

I. SUMMARY OF THE PROSPECTUS

A – Introduction and Warnings

This prospectus (the “**Prospectus**”) relates to 95,055,649 new public shares with a par value of €0.0192, International Securities Identification Number (“**ISIN**”) LU2290523658 (the “**New Public Shares**”) of Lakestar SPAC I SE (to be renamed HomeToGo SE as of closing of the Business Combination (as defined below)) (Legal Entity Identifier (“**LEI**”) 2221001IK1TS34BCHL37), a European company (*Societas Europaea*) existing under Luxembourg law, having its registered office at 9, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg (“**Luxembourg**”) (telephone: +352 27 44 41 7714; website: www.hometogo.com) and registered with the Luxembourg Trade and Companies Register (*Registre de commerce et des sociétés de Luxembourg*) under number B249273 (the “**Company**”, and together with its subsidiaries, unless indicated otherwise, “**we**”, “**us**”, “**our**”, “**ourselves**” or the “**Group**”). The New Public Shares will be admitted to, and listed on, the regulated market (*regulierter Markt*) of the Frankfurt Stock Exchange (General Standard). Baader Bank Aktiengesellschaft will act as listing agent for the New Public Shares (business address: Weihenstephaner Straße 4, 85716 Unterschleißheim, Germany (LEI 529900JFOPPEDUR61H13) (the “**Listing Agent**”).

This Prospectus has been filed with and approved by the *Commission de Surveillance du Secteur Financier* (the “**CSSF**”), 283, route d’Arlon, L-1150 Luxembourg (telephone: +352 26 25 1-1 (switchboard); fax: +352 26 25 1-2601; e-mail: direction@cssf.lu) as competent authority pursuant to Article 6 of the Luxembourg law of July 16, 2019, on prospectuses for securities (the “**Luxembourg Prospectus Law**”) for the purposes of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the “**Prospectus Regulation**”) for purpose of the admission of the New Public Shares to trading on the regulated market (*regulierter Markt*) of the Frankfurt Stock Exchange (General Standard) on September 21, 2021.

This summary should be read as an introduction to this Prospectus. Any decision to invest in the shares of the Company should be based on a consideration of this Prospectus as a whole by an investor. Investors in the shares of the Company could lose all or part of their invested capital. Where a claim relating to the information contained in this Prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating this Prospectus before the legal proceedings are initiated. Civil liability attaches only to persons who have tabled this summary where the summary includes misleading, inaccurate or inconsistent statements, when read together with the other parts of this Prospectus, or where it does not provide, when read together with the other parts of this Prospectus, key information in order to aid investors when considering whether to invest in the shares of the Company.

B – Key Information on the Issuer

B.1 – Who is the Issuer of the securities?

Issuer Information – The legal and commercial name of the Company is Lakestar SPAC I SE (to be renamed HomeToGo SE as of closing of the Business Combination (as defined below)). The Company has its registered office at 9, rue de Bitbourg, L-1273 Luxembourg, and is registered with the Luxembourg Trade and Companies Register (*Registre de commerce et des sociétés de Luxembourg*) under number B249273. The Company is a European company (*Societas Europaea*), incorporated and existing under Luxembourg law.

Principal Activities – For purposes of this Section “**Principal Activities**”, unless indicated otherwise, references to “**we**”, “**us**” or “**our**”, to the extent they concern any period prior to the consummation of the Business Combination, refer to HomeToGo GmbH together with its subsidiaries (“**HTG**”). The Company is the holding company of the Group, which operates a global marketplace powered by technology solutions for alternative accommodation and vacation rentals that connects millions of travelers searching for a perfect place to stay with thousands of inventory suppliers across the globe, resulting in what we believe to be the world’s most comprehensive inventory coverage in the alternative accommodation space. As of May 2021, our portfolio comprised more than 14 million offers imported into our technology system from over 30,000 contracted online travel agencies, tour operators, property managers and other inventory suppliers worldwide (together, “**Partners**”) via technical interfaces (consisting of vacation rentals, hotels and other accommodation types, including multiple offers of the same property if offered by more than one Partner on our websites, collectively “**Offers**”). Our marketplace is beneficial to both our Partners and the consumers who visit our web sites (“**Users**”) and is, we believe, unique in the travel industry. The Users gain access to superior inventory, while the Partners who utilize our platform reach a wider range of customers and benefit from technology solutions. Headquartered in Berlin, Germany, with additional offices in Milan (Italy), Barcelona (Spain) as well as Kaunas and Vilnius (Lithuania), we operate localized desktop and mobile websites as well as iOS and Android apps in 23 countries.

