



MARLEY SPOON

SUCCESSFUL COMPLETION OF UPSIZED A\$57 (€35m) MILLION EQUITY RAISE

Berlin, Sydney, 29 June 2023: Marley Spoon SE (“**Marley Spoon**” or the “**Company**” ASX: MMM), a leading global subscription-based meal kit provider, is pleased to announce the successful completion of its A\$57m (€35m) Placements as announced on Wednesday, 26 April 2023.

Key Highlights

- **Successful completion of previously announced A\$57m (€35m) Placements**
- **The Placements received strong support from new investors and existing security holders, indicated by upside of Placements from A\$ 52 (€32) to A\$57m (€35m)**
- **The Placements completed at a premium of 17% to the CDI closing price of A\$0.145 on 24 April 2023**

The Company entered into investment agreements in April 2023 with new and existing investors to raise up to A\$57m (€35m) of new capital (“**Placements**”). One investor chose to upsize its investment.

The Placements have now been settled through the Company issuing ~33.65m new no-par value registered shares at a price of A\$1.70 per new share to the Placement investors. The new shares would be equivalent to ~336.54m CDIs (at A\$0.17 per CDI), representing ~46% of the total Marley Spoon CDIs on issue.

The Placements occurred in conjunction with a series of transactions involving renegotiation of debt terms and entry into a Business Combination Agreement (“**BCA**”) with a Special Purpose Acquisition Company, 468 SPAC II SE (“**468 SPAC**”), that is listed on the Frankfurt Stock Exchange (FRA: SPV2). All Placement shares will be sold by the Placement investors to 468 SPAC, and as such, the Company does not expect the Placement Shares to be transmuted into CDIs tradeable on the ASX.

The funds raised under the Placements will support the Company’s near-term growth and working capital needs.

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468 SPAC Business Combination

In connection with the 468 SPAC Business Combination, Significant Security Holders (as defined in the Company's announcement of 26 April 2023) have requested conversions of their CDIs into Marley Spoon shares. These Significant Security Holders will consequently exchange these shares for 468 SPAC II shares according to the conditional sale agreements should the transaction complete.

The Company has been informed that at conclusion of 468 SPAC's redemption period, the redemption rate amounted to 95.3%. As a result, ~A\$16.3m (€9.9m) is anticipated to be made available to the proposed combined entity should the transaction complete. However, as disclosed in the Company's announcement of 26 April 2023, 468 SPAC is not obliged to provide any such capital.

The proposed transaction remains subject to customary closing conditions, including the approval of 468 SPAC's shareholders at the 468 SPAC EGM, which is scheduled for 30 June 2023. The Company expects to provide further updates to the market on the proposed transaction with 468 SPAC after this date.

This announcement has been authorised for release to ASX by the Boards of Directors of Marley Spoon.

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About Marley Spoon

Marley Spoon (MMM:ASX, GICS: Consumer Staples Distribution & Retail) is a global direct-to consumer brand company that is solving everyday recurring problems in delightful and sustainable ways. Founded in 2014, Marley Spoon currently operates in three primary regions: Australia, United States and Europe (Austria, Belgium, Germany, Denmark and the Netherlands).

With Marley Spoon's meal-kits, you decide what to eat, when to eat, and leave behind the hassle of grocery shopping. To help make weeknights easier and dinners more delicious, our meal kits contain step-by-step recipes and pre-portioned seasonal ingredients to cook better, healthy meals for your loved ones.

As consumer behaviour moves towards valuing the convenience aspect of online ordering, Marley Spoon's global mission through its various brands, such as Marley Spoon, Martha Stewart & Marley Spoon, Dinnerly, and Chefgood, is to help millions of people enjoy easier, smarter and more sustainable lives.