

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	Marley Spoon AG
ARBN	625 684 068

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Fabian Siegel
Date of last notice	13 February 2020

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	See Annexure A
Date of change	5 August 2020
No. of securities held prior to change	See Annexure A
Class	CDIs
Number acquired	Nil
Number disposed	343,000 <i>All CDIs were held by AKW Capital GmbH (formerly AKW Capital UG (haftungsbeschränkt)) (AKW) on behalf of third-party investors and Mr Siegel has not disposed of any personally owned CDIs (see below).</i>

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Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change	See Annexure B
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	<p>Fabian Siegel's beneficial and economic interests in CDIs/Shares at the time of the IPO included CDIs/Shares that were held <i>inter alia</i> via AKW under trust arrangements for unrelated third-party investors (the Investor CDI).</p> <p>343,000 of the Investor CDI were still held by AKW as these were subject to post IPO escrow covenants. Their hereby reported disposal is the result of the dissolution of the underlying trust agreement pursuant to which Mr. Siegel indirectly held these Investor CDI on behalf of certain investors. Said dissolution and the corresponding transfer of Investor CDI has been requested by these investors.</p> <p>Fabian Siegel has not disposed of any personally owned CDIs/Shares.</p>

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A

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Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

Date of announcement: 7 August 2020

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ANNEXURE A

Fabian Siegel holds certain interests through the following vehicles (if indicated) for himself personally and for others as follows:

	CDIs	Equivalent number of ordinary shares (Shares) (rounded)
Fabian Siegel (Personal)		
Held via AKW Capital GmbH (formerly AKW Capital UG (haftungsbeschränkt)) (AKW)	17,156,451	17,156
Fabian Siegel (For other investors)		
Held via AKW	343,000	343
Held via Marley Spoon Series A UG & Co. KG (MSSA)	140,000	140
Held via Marley Spoon Series B UG & Co. KG (MSSB)	267,000	267
Fabian Siegel (Employee arrangements)		
Held via MSSA	1,983,000	1,983 ¹
Held via Marley Spoon Employee Trust UG (MSET)	7,595,000	7,595
Fabian Siegel (Personal)		
Held personally and directly	790,000	790

Notes:

Personal: Fabian's immediate economic interests in CDIs/Shares is indicated in the row marked 'Personal' (being a portion of the Shares held by AKW). Fabian can indirectly control the voting of these CDIs/Shares.

For other investors: Beneficial and economic interests in the CDIs/Shares in the row marked 'For other investors' are held under arrangements for unrelated third-party investors:

- Held via AKW: To the extent CDIs/Shares are held by AKW for 'For other investors', such third-party investors may terminate the underlying trust agreements and may request transfer of these CDIs/Shares into their names (subject to applicable escrow arrangements). Under the existing trust agreements, AKW as trustee must obtain approval from the respective beneficiary prior to exercise any voting rights of the CDIs/Shares held by AKW.
- held via MSSA or MSSB: To the extent CDIs/Shares are held by MSSA or MSSB 'For other investors', such third-party investors can only terminate the underlying trust agreements and request transfer of the limited partnership interest in MSSA or

¹ 1,983 Shares held by MSSA are qualified as "own shares" of the Company and therefore they (and corresponding CDIs) are not entitled to receive dividend and do not carry voting rights. Refer to Section 9.10.1.2 of the Company's Prospectus released to ASX on 2 July 2018.

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MSSB, respectively. These CDIs/Shares may only be transferred into the third party investor's names with Fabian's prior consent upon termination of or withdrawal from the partnership. Fabian can ultimately control the voting of the CDIs/Shares held by MSSA and MSSB.

Dividends paid on CDIs/Shares held 'For other investors' will economically be attributed pro rata to the third-party investors. The transfer of CDI/Shares to other investors is subject to applicable escrow arrangements.

Employee arrangements: CDIs/Shares referred to in the row marked 'Employee arrangements' are held to satisfy granted obligations under the Company's Existing Option Rights Plan or otherwise available to cover future rights which may be granted, including to employees of the group. Fabian can ultimately control the voting of these CDIs/Shares and is indirectly entitled to the dividends (if any).

