



Company Presentation

Creator of a new multi-billion Euro category in kids entertainment and beyond

August 2021



Disclaimer



IMPORTANT: Please read the following before continuing. The following applies to this document, which has been prepared by Boxine GmbH (the “Company” and together with its consolidated subsidiaries, the “Group”) solely for use discussion purposes in relation to the Group at this meeting, to the oral and, if any, video presentation of the information in this document by members of the Company’s management, to any question-and-answer session that follows the oral and, if any, video presentation and any material distributed in connection with this presentation (collectively, the “Information”), each of which should be considered together and not taken out of context.

The Information is strictly confidential until the date on which such Information is or becomes public or is no longer confidential otherwise than as a result of your conduct. It does not purport to contain all information required to evaluate the Company or the Group and/or its financial position. Financial information in this document is preliminary and unaudited and certain financial information (including percentages) has been rounded according to established commercial standards. Certain financial information included in this document consists of “non-IFRS / non-GAAP financial measures” and adjustments thereto. These non-IFRS / non-GAAP financial measures and adjustments thereto may not be comparable to similarly titled measures presented by other companies, nor should they be construed as an alternative to other financial measures determined in accordance with IFRS or GAAP. You are cautioned not to place undue reliance on any non-IFRS / non-GAAP financial measures, adjustments thereto and ratios included herein.

The Information does not constitute a recommendation regarding any loans or securities of or investments in the Company or any other member of the Group. Further, it should not be treated as giving investment, legal, accounting, regulatory, taxation or other advice and recipients should each make their own evaluation of the Company and of the relevance and adequacy of the information contained herein.

This document is not, and should not be construed as, a prospectus or offering document, and has not been reviewed or approved by any regulatory or supervisory authority. The Information does not constitute or form part of, and should not be construed as an offer for sale or subscription of or a solicitation or invitation of any offer to subscribe for or purchase any loans or securities of or make an investment in the Company or any other member of the Group or any other entity in any jurisdiction, and nothing contained therein shall form the basis of or be relied on in connection with any contract or commitment whatsoever, in particular, it must not be used in making any investment decision.

No representation, warranty or undertaking, express or implied, is made by the Company, its shareholders or any of the Company’s or its shareholders’ respective affiliates or any of its or their respective directors, officers, employees or agents (“Representatives”) or any other person as to, and no reliance should be placed on, the fairness, accuracy, completeness or correctness of the Information or the opinions contained therein or any other statement made or purported to be made in connection with the Company or the Group, for any purpose whatsoever, including but not limited to any investment considerations. No responsibility, obligation or liability whatsoever, whether arising in tort, contract or otherwise, is or will be accepted by the Company or its shareholders or any of their respective Representatives or any other person for any loss, cost or damage howsoever arising from any use of the Information, or for information or opinions or for any errors, omissions or misstatements contained therein or otherwise arising in connection therewith.

The Information is subject to updating, revision, amendment, verification, correction, completion and change. None of the Company, its shareholders or any of their respective Representatives or any other person undertakes any obligation to provide the attendee or recipient with access to any additional information or to update the Information or to correct any inaccuracies in any such Information, including any financial data or forward-looking statements. The Information should be considered in the context of the circumstances prevailing at the time and has not been, and will not be, updated to reflect material developments which may occur after the date thereof. None of the Company’s shareholders or any of their respective Representatives have independently verified any of the Information.

The Information may constitute or include 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 the Information 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.

Forward-looking statements are not guarantees of future performance and such risks, uncertainties, contingencies and other important factors could cause the actual outcomes and the results of operations, financial condition and liquidity of the Company and other members of the Group or the industry to differ materially from those results expressed or implied in the Information by such forward-looking statements. No assurances can be given that the forward-looking statements will be realized. The forward-looking statements speak only as of the date of this document. The Company expressly disclaims any obligation or undertaking to release any updates or revisions to any forward-looking statements to reflect any change in the Company’s expectations with regard thereto or any changes in events, conditions or circumstances on which any forward-looking statements are based. No representation or warranty is made that any of these forward-looking statements or forecasts will come to pass or that any forecast result will be achieved. Undue influence should not be given to, and no reliance should be placed on, any forward-looking statement.

To the extent available, the industry, market and competitive position data contained in the Information come from official or third party sources. Third party industry publications, studies and surveys generally state that the data contained therein have been obtained from sources believed to be reliable, but that there is no guarantee of the accuracy or completeness of such data. While the Company believes that each of these publications, studies and surveys has been prepared by a reputable source, none of the Company, its shareholders or any of their respective Representatives has independently verified the data contained therein. You are therefore cautioned not to give undue weight to third party data. In addition, certain of the industry, market and competitive position data contained in the Information come from the Company’s own internal research and estimates based on the knowledge and experience of the Company’s management in the markets in which the Company and the other members of the Group operate. While the Company believes that such research and estimates are reasonable, they, and their underlying methodology and assumptions, have not been verified by any independent source for accuracy or completeness and are subject to change and correction without notice. Accordingly, reliance should not be placed on any of the industry, market or competitive position data contained in the Information.

The Company does not expect or intend to register any securities that it may offer under the U.S. Securities Act of 1933, as amended (the “Securities Act”), or to conduct a public offering of any securities in the United States, and the securities of the Company have not been and will not be registered under the Securities Act and any such securities may not be offered or sold in the United States absent registration under the Securities Act or an available exemption from it. Any public offering of such securities in the United States would require the publication of a prospectus by the Company containing detailed information about the Company and its management, as well as the Company’s financial statements. Neither this document nor any copy of it may be taken or transmitted into the United States (except to a limited number of qualified institutional buyers as defined in Rule 144A under the Securities Act or institutional accredited investors within the meaning of Rule 501(a) under the Securities Act), Australia, Canada or Japan or to any securities analyst or other person in any of those jurisdictions. Any failure to comply with these restrictions may constitute a violation of United States, Canadian, Australian or Japanese securities laws. This document is also not for publication, release or distribution in any other jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction nor should it be taken or transmitted into such jurisdiction and persons into whose possession this document comes should inform themselves about and observe any such restrictions.

The Information is only addressed to and directed at persons in member states of the European Economic Area (each a “Relevant State”) and the United Kingdom who are “qualified investors” within the meaning of Article 2(e) of Regulation (EU) 2017/1129, in the case of the United Kingdom, as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“Qualified Investors”). In addition, in the United Kingdom, the Information is being distributed only to, and is directed only at, Qualified Investors who are (i) “investment professionals” within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Order”); (ii) high net worth companies, and other persons to whom it may otherwise lawfully be communicated falling within Article 49(2)(a) to (d) of the Order, or (iii) persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as “Relevant Persons”). The Information must not be acted on or relied on (i) in the United Kingdom, by persons who are not Relevant Persons, and (ii) in any Relevant State, by persons who are not Qualified Investors. Any investment or investment activity to which the Information relates is available only to or will be engaged in only with, (i) Relevant Persons in the United Kingdom, and (ii) Qualified Investors in any Relevant State.

Access to the Information is being given in connection with a proposed meeting with the Company. By accepting to attend the oral and, if any, video presentation and/or accessing or reading a copy of the Information you agree to be bound by the foregoing limitations and conditions and, in particular, will be taken to have represented, warranted and undertaken that (i) you have read, accepted and agreed to comply with the contents of this notice including, without limitation, the obligation to keep the Information confidential until the date on which such Information is or becomes public or is no longer confidential otherwise than as a result of your conduct, and (ii) (A) if in a Relevant State you are a Qualified Investor; (B) if in the United Kingdom you are a Relevant Person; and (C) if in the United States, you are a qualified institutional buyer as defined in Rule 144A under the Securities Act or an institutional accredited investor within the meaning of Rule 501(a) under the Securities Act, and (D) irrespective of where you are resident or incorporated, you are an institution that is permitted within your home jurisdiction and in the jurisdiction in which you are accessing the Information, under applicable law and regulation, to access the Information. Failure to comply with these restrictions may constitute a violation of applicable securities laws. If this document has been received in error it must be returned to the Company immediately.

Highly experienced, founder-led team



Marcus Stahl
Co-Founder



Patric Faßbender
Co-Founder



Jan Middelhoff
MD International



Florian Drabeck
CFO



Christoph Frehsee
US President

tonies is the largest interactive audio platform for kids in the world, with more than two million connected households



A magical experience when in use



Child friendly



Playful



No screen-time



Audio / Listening



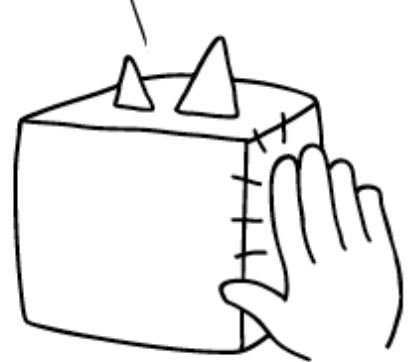
Educational



Digitally connected



Independent play



We are the pioneers of connected, technology-enabled audio systems for kids and provider of premium, curated audio content

Our ecosystem is tailored to the needs of young families by providing a playful, safe and screen-free audio experience



Toniebox: Smart, connected audio player allows for a large installed base, anchoring our proprietary ecosystem

Tonies: Extensive and constantly growing choice of over 300 exciting characters (with premium content) are triggering steady usage and repurchases

Data: We understand our consumers thanks to our data-driven and insight-supported business model

Superior content distribution requires proprietary tech platform



Gaming



Video



Audio



tonies is a category of its own



~EUR 137m
net revenue (2020A)
achieved
in just 5 years

> 50%
net revenue growth
CAGR (2018A-20A)



Over
2,400,000
Tonieboxes
activated

~80%
of installed base
is active every month

Only ~EUR 10m
equity funding
since launch in 2016

35%
EBITDA margin
achievable in mature markets

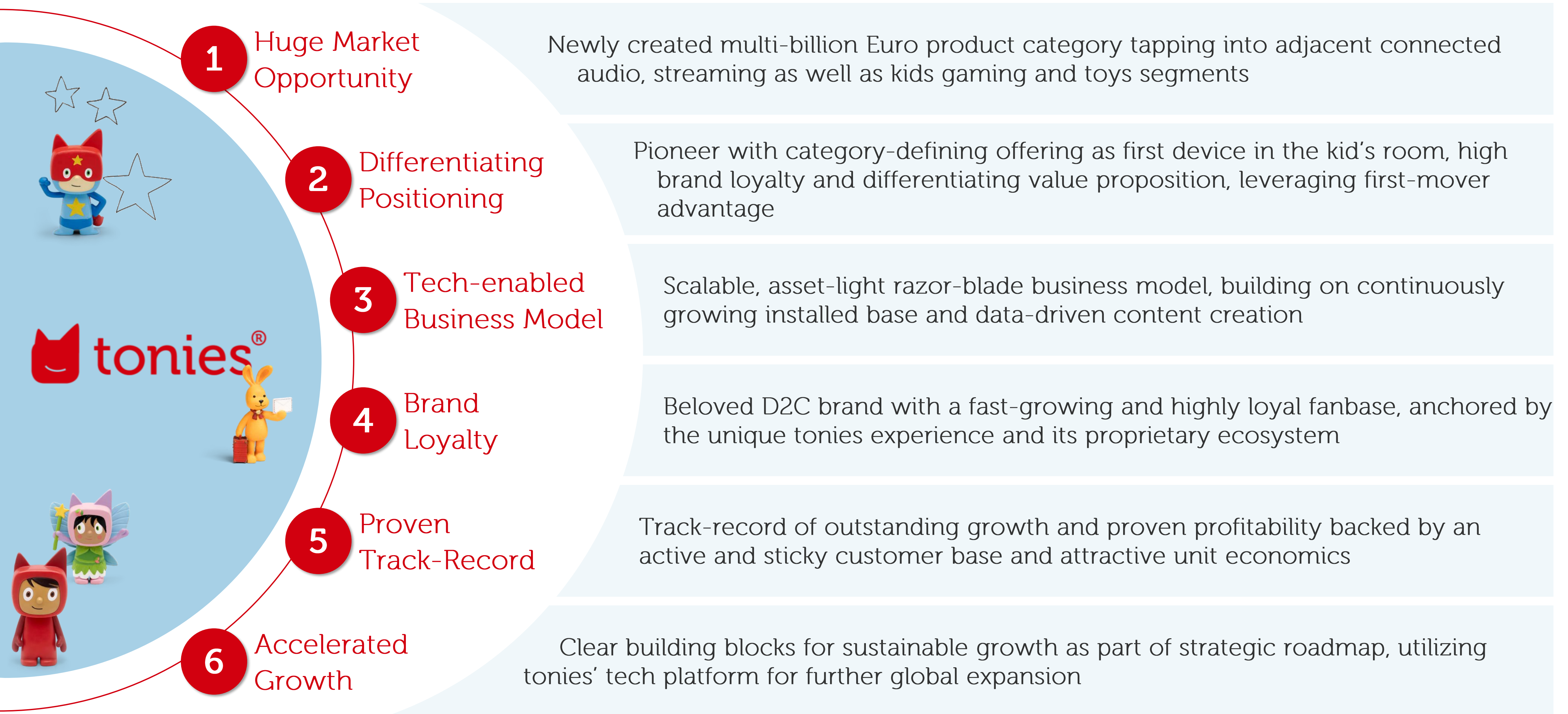
Proof of concept
in DACH with
~2m activated boxes

Global expansion
by replicating
DACH success story

**US launch even
more successful**
than the one in Germany

Over
25,000,000
Tonies living
happily
in children's rooms

Key investment highlights



We have created a new multi-billion Euro category in the intersection of four huge consumer markets

Kids

Market #1: Video Gaming

EUR 136bn
7% CAGR
(2020A-25E)

Market #2: Trad. Toys and Games (TTG)

EUR 70bn
3% CAGR
(2020A-25E)

Digital

Market #3: Connected Audio

EUR 16bn
10% CAGR
(2020A-25E)

Market #4: Video Streaming

EUR 52bn
13% CAGR
(2020A-25E)



Connected toys market

EURbn

16% CAGR
(2020A-25E)

7

16

2020A

2025E

Note(s): Global market sizes refer to 2020, unless stated otherwise

Source(s): Leading consulting firm

Toniebox is the first connected device to enter the child's room



Age: 0+

1+

3+

8+

tonies®



tonies' First-Mover Advantage

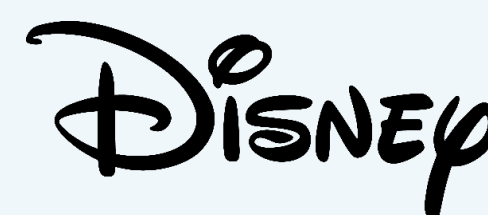
Video Gaming



Audio Streaming



Video Streaming



Note(s): Not recommended for kids below the age of 3

Our business model is based on a tech-driven, highly scalable D2C platform, leveraging our proprietary ecosystem

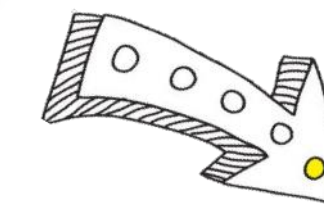
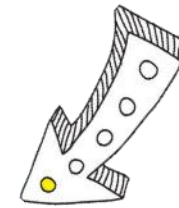
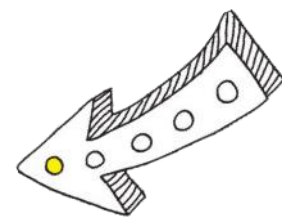



Toniebox

Central platform for the ecosystem



EUR 79.00



Tonies

EUR
11.99 - 14.99

Content key and toy for children



Third party

EUR
14.99 - 34.90

Enabling other products to function like Tonies



Audio library

EUR
4.99 - 7.99

Additional digital content (series) for physical Tonies



Accessories⁽¹⁾

EUR
16.99 - 199.99

Adjacent products and merchandising

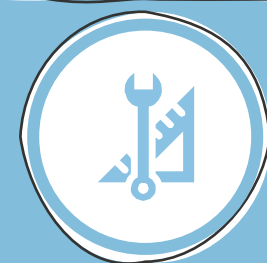
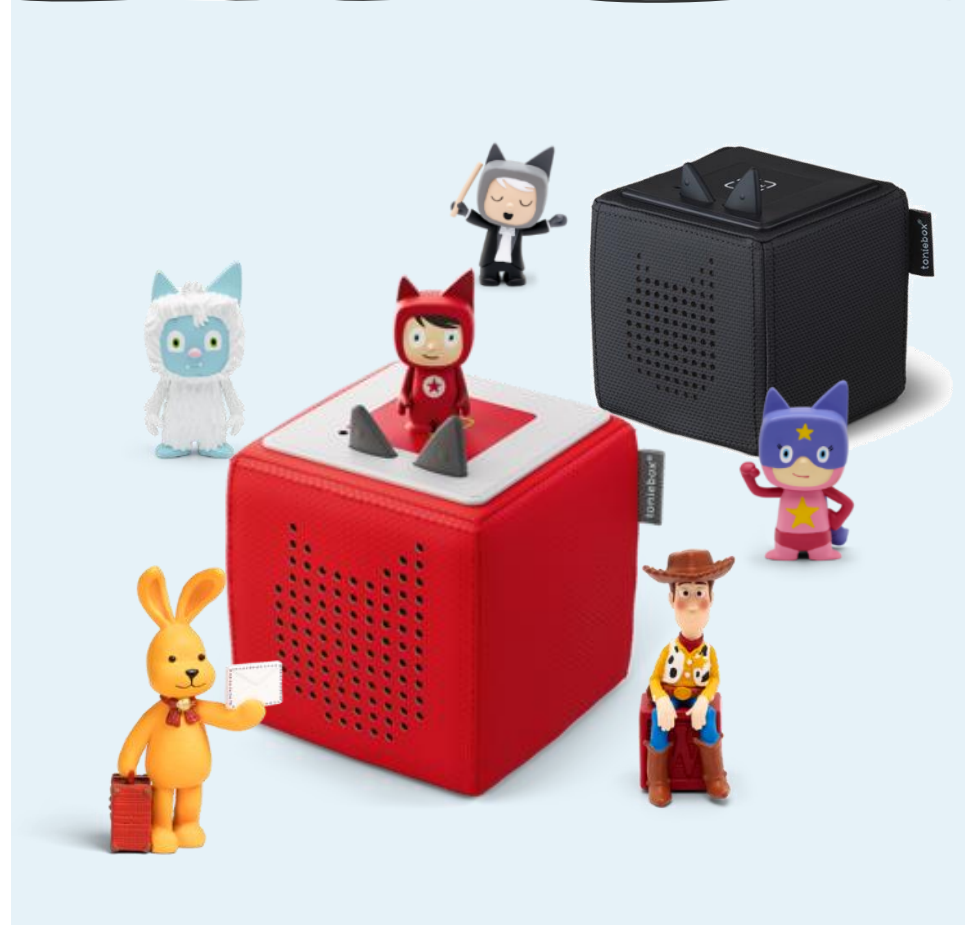


Proven business model with clear focus on value creation



Hardware

Contract manufacturing



Deep design expertise,
patented product (incl.
own production technology)

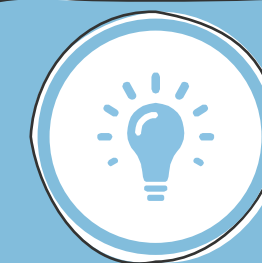
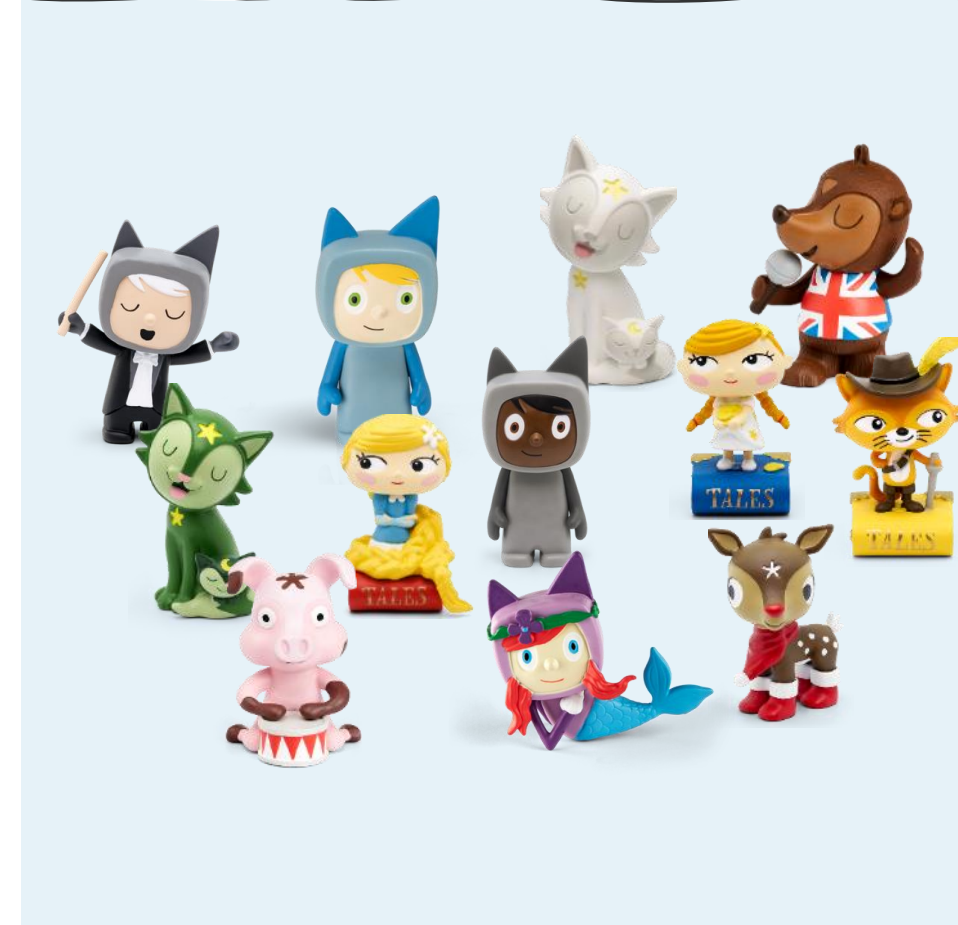
Data-driven content production

Third party licensing



Strong licensor
relationships, best in
class license management

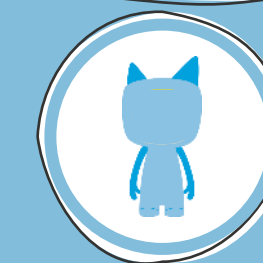
Proprietary content creation



Competitive edge
through tech-stack and
continuous data flow

Distribution

Go-to-market



Brand with
strong pull for omni-
channel approach

Highly scalable backend enabling lock-in effect

Our highly curated portfolio comprises various key categories

Entertainment

From Disney to Peppa Pig and Paw Patrol: kids' favorite heroes, well known from movie blockbusters and TV series.



