

## Notice of initial substantial holder

To Company Name/Scheme **Marley Spoon SE**

ACN/ARSN **195994**

### 1. Details of substantial holder

Name **468 SPAC II SE ("468 SPAC", the "holder" or "substantial holder")**

ACN/ARSN (if applicable) **N/A**

The holder became a substantial holder on **25 April 2023**

### 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 had a relevant interest in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes	Voting power
CHESS Depositary interests (CDIs)*	275,811,511	275,811,511	70.12%

\*10 CDIs providing beneficial ownership over one ordinary share.

Note - Marley Spoon SE has entered into certain investment agreements with investors under which it will issue shares in Marley Spoon SE (in some cases, on the satisfaction of certain conditions). Under the conditional sale and purchase agreements giving rise to relevant interests, 468 SPAC will obtain a relevant interest in shares of Marley Spoon SE to be issued under those investment agreements once those shares are actually issued. Notice of changes to substantial holding will be issued upon that issuance of shares, but it is anticipated that if all shares are issued under the investment agreements, 468 SPAC will have voting power of 83.2%.

### 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 substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest	Class and number of securities
468 SPAC II SE	Relevant interest under section 608(1)(c) and 608(8) of the <i>Corporations Act 2001</i> (Cth) arising under a sale and purchase agreement between 468 SPAC and 468 Capital II GmbH & Co. KG dated 25 April 2023 which is conditional on approval of 468 SPAC's shareholders and which contains the term set out in Annexure A which gives 468 SPAC a power to dispose of, or control the exercise of a power to dispose of, the securities.	76,143,137 CDIs
468 SPAC II SE	Relevant interest under section 608(1)(c) and 608(8) of the <i>Corporations Act 2001</i> (Cth) arising under a sale and purchase agreement between 468 SPAC and TEIXL Investments GmbH dated 25 April 2023 which is conditional on approval of 468 SPAC's shareholders and which contains the term set out in Annexure A which gives 468 SPAC a power to dispose of, or control the exercise of a power to dispose of, the securities.	528,000 CDIs

468 SPAC II SE	Relevant interest under section 608(1)(c) and 608(8) of the <i>Corporations Act 2001</i> (Cth) arising under a sale and purchase agreement between 468 SPAC and Acacia II Partners, LP dated 25 April 2023 which is conditional on approval of 468 SPAC's shareholders and which contains the term set out in Annexure A which gives 468 SPAC a power to dispose of, or control the exercise of a power to dispose of, the securities.	1,700,285 CDIs
468 SPAC II SE	Relevant interest under section 608(1)(c) and 608(8) of the <i>Corporations Act 2001</i> (Cth) arising under a sale and purchase agreement between 468 SPAC and Acacia Partners, L.P. dated 25 April 2023 which is conditional on approval of 468 SPAC's shareholders and which contains the term set out in Annexure A which gives 468 SPAC a power to dispose of, or control the exercise of a power to dispose of, the securities.	30,604,603 CDIs
468 SPAC II SE	Relevant interest under section 608(1)(c) and 608(8) of the <i>Corporations Act 2001</i> (Cth) arising under a sale and purchase agreement between 468 SPAC and Acacia Institutional Partners, L.P. dated 25 April 2023 which is conditional on approval of 468 SPAC's shareholders and which contains the term set out in Annexure A which gives 468 SPAC a power to dispose of, or control the exercise of a power to dispose of, the securities.	23,014,876 CDIs
468 SPAC II SE	Relevant interest under section 608(1)(c) and 608(8) of the <i>Corporations Act 2001</i> (Cth) arising under a sale and purchase agreement between 468 SPAC and Acacia Conservation Fund, LP dated 25 April 2023 which is conditional on approval of 468 SPAC's shareholders and which contains the term set out in Annexure A which gives 468 SPAC a power to dispose of, or control the exercise of a power to dispose of, the securities.	25,503,909 CDIs
468 SPAC II SE	Relevant interest under section 608(1)(c) and 608(8) of the <i>Corporations Act 2001</i> (Cth) arising under a sale and purchase agreement between 468 SPAC and Acacia Conservation Master Fund (Offshore), LP dated 25 April 2023 which is conditional on approval of 468 SPAC's shareholders and which contains the term set out in Annexure A which gives 468 SPAC a power to dispose of, or control the exercise of a power to dispose of, the securities.	5,100,791 CDIs
468 SPAC II SE	Relevant interest under section 608(1)(c) and 608(8) of the <i>Corporations Act 2001</i> (Cth) arising under a sale and purchase agreement between 468 SPAC and Mr Gregory Alexander dated 25 April 2023 which is conditional on approval of 468 SPAC's shareholders and which contains the term set out in Annexure A which gives 468 SPAC a power to dispose of, or control the exercise of a power to dispose of, the securities.	3,082,661 CDIs
468 SPAC II SE	Relevant interest under section 608(1)(c) and 608(8) of the <i>Corporations Act 2001</i> (Cth) arising under a sale and purchase agreement between 468 SPAC and USV Marley Spoon A, LLC dated 25 April 2023 which is conditional on approval of 468 SPAC's shareholders and which contains the term set out in Annexure A which gives 468 SPAC a power to dispose of, or control the exercise of a power to dispose of, the securities.	67,937,113 CDIs