Aggregate voting

As noted above, Fabian controls the voting of CDIs/Shares held by AKW on his behalf and all CDI/Shares entitled to vote held by MSSA, MSSB and MSET. The aggregate of these CDI/Shares is as follows:

CDIs	Equivalent number of ordinary shares (rounded)	Voting %
25,948,451	25,948	14.88%

Note: Includes 17,156,451 CDIs held by AKW; 267,000 CDIs held by MSSB, 7,595,000 CDIs held by MSET, 140,000 CDIs held by MSSA² and 790,000 CDIs held personally.

Voting percentage based on the Company's recently increased issued share capital of 174,372,000 CDI.

² Refer to footnote 1 above

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ANNEXURE B

Fabian Siegel holds certain interests through the following vehicles (if indicated) for himself personally and for others as follows:

	CDIs	Equivalent number of ordinary shares (Shares) (rounded)
Fabian Siegel (Personal)		
Held via AKW Capital GmbH (formerly AKW Capital UG (haftungsbeschränkt) (AKW)	17,156,451	17,156
Fabian Siegel (For other investors)		
Held via AKW	-	-
Held via Marley Spoon Series A UG & Co. KG (MSSA)	140,000	140
Held via Marley Spoon Series B UG & Co. KG (MSSB)	267,000	267
Fabian Siegel (Employee arrangements)		
Held via MSSA	1,983,000	1,983 ³
Held via Marley Spoon Employee Trust UG (MSET)	7,595,000	7,595
Fabian Siegel (Personal)		
Held personally and directly	790,000	790

Notes:

Personal: Fabian's immediate economic interests in CDIs/Shares is indicated in the row marked 'Personal' (being a portion of the Shares held by AKW). Fabian can indirectly control the voting of these CDIs/Shares.

For other investors: Beneficial and economic interests in the CDIs/Shares in the row marked 'For other investors' are held under arrangements for unrelated third-party investors:

- Held via MSSA or MSSB: To the extent CDIs/Shares are held by MSSA or MSSB 'For other investors', such third-party investors can only terminate the underlying trust agreements and request transfer of the limited partnership interest in MSSA or MSSB, respectively. These CDIs/Shares may only be transferred into the third party investor's names with Fabian's prior consent upon termination of or withdrawal from the partnership. Fabian can ultimately control the voting of the CDIs/Shares held by MSSA and MSSB.

³ 1,983 Shares held by MSSA are qualified as "own shares" of the Company and therefore they (and corresponding CDIs) are not entitled to receive dividend and do not carry voting rights. Refer to Section 9.10.1.2 of the Company's Prospectus released to ASX on 2 July 2018.

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Dividends paid on CDIs/Shares held 'For other investors' will economically be attributed pro rata to the third-party investors. The transfer of CDI/Shares to other investors is subject to applicable escrow arrangements.

Employee arrangements: CDIs/Shares referred to in the row marked 'Employee arrangements' are held to satisfy granted obligations under the Company's Existing Option Rights Plan or otherwise available to cover future rights which may be granted, including to employees of the group. Fabian can ultimately control the voting of these CDIs/Shares and is indirectly entitled to the dividends (if any).

Aggregate voting

As noted above, Fabian controls the voting of CDIs/Shares held by AKW on his behalf and all CDI/Shares entitled to vote held by MSSA, MSSB and MSET. The aggregate of these CDI/Shares is as follows:

CDIs	Equivalent number of ordinary shares (rounded)	Voting %
25,948,451	25,948	14.88%

Note: Includes 17,156,451 CDIs held by AKW; 267,000 CDIs held by MSSB, 7,595,000 CDIs held by MSET, 140,000 CDIs held by MSSA⁴ and 790,000 CDIs held personally.⁵

Voting percentage based on the Company's recently increased issued share capital of 174,372,000 CDI.

⁴ Refer to footnote 3 above

⁵ To the extent CDIs/Shares were previously held by AKW for 'For other investors' (i.e. were Investor CDIs), AKW as trustee had to obtain approval from the respective beneficiary prior to exercise any voting rights of these Investor CDIs. Thus, these Investor CDIs did not have to be considered when calculating the 'aggregate voting' numbers for the purposes of this form. Consequently, the 'aggregate voting' numbers in Annexure B did not change compared to Annexure A.

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