> 12m
SOLD

Music & Movement

The most popular traditional children's songs and cooperation with famous artists.



> 3m
SOLD

Education

Knowledge for curious discoverers in many categories (e.g., animals, dinosaurs...) and broader learning.



> 400k
SOLD

Tales & Classics

World famous characters brought to life with re-told stories for the very young.



> 500k
SOLD

Relaxation

Compilation of nap time sounds and stories to help children relax and sleep.



> 500k
SOLD

Digital Stars

New 'hype' franchises and iconic contemporary characters.



JUST
LAUNCHED

Iconic Books

Local bestsellers and international classics, beloved by the whole family.



> 2m
SOLD

Creative-Tonies

Creative-Tonies can record up to 90 minutes of custom content. Record your own stories, sing your favorite songs or preserve cherished family memories for the future...





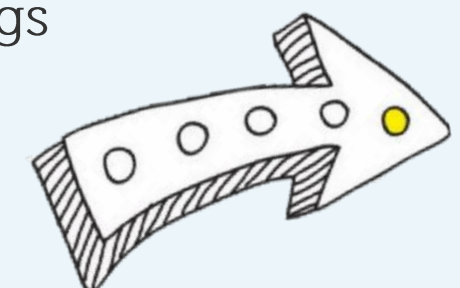






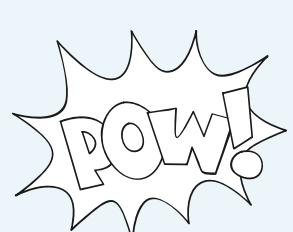






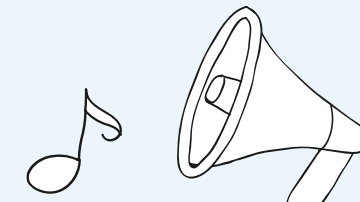


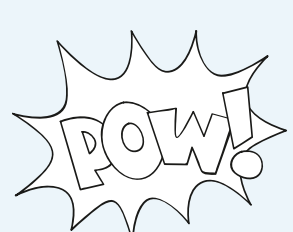


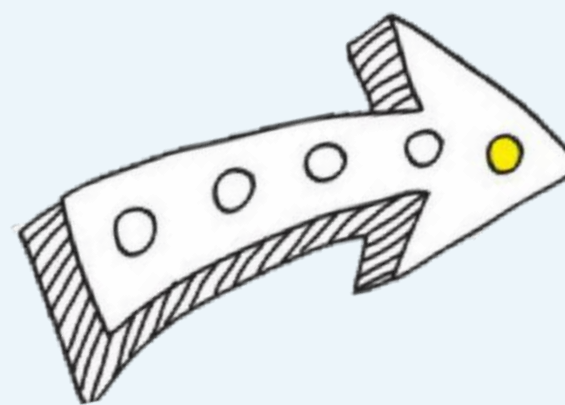






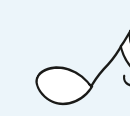





> 2m
SOLD

Tonies Originals are as popular as today's renowned artists



4 of our Tonies Originals are already under the Top 10 best selling Tonies⁽¹⁾

  	<p>Cosmo The Dog – Play and motion songs</p>   		<p>Ed Sheeran & Justin Bieber – „I Don't Care”⁽²⁾</p>  
  	<p>Kindergarten songs</p>    		<p>Billie Eilish – „Ocean Eyes”⁽²⁾</p>  
  	<p>Bedtime songs</p>    		<p>Katy Perry feat. Nicki Minaj – „Swish Swish”⁽²⁾</p>  
  	<p>Animal songs</p>   		

Note(s): (1) Unit sales refer to DACH; (2) Music recording certifications for German unit sales;  = 200,000 units sold

tonies' content-driven flywheel provides comprehensive customer data



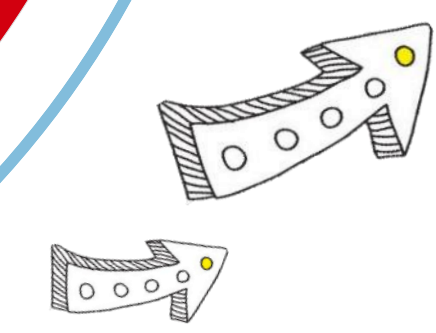
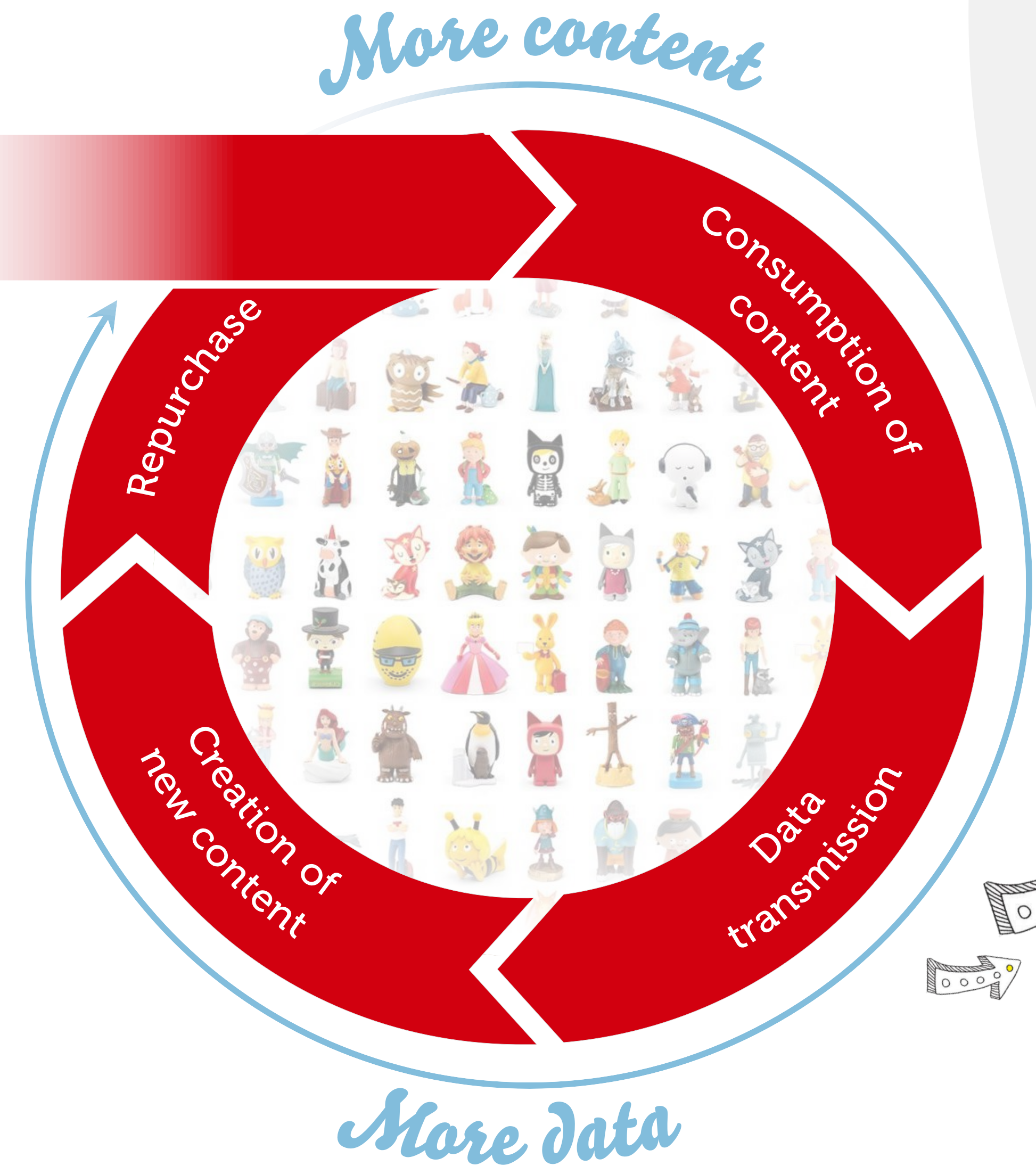
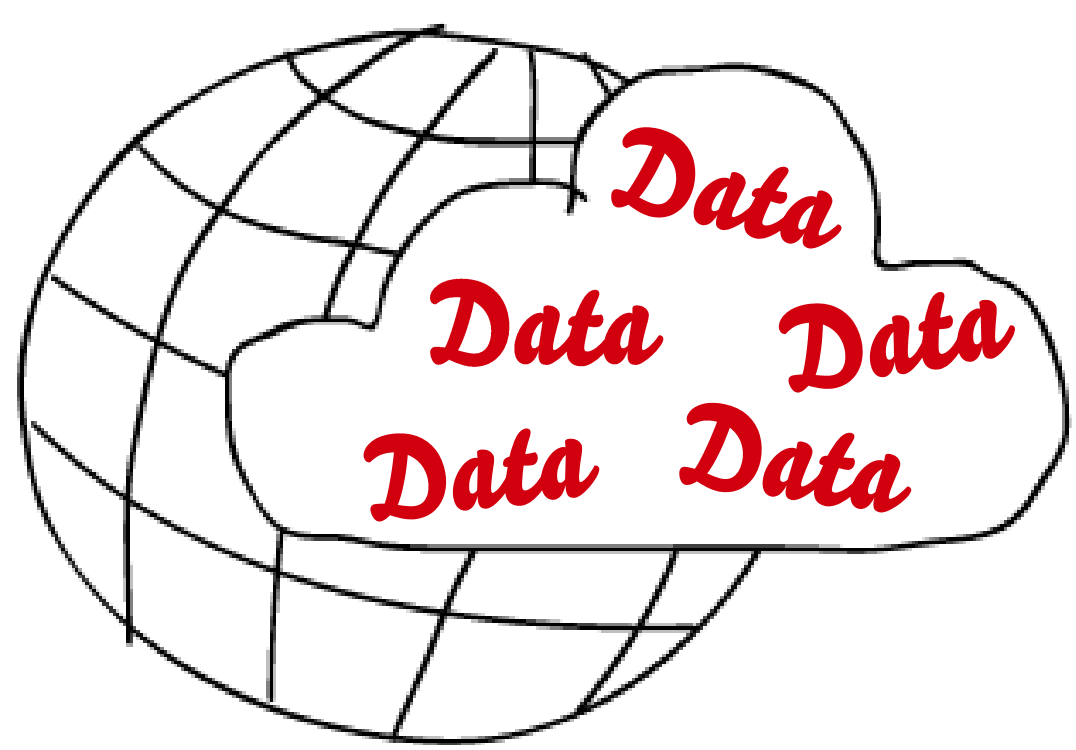
Thanks to our data-driven approach, we understand our users

...what they listen for, where and when

...how often and how long they listen for

...how many users share a box

...how intensively they engage with the platform

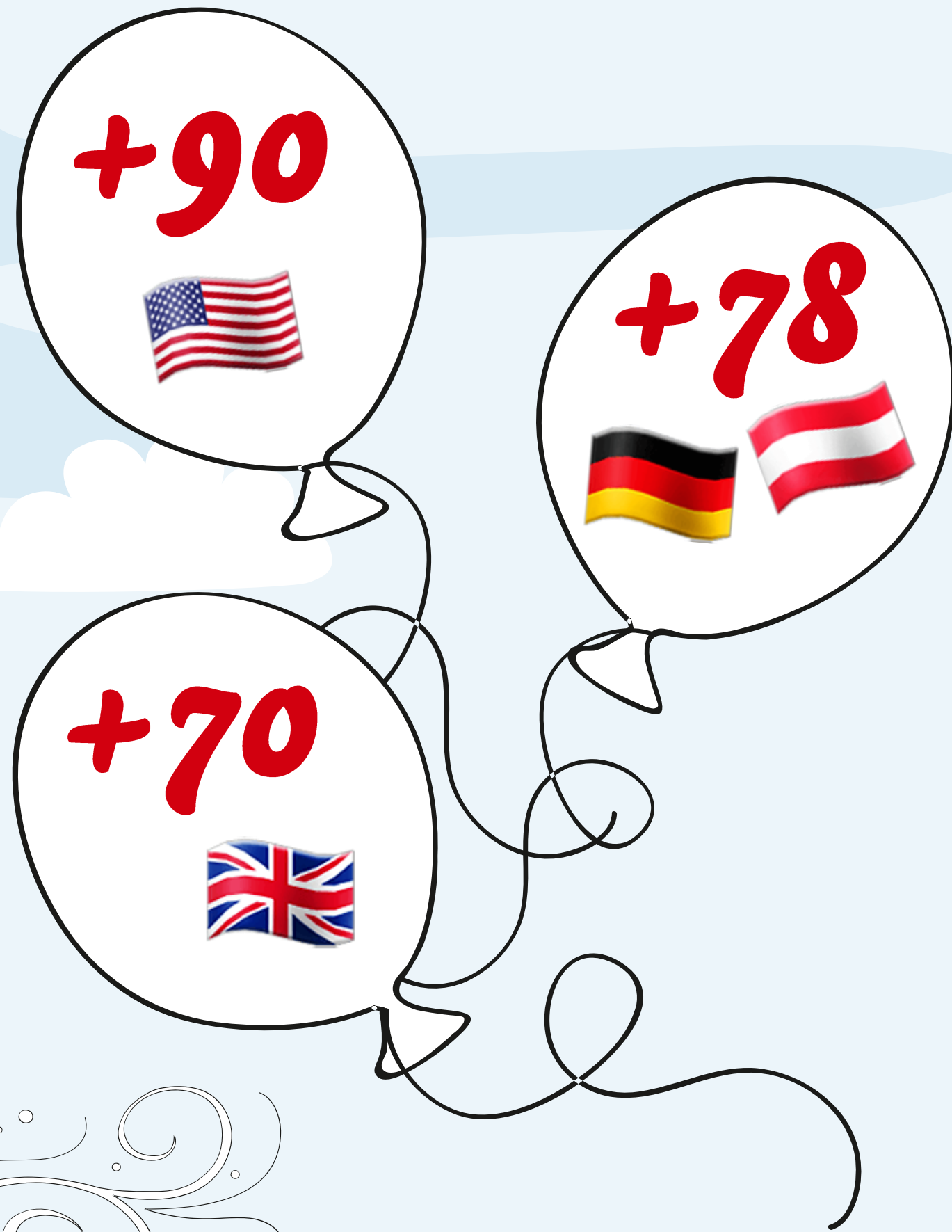


Truly excited customers are the heart of our active fanbase



NPS⁽¹⁾

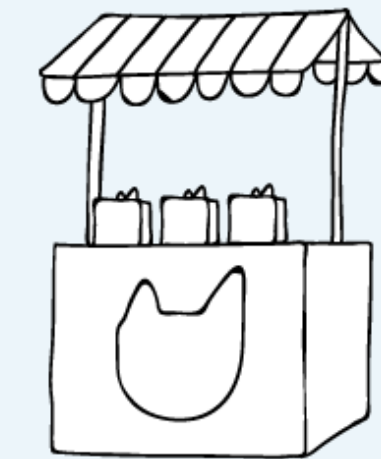
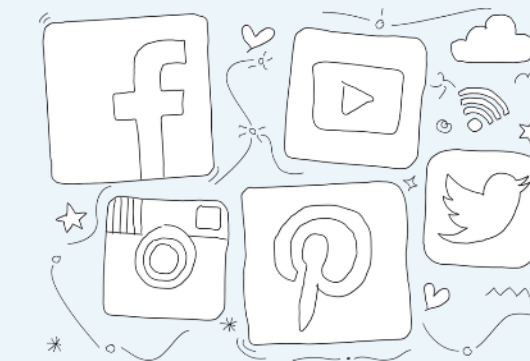
Our fans in action (example DACH)!



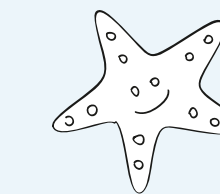
> **270 k** fans on Facebook
 > **160 k** organized in active groups – the biggest with > **70 k** members



High brand identification



Power user



Self-made accessories



Note(s): (1) Net Promoter Score; Results for UK, Germany and Austria from market study with field time from Nov-Dec 2020; US NPS is constantly evaluated.

Source(s): Company information

Our unique customer experience is highly recognized



Disney Creativity
Award 2020



German Brand
Award 2020



reddot award 2016
best of the best

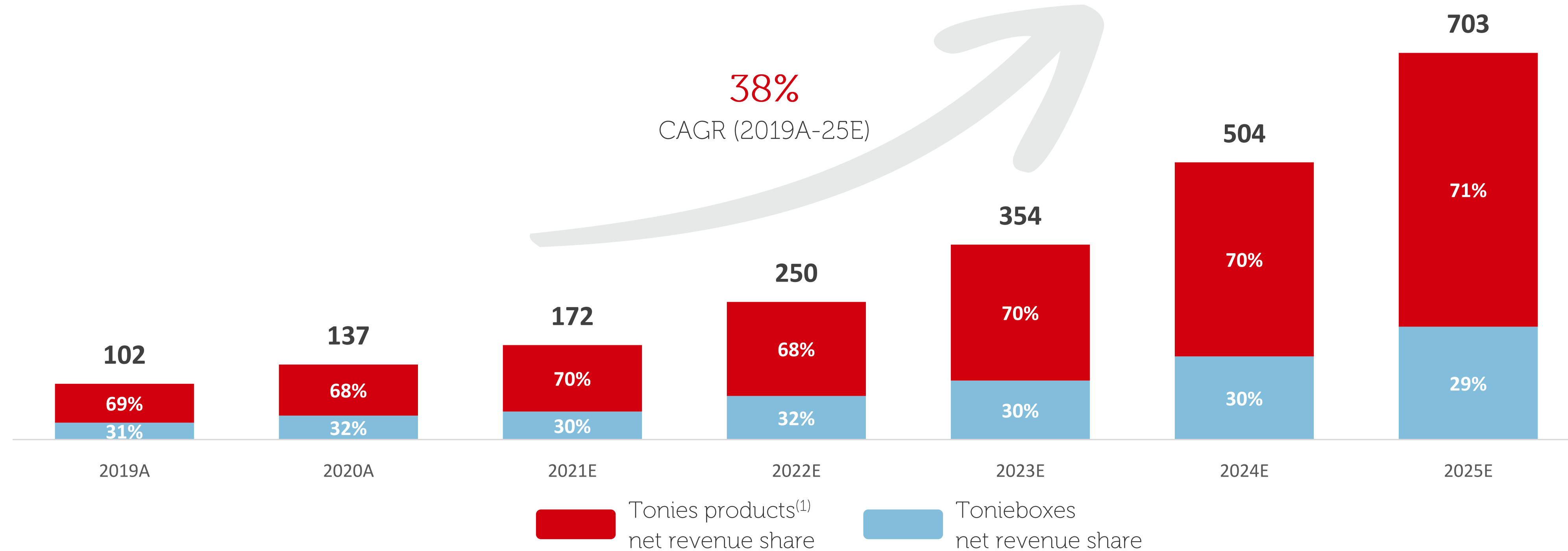
Award-winning
audio system



Our highly loyal and continuously growing customer base drives sustainable growth



EURm



Net revenue growth

68%

35%

26%

46%

42%

42%

40%

Installed base⁽²⁾
(in m)