468 SPAC II SE	Relevant interest under section 608(1)(c) and 608(8) of the <i>Corporations Act 2001</i> (Cth) arising under a sale and purchase agreement between 468 SPAC and USV Marley Spoon B, LLC dated 25 April 2023 which is conditional on approval of 468 SPAC's shareholders and which contains the term set out in Annexure A which gives 468 SPAC a power to dispose of, or control the exercise of a power to dispose of, the securities.	3,191,915 CDIs
468 SPAC II SE	Relevant interest under section 608(1)(c) and 608(8) of the <i>Corporations Act 2001</i> (Cth) arising under a sale and purchase agreement between 468 SPAC and Akowi GmbH dated 25 April 2023 which is conditional on approval of 468 SPAC's shareholders and which contains the term set out in Annexure A which gives 468 SPAC a power to dispose of, or control the exercise of a power to dispose of, the securities.	23,685,947 CDIs
468 SPAC II SE	Relevant interest under section 608(1)(c) and 608(8) of the <i>Corporations Act 2001</i> (Cth) arising under a sale and purchase agreement between 468 SPAC and Lakestar I LP dated 25 April 2023 which is conditional on approval of 468 SPAC's shareholders and which contains the term set out in Annexure A which gives 468 SPAC a power to dispose of, or control the exercise of a power to dispose of, the securities.	9,008,000 CDIs
468 SPAC II SE	Relevant interest under section 608(1)(c) and 608(8) of the <i>Corporations Act 2001</i> (Cth) arising under a sale and purchase agreement between 468 SPAC, QD Investments Ltd and QD Ventures Ltd dated 25 April 2023 which is conditional on approval of 468 SPAC's shareholders and which contains the term set out in Annexure A which gives 468 SPAC a power to dispose of, or control the exercise of a power to dispose of, the securities.	3,710,274 CDIs
468 SPAC II SE	Relevant interest under section 608(1)(c) and 608(8) of the <i>Corporations Act 2001</i> (Cth) arising under a sale and purchase agreement between 468 SPAC and MexAttax GmbH dated 25 April 2023 which is conditional on approval of 468 SPAC's shareholders and which contains the term set out in Annexure A which gives 468 SPAC a power to dispose of, or control the exercise of a power to dispose of, the securities.	2,600,000 CDIs

#### 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	Class and number
b	468 SPAC II SE	468 Capital II GmbH & Co. KG	468 Capital II GmbH & Co. KG	76,143,137 CDIs
	468 SPAC II SE	Unknown	TEIXL Investments GmbH	528,000 CDIs
	468 SPAC II SE	Unknown	Acacia II Partners, LP	1,700,285 CDIs
	468 SPAC II SE	Unknown	Acacia Partners, L.P.	30,604,603 CDIs
	468 SPAC II SE	Unknown	Acacia Institutional Partners, L.P.	23,014,876 CDIs

468 SPAC II SE	Unknown	Acacia Conservation Fund, LP	25,503,909 CDIs
468 SPAC II SE	Unknown	Acacia Conservation Master Fund (Offshore), LP	5,100,791 CDIs
468 SPAC II SE	Unknown	Mr Gregory Alexander	3,082,661 CDIs
468 SPAC II SE	Unknown	USV Marley Spoon A, LLC	67,937,113 CDIs
468 SPAC II SE	Unknown	USV Marley Spoon B, LLC	3,191,915 CDIs
468 SPAC II SE	Unknown	Akowi GmbH	23,685,947 CDIs
468 SPAC II SE	Unknown	Lakestar I LP	9,008,000 CDIs
468 SPAC II SE	Unknown	QD Investments Ltd	3,710,274 CDIs
468 SPAC II SE	Unknown	MexAttax GmbH	2,600,000 CDIs

