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**Notification in accordance with Article 5 (4) lit. (b), (5) and (6) of Regulation (EU) No 596/2014 of the European Parliament and of the Council on market abuse (Market Abuse Regulation) of 16 April 2014 and in accordance with Article 6 (2) and (3) and Article 8 of the Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 on regulatory technical standards for the conditions applicable to stabilization measures**

**Notification of stabilization transactions and the end of stabilization measures in accordance with Article 6 (2), (3) of the Commission Delegated Regulation (EU) 2016/1052**

*Luxembourg, February 14, 2022*

Reference is made to the announcement dated February 2, 2022 by GP Bullhound Acquisition I SE (the “**Company**”), a Luxembourg incorporated newly formed special purpose acquisition company (SPAC), regarding potential stabilization activities in connection with the private placement of units (the “**Units**”), each consisting of one share (a “**Public Share**”) and the right to receive ½ warrant (a “**Public Warrant**”) at the end of the stabilization period, and the admission to trading of the Public Shares and Public Warrants on Euronext Amsterdam on February 3, 2022 (the “**Listing**”). The Class A Shares commenced trading on February 4, 2022. The stabilization period commenced on the same date.

Citigroup Global Markets Limited (the “**Stabilization Manager**”), acting as stabilization manager in connection with the Listing, informed us on February 11, 2022 that stabilization transactions have been carried out between February 4, 2022 and February 11, 2022. No further stabilization transactions have been carried out nor will be carried out after February 11, 2022 and the stabilization period has therefore ended on that date. The put right of the Stabilization Manager to sell to the Company up to such number of Public Shares that may have been acquired by the Stabilization Manager in connection with stabilization measures granted to the Stabilization Manager by the Company will not be exercised further. The Stabilization Manager has exercised its put right in relation to 390,000 Public Shares. The Company will repurchase these Public Shares and will hold them in treasury.

Further details of the stabilization activity carried out by the Stabilization Manager are set out in the table below.

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Execution Date** | **Buy/Sell** | **Quantity (No. of shares)** | **Price** | **Currency** | **Exchange** |
| 10/02/2022 | Buy | 40,000 | 10.00 | EUR | XAMS |
| 10/02/2022 | Buy | 50,000 | 10.00 | EUR | XAMS |
| 10/02/2022 | Buy | 50,000 | 10.00 | EUR | XAMS |
| 10/02/2022 | Buy | 50,000 | 10.00 | EUR | XAMS |
| 10/02/2022 | Buy | 50,000 | 10.00 | EUR | XAMS |
| 10/02/2022 | Buy | 50,000 | 10.00 | EUR | XAMS |
| 10/02/2022 | Buy | 50,000 | 10.00 | EUR | XAMS |
| 08/02/2022 | Buy | 50,000 | 10.00 | EUR | XAMS |

Based on the above, the Company confirms final proceeds of €196,100,000 in connection with the private placement. The number of Public Shares outstanding and trading under the symbol BHND on Euronext Amsterdam will amount to 19,610,000 following the repurchase of Public Shares by the Company on February 16, 2022. The Company will hold 200,390,000 Public Shares in treasury from that date.

The Company and the Joint Bookrunners have decided to set the Separation Date (each as defined in the Prospectus (as defined below)) on February 16, 2022. After the Separation Date, the Public Shares will no longer give any right to receive ½ of a Public Warrant. On February 17, 2022, the Company will allocate whole Public Warrants to each holder that owned at least two Public Shares (or a whole multiple thereof) at the end of the Separation Date. The Public Warrants will commence trading under the symbol BHNDW on Euronext Amsterdam on February 17, 2022.

**Important Notice**

These materials may not be published, distributed or transmitted in the United States, Canada, Australia or Japan. These materials do not constitute an offer of securities for sale or a solicitation of an offer to purchase securities (the “Securities”) of GP Bullhound Acquisition I SE (the “Company”) in the United States, Australia, Canada, Japan or any other jurisdiction in which such offer or solicitation is unlawful. The Securities of the Company may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended (the “Securities Act”). There will be no public offering of the Securities in the United States. The Securities of the Company have not been, and will not be, registered under the Securities Act. The Securities referred to herein may not be offered or sold in Australia, Canada or Japan or to, or for the account or benefit of, any national, resident or citizen of Australia, Canada or Japan subject to certain exceptions.