1.3

2.0

2.6

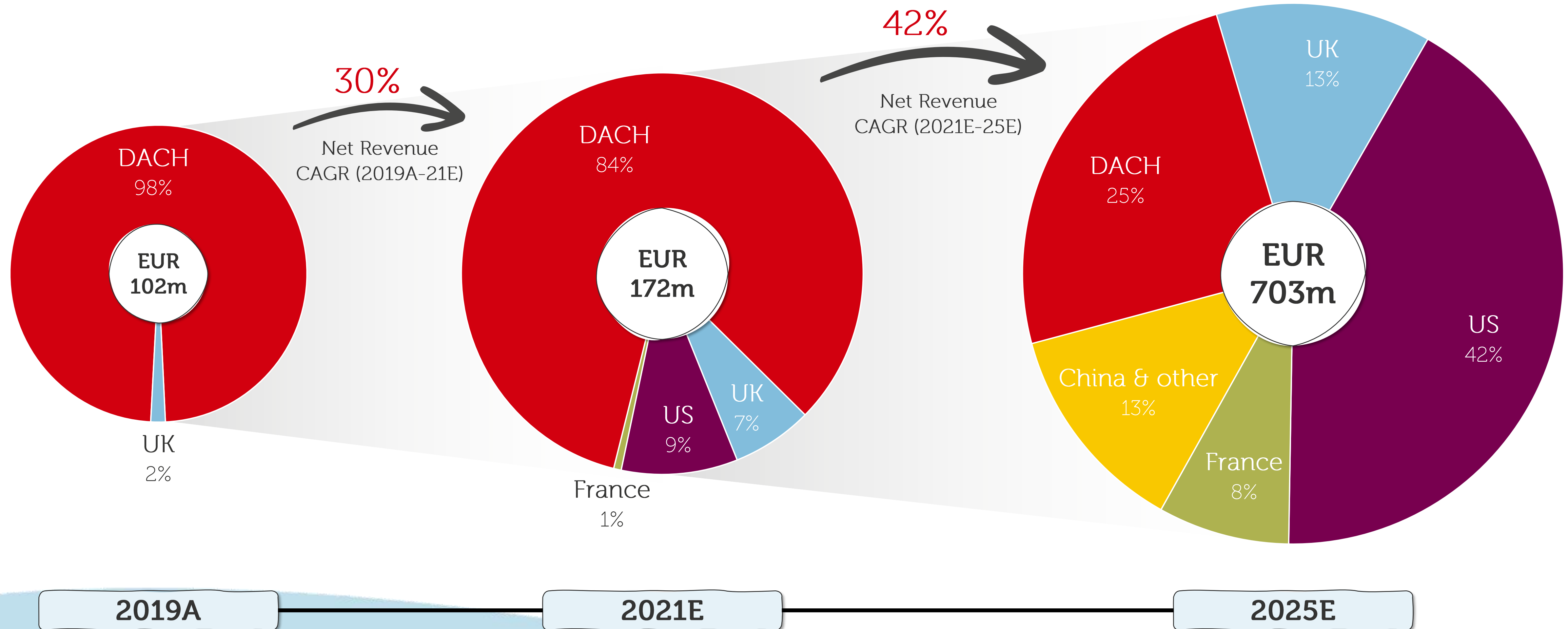
3.6

4.9

6.6

8.9

We intend to replicate our proven DACH success story globally

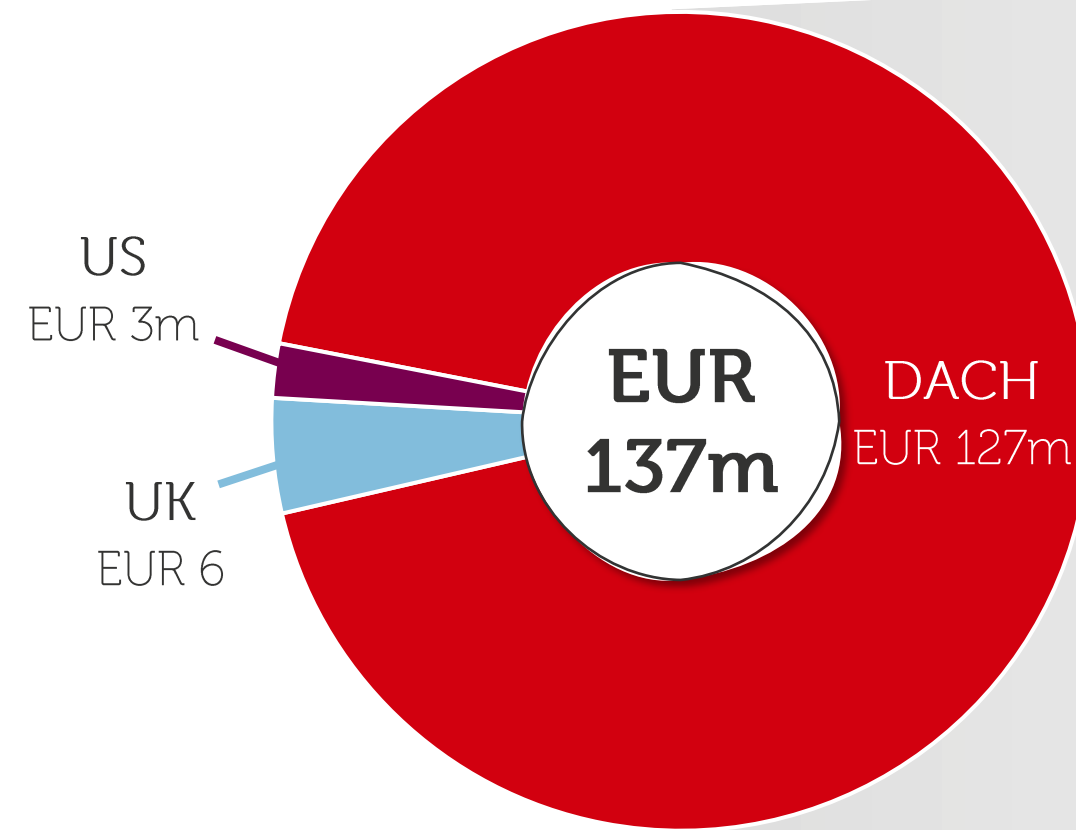




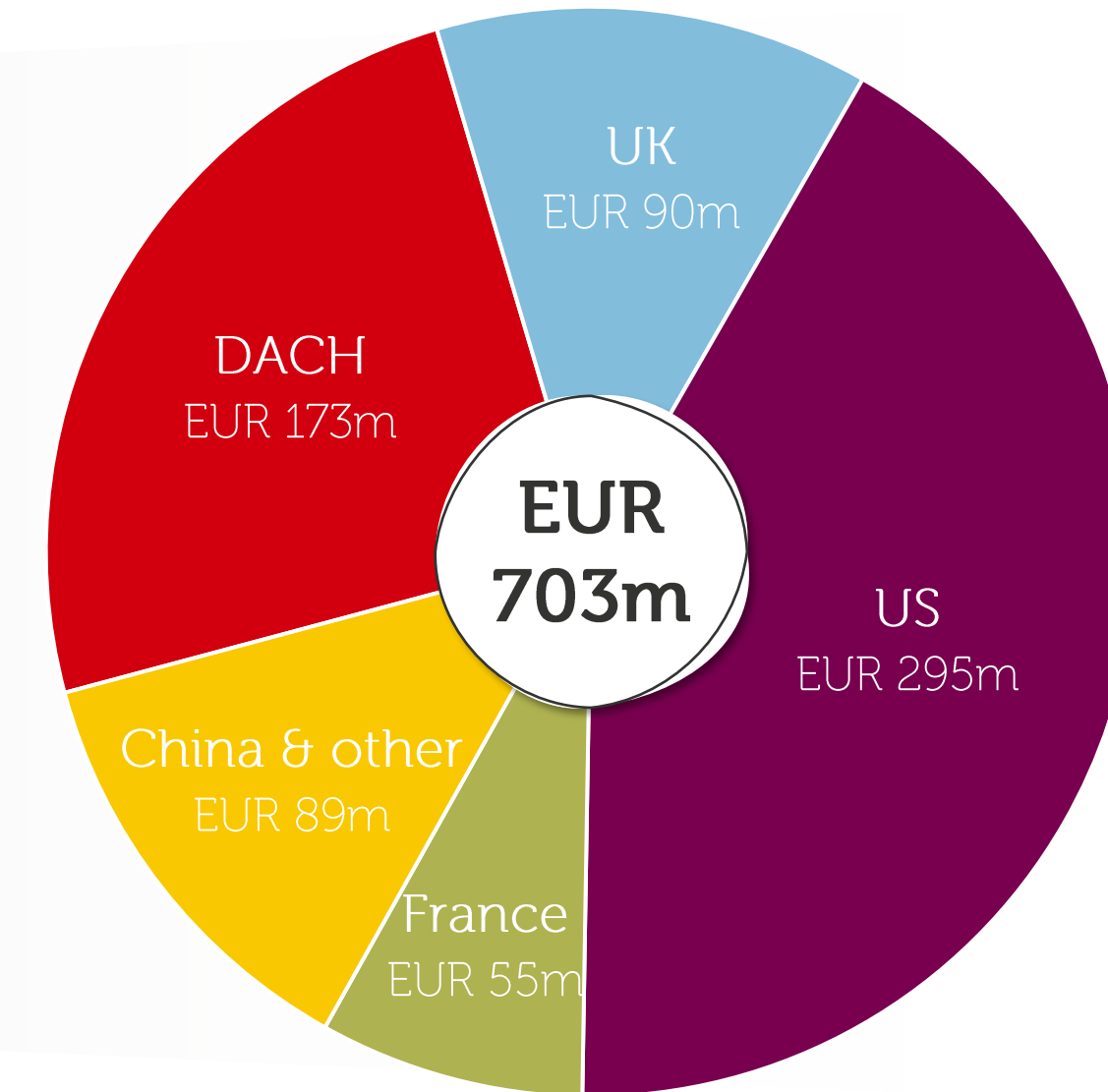
We meet the plan with only a fraction of the penetration in the US compared to DACH

2020A

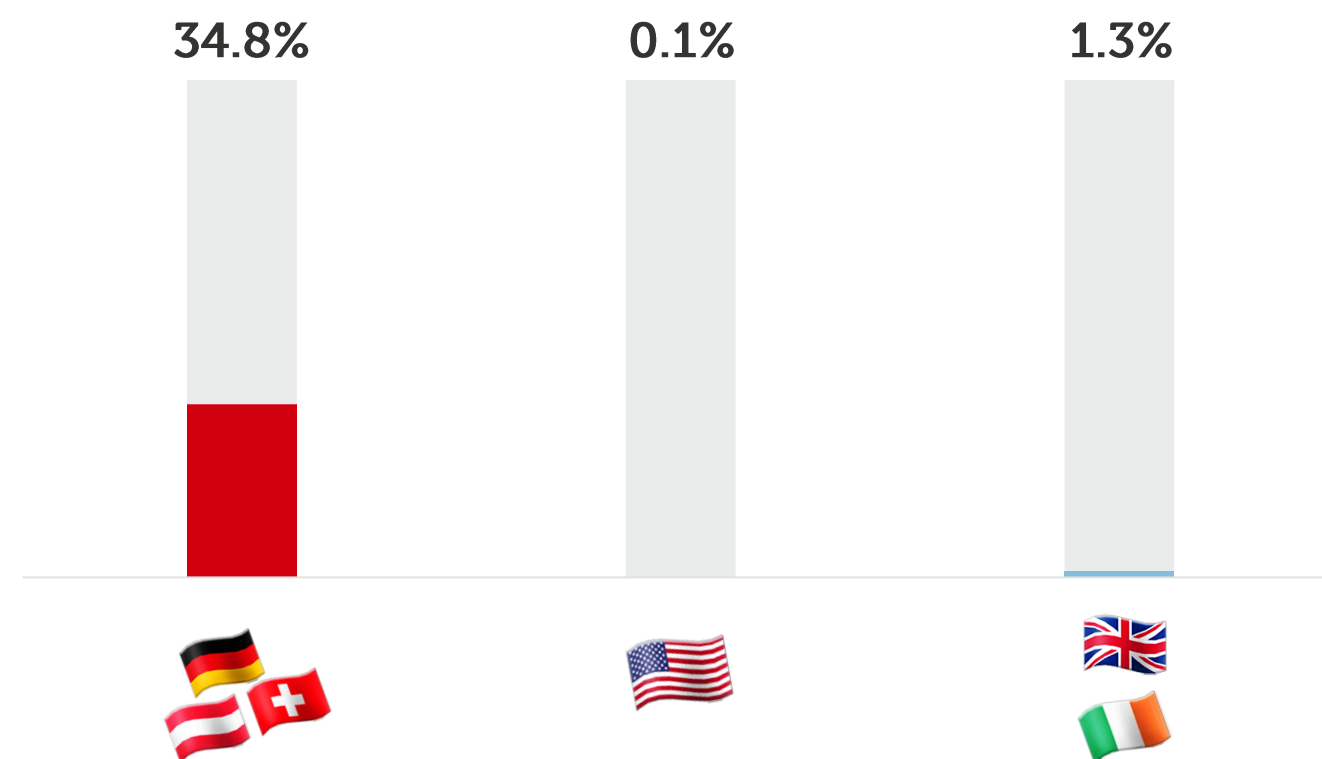
Net revenue



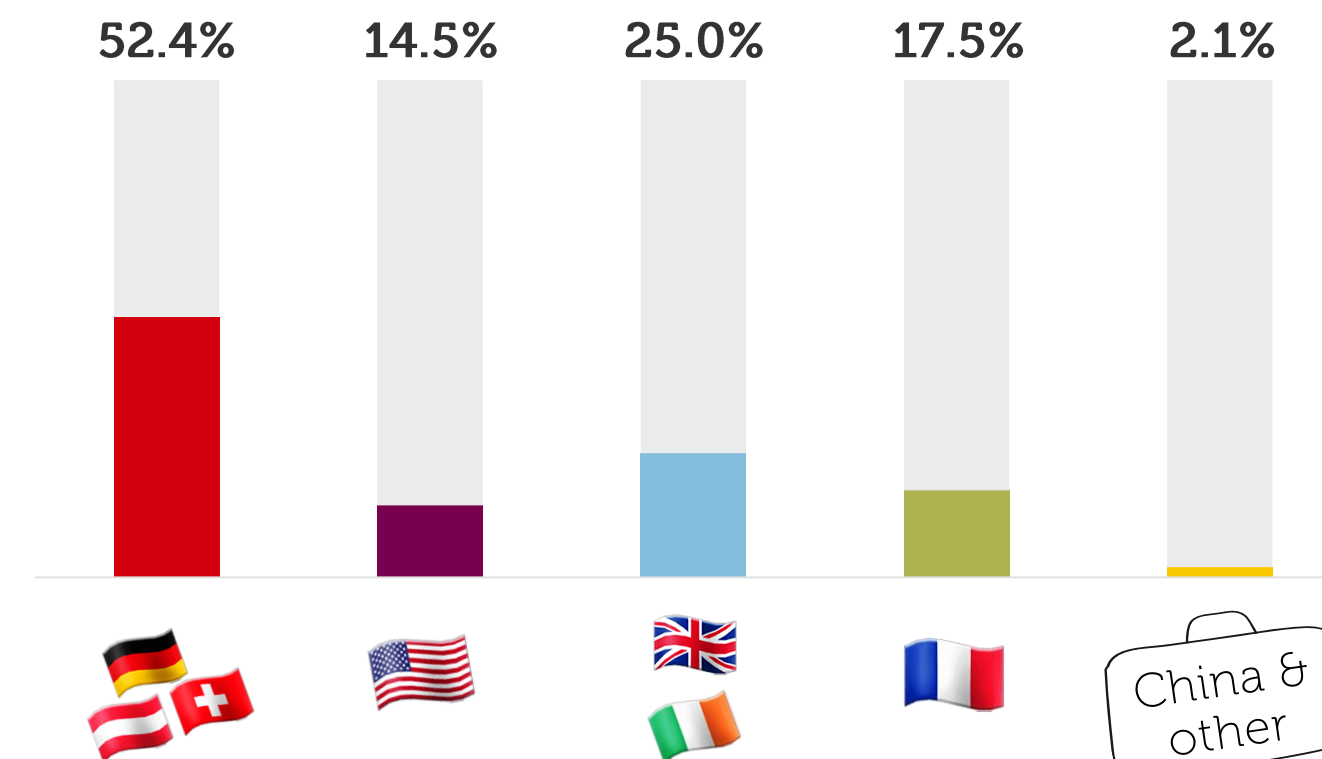
2025E



Penetration rates



Penetration rates

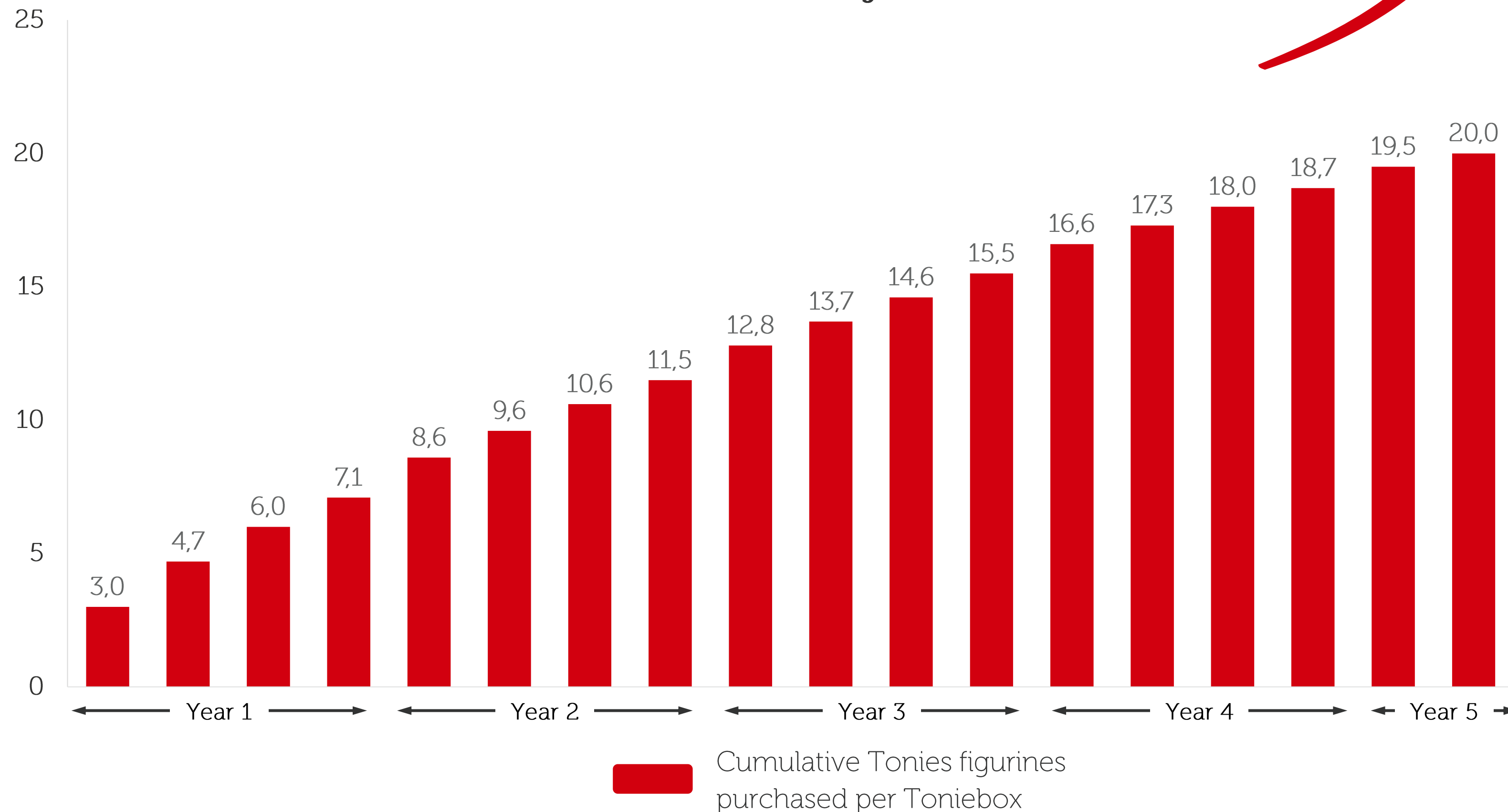


Note(s): Audited German GAAP financials and management estimates; Penetration rates based on assumed 6 years average lifetime; Source(s): Company information

Strong and highly predictable cohorts drive growth trajectory



Our average customer buys
~20 Tonies figurines within
4.5⁽¹⁾ years – *to be continued*



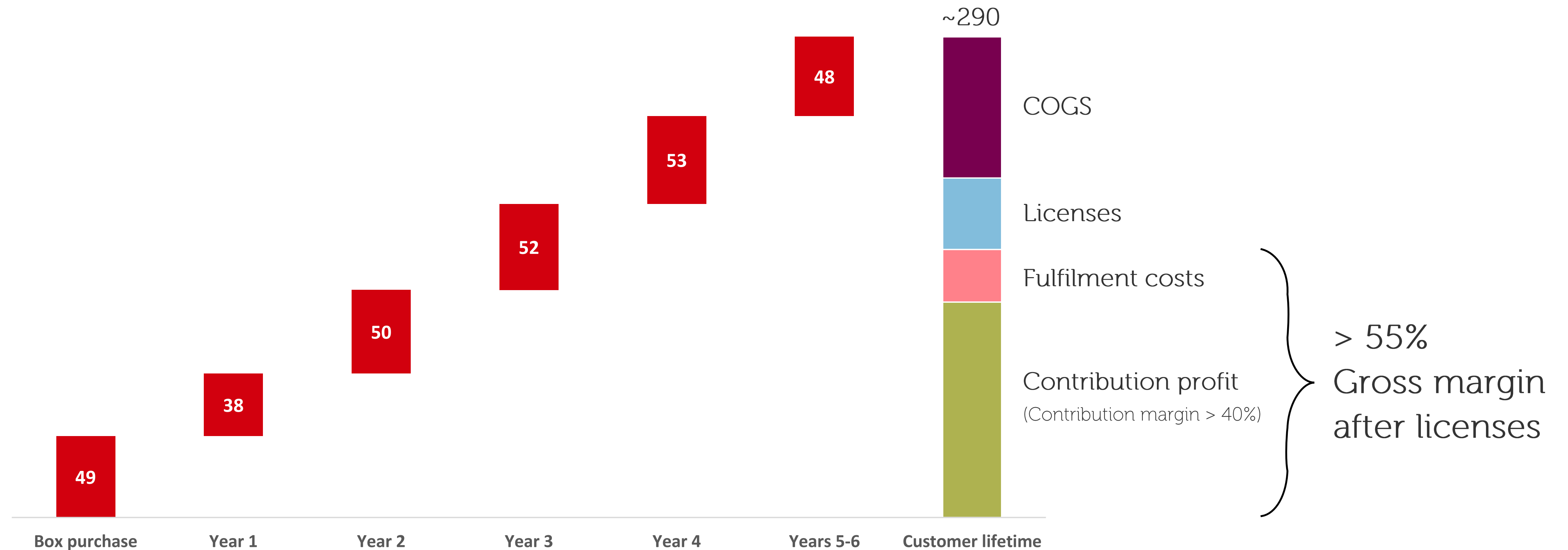
+2.4m Tonieboxes activated

+25m Tonies figurines sold



Our strong unit economics are the backbone of our profitable business model

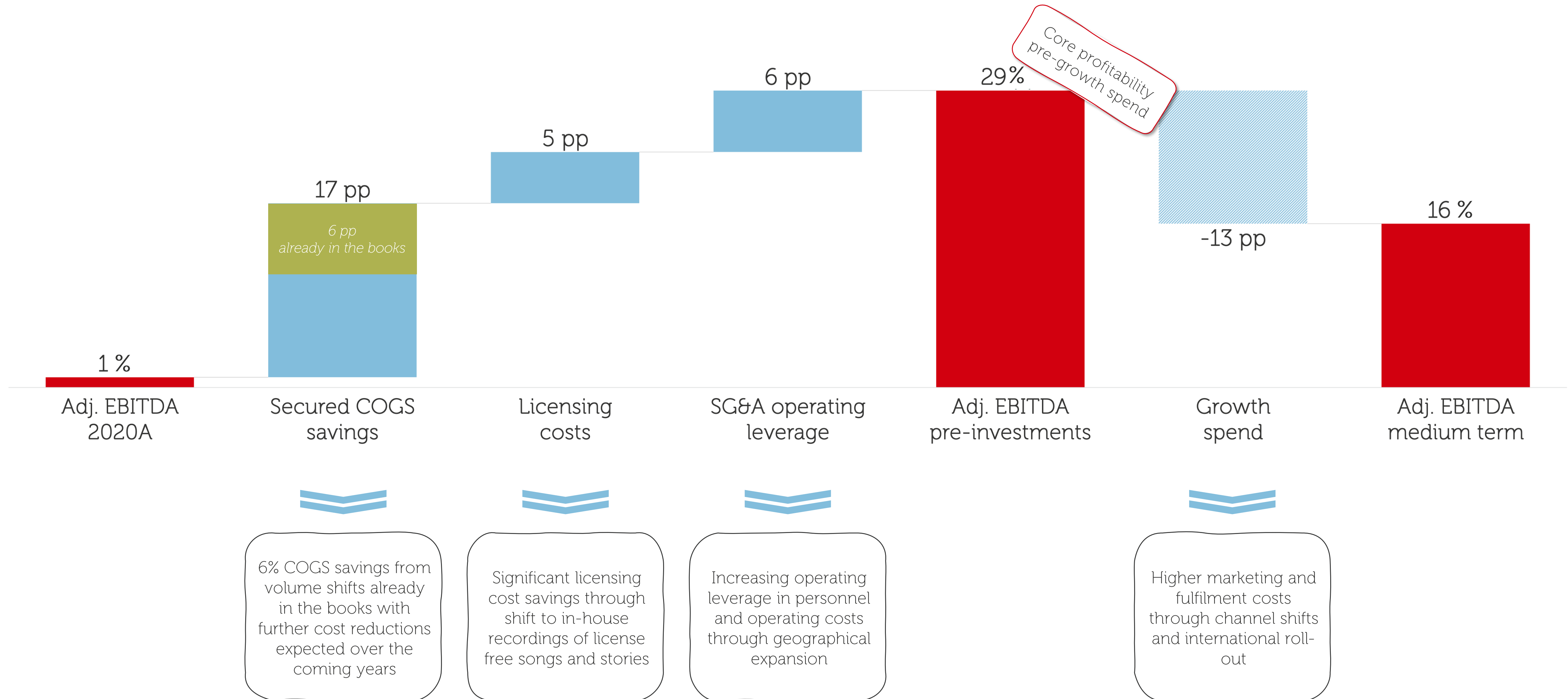
Unit economics in EUR



Note(s): Shown figures refer to a basket comprising 1 Toniebox, 24 Tonies, 2 Accessories and 2 episodes of mytonies

