VOTING FORM

IN ACCORDANCE WITH THE LAW OF 23 SEPTEMBER 2020 RELATING TO MEASURES ON THE HOLDING OF MEETINGS IN COMPANIES AND OTHER LEGAL ENTITIES, AS EXTENDED, THE SHAREHOLDERS WILL NOT BE ABLE TO EXPRESS THEIR VOTE IN PERSON AT THE ANNUAL GENERAL MEETING. FOR THIS REASON, PLEASE EXERCISE YOUR VOTING RIGHTS BY EITHER USING THIS VOTING FORM OR BY SUBMITTING A PROXY (IN ACCORDANCE WITH SECTION "REPRESENTATION" OF THE CONVENING NOTICE).[1]

IF A SHAREHOLDER HAS CHOSEN TO APPOINT A PROXYHOLDER OTHER THAN THE CENTRALIZING AGENT AS THEIR PROXYHOLDER, SUCH PROXYHOLDER CAN ONLY VOTE BY WAY OF THIS VOTING FORM.

Dear Shareholder,

You are holding shares of the Company (as defined below) on **16 June 2022 at 12:00 am (midnight) CEST**. You are therefore entitled to participate in the annual general meeting of shareholders of:

Company name	**468 SPAC II SE** (the "**Company**")
Nationality	Incorporated under the laws of the Grand Duchy of Luxembourg
Legal form	*Société européenne*
Registered office	9, rue de Bitbourg, L-1273 Luxembourg
Registration number	R.C.S. Luxembourg B 257664

WHEN IS THE MEETING?

We invite you to participate in the annual general meeting of shareholders that will be held on:

Date and time	30 June 2022 at 11:00 am CEST
Deadline to register	No later than on 16 June 2022 at 12:00 am (midnight) CEST

HOW TO PARTICIPATE AND VOTE?

STEP 1 : Register for the meeting no later than 16 May 2022 at 12:00 am (midnight) CEST

1 Submit your registration form to the Centralizing Agent by any of the following means of communication:

✉ By postal mail to:
468 SPAC II SE
c/o Banque Internationale à Luxembourg SA as Centralizing Agent
Attn: Agency Services
Address: 69, route d'Esch, L-2953 Luxembourg
Tel: +352 4590 4597

@ By email to: as_agm@bil.com

[1] **NOTE:** If this voting form has been received no later than 16 June 2022 at 12:00 pm (midnight) CEST ("**Record Date**"), no additional registration is needed in order to participate to the annual general meeting.

STEP 2 : Vote by voting form

1 Fill in the "*Voting form*" in Schedule 1

2 Send the voting form no later than 27 June 2022 at 6:00 pm CEST by any of the following means of communication:

By postal mail to:
c/o Banque Internationale à Luxembourg SA as Centralizing Agent
Attn: Agency Services
Address: 69, route d'Esch, L-2953 Luxembourg
Tel: +352 4590 4597

@ By email to: as_agm@bil.com

WHAT IS ON THE AGENDA?

The shareholders will deliberate and vote on the following agenda.

	Agenda
1	Presentation of the combined consolidated management report of the management board of the Company regarding the annual accounts of the Company and the consolidated financial statements for the financial year ended December 31, 2021.
2	Presentation of the reports of the independent auditor *(réviseur d'entreprises agréé)* of the Company regarding the annual accounts and the consolidated financial statements of the Company for the financial year ended December 31, 2021.
3	Approval of the annual accounts of the Company for the financial year ended December 31, 2021.
4	Acknowledgement of the results of the Company made with respect to the financial year ended December 31, 2021, and resolution concerning the allocation of the results of the Company for the financial year ended December 31, 2021.
5	Approval of the consolidated financial statements of the Company for the financial year ended December 31, 2021.
6	Granting of discharge *(quitus)* to Mato Perić, as member of the supervisory board, for the performance of her duties as member of the supervisory board for and in connection with the financial year ended December 31, 2021.
7	Granting of discharge *(quitus)* to Katharina Jünger, as member of the supervisory board, for the performance of her duties as member of the supervisory board for and in connection with the financial year ended December 31, 2021.
8	Granting of discharge *(quitus)* to Stefan Kalteis as member of the supervisory board, for the performance of her duties as member of the supervisory board for and in connection with the financial year ended December 31, 2021.
9	Granting of discharge *(quitus)* to Ludwig Ensthaler, as member of the management board, for the performance of his duties as member of the management board for and in connection with the financial year ended December 31, 2021.
10	Granting of discharge *(quitus)* to Alexander Kudlich, as member of the management board, for the performance of his duties as member of the management board for and in connection with the financial year ended December 31, 2021.