This publication constitutes neither an offer to sell nor a solicitation to buy Securities. The listing of the Securities was made solely by the means of, and on the basis of, a Securities prospectus. An investment decision regarding any Securities of the Company should only be made on the basis of the Securities prospectus (the “Prospectus”) that was approved by the Luxembourg Commission de Surveillance du Secteur Financier on February 3, 2022 in its capacity as competent authority under the Prospectus Regulation and Luxembourg law of 16 July 2019 on prospectuses for securities (*Loi du 16 juillet 2019 relative aux prospectus pour valeurs mobilières*) and passported to the Dutch Authority for the Financial Markets (the “AFM”) on the same date. The Prospectus was published and made available at no cost through the website of the AFM and the Luxembourg Stock Exchange and through the website of the Company (https://www.gpbullhound.com/spac/acquisition-i-se), subject to securities law restrictions in certain jurisdictions.

The Units and the Class A Warrants are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any Retail Investor in the EEA. For these purposes, a “Retail Investor” means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments, as amended (“MiFID II”); (ii) a customer within the meaning of Directive (EU) 2016/97 of the European Parliament and of the Council of 20 January 2016 on insurance distribution, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 of the European Parliament and of the Council of 26 November 2014 on key information documents for packaged retail and insurance-based investment products (the “PRIIPs Regulation”) for offering or selling the Units or Class A Warrants or otherwise making them available to Retail Investors in the EEA has been prepared and therefore offering or selling the Units or Class A Warrants or otherwise making them available to any Retail Investor in the EEA may be unlawful under the PRIIPs Regulation.

Solely for the purpose of the product governance requirements contained within (i) MiFID II, (ii) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 of April 7, 2016 supplementing MiFID II and (iii) local implementing measures (together, the “MiFID II Requirements”), and disclaiming any and all liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the MiFID II Requirements) may otherwise have with respect thereto, the Units, Class A Shares and Class A Warrants have been subject to a product approval process. As a result, it has been determined that (i) the Units are (a) compatible with an end target market of investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II, and (b) eligible for distribution through all distribution channels permitted by MiFID II, (ii) the Class A Shares are (a) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II, and (b) eligible for distribution through all distribution channels permitted by MiFID II and (iii) the Class A Warrants are (a) compatible with an end target market of investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II, and (b) eligible for distribution to professional clients and eligible counterparties through all distribution channels permitted by MiFID II.

Any person subsequently offering, selling or recommending the Class A Shares and Class A Warrants (a “distributor”) should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Class A Shares and Class A Warrants (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

This publication may in the United Kingdom only be distributed to, and is only directed at, persons who are “qualified investors” within the meaning of Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018, and who are also (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Order”), (ii) persons falling within Article 49(2)(a) to (d) of the Order (high net worth companies, unincorporated associations, etc.), or (iii) persons to whom it may it may otherwise lawfully be communicated (all such persons together being referred to as “Relevant Persons”). This publication is directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity in Units of the Company is available only to Relevant Persons and will be engaged in only with Relevant Persons.

The Units and the Class A Warrants are not intended, to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any Retail Investor in the United Kingdom (“UK”). For these purposes the expression “Retail Investor” means a person who is one (or more) of the following: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “FSMA”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA (“UK MiFIR”). Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the Units or the Class A Warrants or otherwise making them available to Retail Investors in the UK has been prepared and therefore offering or selling the Units or the Class A Warrants or otherwise making them available to any Retail Investor in the UK may be unlawful under the UK PRIIPs Regulation.

No action has been taken that would permit an offering or an acquisition of the Securities or a distribution of this announcement in any jurisdiction where such action would be unlawful. Persons into whose possession this announcement comes are required to inform themselves about and to observe any such restrictions.

This release may contain forward looking statements, estimates, opinions and projections with respect to anticipated future performance of the Company (“forward-looking statements”). These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes,” “estimates,” “anticipates,” “expects,” “intends,” “may,” “will” or “should” or, in each case, their negative, or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. Forward-looking statements are based on the current views, expectations and assumptions of the management of the Company and involve significant known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in such statements. Forward-looking statements should not be read as guarantees of future performance or results and will not necessarily be accurate indications of whether or not such results will be achieved. Any forward-looking statements included herein only speak as at the date of this release. The Company undertakes no obligation, and does not expect to publicly update, or publicly revise, any of the information, forward-looking statements or the conclusions contained herein or to reflect new events or circumstances or to correct any inaccuracies which may become apparent subsequent to the date hereof, whether as a result of new information, future events or otherwise. The Company accepts no liability whatsoever in respect of the achievement of such forward-looking statements and assumptions.

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