We believe that we have a substantial market opportunity in the growing global market for short-term accommodation. We estimate our total addressable market to be approximately €1 trillion in gross booking value (“**GBV**”, as further defined under the caption “*Other Financial Information and Operating Data*” below) today and expect it to grow to more than €1.7 trillion in GBV by 2030 (Source: Deutsche Bank Research Report; BNP Research Report). The market for alternative accommodation in particular is, however, highly fragmented and lacks transparency, with a multitude of international,

regional, and local participants that try to successfully market their properties and services. We believe that we are well positioned to seize this market opportunity through our technology solutions with our easy-to-use marketplace that provides our Users with access to a superior global inventory supply and that provides our Partners with access to a worldwide demand by placing their listings on our state-of-the-art technology platform, that is able to attract high quality traffic, consisting of Users that are highly likely to convert into customers.

We operate our business mainly through our HomeToGo brand supported by a variety of smaller local or specialized brands and corresponding websites. With our wide reach and international audience, our brands ensure high online visibility so that our Partners can generate bookings from Users all over the globe. Our marketplace seamlessly integrates our vast inventory in one simple search and enables Users to book accommodation from our Partners either on their external accommodation websites or directly on our platform. If Partners opt to make their listing bookable directly on our platform, Users experience the complete online journey (from search and discovery to booking and payment) on our website instead of being redirected to the Partner's website. To increase bookings, many of our Partners already use this onsite booking service today and demand for this feature is constantly growing.

Our operations are built on our proprietary technology platform designed to help Users quickly sort through our rapidly - expanding inventory. Our intuitive filtering tools allow Users to identify Offers best suited to their needs, which they can comfortably share with their friends, family, or partners to plan trips together. In addition to the intuitive, fast, and easy-to-use interface, our innovative deduplication technology also enhances the user experience on our websites. Due to a lack of standardization in the industry, properties that are offered in the portfolios of more than one Partner would appear more than once in the search results that we show Users on our websites. Our proprietary deduplication technology, however, is programmed to recognize duplicative Offers and, where possible, automatically combines them into a single presentation of the property on our website, leveraging the different data points we receive from our multiple Partners, assuring the most comprehensive information for our Users. In addition to our localized websites, we provide the full services of HomeToGo via an app available for mobile and tablet devices on the platforms iOS and Android.

To further support the business of our Partners, we provide them with various technical solutions, which we intend to expand in the future, such as front-end products, data products or software as a service (“SaaS”). Our modular solutions are intended to increase conversion and to support the distribution, commercialization and management of our Partners' properties.

We believe that the following competitive strengths have been the primary drivers of HTG's success in the past and will continue to contribute to the uniqueness of our business in the future:

- the world's largest and most comprehensive supply of alternative accommodations (based on internal data regarding HTG's aggregated supply of over 14 million offers as of May 2021);
- a superior user experience underpinned by data driven technology platform;
- highly efficient technology solutions for our Partners at every stage;
- a powerful and growing brand complemented by a proven marketing playbook;
- a scalable and resilient business model with attractive financial profile; and
- a founder-led management team with proven track record.

We believe that our strong position in the online market for alternative accommodation and particularly in the rural vacation rentals area will allow us to further expand our business and continue to invest in our key strengths. To achieve these aims, we will seek to:

- benefit from the large market opportunity in the online market for alternative accommodation;
- improve our brand offering and awareness;
- attract new Users and make more Users return;
- extend our offering to additional target markets; and
- scale our technology solutions as well as SaaS and other subscription revenue.