11	Granting of discharge *(quitus)* to Florian Thomas Leibert, as member of the management board, for the performance of his mandate as member of the management board for the financial year ended December 31, 2021.
12	Granting of discharge *(quitus)* to Werner Weynand, as member of the management board, for the performance of his mandate as member of the management board for the financial year ended December 31, 2021.
13	Confirmation of discharge *(quitus)* given pursuant to the ordinary general meeting of shareholders on December 3, 2021 to Bardo Droege as member of the supervisory board, for the performance of his mandate as member of the supervisory board for the financial year ended December 31, 2021.
14	Renewal of the mandate of Mazars Luxembourg as independent auditor *(réviseur d'entreprises agréé)* of the Company.
15	Approval of the remuneration of members of the supervisory board of the Company.
16	Presentation of and advisory vote on the remuneration policy for the members of the management board and the supervisory board applicable as from the financial year ending on December 31, 2022.

SCHEDULE 1

VOTING FORM

for the annual general meeting of shareholders of **468 SPAC II SE** to be held in Luxembourg on 30 June 2022 at 11:00 am CEST

Please return this form no later than on 27 June 2022 at 6:00 pm CEST

By postal mail to:
468 SPAC II SE
c/o Banque Internationale à Luxembourg SA as Centralizing Agent
Attn: Agency Services
Address: 69, route d'Esch, L-2953 Luxembourg
Tel: +352 4590 4597

By email to: as_agm@bil.com

I, THE UNDERSIGNED,

If you are an individual, please indicate:

First name(s)	
Last name	
Address	

OR

If you are a company, please indicate:

Corporate name	
Registered office or principal place of business	
Registration authority	
Registration number	

HOLDER OF THE FOLLOWING SHARES

Please fill in the number of corresponding shares as shown in the attached certificate(s):

Number of shares:	

HEREBY ACKNOWLEDGE

that in accordance with the law of 23 September 2020 relating to measures on the holding of meetings in companies and other legal entities, as extended, the Company has decided not to hold a physical meeting that shareholders can attend.

EXPRESSION OF VOTES

The undersigned hereby votes as follows:

Resolution	
1	The general meeting of shareholders acknowledges the combined consolidated management report of the management board of the Company regarding the annual accounts of the Company and the consolidated financial statements for the financial year ended December 31, 2021.

Resolution	
2	The general meeting of shareholders acknowledges the reports of the independent auditor (*cabinet de révision agréé*) of the Company regarding the annual accounts and the consolidated financial statements of the Company for the financial year ended December 31, 2021, as presented to it by Mazars, in its capacity as independent auditor (*cabinet de révision agréé*) of the Company.

Resolution		**My vote**
3	The management board proposes that the general meeting of shareholders approve the annual accounts of the Company for the financial year ended December 31, 2021**.**	☐ I approve ☐ I do not approve ☐ I abstain

Resolution		**My vote**
4	The general meeting of shareholders acknowledges the loss of EUR 1,237,558.38 of the Company for the financial year ended December 31, 2021, as presented to it by the management board of the Company. The management board proposes that the general meeting of shareholders carry forward the loss of the financial year ended December 31, 2021 amounting to EUR 1,237,558.38 to the following financial year.	☐ I approve ☐ I do not approve ☐ I abstain

Resolution		**My vote**
5	The management board proposes that the general meeting of shareholders approve the consolidated financial statements of the Company for the financial year ended December 31, 2021.	☐ I approve ☐ I do not approve ☐ I abstain

Resolution		**My vote**
6	The management board proposes that the general meeting of shareholders grant discharge (*quitus*) to Mato Perić, as member of the supervisory board, for the performance of his duties as member of the supervisory board for and in connection with the financial year ended December 31, 2021.	☐ I approve ☐ I do not approve ☐ I abstain

Resolution		My vote
7	The management board proposes that the general meeting of shareholders grant discharge (*quitus*) to Katharina Jünger, as member of the supervisory board, for the performance of his duties as member of the supervisory board for and in connection with the financial year ended December 31, 2021.	☐ I approve ☐ I do not approve ☐ I abstain

