was unanimously approved by the 468 SPAC I shareholders attending the extraordinary general meeting on 15 November 2021.

468 SPAC I has applied for admission of the New Public Shares to trading on the regulated market (regulierter Markt) of the Frankfurt Stock Exchange (General Standard). Trading of the New Public Shares is expected to commence on 29 November 2021.

About Boxine GmbH/tonies

Founded in 2013, Boxine is the creator of a new multi-billion euro category in kid's digital entertainment and the company behind the award-winning, screen-free tonies® audio entertainment system for kids aged 3 years and up. The revolutionary ecosystem consists of the Toniebox player and audio figurines - called Tonies - which when paired with the Toniebox start playing audio content. Boxine offers kids a digital storytelling experience in a way that stimulates their imagination and enables intuitive, tactile play. Since launching the product in late 2016, Boxine has sold more than 2.4 million Tonieboxes and over 25 million Tonies. It is currently present in Germany, Austria, Switzerland, the UK, Ireland and the US with further internationalisation plans.

For more information visit: <https://tonies.com/>

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Solely for the purpose of the product governance requirements contained within MiFID II, (ii) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 of 7 April 2016 supplementing MiFID II and (iii) local implementing measures (together, the “MiFID II Requirements”), and disclaiming any and all liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the MiFID II Requirements) may otherwise have with respect thereto, the Public Shares and Public Warrants have been subject to a product approval process. As a result, it has been determined 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.

This release may contain forward-looking statements. Forward-looking statements are statements that are not historical facts and may be identified by words such as “plans”, “targets”, “aims”, “believes”, “expects”, “anticipates”, “intends”, “estimates”, “will”, “may”, “continues”, “should” and similar expressions. These forward-looking statements reflect, at the time made, the Company’s beliefs, intentions and current targets/aims concerning, among other things, the Company’s or the Group’s results of operations, financial condition, liquidity, prospects, growth and strategies. Forward-looking statements include statements regarding: objectives, goals, strategies, outlook and growth prospects; future plans, events or performance and potential for future growth; lease-up potentials; economic outlook and industry trends; developments of the Company’s or the Group’s markets; the impact of regulatory initiatives; and the strength of the Company’s or any other member of the Group’s competitors. Forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. The forward-looking statements in this release are based upon various assumptions, many of which are based, in turn, upon further assumptions, including without limitation, management’s examination of historical operating trends, data contained in the Company’s records (and those of other members of the Group) and other data available from third parties. Although the Company believes that these assumptions were reasonable when made, these assumptions are inherently subject to significant known and unknown risks, uncertainties, contingencies and other important factors which are difficult or impossible to predict and are beyond the Company’s control.

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