Major and Controlling Shareholders – As of the date of this Prospectus, HTG Insight IX S.à r.l. holds 17.9% of the shares in the Company; Acton GmbH & Co. Heureka II KG holds 8.6% of the shares in the Company; ANXA Holding PTE Ltd. holds 7.0% of the shares in the Company; DN Capital Global Venture Capital III LP holds 7.0% of the shares in the Company; Wolfgang Heigl holds 4.2% of the shares in the Company; TruVenturo GmbH holds 4.2% of the shares in the Company; and Lakestar II LP holds 3.7% of the shares in the Company. To the knowledge of the Company, the Company is neither directly nor indirectly owned or controlled by any shareholder or third person.

Management – The Company's management is set up in a two tier structure. The Company is managed by its management board (the “**Management Board**”), composed of Patrick Andrae (CEO), Wolfgang Heigl (CSO), Valentin Gruber (COO) and Steffen Schneider (CFO), under the supervision of its supervisory board (the “**Supervisory Board**”), composed of Christoph Schuh (chairman), Thilo Semmelbauer, Susanne Sandler, Martin Reiter, Philipp Kloeckner and Dr. Dirk Altenbeck.

Independent Auditor – The Company appointed Ernst & Young S.A., with registered office at 35E, Avenue J.F. Kennedy, L-1855 Luxembourg and registered with the Luxembourg Trade and Companies Register (*Registre de commerce et des sociétés de Luxembourg*) under number B 47771 as its independent auditor.

B.2 – What is the key financial information regarding the Issuer?

Selected Consolidated Financial Information of Lakestar SPAC I SE

Lakestar SPAC I SE was recently formed and has not conducted any operations prior to the Business Combination. The tables below show key financial information of Lakestar SPAC I SE for the periods indicated (which are prior to the Business Combination).

Financial information labeled “audited” has been taken from Lakestar SPAC I SE’s audited consolidated financial statements as of December 31, 2020 and for the period from November 26, 2020 to December 31, 2020, prepared in accordance with International Financial Reporting Standards as adopted by the European Union (“IFRS”). The label “unaudited” indicates financial information that has been taken either from Lakestar SPAC I SE’s unaudited interim condensed consolidated financial statements as of and for the six months ended June 30, 2021, which has been prepared in accordance with IFRS on interim financial reporting (IAS 34), or from Lakestar SPAC I SE’s accounting records or internal reporting systems, or has been calculated based on figures from the aforementioned sources.

Consolidated statement of financial position data

	As of December 31, 2020	As of June 30, 2021
	(audited)	(unaudited)
	(in € thousand)	(in € thousand)
Total equity and liabilities	1,438	281,307
Total liabilities	1,697	281,249
Total equity	(259)	58

Consolidated statement of comprehensive income data

	For the period ended December 31, 2020	For the period ended June 30, 2021
	(audited)	(unaudited)
	(in € thousand)	(in € thousand)
Revenue.....	-	-
Profit/(Loss) for the period	(379)	(9,881)

Consolidated statement of cash flows data

	For the period ended December 31, 2020	For the period ended June 30, 2021
	(audited)	(unaudited)
	(in € thousand)	(in € thousand)
Net cash flows from operating activities.....	(857)	(599)
Net cash flows from investing activities	0.00	(277,465)
Net cash flows from financing activities.....	1,620	281,099
Cash and cash equivalents	763	3,798

Selected Consolidated Financial Information of HomeToGo GmbH

The tables below show key financial information of HomeToGo GmbH for the periods indicated (which are periods prior to the Business Combination).

Financial information labeled “audited” has been taken from HomeToGo GmbH’s audited consolidated financial statements as of and for the fiscal years ended December 31, 2020, December 31, 2019 and December 31, 2018, prepared in accordance with IFRS and have been audited in accordance with Section 317 of the German Commercial Code (*Handelsgesetzbuch*, “HGB”) and German generally accepted standards for financial statement audits promulgated by the Institute of Public Auditors in Germany (*Institut der Wirtschaftsprüfer*, “IDW”) by Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, Berlin office, Germany, who issued a German-language unqualified independent auditor’s report (*Bestätigungsvermerk des unabhängigen Abschlussprüfers*) thereon. The label “unaudited” indicates financial information that has been taken either from HomeToGo GmbH’s unaudited interim condensed consolidated financial statements as of and for the six-month period ended June 30, 2021, which were prepared in accordance with IFRS on interim financial reporting (IAS 34), or from HomeToGo GmbH’s accounting records or internal reporting systems or has been calculated based on figures from the above-mentioned sources.