Resolution		My vote
8	The management board proposes that the general meeting of shareholders grant discharge (*quitus*) to Stefan Kalteis, as member of the supervisory board, for the performance of his duties as member of the supervisory board for and in connection with the financial year ended December 31, 2021.	☐ I approve ☐ I do not approve ☐ I abstain

Resolution		My vote
9	The management board proposes that the general meeting of shareholders grant discharge (*quitus*) to Ludwig Ensthaler, as member of the management board, for the performance of his duties as member of the management board for and in connection with the financial year ended December 31, 2021.	☐ I approve ☐ I do not approve ☐ I abstain

Resolution		My vote
10	The management board proposes that the general meeting of shareholders grant discharge (*quitus*) to Alexander Kudlich, as member of the management board, for the performance of his duties as member of the management board for and in connection with the financial year ended December 31, 2021.	☐ I approve ☐ I do not approve ☐ I abstain

Resolution		My vote
11	The management board proposes that the general meeting of shareholders grant discharge (*quitus*) to Florian Thomas Leibert, as member of the management board, for the performance of his duties as member of the management board for and in connection with the financial year ended December 31, 2021.	☐ I approve ☐ I do not approve ☐ I abstain

Resolution		My vote
12	The management board proposes that the general meeting of shareholders grant discharge (*quitus*) to Werner Weynand, as member of the management board, for the performance of his duties as member of the management board for and in connection with the financial year ended December 31, 2021.	☐ I approve ☐ I do not approve ☐ I abstain

Resolution		My vote
13	The management board proposes that the general meeting of shareholders confirm the discharge *(quitus)* given pursuant to the ordinary general meeting of shareholders on December 3, 2021 to Bardo Droege as member of the supervisory board, for the performance of his mandate as member of the supervisory board for the financial year ended December 31, 2021.	☐ I approve ☐ I do not approve ☐ I abstain

Resolution		My vote
14	The management board proposes that the general meeting of shareholders renew the mandate of Mazars Luxembourg, represented by partner Fabien Delante , as independent auditor (*cabinet de révision agréé*) of the Company in relation to the annual accounts and the consolidated financial statements for the financial year ending on December 31, 2022, for a term which will expire at the end of the annual general meeting of the shareholders of the Company called to approve the annual accounts and the consolidated financial statements for the financial year ending on December 31, 2022.	☐ I approve ☐ I do not approve ☐ I abstain

Resolution		My vote
15	The management board proposes that the general meeting of shareholders approve a remuneration for each of Mato Peric, Katharina Jünger and Stefan Kalteis, as members of the supervisory board, amounting to EUR 3,000 per supervisory board meeting in the course of the financial year ending on December 31, 2022.	☐ I approve ☐ I do not approve ☐ I abstain

Resolution		My vote
16	The management board proposes that the general meeting of shareholders pass an advisory vote on the remuneration policy for the members of the management board and the supervisory board applicable as from the financial year ending on December 31, 2022.	☐ I approve ☐ I do not approve ☐ I abstain

IMPORTANT NOTES

What happens if my vote is nor clearly expressed?

Any lack of choice in one or more of the various voting options provided above on a signed voting form or any contradictory choice on such form will be considered as abstention for the relevant resolution.

Can I revoke this voting form?

Yes. The voting form can be revoked by timely delivering a properly executed later-dated proxy or voting form or a declaration to revoke the voting form to the Centralizing Agent no later than on 27 June 2022 at 6:00 pm CEST.

What is the applicable law to this voting form?

This voting form and the rights, obligations and liabilities of the undersigned hereunder shall be governed by the laws of Luxembourg, to the exclusion of its rules of conflict of laws.

Any claims, disputes or disagreements arising under, in connection with or by reason of this voting form shall be brought by the undersigned and the Company in the courts of the city of Luxembourg, and each of the undersigned and the Company hereby submits to the exclusive jurisdiction of such courts in any such actions or proceeding and waives any objection to the jurisdiction or venue of such courts.

SIGNATURES

Date of signature		← Use the format day/month/year
Place of signature		← Write the name of the city and the country

Signature	

Name		← Name of a company **or** the First and Last names of a natural person
Signed by		← If signed by a company, First and Last names of a natural person
Title		← If signed by a company, title of the natural person signing on behalf of the company