Source(s): Company information

Strong margin improvement potential, effects partially locked-in already



The result: Our scalable business model will drive future profitability



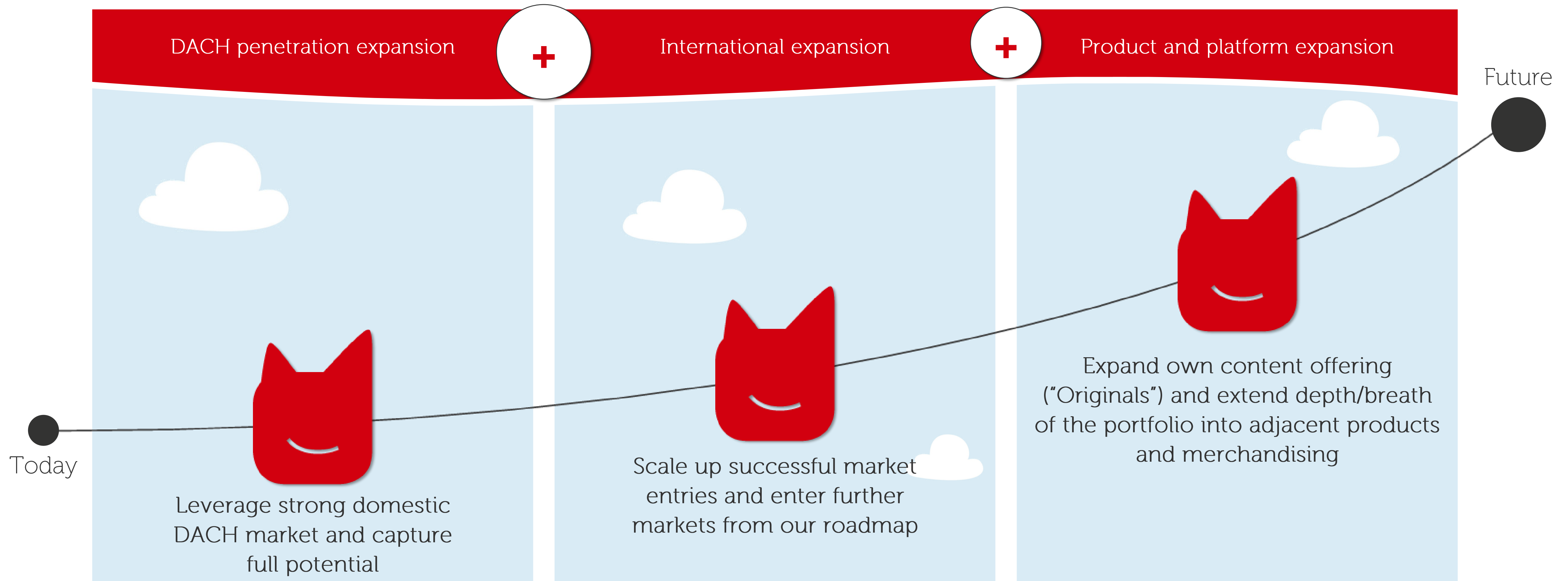
Financial Targets Overview

	2019A	2020A	H1 2021A	Medium Term Group	Medium Term DACH
Gross Margin before Licenses	44.6%	51.8%	~61%	~70%	~74%
Licensing Costs	-17.6%	-18.4%		~-12%	~-16%
Gross Margin after Licenses	27.0%	33.4%	~41%	~58%	~58%
Fulfilment Costs	-11.8%	-14.0%		~-18%	~-11%
Contribution Margin	15.2%	19.4%	~23%	~40%	~47%
Personnel Expenses	-6.6%	-8.9%		~-7%	~-3%
Marketing Expenses	-1.2%	-3.9%		~-13%	~-5%
OPEX	-6.1%	-9.2%		~-5%	~-4%
Other Result	2.3%	3.1%			
Adj. EBITDA Margin	3.6%	0.6%		~16%	~35%

Note(s): Audited German GAAP financials and management estimates; All figures shown as percentage of net revenue; Not all figures add up perfectly due to rounding



We are ready to capture multi-dimensional growth opportunities



Upside beyond guidance from further product innovation

DACH shows further growth potential



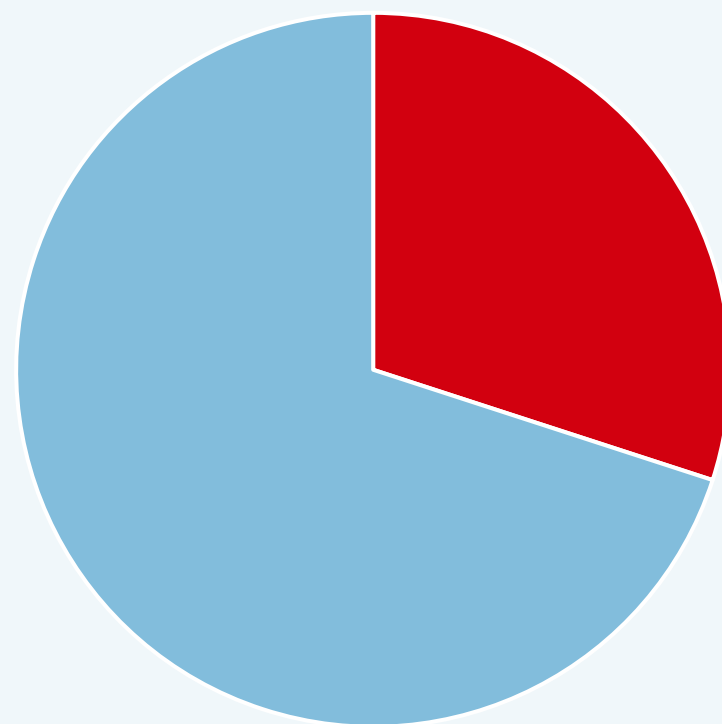
2020A

35%⁽²⁾ penetration

1.9m⁽³⁾ installed base

127.4m net revenue

Content⁽⁴⁾
70%



Boxes⁽⁵⁾
30%

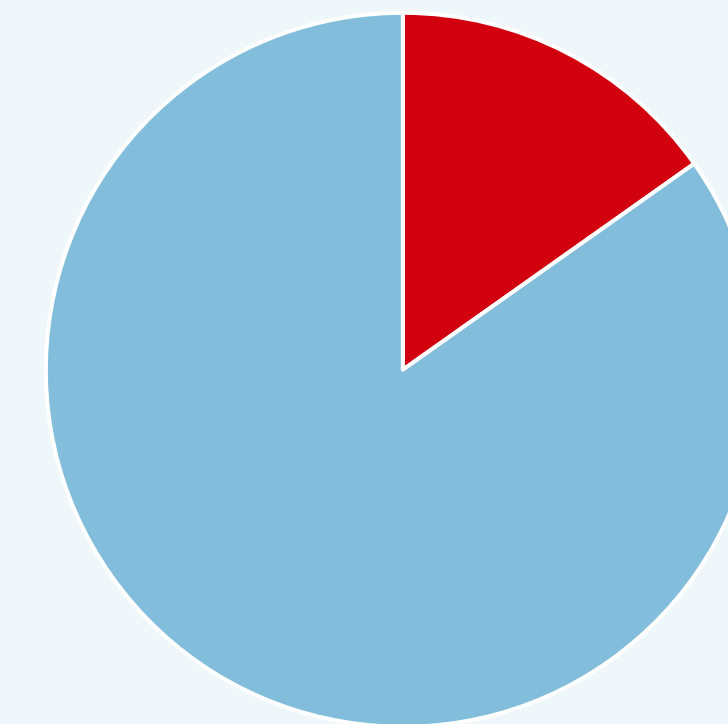
2025E

52%⁽²⁾ penetration

2.8m⁽³⁾ installed base

172.9m net revenue

Content⁽⁴⁾
85%



90%



80%



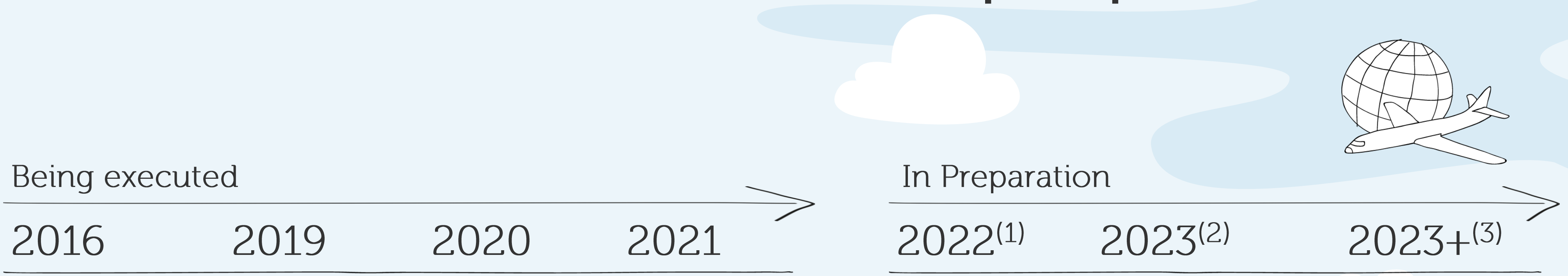
50%



(1)

Content-driven structural growth

We have a clear internationalization roadmap in place



Core

Full local team on the ground



Non-Core

D2C first, light-touch model only⁽⁴⁾



Includes international Webshop (global shipping). Markets can grow into "core markets" if potential unfolds

Note(s): (1) Belgium, Netherlands, Luxembourg, Sweden, Norway, Denmark, Hong Kong, Singapore, Australia; (2) China, Norway, Denmark, Italy, Spain, Rest of Europe, South Africa, Mexico; (3) LatAm (Brazil, Argentina + others), Russia, South East Asia (Malaysia, Thailand, South Korea, etc.); (4) Light Model focused on online only approach (webshop, marketplaces) but with option to build out (incl. offline retail) once market potential unfolds

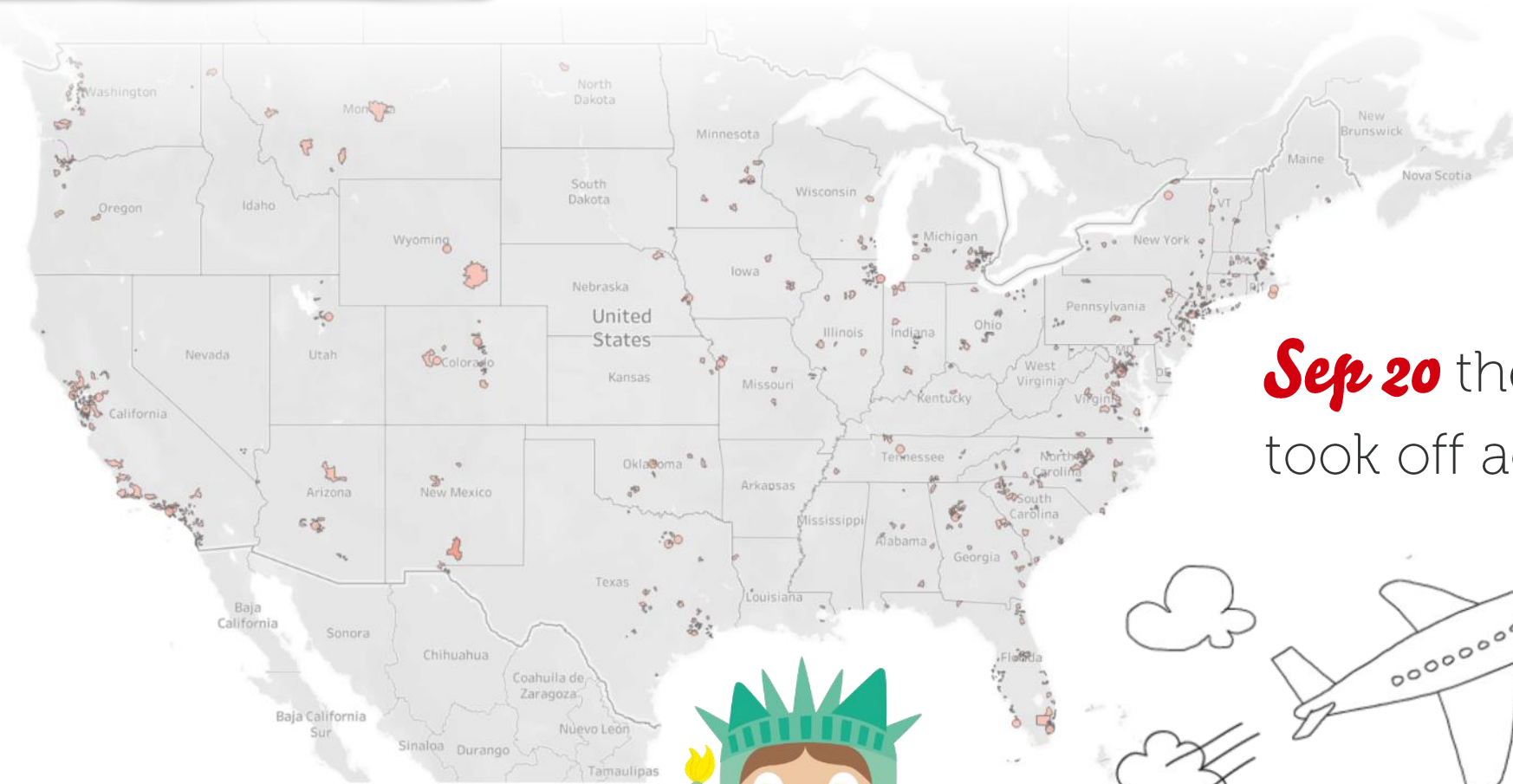
In just 3 months Tonieboxes have been activated in all states...



With unrestrained *enthusiasm* Tonies were already conquering the US before market launch...

...since then, they have conquered *all 50 states*

30 March 2020



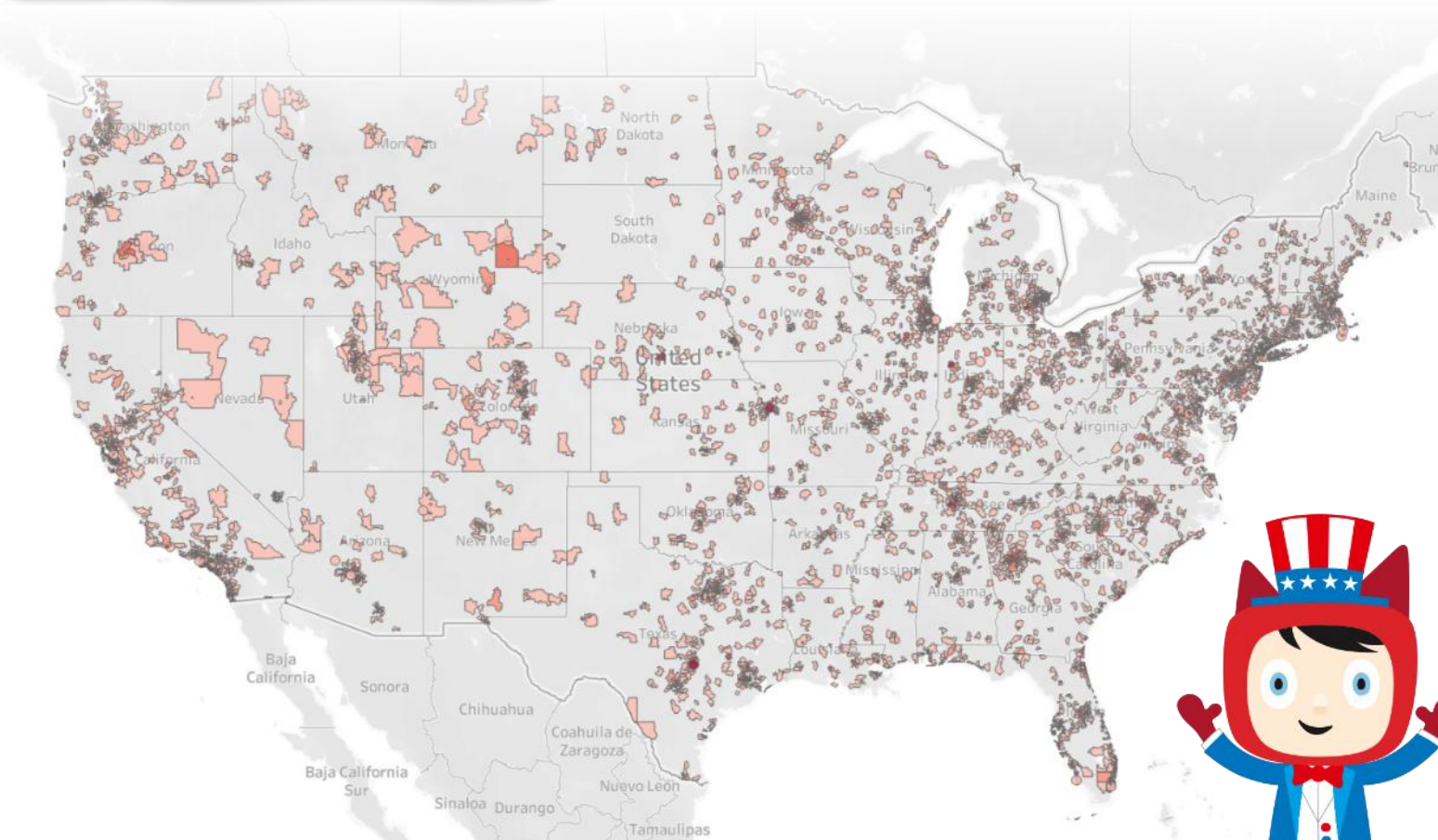
Sep 20 the Tonies officially took off across the Atlantic