Certain financial information, including percentages, has been rounded according to established commercial standards. As a result, rounded figures in the tables below may not add up to the aggregate amounts in such tables (sum totals or subtotals), which are calculated based on unrounded figures. Financial information presented in parentheses denotes the negative of such number presented. A dash (“-”) signifies that the relevant figure is not available or zero, while a zero (“0.0”) signifies that the relevant figure has been rounded to zero.

Selected Data from the Consolidated Statements of Profit or Loss and Other Comprehensive Income

	Fiscal year ended December 31,			Six months ended June 30,	
	2018	2019	2020	2020	2021
		(audited) (in € million)		(unaudited) (in € million)	
Revenue	51.0	69.5	65.9	23.1	30.0
Cost of revenues	(1.9)	(4.0)	(2.8)	(1.3)	(1.8)
Gross profit	49.1	65.5	63.1	21.8	28.2
Product development and operations	(7.7)	(12.9)	(15.3)	(7.7)	(8.8)
Marketing and sales	(67.7)	(69.4)	(52.2)	(27.9)	(53.4)
General and administrative.....	(3.8)	(8.9)	(13.1)	(5.6)	(15.2)
Other expenses.....	(0.2)	(0.2)	(0.7)	(0.3)	(0.0)
Other income	0.4	0.7	1.1	0.5	1.1
Profit (loss) from operations	(29.8)	(25.0)	(17.2)	(19.2)	(48.1)
Finance income.....	0.1	0.2	-	-	-
Finance costs.....	(0.0)	(4.7)	(7.9)	(3.7)	(14.5)
Profit (loss) before tax	(29.8)	(29.6)	(25.1)	(22.9)	(62.6)
Income taxes	0.8	0.2	1.3	0.6	0.1
Net income (loss)	(29.0)	(29.4)	(23.8)	(22.3)	(62.5)

Selected Data from the Consolidated Statements of Financial Position

	December 31,	December 31,	December 31,	June 30,
	2018	2019	2020	2021
		(audited) (in € million)		(unaudited) (in € million)
Total non-current assets.....	31.8	46.4	70.0	81.0
Total current assets	52.7	18.4	43.8	79.4
Total assets	84.5	64.8	104.8	160.5
Total shareholder's equity	59.9	35.5	22.9	(28.5)
Non-current liabilities.....	4.8	7.7	66.7	154.0
Current liabilities	19.8	21.6	15.2	35.0
Total liabilities	24.6	29.4	81.9	189.0

Selected Data from the Consolidated Statements of Cash Flows

	Fiscal year ended December 31,			Six months ended June 30,	
	2018	2019	2020	2020	2021
		(audited) (in € million)		(unaudited) (in € million)	
Net cash used in operating activities	(19.9)	(10.1)	(11.3)	(13.9)	(32.9)
Net cash used in investing activities	(17.4)	(22.6)	(4.6)	(0.6)	(14.1)
Net cash provided by financing activities	64.8	1.3	41.4	17.6	74.5
Net increase (decrease) in cash and cash equivalents	27.5	(31.4)	25.5	3.1	27.5

Other Financial Information and Operating Data

	For the fiscal year ended December 31,			For six months ended June 30,	
	2018	2019	2020	2020	2021
	(audited, unless stated otherwise)			(unaudited)	
Gross Booking Value (GBV) (in € million) ^{(1); (2)}	992	1,226	1,253	710	904
Booking Revenue (in € million) ^{(1); (3)}	60	80	82	45	72
Revenue (in € million).....	51	70	66	23	30
Gross Profit (in € million)	49	66	63	22	28
Adjusted EBITDA (in € million) ^{(1); (4)}	(23)	(16)	(2)	(12)	(35)
Take Rate (in %) ⁽¹⁾	5.9%	6.2%	6.4%	6.3%	7.9%

(1) Unaudited.

