

4 May 2021

The Manager  
Company Announcements Office  
ASX Limited  
20 Bridge Street  
SYDNEY NSW 2000

By electronic lodgement

Dear Sir/Madam

**Re: Notice of becoming an initial substantial holder – Marley Spoon AG (MMM)**

We enclose notice of becoming an initial substantial holder in Marley Spoon AG. This notice is given by Greencape Capital Pty Ltd.

Yours faithfully

A handwritten signature in black ink, appearing to read "Sophie Gowland", written in a cursive style.

**Sophie Gowland**  
Company Secretary

# Form 603

Corporations Act 2001  
Section 671B

## Notice of initial substantial holder

To CompanyName/Scheme

**Marley Spoon AG**

ACN/ARSN

**603 969 571**

### 1. Details of substantial holder (1)

Name

**Greencape Capital Pty Ltd**

ACN/ARSN (if applicable)

**120 328 529**

The holder became a substantial holder on

**30/04/2021**

### 2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
<b>Ordinary Fully Paid</b>	<b>Same as persons votes</b>	<b>13,049,173</b>	<b>5.10%</b>

### 3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
<b>Greencape Capital Pty Ltd</b>	<b>Ordinary Fully Paid securities purchased on market by Greencape Capital Pty Ltd</b>	<b>Refer Annexure 1</b>

### 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
<b>Greencape Capital Pty Ltd</b>	<b>Citicorp Nominees Pty Limited</b>	<b>Citicorp Nominees Pty Limited</b>	<b>3,528,898 (Ordinary Fully Paid)</b>
<b>Greencape Capital Pty Ltd</b>	<b>J. P. Morgan Nominees Australia Pty Limited</b>	<b>J. P. Morgan Nominees Australia Pty Limited</b>	<b>2,906,066 (Ordinary Fully Paid)</b>
<b>Greencape Capital Pty Ltd</b>	<b>National Nominees Limited</b>	<b>National Nominees Limited</b>	<b>1,388,960 (Ordinary Fully Paid)</b>
<b>Greencape Capital Pty Ltd</b>	<b>HSBC Custody Nominees (Australia) Limited</b>	<b>HSBC Custody Nominees (Australia) Limited</b>	<b>5,225,249 (Ordinary Fully Paid)</b>

### 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
<b>Greencape Capital Pty Ltd</b>	<b>Refer Annexure 1</b>	<b>Refer Annexure 1</b>		<b>Refer Annexure 1</b>

## 6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

## 7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Greencape Capital Pty Ltd	Level 2, 5 Martin Place, Sydney NSW 2000

## Signature

print name **Sophie Gowland** capacity **Company Secretary**



sign here date **04/05/2021**

## DIRECTIONS

(1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.

(2) See the definition of "associate" in section 9 of the Corporations Act 2001.

(3) See the definition of "relevant interest" in section s608 and 671B(7) of the Corporations Act 2001.

(4) The voting shares of a company constitute one class unless divided into separate classes.

(5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.

(6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(7) Include details of:

(a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

(b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

(8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".

(9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.



