

**tonies SE**  
*Société européenne*  
Registered office: 9, rue de Bitbourg  
L-1273 Luxembourg  
R.C.S. Luxembourg: B 252939

Luxembourg, 26 November 2021

Dear holder(s) of class A shares (ISIN: LU2333563281),

Pursuant to a decision of the management board and the delegate of the supervisory board taken on 24 November 2021 as approved by the extraordinary general meeting of shareholders dated 15 November 2021 (the “**EGM**”), we, tonies SE, hereby offer to repurchase up to 16,400,000 class A shares in the Company from the shareholders for an amount of EUR 0.016 (in words: one point six cent) per class A share, which corresponds to the par value of such class A shares (the “**Offer**”).

The Offer is made further to the issuance of 16,400,000 class A shares in the Company to the Company’s subsidiary, 468 SPAC I Issuance GmbH & Co. KG, to be used to grant class A shares in case of the exercise of any of the 10,000,000 public warrants and 6,400,000 sponsor warrants issued by the Company (the “**Warrant Shares**”). The Company now wishes to repurchase a corresponding number of class A shares and the Subsidiary has expressed its consent to participate in the Offer and tender its respective class A shares in the Company for repurchase for an amount of EUR 0.016 (in words: one point six cent) per class A share. In this context, the Company wishes to offer all of its shareholders the possibility to participate in the Offer.

Please note that this offer will remain valid until 3 December 2021 at 6.00 pm CET.

If you wish to tender class A shares for repurchase pursuant to the above, please indicate your intention by mail, e-mail or in any other form, and in particular by any other electronic means made available by the Company, no later than 3 December 2021 at 6.00 pm CET to the Company or our agent at:

**Banque Internationale à Luxembourg S.A.**

Attn: Agency Services team (desk 018 A)  
Address: 69, route d'Esch  
L-2953 Luxembourg  
Tel: +352 4590 4597  
Email: [spac@bil.com](mailto:spac@bil.com)  
Swift Address: BILLLULL

In the event that the total amount of class A shares, which have been tendered for repurchase, exceeds 16,400,000 as approved by the EGM, the class A shares tendered for repurchase by each shareholder will be repurchased on a pro rata basis.

Yours faithfully,

**tonies SE**



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Mr. Alexander Kudlich  
CEO



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Mr. Daniel Bley  
CAO