(2) Non-IFRS operating metric which we define as the gross Euro value of bookings on our platform in a period (including all components of the booking amount, *i.e.*, the total price to be paid by a User for the booked accommodation, including commission by other market participants involved in the booking, except for VAT). GBV is measured at the time of booking and is not adjusted for cancellations or any other alterations after booking.

(3) Non-IFRS operating metric to measure performance, which we define as the net Euro value generated by transactions on our platform in a period (CPA, CPC, CPL, etc.) before cancellations. Booking Revenue does not correspond to, and should not be considered as alternative or substitute for, revenue recognized in accordance with IFRS.

- (4) Defined as net income (loss) before (i) income taxes; (ii) finance income, finance expenses; (iii) depreciation and amortization; and adjusted for (iv) expenses for share-based compensation (for the fiscal year ended December 31, 2018 including expenses for share-based compensation for services and goods other than employee benefits in connection with the acquisition of Tripping International, Inc.).

Selected Data from the Unaudited Pro Forma Consolidated Financial Information

Selected Data from the Unaudited Pro Forma Consolidated Statement of Profit or Loss for the Six-Months ended June 30, 2021

	For the six months ended June 30, 2021	For the six months ended June 30, 2021	Pro Forma Adjustments	For the six months ended June 30, 2021	
	HomeToGo GmbH (Historical)	Lakestar SPAC I SE (Historical, as adjusted for presentation)	Sum before Pro Forma Adjustments	Pro Forma Adjustments	Pro Forma Consolidated
(in € thousands, except share and per share data)					
Revenue	30,032	-	30,032		30,032
Cost of revenues	(1,831)	-	(1,831)		(1,831)
Gross profit	28,201	-	28,201		28,201
Product development and operations	(8,787)	-	(8,787)		(8,787)
Marketing and sales	(53,357)	-	(53,357)		(53,357)
General and administrative	(15,221)	(3,009)	(18,230)	206	(18,023)
Other expenses	(38)	-	(38)		(38)
Other income	1,142	-	1,142		1,142
Profit (loss) from operations	(48,060)	(3,009)	(51,069)	206	(50,862)
Finance income	-	3,444	3,444		3,444
Finance expenses	(14,521)	(10,316)	(24,837)	7,538	(10,865)
				6,435	
Financial result, net	(14,521)	(6,872)	(21,393)	13,972	(7,421)
Profit (loss) before tax	(62,581)	(9,881)	(72,462)	14,179	(58,283)
Income taxes	121	-	121	-	121
Net income (loss)	(62,460)	(9,881)	(72,341)	14,179	(58,162)
Pro forma basic and diluted earnings (loss) per share					€ (0.52)
Pro forma weighted average ordinary shares outstanding (basic and diluted)					112,285,615

B.3 – What are the key risks that are specific to the Company?

- Any further and continued decline or disruption in the travel industry or economic downturn would materially adversely affect our business, results of operations, and financial condition.
- Increasing competition and consolidation in our industry could result in a decrease in the amount and types of accommodation that we offer on our platform, the value of our services to users and a loss of users, which would adversely affect our business, financial performance and prospects.
- HTG has incurred net losses in each year since inception, and we may not be able to achieve profitability.
- We may not be able to manage our growth effectively.
- If we fail to retain existing Partners or add new Partners, or if Partners fail to provide high-quality properties, our business, results of operations, and financial condition would be materially adversely affected.
- If we do not continue to innovate and provide tools and services that are useful to users and Partners, we may not remain competitive, and our revenue and results of operations could suffer.
- We are exposed to the risk of security breaches, including cyber-attacks, and unauthorized use of one or more of our websites, databases, online security systems or computerized logistics management systems.
- We rely on a number of third party providers for the operation of our platform and their failure to provide these services could severely impact the functionality of our platform.
- Because we recognize most of our revenue upon check-in and not at booking, upticks or downturns in bookings are not immediately reflected in our results of operations.
- We may require additional capital which might not be available on economically acceptable terms, or at all.
- Laws, regulations, and rules that affect the short-term rental and home sharing business have limited and may continue to limit the ability or willingness of our current or potential Partners to offer properties for short-term rent and expose them to significant penalties, which have had and could continue to have a material adverse effect on our business, results of operations, and financial condition.
- HomeToGo GmbH is a private company about which little information is available, and the Company's former management conducted a limited due diligence review of HomeToGo GmbH. As a result, the Company's former management board and supervisory board may not have properly valued HomeToGo GmbH.