**Sophie Gowland**  
**Company Secretary of Greencape Capital Pty Ltd**

**Transactions:**

**Company**

**Name/Scheme:** Marley Spoon AG (MMM)

**As at:** 30/04/2021

**Class of security:** Ordinary Fully Paid

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
02/02/2021	Greencape Capital Pty Ltd	Buy	2,736,263	993,199	993,199
02/02/2021	As above	Buy	2,296,045	833,410	833,410
02/02/2021	As above	Buy	1,097,581	398,396	398,396
02/02/2021	As above	Buy	3,769,912	1,368,389	1,368,389
02/02/2021	As above	Buy	363,343	131,885	131,885
03/02/2021	As above	Buy	18,653	6,670	6,670
03/02/2021	As above	Buy	15,632	5,590	5,590
03/02/2021	As above	Buy	7,481	2,675	2,675
03/02/2021	As above	Buy	25,672	9,180	9,180
03/02/2021	As above	Buy	2,475	885	885
04/02/2021	As above	Buy	123,969	41,410	41,410
04/02/2021	As above	Buy	103,896	34,705	34,705
04/02/2021	As above	Buy	49,710	16,605	16,605
04/02/2021	As above	Buy	170,608	56,989	56,989
04/02/2021	As above	Buy	16,438	5,491	5,491
05/02/2021	As above	Buy	57,308	18,624	18,624
05/02/2021	As above	Buy	189,780	62,841	62,841
05/02/2021	As above	Buy	48,027	15,608	15,608
05/02/2021	As above	Buy	159,045	52,664	52,664
05/02/2021	As above	Buy	22,980	7,468	7,468
05/02/2021	As above	Buy	76,098	25,198	25,198
05/02/2021	As above	Buy	78,866	25,630	25,630
05/02/2021	As above	Buy	261,170	86,480	86,480
05/02/2021	As above	Buy	7,600	2,470	2,470
05/02/2021	As above	Buy	25,166	8,333	8,333
08/02/2021	As above	Buy	101,278	33,507	33,507
08/02/2021	As above	Buy	84,835	28,067	28,067
08/02/2021	As above	Buy	40,542	13,413	13,413
08/02/2021	As above	Buy	139,248	46,069	46,069
08/02/2021	As above	Buy	13,432	4,444	4,444
09/02/2021	As above	Buy	46,106	15,355	15,355
09/02/2021	As above	Buy	38,621	12,862	12,862
09/02/2021	As above	Buy	18,458	6,147	6,147
09/02/2021	As above	Buy	63,396	21,113	21,113
09/02/2021	As above	Buy	6,114	2,036	2,036
10/02/2021	As above	Buy	936,120	319,179	319,179
10/02/2021	As above	Buy	925,806	317,557	317,557
10/02/2021	As above	Buy	771,772	263,143	263,143
10/02/2021	As above	Buy	763,269	261,806	261,806
10/02/2021	As above	Buy	368,428	125,619	125,619
10/02/2021	As above	Buy	364,370	124,981	124,981
10/02/2021	As above	Buy	1,262,898	430,597	430,597
10/02/2021	As above	Buy	1,248,969	428,404	428,404
10/02/2021	As above	Buy	121,604	41,462	41,462
10/02/2021	As above	Buy	120,266	41,252	41,252
15/02/2021	As above	Buy	170,878	56,386	56,386
15/02/2021	As above	Buy	137,024	45,215	45,215

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
15/02/2021	As above	Buy	65,519	21,620	21,620
15/02/2021	As above	Buy	223,721	73,823	73,823
15/02/2021	As above	Buy	21,562	7,115	7,115
16/02/2021	As above	Buy	96,650	31,845	31,845
16/02/2021	As above	Buy	77,359	25,489	25,489
16/02/2021	As above	Buy	36,951	12,175	12,175
16/02/2021	As above	Buy	126,502	41,681	41,681
16/02/2021	As above	Buy	12,189	4,016	4,016
17/02/2021	As above	Buy	38,968	12,992	12,992
17/02/2021	As above	Buy	31,191	10,399	10,399
17/02/2021	As above	Buy	14,898	4,967	4,967
17/02/2021	As above	Buy	51,002	17,004	17,004
17/02/2021	As above	Buy	4,913	1,638	1,638
18/02/2021	As above	Buy	4,338,507	1,496,037	1,496,037
18/02/2021	As above	Buy	3,543,551	1,221,914	1,221,914
18/02/2021	As above	Buy	1,694,203	584,208	584,208
18/02/2021	As above	Buy	5,813,505	2,004,657	2,004,657
18/02/2021	As above	Buy	560,234	193,184	193,184
30/04/2021	As above	Buy	324,675	123,296	123,296
30/04/2021	As above	Buy	250,674	95,194	95,194
30/04/2021	As above	Buy	119,784	45,488	45,488
30/04/2021	As above	Buy	410,803	156,003	156,003
30/04/2021	As above	Buy	39,550	15,019	15,019

**Total Number of Securities**

**13,049,173**