to bring more audio fun to the US



01 January 2021



> 30,000 Tonieboxes sold from SEP-DEC 2020

Note(s): Red areas show postal-codes in which at least 1 Toniebox was activated

Density unique Toniebox Mac Addresses low  high

We have built some real momentum in the vast US market



+90 NPS



ellen



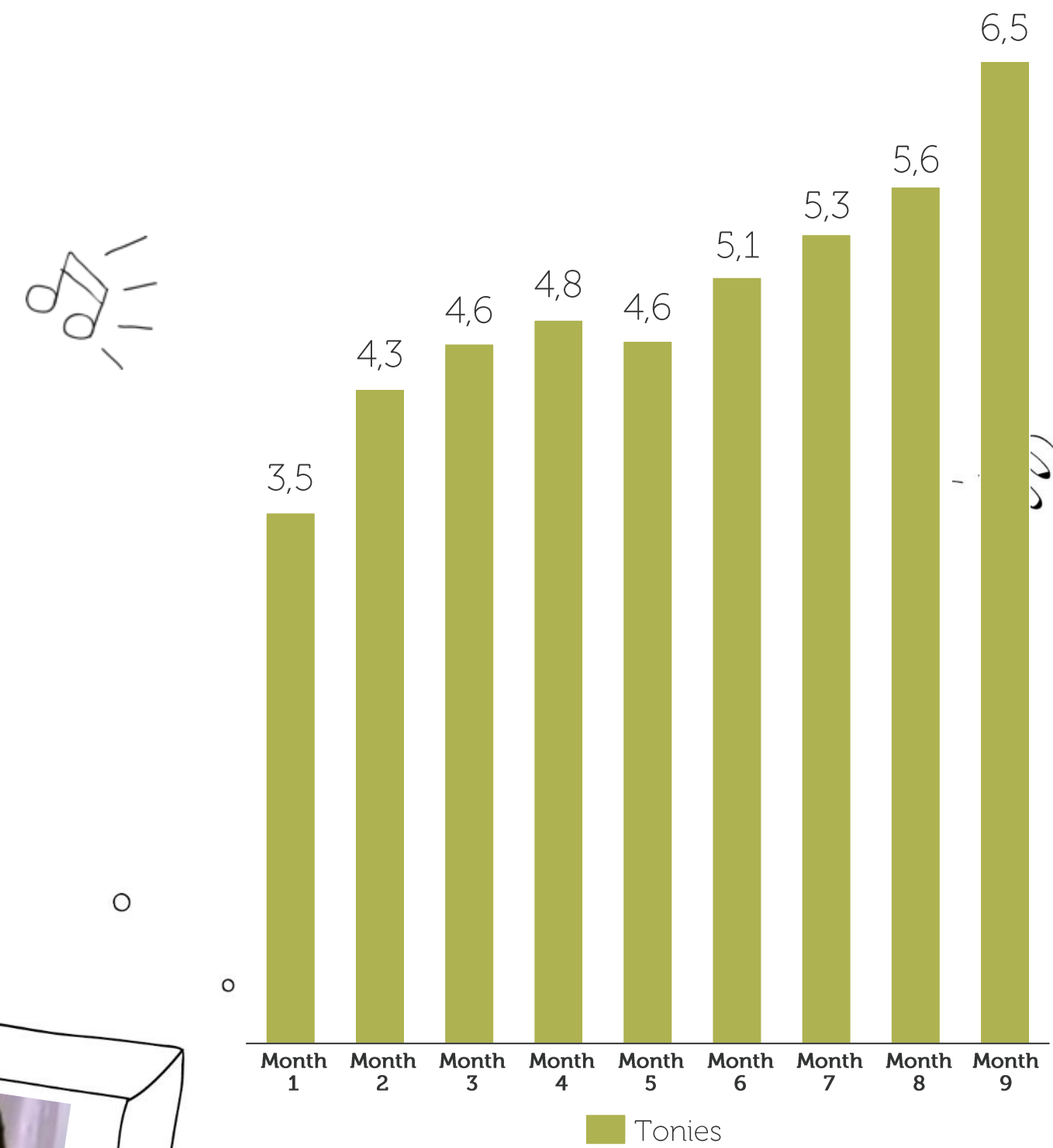
F·A·O SCHWARZ. — SINCE 1862 —

Bestseller

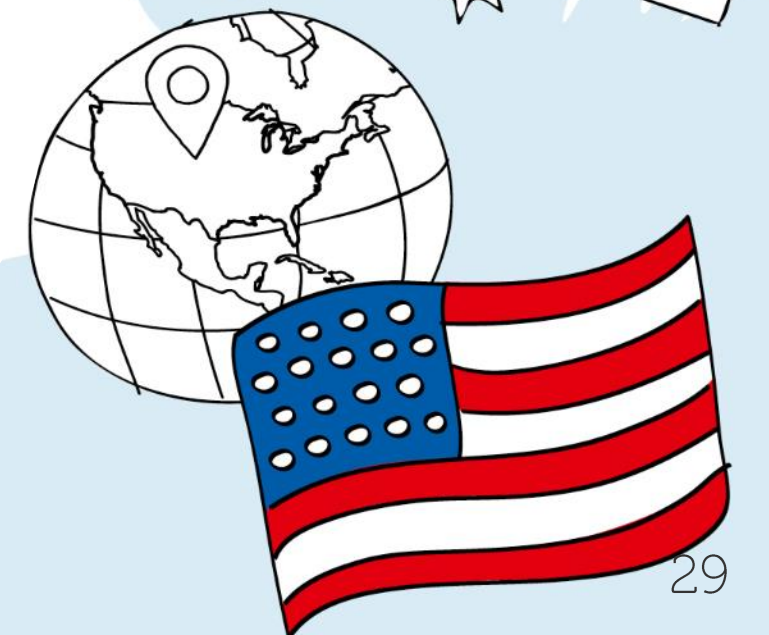
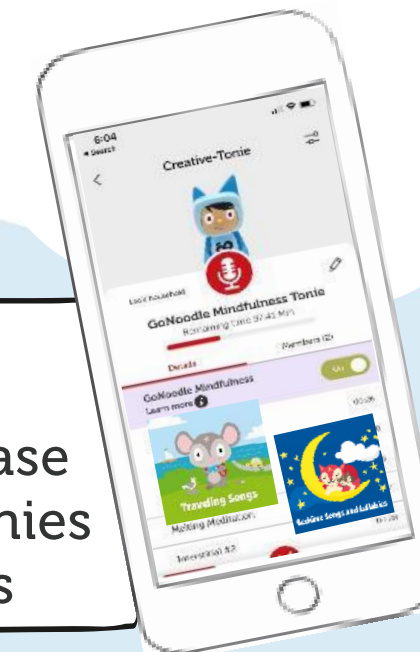


Live on air with Whoopi

YEAH!



20% of US user base use digital tonies downloads



We will have a star powered portfolio with local heroes by end of 2021



CURRENT PORTFOLIO



UPCOMING LAUNCHES 2021



SNEAK PREVIEW 2022



Our US strategy is tailored to engage and convert our target group



Engage

Convert

Digital presence

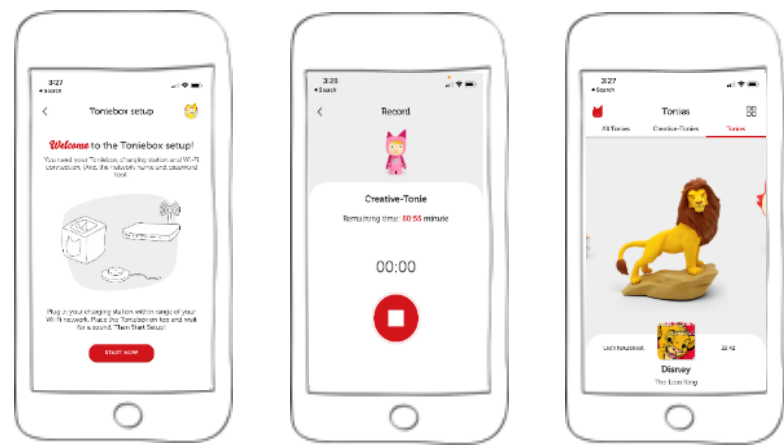
Partnerships

Go-to-market

mytonies App

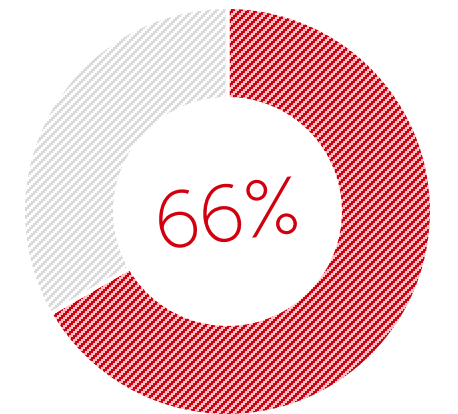
Well known brands

Online



Convenient

Setup
View Collection
Record/Upload



Community

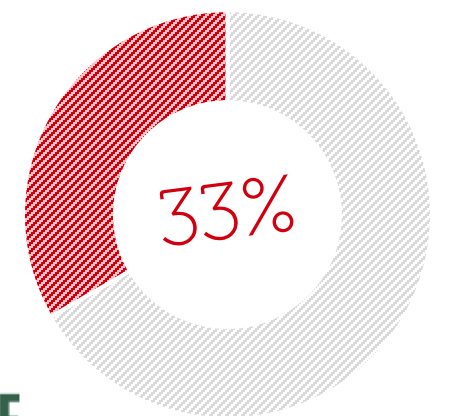
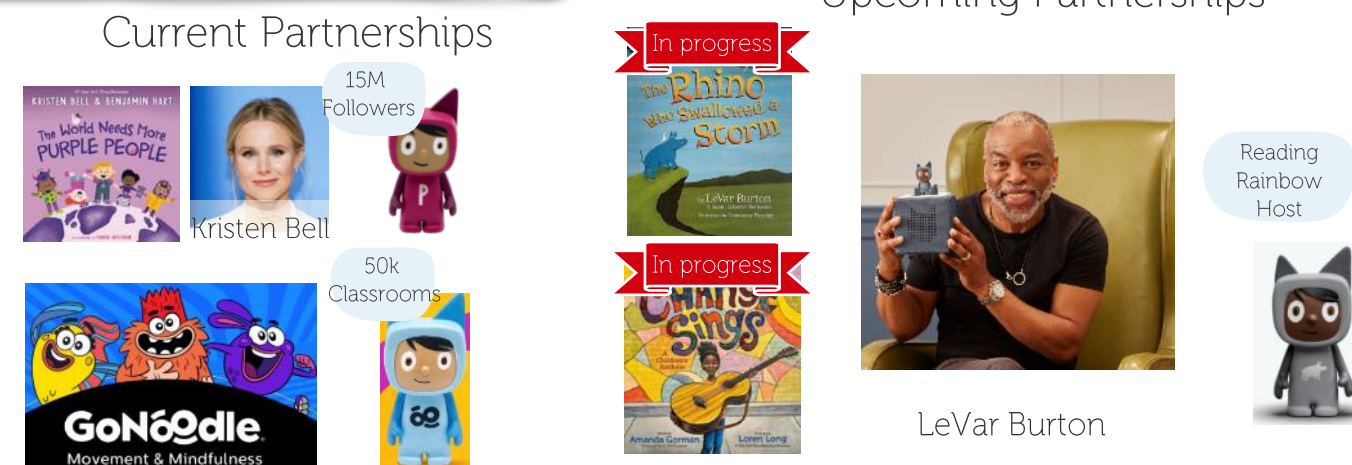
Testimonials

Offline



Social

New and Noteworthy
Community Activations
Educator Outreach



Content

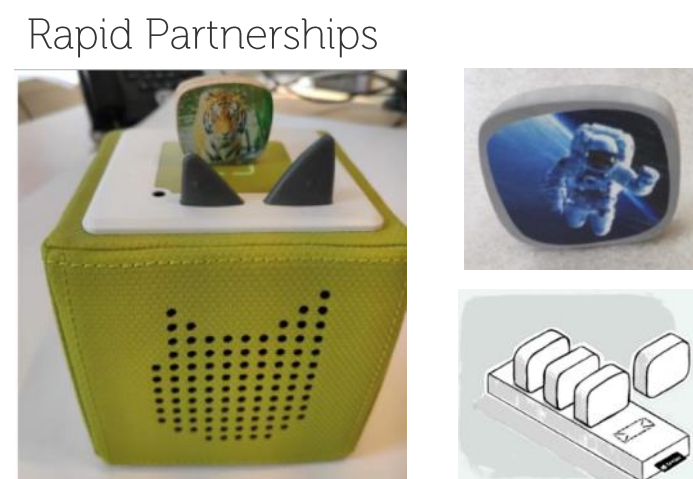
Educational

Soon



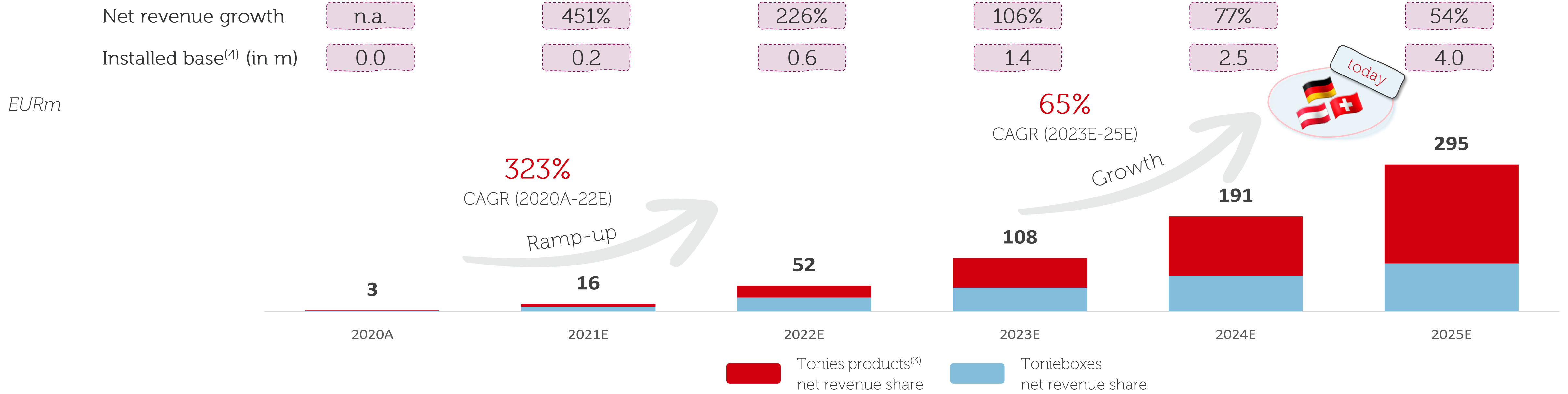
Relevant

Free Content
Content Partnerships



Massive
Upside

We have proven product fit in the US and leverage our strong growth momentum on the back of a clear growth strategy



Note(s): Audited German GAAP financials and management estimates; (1) Split as of 2021E; (2) Split as of 2025E; (3) Including Content Tonies, Creative Tonies, Accessories, mytonies; (4) Active Startersets with target group

Source(s): Company information

China shows massive potential to become the next tonies success story

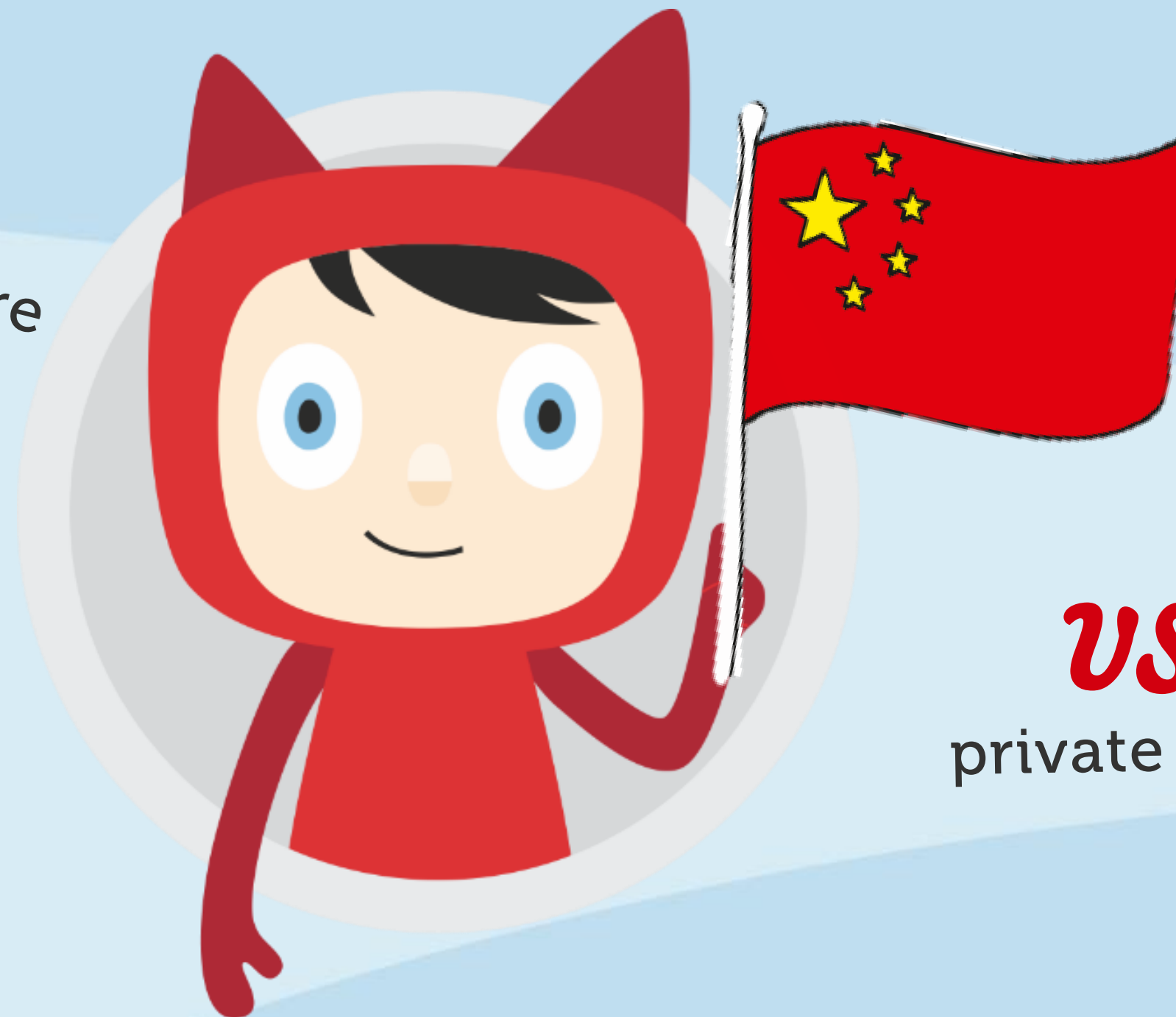


Education
is extremely important to Chinese parents

20%
of total global consumer spending in 2050

> USD 756n
toys and games market size by 2025

Affinity
to Western culture and media

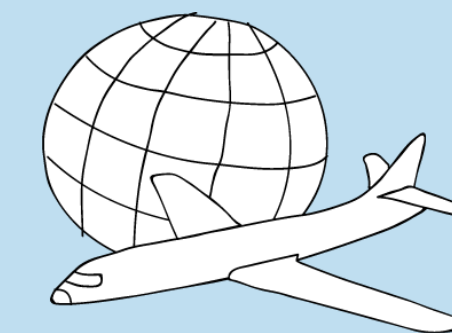


1.46n
consumers

15m
births per year

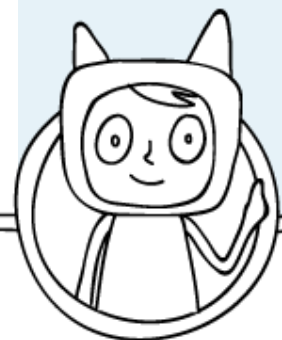
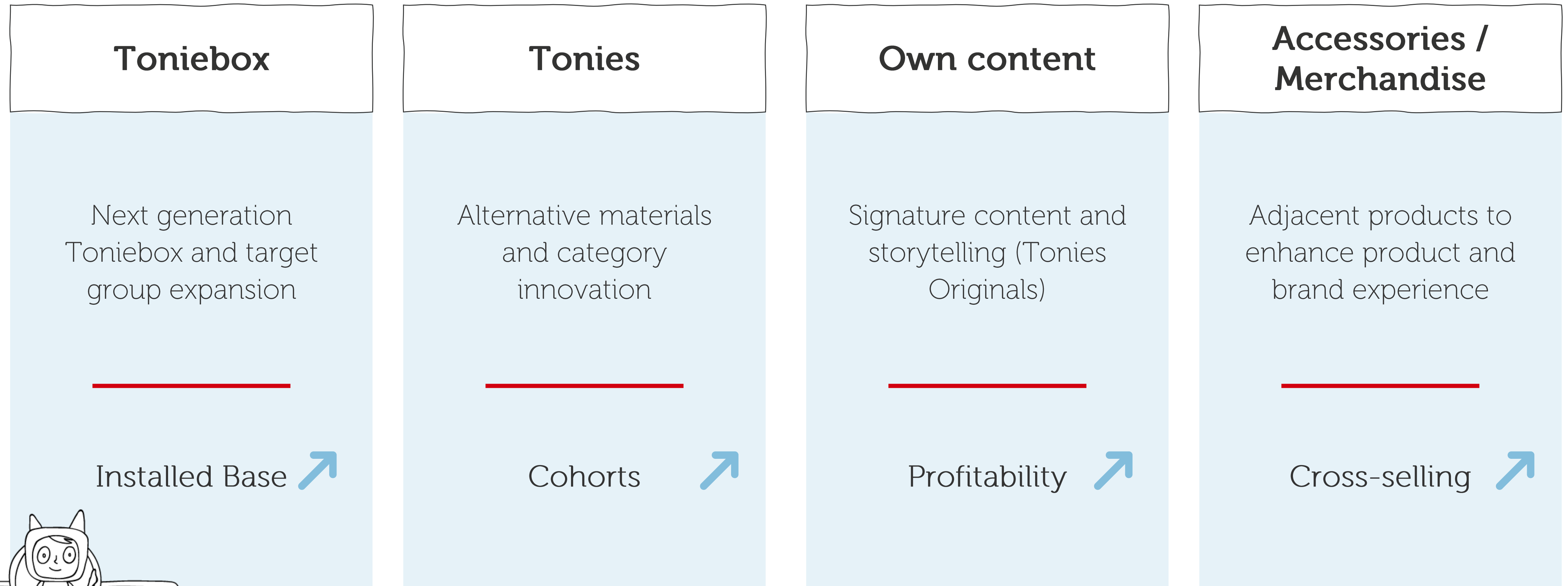
90m kids
in relevant target group

USD 12.7n
private consumption by 2030



Our business case sees a long-term potential of > EUR 300m for tonies if China is developed through an authentic "Tonies China Offering". Substantial investments required

Improving our platform and product offering to satisfy and grow our fanbase is key element of our strategic roadmap



Innovation Unit
Tonielab was set up
on January 01, 2021

Innovation drives customer loyalty and stickiness



Use of proceeds

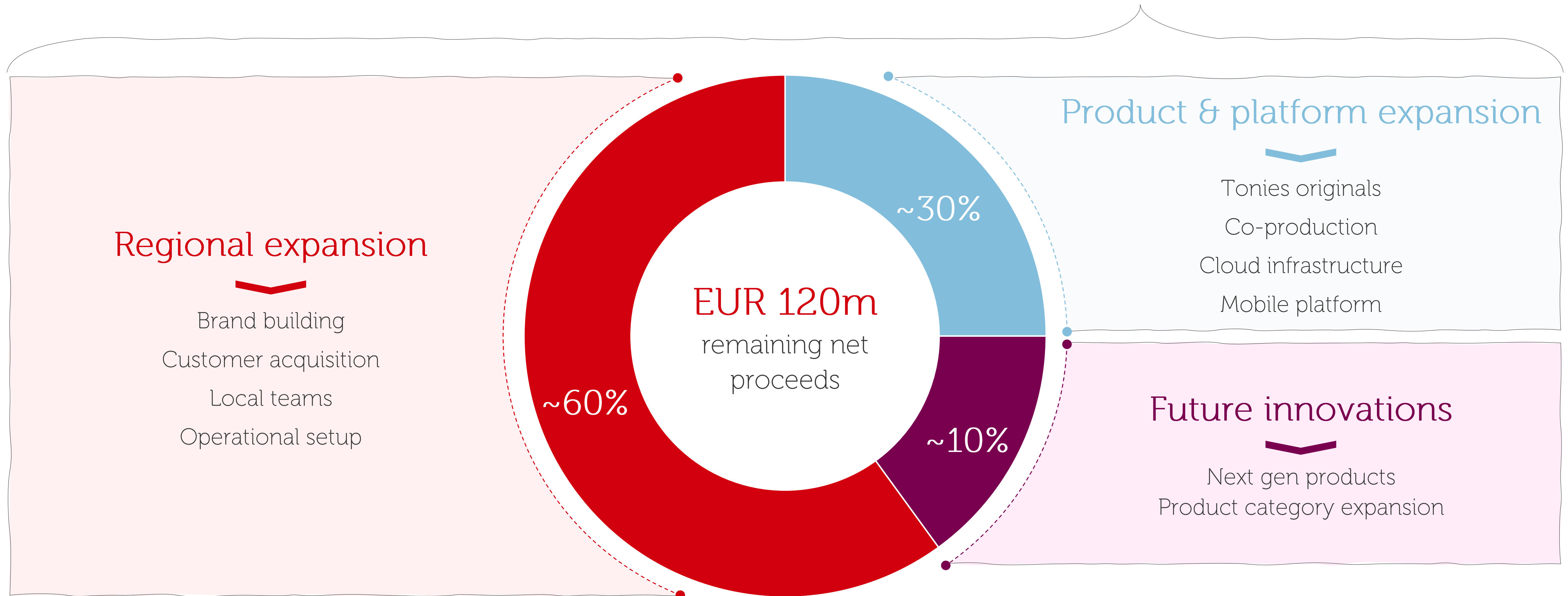
EUR 170m
net proceeds

EUR 50m

used to repay vendor and shareholder loans

EUR 120m

used to accelerate growth strategy



Transaction summary



Key Transaction Details

Headline Valuation	
EUR 870m⁽¹⁾ Enterprise Value	2.5x Enterprise Value/ Revenue
EUR 990m Pro Forma Equity Value	
EUR 510m Existing Shareholders Roll-over Equity	51.5% Existing Shareholders Ownership
Financing Details	
EUR 300m SPAC size	EUR 105m PIPE size
EUR 190m Primary Proceeds	EUR 215m Secondary Proceeds