- The Company’s financial forecasts, which were prepared in connection with the Business Combination and are included in the Prospectus, may prove to be inaccurate.

C – Key Information on the Securities

C.1 – What are the Main Features of the Securities?

Number and Form of Shares – This Prospectus relates to the admission to trading on the regulated market (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) of 95,055,649 New Public Shares stemming from a capital increase against contribution in kind in connection with the Business Combination from €664,992 to €2,441,068.45 by utilizing a corresponding portion of the Company’s authorized capital as resolved by the shareholders of the Company on February 17, 2021. In connection with the Business Combination, the Company entered into subscription agreements with investors (the “**PIPE Investors**”) in a private investment in public equity transaction (the “**PIPE Financing**”) in the aggregate amount of €75 million. In return for their investment, the PIPE Investors receive a total of 7,500,000 additional New Public Shares in the Company. Further, the conversion of the Founder Shares, subject to the Promote Schedule (as defined below), into 7,135,000 New Public Shares, out of which 2,551,667 Founder Shares (including the 207,372 Founder Shares redeemed by the Sponsor as part of the payback of the remaining amount under the additional sponsor subscription, which are now held as treasury shares by the Company) convert on the trading day following the consummation date of the Business Combination, *i.e.*, the approval date of this Prospectus as the final closing condition.

The following table illustrates the number of New Public Shares to be admitted to trading by each category as of the date of this Prospectus:

	<u>Number of Shares</u>
HomeToGo Investors (including option holders under HomeToGo GmbH’s virtual stock option plan)	85,003,982
PIPE Investors	7,500,000
Conversion of Founder Shares ⁽¹⁾	<u>2,551,667</u>
Total	<u>95,055,649</u>

(1) Includes the 207,372 Founder Shares redeemed by the Sponsor as part of the payback of the remaining amount under the additional sponsor subscription, which are now held as treasury shares by the Company.

Investment by the Founders – The Founders hold class B shares (“**Founder Shares**”) and together with the class A shares of the Company, the “**Shares**”) that are convertible into class A shares of the Company (the “**Public Shares**”) and 5,350,875 Class B warrants (the “**Founder Warrants**”) that will be exercisable for Public Shares. 2,551,667 Founder Shares (including the 207,372 Founder Shares redeemed by the Sponsor as part of the payback of the remaining amount under the additional sponsor subscription, which are now held as treasury shares by the Company) convert into Public Shares on the trading day following the consummation of the Business Combination. 2,291,667 Founder Shares convert into Public Shares if, post consummation of the Business Combination, the closing price of the Public Shares for any 10 trading days within a 30 trading day period exceeds €12.00, and 2,291,666 Founder Shares convert into Public Shares if, post consummation of the Business Combination, the closing price of the Public Shares for any 10 trading days within a 30 trading day period exceeds €14.00 (the “**Promote Schedule**”). The Founder Warrants have substantially the same terms as the Class A warrants to subscribe for one Public Share, ISIN LU2290524383 (the “**Public Warrants**”), including the same stated exercise price.

Delivery and Settlement – The delivery of the Public Shares is expected to occur on or about September 23, 2021.

At the shareholder’s option, the Public Shares will be credited either to a securities deposit account maintained by a German bank with Clearstream Banking Aktiengesellschaft, Frankfurt am Main, Germany (“**Clearstream**”), or to a securities account of a participant in Euroclear Bank S.A./N.V., 1, Boulevard Roi Albert II, 1120 Brussels, Belgium (“**Euroclear Bank**”), as the operator of the Euroclear system, or to Clearstream Banking S.A., 42 Avenue JF Kennedy, L-1855 Luxembourg, Luxembourg (“**Clearstream Banking**”), for the account of such shareholder.