#### 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	Dates of acquisition	Consideration		Class and number of securities
		Cash	Non-cash	
468 SPAC II SE	25 April 2023	Nil	Upon completion of the conditional sale and purchase agreements, 0.0128 shares in 468 SPAC (based on a value for each CDI of AUD0.21 and a value for each SPAC share of EUR 10, and dependent on foreign currency exchange rates) will be issued for each Marley Spoon CDI.	275,811,511 CDIs

#### 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
Mr Alexander Kudlich	Director of 468 SPAC
TEIXL Investments GmbH	Entity controlled by Mr Alexander Kudlich

#### 7. Addresses

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

Name	Address
468 SPAC II SE	9 Rue de Bitbourg L-1273 Luxembourg, LUXEMBOURG

468 Management GmbH	Wielandstr. 26/26A Berlin, Germany 10707
468 GP II GmbH	Wielandstr. 26/26A Berlin, Germany 10707
468 Capital II GmbH & Co. KG	Wielandstr. 26/26A Berlin, Germany 10707
Mr Alexander Kudlich	Ebereschentallee 16 Berlin, Germany, 14050
TEIXL Investments GmbH	Ebereschentallee 16 Berlin, Germany, 14050
Acacia II Partners, LP	C/o Conifer Capital Management, L.L.C. Suite 5000, 9 West 57 <sup>th</sup> Street New York 10019 NY USA
Acacia Partners, L.P.	C/o Conifer Capital Management, L.L.C. Suite 5000, 9 West 57 <sup>th</sup> Street New York 10019 NY USA
Acacia Institutional Partners, L.P.	C/o Conifer Capital Management, L.L.C. Suite 5000, 9 West 57 <sup>th</sup> Street New York 10019 NY USA
Acacia Conservation Fund, LP	C/o Conifer Capital Management, L.L.C. Suite 5000, 9 West 57 <sup>th</sup> Street New York 10019 NY USA
Acacia Conservation Master Fund (Offshore), LP	C/o Walkers Corporate Limited Cayman Corporate Centre George Town KY1-9008 Cayman Islands
Mr Gregory Alexander	C/o Conifer Capital Management, L.L.C. Suite 5000, 9 West 57 <sup>th</sup> Street New York 10019 NY USA
USV Marley Spoon A, LLC	251 Little Falls Drive Wilmington 19808 DE USA
USV Marley Spoon B, LLC	251 Little Falls Drive Wilmington 19808 DE USA
Akowi GmbH	Paul-Lincke-Ufer 39/40 Berlin Germany 10999
Lakestar I LP	East Wing Trafalgar Court Les Bankques St Peter Port Guernsey GY13PP
QD Investments Ltd	39 Themistocles Dervis Nicosia 1066 Cyprus
QD Ventures Ltd	Governors Square, 2nd Floor, 23 Lime Tree Bay Avenue, P.O. Box 1569, Grand Cayman KY1-1110, Cayman Island
MexAttax GmbH	Marsiliusstr. 68 Cologne Germany 50937

**Signature**

print name Alexander Kudlich / Ludwig Ensthaler

capacity CEO / CIO

sign here

date 26/04/2023

**ANNEXURE A**

This is Annexure A of 1 page to the Notice of Initial Substantial Holder in respect of Marley Spoon SE dated 26. April 2023

print name Alexander Kudlich / Ludwig Ensthaler

capacity CEO / CIO

sign here

date 26/04/2023

Term giving 468 SPAC a power to dispose of, or control the exercise of a power to dispose of, the securities.

From the date of this Agreement until the Closing, the Shareholder undertakes to 468 SPAC not to transfer, assign, pledge or sell, and not to agree to transfer, assign, pledge or sell, any of the Shareholder's MS Shares or Shareholder's MS CDIs other than pursuant to Section 1. For the avoidance of doubt, the Shareholder may request from the registry of the Company to convert the MS CDIs into MS Shares.