Illustrative Sources & Uses

Sources (EURm)		Uses (EURm)	
Existing Shareholders Roll-Over Equity	510.0	Existing Shareholders Roll-Over Equity	510.0
PIPE	105.0	Net Primary Proceeds	170.0
SPAC Investors ⁽²⁾	300.0	Secondary Proceeds	210.0
Sponsor Promote	75.0	Sponsor Promote	75.0
		Transaction Fees	20.0
		Additional Secondary Proceeds to Cover Potential Future Tax Liabilities of Founding Shareholder	5.0
Total	990.0	Total	990.0

Pro Forma Ownership

Pro Forma Ownership	%	Value (EURm)
SPAC Investors	30.3%	300.0
PIPE Investors	10.6%	105.0
Sponsors	7.6%	75.0
Existing Shareholders	51.5%	510.0
Total	100.0%	990.0

Note(s): (1) Assumes pre-transaction Boxine GmbH net debt of EUR 70m; (2) Assumes no redemptions by SPAC shareholders

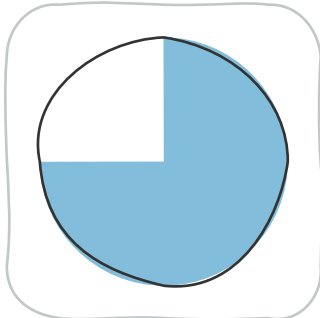
tonies is most comparable to Nintendo as well as Peloton due to its similar business model



Focus group

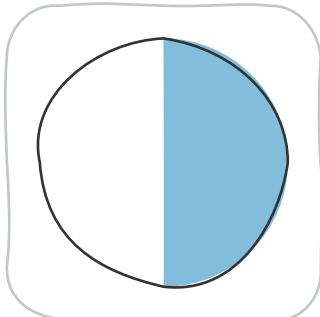
Family & kids entertainment

Nintendo NETFLIX Disney



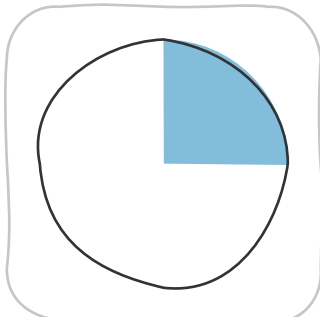
Tech-enabled direct-to-consumer brands

PELTON



EdTech

Chegg



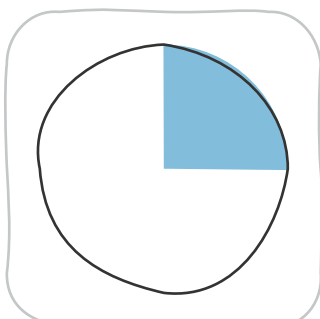
Gaming developers & publishers

ACTIVISION BILZARD team17 NEXON EA UBISOFT ROBLOX T2 TAKE-TWO INTERACTIVE

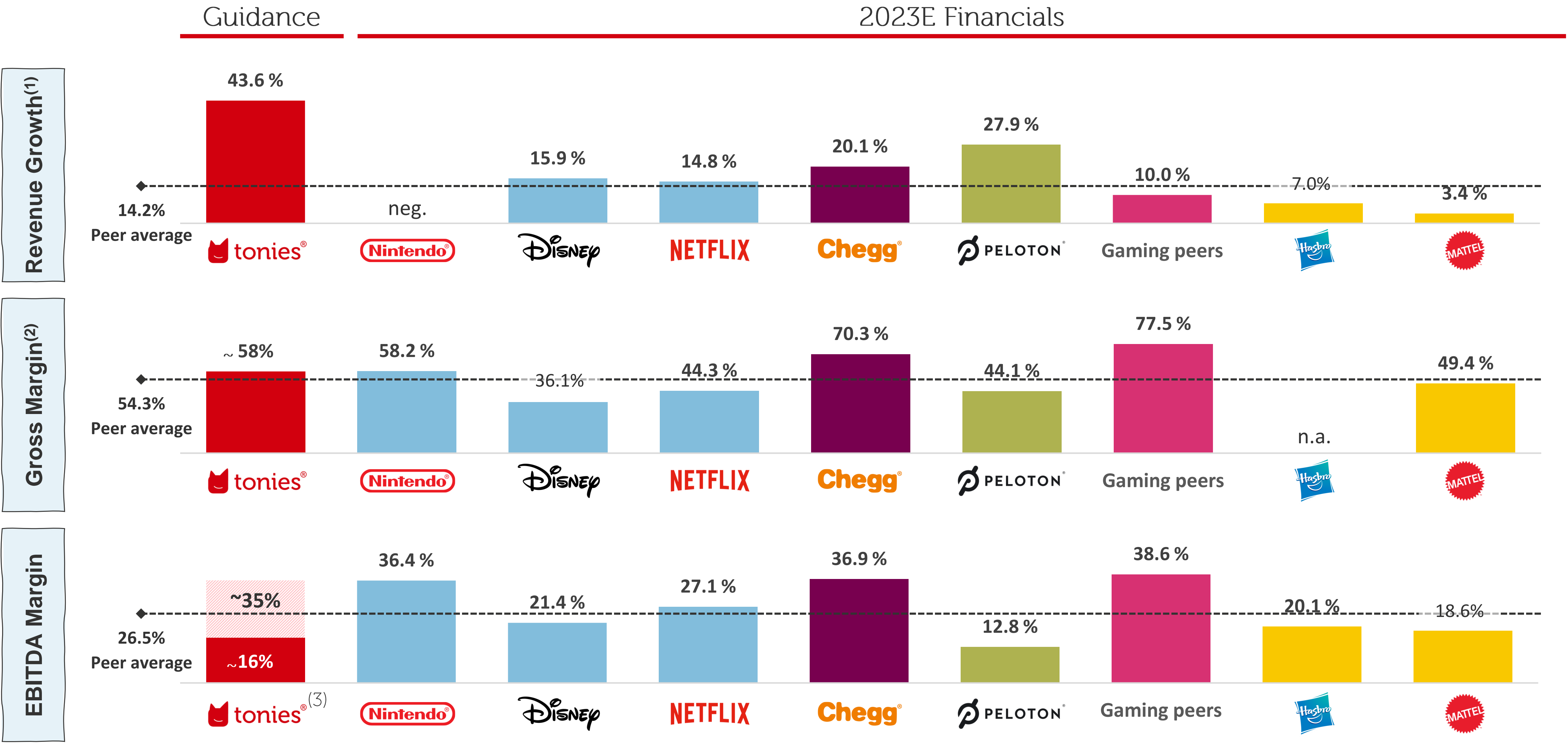


Non-digital traditional toy manufacturers

Hasbro MATTEL

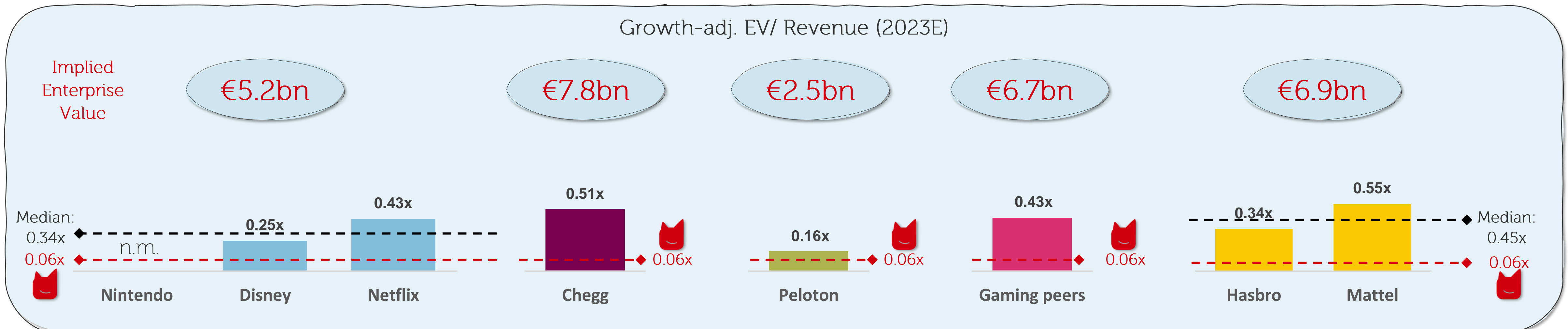
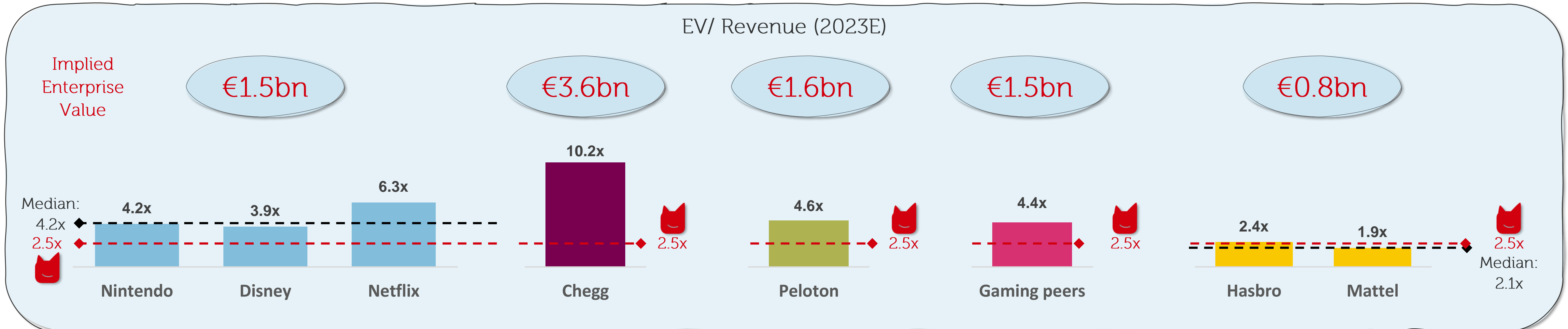


tonies shows significantly stronger growth with similar profitability compared to peers



Note(s): Guidance on DACH EBITDA margin; Respective multiples charts not to scale; (1) Revenue CAGR 2021E-23E; (2) Tonies' medium-term guidance on gross margin of ~58%; (3) Tonies' medium-term guidance on EBITDA margin of ~16%; Source(s): Company information; FactSet (as of 2 July 2021)

Implied relative valuations are way above deal valuation of EUR 870m



Note(s): Growth adjusted revenue multiples calculated as EV/ Revenue 2023E multiple divided by (2021-2023E Revenue CAGR x 100)
 Source(s): Company information, FactSet (as of 2 July 2021)

Illustrative discounted EV/ EBITDA analysis supports results from relative valuation



Implied EV based on comparable companies current trading multiples

<i>In EURm</i>	
Adj. EBITDA (medium-term) assuming EBITDA margin of ~16%	110
Illustrative forward multiple	20.0x
Implied future Enterprise Value (as of December 2024)	2,201
% total return until December 2024	153.0%
Illustrative discount rate	12.0%
PV of implied future Enterprise Value (as of June 2021)	1,480
% upside to EUR 870m transaction enterprise value	70.1%
Reference multiples family & kids entertainment peers	
EV/ EBITDA (2022E)	21.7x
EV/ Revenue (2023E)	4.2x
Implied fair value multiple	
Implied EV/ Revenue (2023E)	4.2x

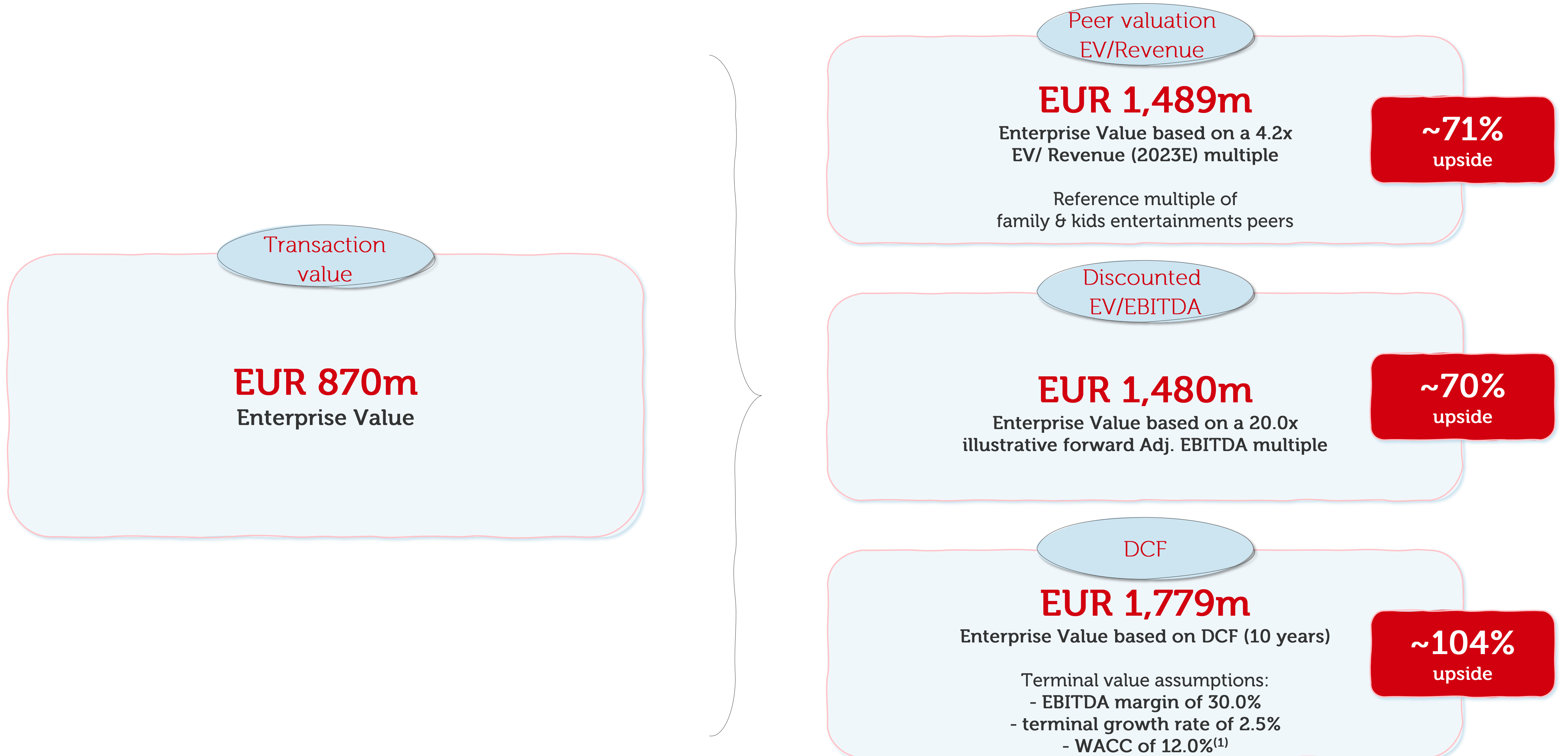
Summary of approach

- Applied range of 15.0x – 25.0x to tonies' Adj. EBITDA (medium-term) to arrive at an implied future enterprise value in December 2024
- Implied future enterprise value is discounted to June 2021 to arrive at the present value of implied future enterprise value
- Applied range of implied EV/ EBITDA multiples is based on the median forward EV/EBITDA multiples of the kids & family entertainment peer group

Sensitivity analysis

<i>in EURm</i>	Illustrative forward multiple	
	15.0x	25.0x
Implied future Enterprise Value	1,651	2,751
% total return until December 2024	89.7%	216.2%
PV of implied future Enterprise Value (as of June 2021)	1,110	1,850
% upside to EUR 870m transaction EV	27.6%	112.7%
Implied EV/ Revenue (2023E)	3.1x	5.2x

Proposed enterprise value of EUR 870m offers a significant discount to relative and intrinsic valuation methodologies

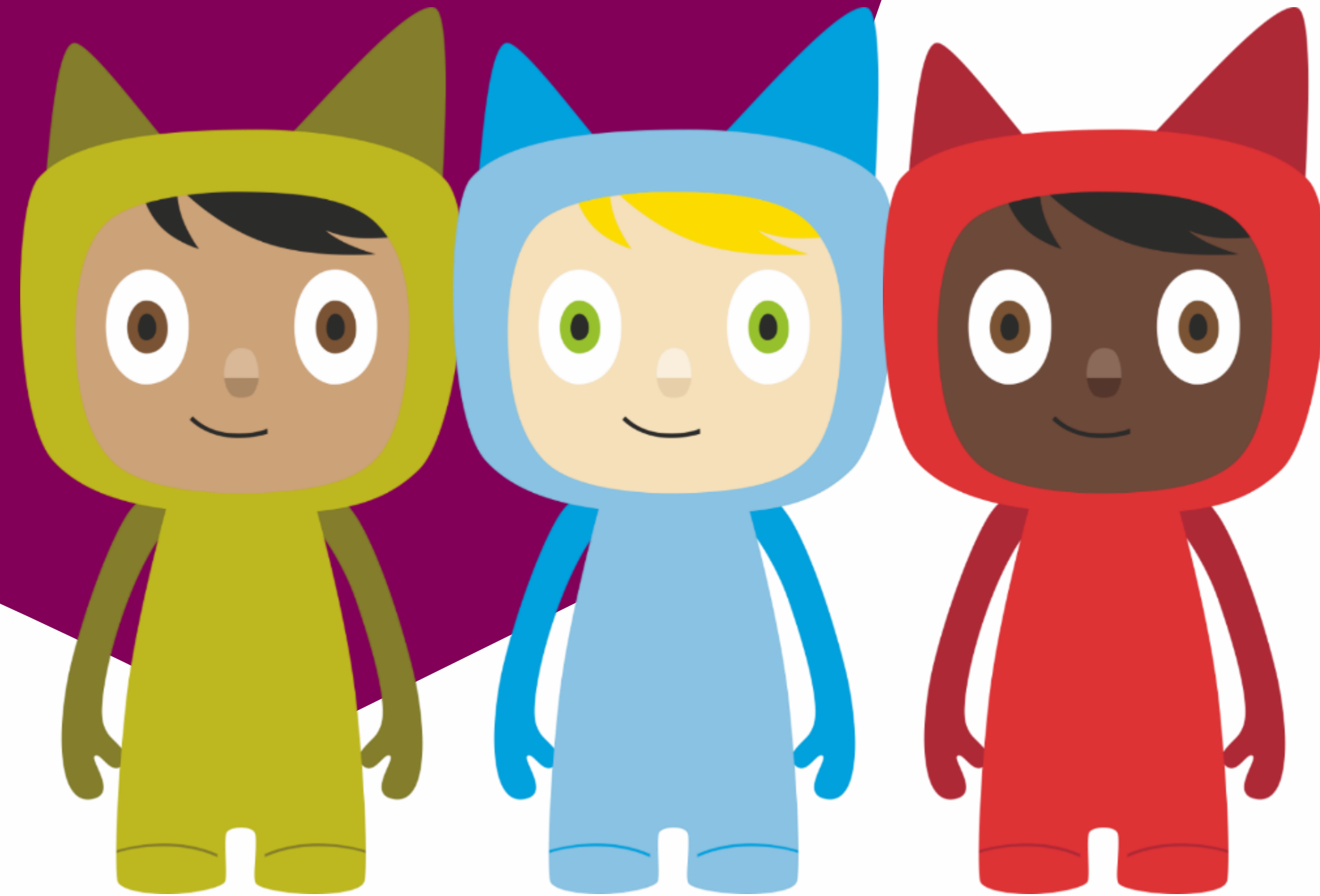


Note(s): (1) 50% premium to average peer WACC of 8.0%

Source(s): Company information, FactSet (as of 2 July 2021); Bloomberg (as of 2 July 2021)



Appendix



Highly regarded sponsor team of 468 SPAC I



468 SPAC I



Alexander Kudlich
CEO 468 SPAC I



Ludwig Ensthler
CIO 468 SPAC I



Florian Leibert
CTO 468 SPAC I



Risk factors summary (1/2)