ISIN/WKN/Common Code/Stock Symbol	Public Shares
International Securities Identification Number (ISIN)	LU2290523658
German Securities Identification Number (<i>Wertpapierkennnummer</i> – WKN)	A2QM3K
Common Code	229052365
Stock Symbol	HTG

Rights Attached to the Shares, relative Seniority and Transferability – Each Public Share carries one vote in the shareholders’ meeting of the Company. All Public Shares carry full dividend rights from the date of their issuance. The Public Shares are freely transferable in accordance with the legal provisions applicable to dematerialized shares, subject to certain lock-up commitments with respect to the Founder Shares and Public Shares held by the Founder as well as the Public Shares held by the founders of HomeToGo GmbH, the HomeToGo Investors and the option holders, which received New Public Shares, under HomeToGo GmbH’s virtual stock option plan. For all matters submitted to a vote of the shareholders,

except as required by Luxembourg law, all Shares of the Company will vote together as a single class, with each share entitling the holder to one vote.

Dividend Policy – The Company currently intends to retain all available funds and any future earnings to support its operations and to finance the growth and development of its business. Therefore, the Company currently does not intend to pay dividends for the foreseeable future. Any future decision to pay dividends will be made in accordance with applicable laws and will, among other things, depend on the Company’s results of operations, financial condition, contractual restrictions and capital requirements.

C.2 – Where will the securities be traded?

On September 7, 2021, the Company has applied for admission of the New Public Shares to trading on the regulated market (*regulierter Markt*) of the Frankfurt Stock Exchange (General Standard).

C.3 – What are the key risks attached to the securities?

- 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.

D – Key Information on the Admission to Trading

D.1 – Under which conditions and timetable can I invest in this security?

Listing and Closing – Listing approval for the Consideration Shares and the PIPE Shares (each as defined below) is expected to be granted on September 21, 2021 and for the Conversion Shares (as defined below) on September 22, 2021. Trading on the Frankfurt Stock Exchange of the Consideration Shares and the PIPE Shares (each as defined below) is expected to commence on September 22, 2021 and of the Conversion Shares on September 23, 2021.

Dilution – Upon consummation of the Business Combination (at any point the Founder Shares will convert to Public Shares subject to the Promote Schedule), as a result of the conversion of the Founder Shares into Class A shares with the same economic rights as the Public Shares, holders of Public Shares will experience material dilution.

Estimated Total Expenses – We estimate the total expenses at €1.1 million.

Expenses Charged to Investors – The Company will not charge any fees to investors. Only customary transaction and handling fees by the investors’ brokers will be charged.

D.2 – Who is the Person asking for Admission to Trading?

Admission to Trading – On September 7, 2021, the Listing Agent and the Company have applied for the admission of the New Public Shares to trading on the regulated market (*regulierter Markt*) of the Frankfurt Stock Exchange (General Standard).

D.3 – Why is the Prospectus being produced?

Reasons for the Admission to Trading – On July 14, 2021, the Company and HomeToGo GmbH, among other parties, entered into a business combination agreement relating to the business combination (the “**Business Combination**”) between the Company and HomeToGo GmbH by way of a contribution of all shares in HomeToGo GmbH into the Company in exchange for the issuance of New Public Shares. The Business Combination will be consummated on September 21, 2021. In connection with the consummation of the Business Combination, the Company issues 85,003,982 New Public Shares (the “**Consideration Shares**”). In connection with the Business Combination, the Company entered into subscription agreements with the PIPE Investors in the PIPE Financing in the aggregate amount of €75 million. In return for their investment, the PIPE Investors receive a total of 7,500,000 additional New Public Shares in the Company (the “**PIPE Shares**”). Furthermore, on the trading day following the consummation of the Business Combination, 2,551,667 Founder Shares will convert on a one-on-one basis into 2,551,667 New Public Shares (the “**Conversion Shares**”) (including the 207,372 Founder Shares redeemed by the Sponsor as part of the payback of the remaining amount under the additional sponsor subscription, which are now held as treasury shares by the Company).

This Prospectus has been prepared for the admission of the New Public Shares to trading on the regulated market (*regulierter Markt*) of the Frankfurt Stock Exchange (General Standard).

Use of Proceeds – This Prospectus does not relate to an offering of shares. Accordingly, neither the Issuer nor any shareholder of the Issuer will receive any proceeds from the issuance of shares.

Material conflicts of interest – None.