Risks Related to Boxine Business, Operations and Financial Position

- The full effect of the COVID-19 pandemic is uncertain and cannot be predicted. The COVID-19 pandemic could worsen, or its effects may be prolonged, which could lead to a materially adverse effect on our business and results of operations.
- Our limited operating history and evolving market, geographic footprint and offerings make it difficult to evaluate our current business and future prospects, and predict results of operations.
- All financial figures included in the presentations and other materials prepared by us are based on German GAAP numbers, which may deviate substantially from the final audited IFRS results. There is no guarantee that we will be in a position to prepare our IFRS financial statements or that the audit of these financial statements will be finalized in a timely manner.
- We are exposed to concentration risks given that our business model currently centers around a single product family, we source our products from a few suppliers, we currently sell our products only in a small number of countries and our top five retailers account for c. 40% of our sales.
- Major logistics and supply chain disruptions, including due to limited container availability and our reliance on a single warehouse for each major market, could have a significant negative effect on our operations and results.
- Future growth poses various risks and challenges to our business and we may not be able to manage future growth efficiently.
- Any deterioration of economic conditions in the markets in which we operate may adversely affect our business and results of operations.
- Our future revenue depends on our ability to continue to attract new customers, which have an inherently high rate of turnover as the users of the Toniebox grow up.
- Our future revenue depends on the ability to continuously develop each customer cohort in line with our current expectations.
- Acceptance of product offering may decrease or fail to improve, including due to a lack of innovation or our failure to bring new products to market as planned, which may materially adversely affect our business and results of operations.
- We may fail to accurately anticipate and promptly respond to new trends and customer demand in the kids entertainment market, including with respect to popular content, or to respond in a timely and effective manner.
- If our efforts to build, maintain and enhance our reputation and brand, in particular in our new geographic markets, are not successful, we may not be able to grow our user base, which could adversely affect our results of operations.
- Our continued expansion in the accessories area, especially in the equipment and merchandising space, may not yield the expected results, including due to customers not adopting the tonies brand in these categories.
- Our continued expansion into new forms of digital product offerings may not be adopted by customers as currently planned.
- Our geographic footprint exposes us to political, economic, legal and other risks and uncertainties.
- We face competition from other technology companies, traditional toy manufacturers and the entertainment industry and cannot exclude that content owners will start competing directly with us, limiting or denying us access to relevant content.
- Although we only collect anonymous meta-data on usage patterns of our products and content, concerns about data privacy may harm our reputation and business.
- Our investments in marketing may fail to yield the desired results.
- If our Toniebox and Tonies do not achieve a high ranking in internet-based search results, our sales may be negatively affected.
- We may be subject to negative publicity, including inaccurate adverse information, which may result in declining demand for our products.
- The increasing importance of e-distribution channels may result in insolvencies of sales partners and therefore negatively affect our results of operations.
- We rely on third-party suppliers and may not be able to meet customer demand due to sourcing constraints.
- While we have taken steps to prevent non-compliance of our suppliers with applicable laws and regulations, there can be no assurance that these steps effectively prevent non-compliance in all circumstances.
- We may be unable to maintain and expand our relationships with content owners or to find additional content owners, which may materially adversely affect our business and results of operations. In addition, many of our contracts with content owners contain change-of-control provisions and we cannot exclude that content owners will use the De-SPAC transaction to renegotiate their commercial arrangement with us.
- Product defects and product recalls could adversely affect our business and reputation.
- We rely on AWS and other third-party software and service providers to provide systems, storage, software and tech stack development and services for us and our users and any disruption of such services or a material change to our arrangements could adversely affect our business.
- Our sourcing and logistics costs are subject to movements in the prices for raw materials and fuel as well as exchange rates, and we may not be able to pass on price increases to our customers.
- Our ability to reach our business plan goals will depend in part on our success in increasing our logistics efficiency.
- We may be unable to efficiently manage our inventory levels, which may materially adversely affect our business and results of operations.
- We depend on our personnel to grow and operate our business and may not be able to retain and replace existing personnel or to attract new personnel.
- We may fail to operate, maintain, integrate and upgrade our IT-infrastructure, or to adopt and apply technological advances. We may experience malfunctions or disruptions of our IT-systems.
- We may experience security breaches, loss of customer or supplier data and disruptions due to hacking, viruses, fraud and malicious attacks, other criminal activities or inadvertent or unintentional actions.
- We are subject to various risks for which we may not be adequately insured.
- Exchange rate fluctuations may adversely affect our results.
- If we are unable to accurately assess our performance through certain key performance indicators, this may adversely affect our ability to determine and implement appropriate strategies.
- Our business plan numbers could differ materially from our actual results of operations and we may not achieve our long-term strategic goals.
- Our business is subject to seasonal fluctuation, which may have a material impact on our results.
- Any failure to further expand our operations outside the regions in which we currently operate and to further broaden our geographic footprint may have a significant negative impact on our business or reported results.

Risk factors summary (2/2)



Key Regulatory, Legal and Tax Risks Related to Boxine

- We are subject to numerous, complex and sometimes conflicting legal and regulatory regimes.
- We are faced with demands by collecting societies and performance rights organizations and similar other organizations to pay higher fees.
- We may not be able to adapt our internal controls as well as our reporting, risk management and compliance procedures to the requirements of a public company.
- We may not be able to adequately protect our intellectual property against infringements from third parties.
- We may be accused of infringing on the intellectual property of third parties.
- We may be unable to acquire, utilize and maintain our trademarks.
- We may be involved in litigation or other proceedings that could adversely affect our business.
- We use standardized documents, contracts and terms and conditions, which increases the impact if any clause is held to be void.
- Our business is subject to the general tax environment in the jurisdictions in which we operate and any changes to this tax environment may increase our tax burden.

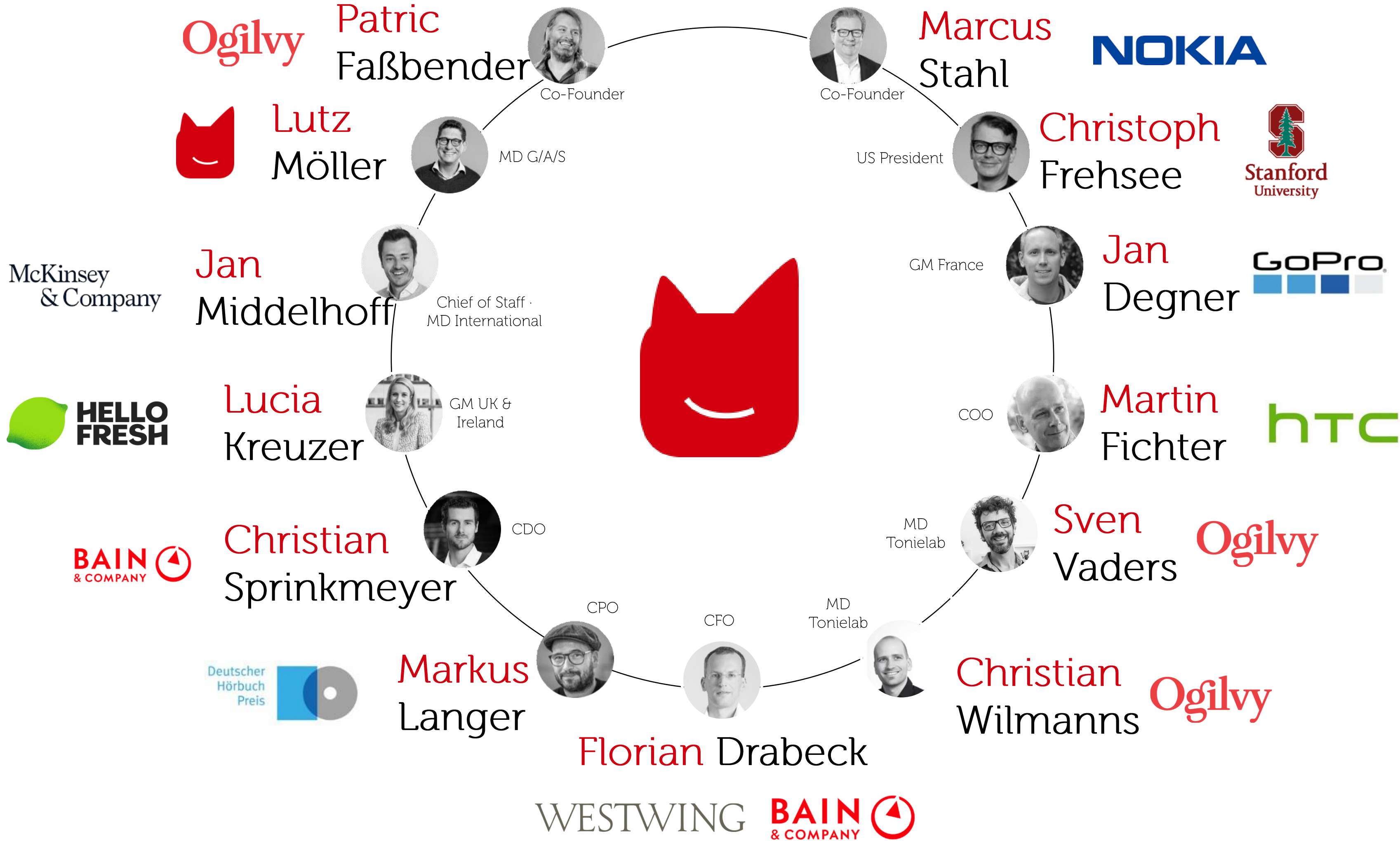
Key Risks Related to the Public Shares

- Upon conversion of the Public Warrants, the Founder Warrants and the Founder Shares into Public Shares, investors in the Public Shares may experience substantial dilution.
- There is no guarantee that following the Business Combination a liquid market for the Public Shares will develop and persist.

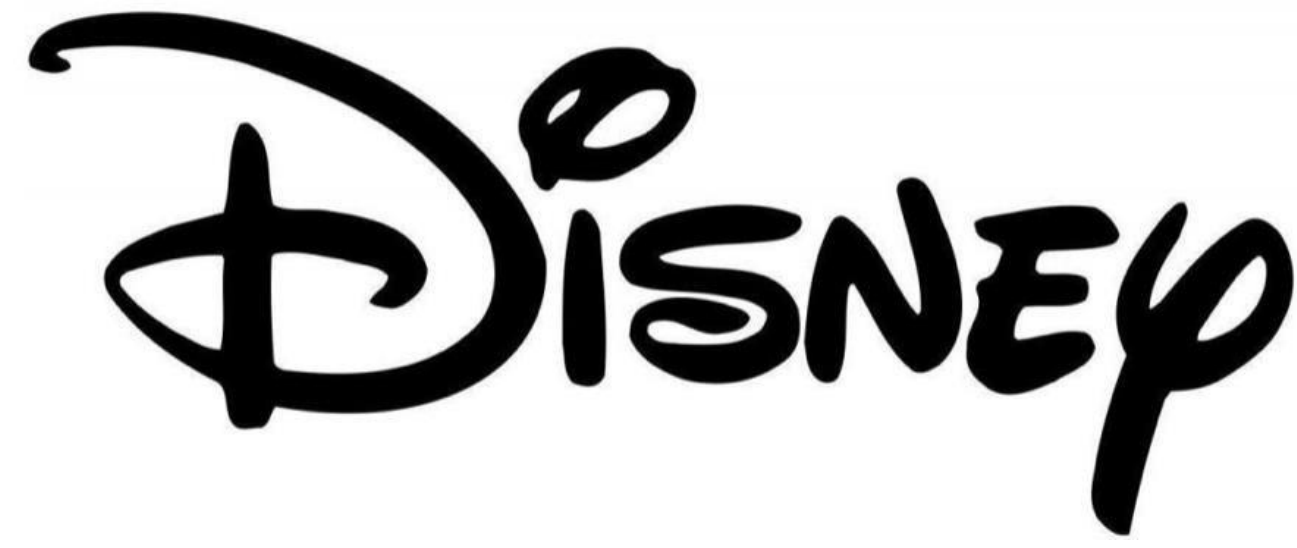
Key Risks Related to the Business Combination and the PIPE

- SPAC has no operating or financial history and its results of operations may differ significantly from the unaudited pro forma financial data.
- Alexander Kudlich, the CEO of the SPAC, has certain relations to Boxine, the target company for 468 SPAC's envisaged de-SPAC transaction (the "Business Combination"). While he has taken several measures that seek to avoid any potential conflicts of interest and to ensure that his role as CEO of 468 SPAC will not interfere with Boxine's decision-making process concerning the Envisaged Transaction, there is no guarantee that he will be free of conflicts of interest.
- Subsequent to the consummation of the Business Combination, SPAC may be required to take write-downs or write-offs, restructuring and impairment or other charges that could have a significant negative effect on its financial condition, results of operations and share price, which could cause investors to lose some or all of their investment.
- Boxine is a private company about which little information is available, and despite SPAC's management conducting a due diligence review of Boxine, SPAC's management board and supervisory board may not have properly valued Boxine.
- Boxine's financial forecasts, which were prepared in connection with the Business Combination, may prove to be inaccurate.
- As the shares subscribed for in the PIPE will only be issued and become listed and tradeable after a positive vote in the SPAC's shareholder meeting and the approval of the listing prospectus by the CSSF, there can be a significant time lag between the commitment to subscribe to the PIPE shares and the date on which subscribers are required to fund their subscriptions, and the PIPE shares become tradeable. The commitment to subscribe to the PIPE shares can only be terminated pursuant the conditions in the relevant subscription agreement.

Highly experienced founder-led team with proven track record in the consumer space



Our global partner network provides access to international blockbuster content as well as regional evergreens



WARNER BROS.



PIXAR
ANIMATION STUDIOS



HarperCollins Publishers

Penguin
Random
House

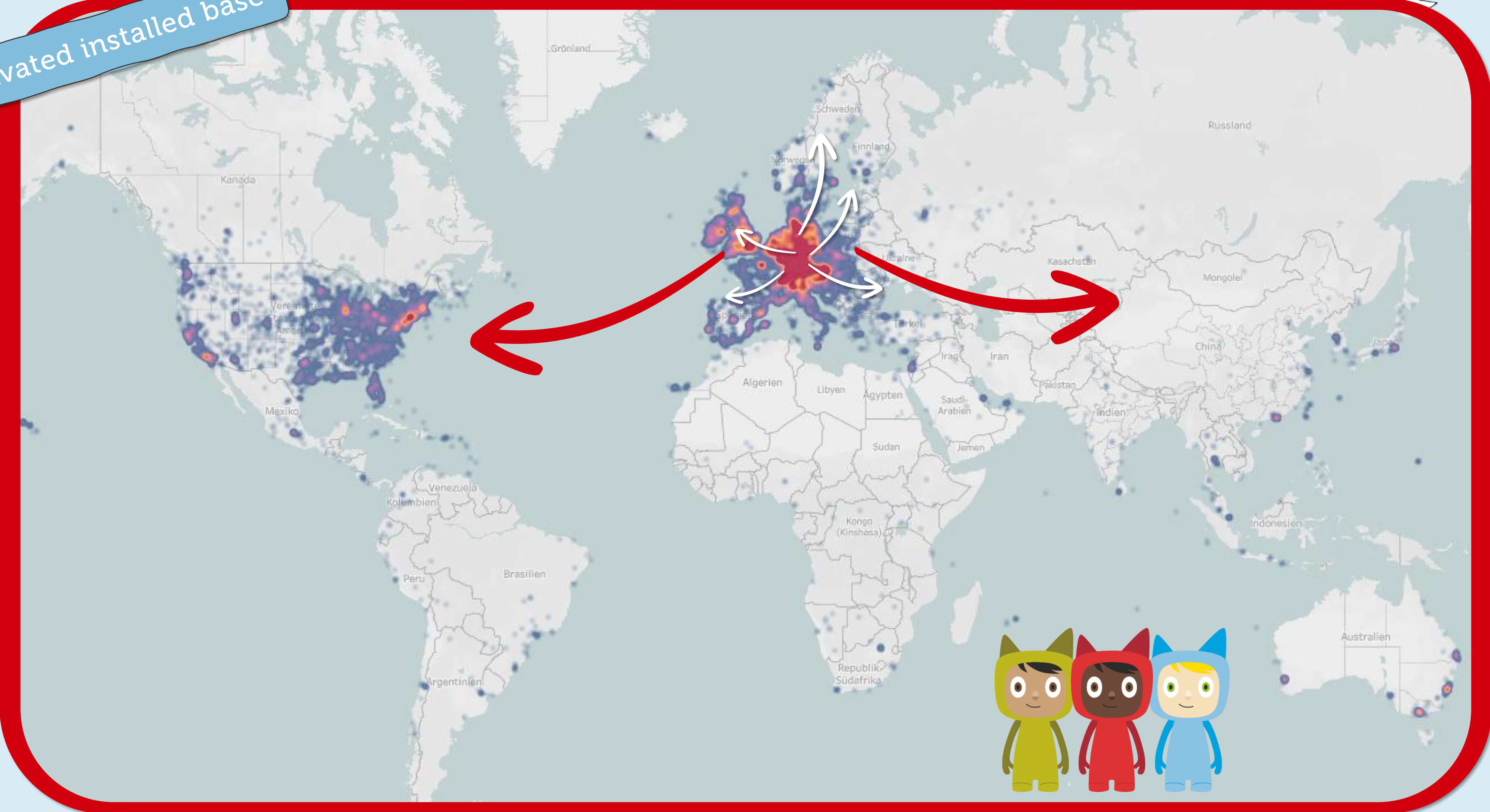


Note(s): Not all partners shown; Includes selected prospects where final contract is not yet signed

tonies is gearing up to become a global phenomenon



Activated installed base

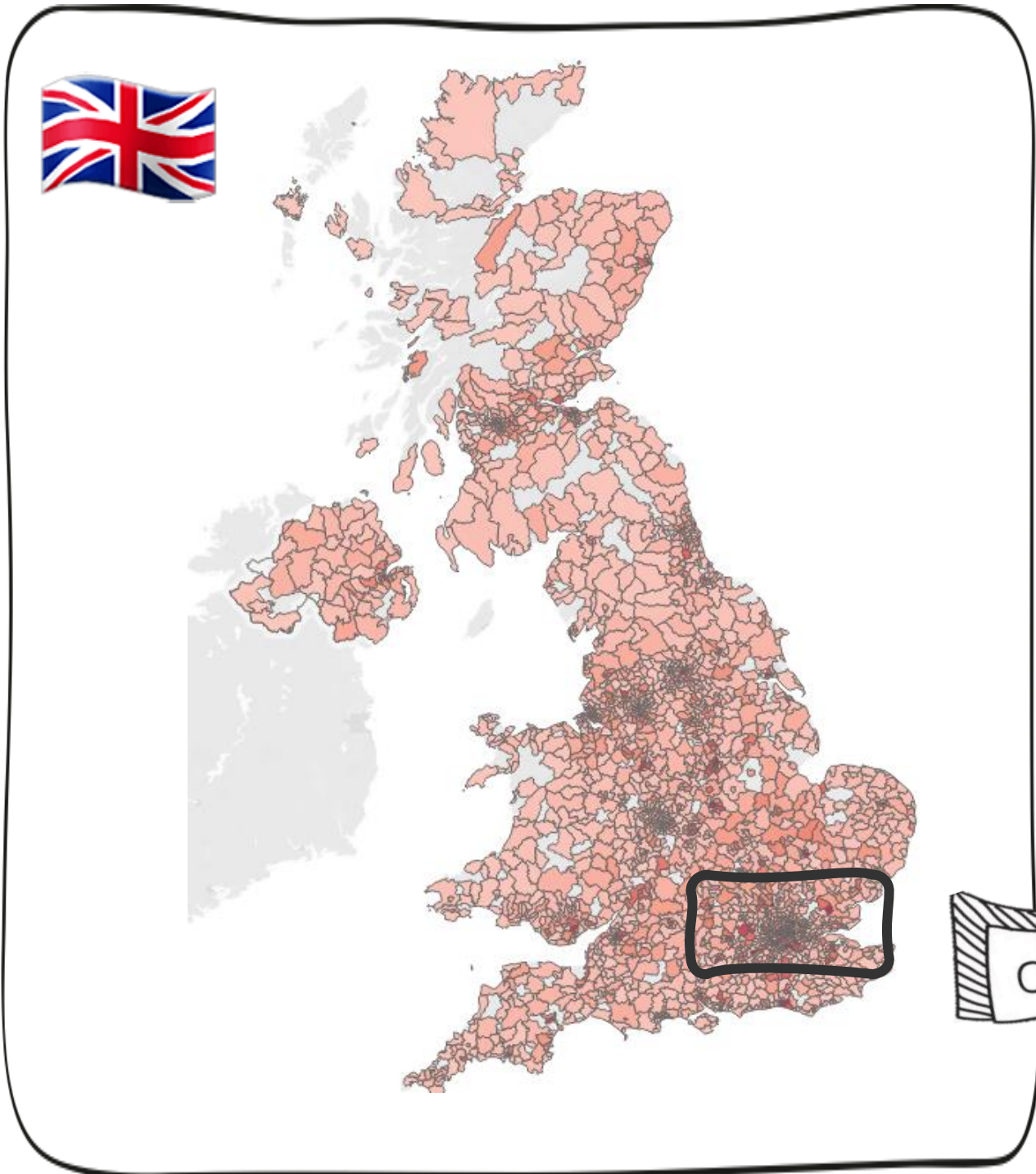


Note(s): As of June 2021

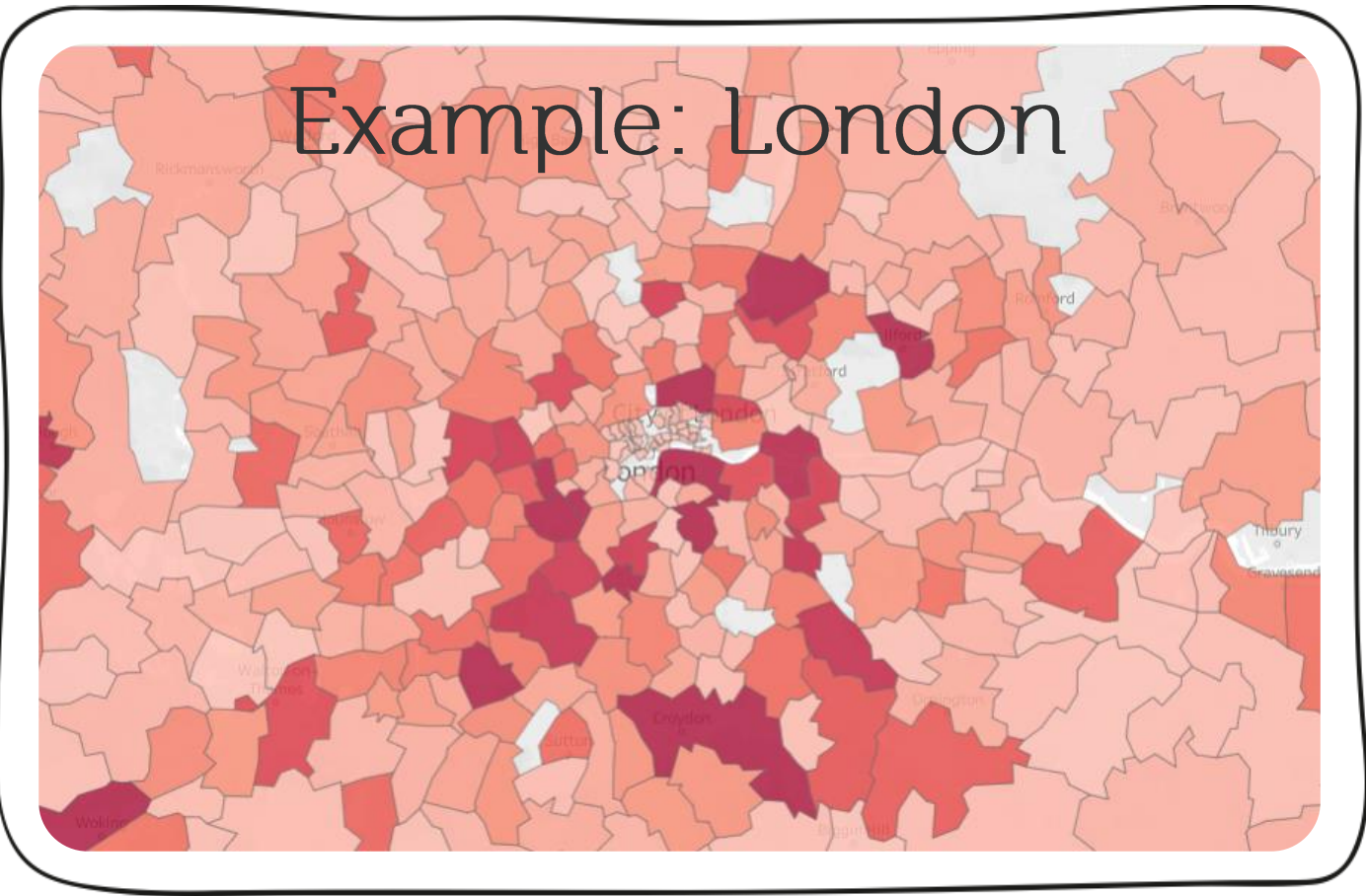
tonies shows strong growth trajectory in the UK



tonies is conquering the UK with unrestrained *enthusiasm* ...



...with high density in the *metropolitan* areas...



... with in total **> 85k boxes** activated

Proven product market fit and growing sales footprint



Best-positioned for successful launch in France



Strong Portfolio



**LAUNCH
SEPTEMBER 2021**

All Key Retailers

>400 secured POS

JouéClub!



Strong team



Audited German GAAP financials (total-cost method)



AVI Beteiligungs GmbH - Income Statement 2020 & 2019 (shortened fiscal year, 03.07.-31.12.2019)

(in EUR)

Position	2020	2019 shortened	
Revenue		136,754,362.67	46,531,579.38
Increase (PY: decrease) in finished goods and work in process		8,380,029.59	-25,704,347.59
Other operating income		3,271,084.20	820,666.72
Cost of materials			
a) Cost of raw materials, supplies and purchased goods	-73,120,849.89		-13,391,300.96
thereof income from currency translation:			
EUR 1,667,147.78 (PY: EUR 427,488.57)			
thereof expenses from currency translation:			
EUR 1,600,498.36 (PY: EUR 372,379.93)			
b) Cost of purchased services	<u>-1,223,855.76</u>	<u>-74,344,705.65</u>	<u>-317,275.25</u>
Personnel expenses			
a) Wages and salaries	-10,314,359.89		-1,511,564.35
b) Social security, pension and other benefits	<u>-1,854,229.92</u>	<u>-12,168,589.81</u>	<u>-367,488.87</u>
thereof for pensions: EUR 80,303.33 (PY: EUR 36,456.89)			
Amortisation, depreciation and write-downs of intangible assets and property, plant and equipment		-27,255,152.93	-7,339,267.89
Other operating expenses		-63,982,179.28	-17,307,954.37
Interest and similar expenses		-3,277,144.82	-891,400.40
Income taxes		<u>-1,819,581.64</u>	<u>5,519,725.81</u>
Earnings after taxes		<u>-34,441,877.67</u>	<u>-13,958,627.77</u>
Net income for the financial year		<u>-34,441,877.67</u>	<u>-13,958,627.77</u>
Loss carry forward		-14,230,273.91	0
Distribution		0.00	-271,646.14
Consolidated accumulated deficit		<u>-48,672,151.58</u>	<u>-14,230,273.91</u>
Reconciliation to Mgmt Accounts			
EBITDA		-2,089,998.28	
Factoring Costs allocated back as part of Financial Result		180,634.30	
EBITDA Adjustments		<u>2,704,022.96</u>	
Adjusted EBITDA		<u>794,658.98</u>	

Note(s): Financials have been converted from total-cost method to cost-of-sales method for management accounts; AVI Beteiligungs GmbH is the HoldCo of Boxine GmbH

Audited German GAAP financials (total-cost method)



AVI Beteiligungs GmbH - Balance Sheet 31.12.2020 & 31.12.2019

(in EUR)

	31/12/2020		31/12/2019		31/12/2020	31/12/2019
ASSETS				EQUITY AND LIABILITIES		
A. Fixed assets				A. Equity		
I. Intangible assets				I. Subscribed capital	46,869.00	46,869.00
1. Industrial property rights and similar rights and assets as well as						
licences to such rights and assets acquired for a consideration	120,139,279.13		126,599,867.30			
2. Goodwill	<u>145,077,791.68</u>	265,217,070.81	<u>161,658,122.80</u>	II. Capital reserve	222,676,032.14	222,676,032.14
			288,257,990.10			
II. Property, plant and equipment				III. Foreign currency translation differences	26,284.15	-37,053.41
1. Land, leasehold rights and buildings, including						
buildings on third-party land	47,695.72		0.00	IV. Consolidated accumulated deficit	-48,672,151.58	-14,230,273.91
2. Technical equipment and machinery	3,993,257.70		1,478,139.59			
3. Other equipment, operating and office equipment	946,204.64		329,129.32			
4. Advance payments	<u>337,310.42</u>	5,324,468.48	<u>0.00</u>			
			1,807,268.91			
		270,541,539.29	290,065,259.01	B. Provisions		
B. Current assets				1. Tax provisions	785,407.00	1,200,513.00
I. Inventories				2. Other provisions	<u>25,211,105.12</u>	<u>19,234,114.35</u>
1. Raw materials and supplies	4,633,226.79		2,643,972.17		25,996,512.12	20,434,627.35
2. Work in process	812,770.45		1,075,455.06	C. Liabilities		
3. Finished goods and merchandise	<u>17,616,116.11</u>	23,062,113.35	<u>8,973,401.91</u>	1. Liabilities to banks	14,751,690.60	7,499,835.49
			12,692,829.14	2. Trade payables	22,343,888.60	12,604,949.78
II. Receivables and other assets				3. Liabilities to shareholders	1,918,706.16	1,810,100.16
1. Trade receivables	16,872,461.83		17,357,976.80	4. Other liabilities	44,220,125.05	41,314,988.83
2. Other assets	<u>2,437,640.60</u>	19,310,102.43	<u>1,318,707.57</u>	thereof for social security:		
			18,676,684.37	EUR 72,704.11 (PY: EUR 7,268.90)		
III. Cash and cash equivalents		4,057,216.39	1,672,460.83	thereof for tax: EUR 2.866.344,14		
		<u>46,429,432.17</u>	<u>33,041,974.34</u>	(PY: EUR 2,539,736.36)		
C. Prepaid expenses		845,221.17	1,378,222.05		83,234,410.41	63,229,874.26
D. Deferred tax assets		<u>1,091,006.43</u>	<u>4,283,450.04</u>	D. Deferred tax liabilities	35,599,242.82	36,648,830.01
		<u>318,907,199.06</u>	<u>328,768,905.44</u>		<u>318,907,199.06</u>	<u>328,768,905.44</u>

Note(s): Financials have been converted from total-cost method to cost-of-sales method for management accounts; AVI Beteiligungs GmbH is the HoldCo of Boxine GmbH

Audited German GAAP financials (total-cost method)



AVI Beteiligungs GmbH - Cash Flow Statement 2020 & 2019 (shortened fiscal year, 03.07.-31.12.2019)

#	Position	2020	2019 (shortened)
1.	Consolidated profit/loss for the period including share of profit of non-controlling interests	-34,441,877.67	-13,958,627.77
2. +/-	Depreciation/amortisation/(reversal of) impairment losses on fixed assets	27,255,152.93	7,339,267.89
3. +/-	Increase/decrease in provisions	5,976,990.77	7,596,114.35
4. -/+	Increase/decrease in inventories, trade receivables and other assets not attributable to investing or financing activities	-10,469,701.39	16,446,264.44
5. +/-	Increase/decrease in trade payables and other liabilities not attributable to investing or financing activities	10,225,737.46	-8,268,264.74
6. -/+	Gain/loss on disposal of fixed assets	-59,233.90	0.00
7. +/-	Interest expense/income	3,277,144.82	891,400.40
8. +/-	Income tax expense/income	1,819,581.64	-5,519,725.81
9. =	Cash flows from operating activities (sum of items 1-8)	3,583,794.66	4,526,428.76
10. -	Acquisition of intangible assets	-4,212,594.93	-1,054,653.38
11. -	Acquisition of property, plant and equipment	-3,459,604.38	-218,701.54
12. -	Acquisition of consolidated entities	0.00	-232,485,500.00
13. =	Cash flows from investing activities (sum of items 10-12)	-7,672,199.31	-233,758,854.92
14. +	Proceeds from issue of share capital by shareholders of the Parent Company	0.00	222,697,901.14
15. +	Proceeds from issue of bonds and from loans and borrowings	6,409,822.65	15,000,000.00
16. -	Repayment of bonds and borrowings	0.00	-6,203,119.67
17. -	Interest paid	0.00	-306,194.93
18. -	Dividends paid to shareholders of the Parent Company	0.00	-271,646.14
19. =	Cash flows from financing activities (sum of items 14-18)	6,409,822.65	230,916,940.40
20. +	Non-cash changes in cash and cash equivalents	2,321,418.00	1,684,514.24
21. +/-	Effect of movements in exchange rates and remeasurements on cash and cash equivalents	63,337.56	-37,053.41
22. +	Cash and cash equivalents at the beginning of the period	1,672,460.83	25,000.00
23. =	Cash and cash equivalents at the end of the period (sum of items 20-22)	4,057,216.39	1,672,460.83

Note(s): Financials have been converted from total-cost method to cost-of-sales method for management accounts; AVI Beteiligungs GmbH is the HoldCo of Boxine GmbH

Audited German GAAP financials (total-cost method)



Boxine GmbH - Income Statement 2019 & 2018

(in EUR)

#	Position	2019	2018
1.	Revenue	101,653,588.02	60,528,316.31
2.	Increase/decrease in finished goods and work in process		
		-2,029,966.94	11,236,622.14
3.	Other own work capitalized	0.00	732,261.61
4.	Other operating income	847,963.94	98,810.90
5.	Cost of materials		
a)	Cost of raw materials, supplies and purchased goods	-54,857,902.19	-47,690,348.17
b)	Cost of purchased services	-742,373.48	-607,558.25
		-55,600,275.67	-48,297,906.42
6.	Personnel expenses		
a)	Wages and salaries	-5,535,905.20	-3,033,320.88
b)	Social security, pension and other benefits	-1,204,591.19	-661,754.18
	thereof for pensions € 105.329,46 (Vj. € 39.456,89)	-6,740,496.39	-3,695,075.06
7.	Amortisation, depreciation and write-downs of intangible assets and property, plant and equipment	-1,366,332.14	-1,116,801.80
8.	Other operating expenses	-44,439,500.91	-16,837,048.92
9.	Other interest and similar income	0.00	9,252.09
10.	Interest and similar expenses	-1,204,469.93	-857,941.86
11.	Income taxes	3,100,792.17	-17,895.00
12.	Earnings after taxes	-5,778,697.84	1,782,593.99
13.	Net income for the financial year	-5,778,697.84	1,782,593.99
Reconciliation to Mgmt Accounts			
	EBITDA Boxine GmbH consolidated	-6,308,687.94	3,765,980.56
	Factoring Costs allocated back as part of Financial Result	143,110.14	38,528.67
	EBITDA Adjustments Boxine GmbH consolidated	9,827,073.26	0.00
	Adjusted EBITDA Boxine GmbH consolidated	3,661,495.46	3,804,509.23
	EBITDA AVI Beteiligungs GmbH Individual Financial Statements	-729,223.01	
	EBITDA Adjustments AVI Beteiligungs GmbH	749,846.80	
	Other effects	-175.39	
	Adjusted EBITDA AVI Beteiligungs GmbH consolidated	3,681,943.86	

Note(s): Financials have been converted from total-cost method to cost-of-sales method for management accounts

Audited German GAAP financials (total-cost method)



Boxine GmbH - Balance Sheet 31.12.2019 & 31.12.2018

(in EUR)

	31/12/2019	31/12/2018		31/12/2019	31/12/2018
ASSETS			EQUITY AND LIABILITIES		
A. Fixed assets			A. Equity		
I. Intangible assets, Industrial property rights and similar rights and assets as well as licences to such rights and assets acquired for a consideration	4,438,099.66	5,016,965.81	I. Subscribed capital	64,097.00	64,097.00
II. Property, plant and equipment			II. Capital reserve	9,008,007.14	9,008,007.14
1. Technical equipment and machinery	1,478,139.59	1,097,874.00	Foreign currency translation differences	-55,613.21	
2. Other equipment, operating and office equipment	329,129.32	167,898.00	III. Retained earnings/accumulated deficit	-4,341,058.84	-5,802,591.49
III. Financial assets			IV. Profit/Loss of the year	-5,778,697.84	1,782,593.99
1. Shares in affiliated companies	0.00	0.00		-1,103,265.75	5,052,106.64
2. Participations	0.00	112.56	B. Provisions		
	6,245,368.57	6,282,850.37	1. Tax provisions	1,200,513.00	17,895.00
B. Current assets			2. Other provisions	19,234,114.35	4,005,295.54
I. Inventories				20,434,627.35	4,023,190.54
1. Raw materials and supplies	2,643,972.17	1,996,266.49	C. Liabilities		
2. Work in process	1,075,455.06	629,928.02	1. Liabilities to banks	7,499,835.49	9,897,237.22
3. Finished goods and merchandise	8,973,401.91	11,448,895.89	2. Trade payables	12,434,674.88	15,519,664.71
II. Receivables and other assets			3. Liabilities to affiliated companies	0.00	15,389.67
1. Trade receivables	17,298,476.80	13,622,742.92	4. Liabilities to shareholders	1,451,185.52	1,378,821.14
2. Receivables from affiliated companies	0.00	366,383.70	5. Other liabilities	2,540,183.24	1,410,304.99
3. Other assets	1,016,280.34	349,327.61	thereof taxes 2.539.736,36 (1.210.804,48)		
III. Cash and cash equivalents			thereof social security 7.268,90 (4.818,59)		
C. Prepaid expenses				23,925,879.13	28,221,417.73
D. Deferred tax assets					
	913,554.03	71,216.43			
	4,283,450.04				
	43,257,240.73	37,296,714.91		43,257,240.73	37,296,714.91

Note(s): Financials have been converted from total-cost method to cost-of-sales method for management accounts

Audited German GAAP financials (total-cost method)



Boxine GmbH - Cash Flow Statement 2019 & 2018

(in EUR)

#	Position	2019	2018
1.		-5,778,697.84	1,782,593.99
	Consolidated profit/loss for the period including share of profit of non-controlling interests		
2.	+/- Depreciation/amortisation/(reversal of) impairment losses on fixed assets	1,366,332.14	1,116,801.80
3.	+/- Increase/decrease in provisions	15,228,818.81	3,736,813.26
4.	+/- Other non-cash expenses/income	2,999,624.65	0.00
5.	-/+ Increase/decrease in inventories, trade receivables and other assets not attributable to investing or financing ac	-7,719,829.29	-22,999,671.01
6.	+/- Increase/decrease in trade payables and other liabilities not attributable to investing or financing activities	-4,295,538.60	10,611,450.09
7.	-/+ Gain/loss on disposal of fixed assets	1,103,438.41	15,609.99
8.	+/- Interest expense/income	1,204,469.93	848,689.77
9.	+/- Income tax expense/income	-1,918,174.17	17,895.00
10.	-/+ Income taxes paid	0.00	-17,895.00
11.	= Cash flows from operating activities	2,190,444.04	-4,887,712.11
12.	- Acquisition of intangible assets	-1,325,578.69	-2,498,921.38
13.	- Acquisition of property, plant and equipment	-1,105,478.36	-744,774.21
14.	- Acquisition of financial assets	0.00	-112.56
15.	+ Interest received	0.00	9,252.09
16.	= Cash flows from investing activities	-2,431,057.05	-3,234,556.06
17.	+ Proceeds from issue of share capital by shareholders of the Parent Company	0.00	500,111.04
18.	+ Proceeds from issue of bonds and from loans and borrowings	0.00	10,315,590.97
19.	- Interest paid	-1,103,302.41	-857,941.86
20.	= Cash flows from financing activities	-1,103,302.41	9,957,760.15
	Cash flows from operating activities	2,190,444.04	-4,887,712.11
	Cash flows from investing activities	-2,431,057.05	-3,234,556.06
	Cash flows from financing activities	-1,103,302.41	9,957,760.15
21.	+ Non-cash changes in cash and cash equivalents	-1,343,915.42	1,835,491.98
22.	+/- Changes related to consolidation	-322,293.04	0.00
23.	+/- Effect of movements in exchange rates and remeasurements on cash and cash equivalents	-55,613.21	0.00
24.	+ Cash and cash equivalents at the beginning of the period	2,529,103.48	693,611.50
25.	= Cash and cash equivalents at the end of the period	807,281.81	2,529,103.48

Note(s): Financials have been converted from total-cost method to cost-of-sales method for management accounts

Management Accounts (cost-of-sales method)



Boxine Group Consolidated Management Accounts 2018-2020 (FINAL)

P&L	FY2018	FY2019	FY2020
Gross Revenue	63,815	109,918	146,937
Revenue Deductions	-3,287	-8,288	-10,183
<i>Revenue Deductions Ratio</i>	-3.8%	-3.8%	-3.8%
Net Revenue	60,528	101,630	136,754
<i>YoY Growth</i>		67.9%	34.6%
COGS	-37,061	-56,281	-65,965
<i>COGS Ratio</i>	-61.2%	-55.4%	-48.2%
Gross Profit before Licenses	23,467	45,349	70,790
<i>Gross Margin before Licenses</i>	38.8%	44.6%	51.8%
Licensing Costs	-5,702	-17,914	-25,096
<i>Licensing Cost Ratio</i>	-9.4%	-17.6%	-18.4%
Gross Profit	17,765	27,434	45,693
<i>Gross Margin</i>	29.3%	27.0%	33.4%
Fulfilment	-5,172	-11,952	-19,158
<i>Fulfilment Ratio</i>	-8.5%	-11.8%	-14.0%
Logistic Costs	-2,965	-6,019	-9,275
Sales Dependent Costs	-1,231	-1,726	-4,757
Other Distribution Costs	-975	-4,208	-5,126
Contribution Profit	12,593	15,482	26,535
<i>Contribution Margin</i>	20.8%	15.2%	19.4%
Marketing	-1,260	-1,211	-5,314
<i>Marketing Ratio</i>	-2.1%	-1.2%	-3.9%
SG&A	-8,360	-12,955	-24,700
<i>SG&A Ratio</i>	-13.8%	-12.7%	-18.1%
Personnel Expenses	-3,695	-6,741	-12,169
Opex	-4,665	-6,214	-12,532
Other Result	831	2,366	4,273
Adj EBITDA	3,805	3,682	795
<i>Adj EBITDA Margin</i>	6.3%	3.6%	0.6%
Adjustments	0	-10,577	-2,704
EBITDA	3,805	-6,895	-1,909
<i>EBITDA Margin</i>	6.3%	-6.8%	-1.4%
EBITDA Adjustments			
COGS: Consolidation Effects related to prior years		-1,349	
Licensing Costs (2019) / Other result (2020) related to prior years		-4,065	833
Opex: Expenses and corrections related to prior years		-2,685	
Opex: Supply Chain Consulting project			-1,284
Opex: Legal Costs Equity Financing Round		-750	
Opex: Headhunter Costs		-234	-418
Other result: Own developed software		-1,494	-1,835
Total	0	-10,577	-2,704

Boxine Group Consolidated Management Accounts 2018-2020 (FINAL)

Cash & Working Capital	FY2018	FY2019	FY2020
Capex	3,244	2,431	7,672
PP&E	745	1,105	3,460
Intangible Assets	2,499	1,326	4,213
Trade Working Capital	12,178	17,446	17,591
Inventory	14,075	12,693	23,062
Trade Receivables	13,623	17,358	16,872
Trade Payables	-15,520	-12,605	-22,344
Balance Sheet	FY2018	FY2019	FY2020
Total Assets	37,297	328,769	318,907
Current Assets	31,014	38,704	48,366
Cash & Cash Equivalents	2,529	1,672	4,057
Inventory	14,075	12,693	23,062
Trade Receivables	13,623	17,358	16,872
Other Current Assets	787	6,980	4,374
Non-Current Assets	6,283	290,065	270,542
PP&E	1,266	1,807	5,324
Intangible Assets	5,017	288,258	265,217
Financial Assets	0	0	0
Total Liabilities & Equity	37,297	328,769	318,907
Current Liabilities	30,866	43,086	109,231
Trade Payables and Accruals	15,520	12,605	22,344
Financial Liabilities (Revolver)	9,897	7,500	14,752
Financial Liabilities (Vendor Loan)			42,211
Other Current Liabilities	5,449	22,982	29,924
Non-Current Liabilities	1,379	77,227	35,599
Financial Liabilities (Shareholder Loan)	1,379		
Financial Liabilities (Vendor Loan)	0	40,578	
Other Non-Current Liabilities	0	36,649	35,599
Equity	5,052	208,456	174,077

Note(s): Financials have been converted from total-cost method to cost-of-sales method for management accounts; 2019 is pro-forma as if group on level of AVI Beteiligungs GmbH had existed for the full year