

# MARLEY SPOON

**Invitation and Agenda for the**

**2024 Annual General Meeting of**

**Marley Spoon SE,**

with its registered seat in Berlin, Germany,  
registered with the commercial register of the Local Court of Charlottenburg under HRB 250627 B  
(the “**Company**”),

**on 19 July 2024**

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We hereby invite the shareholders of our Company to the

**2024 Annual General Meeting**

on 19 July 2024, at 9:00 a.m. (CEST)/5:00 p.m. (AEST),

in the premises of the Company's notary at

Dentons Europe LLP  
Markgrafenstraße 33  
10117 Berlin  
Germany

**I.**

**Agenda**

- 1. Presentation of the approved individual financial statements of Marley Spoon SE as of December 31, 2023 and of the consolidated financial statements as of December 31, 2023 as adopted by the Supervisory Board, the combined management report of Marley Spoon SE and the Marley Spoon group, including the Supervisory Board report for the financial year 2023**

The said documents have been published on the internet at <https://ir.marleyspoon.com/investor-centre/>. They will also be available at the Annual General Meeting and will be explained in greater detail at the Annual General Meeting. The Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Management Board. This means that the annual financial statements have been adopted pursuant to Section 172 sentence 1 of the German Stock Corporation Act (*Aktiengesetz*, AktG). In accordance with the statutory provisions, no resolution is therefore necessary on this agenda item.

- 2. Resolution on the ratification of the actions of the Management Board of Marley Spoon SE for the 2023 financial year**

The Management Board and the Supervisory Board propose that the actions of the members of the Management Board of Marley Spoon SE in office in the 2023 financial year be ratified for this period.

- 3. Resolution on the ratification of the actions of the Supervisory Board of Marley Spoon SE for the 2023 financial year**

The Management Board and the Supervisory Board propose that the actions of the members of the Supervisory Board of Marley Spoon SE in office in the 2023 financial year be ratified for this period.

- 4. Resolution on the appointment of the auditor for the individual financial statements and the consolidated financial statements for the financial year 2024, as well as for any review of interim financial statements and interim management reports during the financial year 2024 and until the 2025 Annual General Meeting**

The Supervisory Board proposes, based on a corresponding recommendation of its Audit and Risk Committee, to appoint Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, registered seat: Stuttgart, office: Hamburg, Germany,

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- For personal use only
- a) as the auditor for the individual financial statements and the consolidated financial statements for the financial year 2024, and
  - b) as the auditor for any review of interim financial statements and interim management reports during the financial year 2024 and until the 2025 Annual General Meeting.

## 5. Elections to the Supervisory Board

Pursuant to Article 40 para. 2 and para. 3 of the Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company (SE), Section 17 para. 1 of the German Act on Implementing the Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) and Section 8 para. 1 of the Constitution of Marley Spoon SE in conjunction with Section 20.2 of the Agreement on the Involvement of Employees at Marley Spoon SE dated January 31, 2023, the Supervisory Board consists of four members who are all elected by the general meeting.

The term of office of all current Supervisory Board members ends upon conclusion of the Annual General Meeting to which it is hereby invited. Accordingly, four members of the Supervisory Board of the Company are to be elected with effect as of the conclusion of the Annual General Meeting. The current Chairman of the Supervisory Board, Mr. Christian Gisy, has communicated that he is no longer available as a candidate for the Supervisory Board of the Company.

Therefore, the Supervisory Board proposes to elect:

a. **Mr. Stephan Zoll**

current profession: Managing Director of SHZ Beteiligungen A GmbH  
place of residence: Berlin, Germany

Mr. Zoll lives in Berlin, Germany. He is an experienced, international business leader. He held several positions as CEO and Managing Director in digital and eCommerce companies such as eBay, Tradera, Gitti Gidiyor, brands4friends, SIGNA Sports United and others. Over the last decade he has been acting as business angel and investor in several digital businesses and funds. He started his career in management consulting with Booz Allen & Hamilton as well as Oliver Wyman in the Telco/Media and High-Tech space.

b. **Mr. Alexander Kudlich**

current profession: General partner at 468 Capital GmbH & Co. KG, Berlin, Germany  
place of residence: Berlin, Germany

Mr. Kudlich lives in Berlin, Germany, and is currently a general partner at 468 Capital GmbH & Co. KG, a venture capital firm he co-founded in 2020. Mr. Kudlich has almost 20 years of experience in tech investing and business building. His investment focus is around digital consumer and prosumer topics.

c. **Mrs. Erika Söderberg Johnsson**

current profession: Chief Financial Officer at Novo Nordisk Foundation  
place of residence: Copenhagen, Denmark

Mrs. Söderberg Johnsson lives in Copenhagen, Denmark, and is currently Chief Financial Officer at Novo Nordisk Foundation. She has over 30 years of experience in management, strategy, business development, corporate development, and finance. Mrs. Söderberg Johnsson is

a proven leader with a track record of success in delivering profitable growth. She has a deep understanding of the financial markets and is skilled in managing risks.

d. **Mrs. Judith Jungmann**

current profession: Member of the executive committee at Beckers Group, Munich, Germany

place of residence: Munich, Germany

Mrs. Jungmann is currently a member of the executive committee at Beckers Group in Munich, Germany, and lives in Munich, Germany. Mrs. Jungmann has over 25 years of experience in international strategic human resources management, communications, and sustainability. She is a proven leader with comprehensive experience in the recruitment and development of skilled employees, particularly in corporate transformation processes. She has a deep understanding of business transformation, leadership development, communications, and sustainable strategy of human resources.

as members of the Supervisory Board of Marley Spoon SE; please refer to the Company's investor relations website for further information about the proposed Supervisory Board members (<https://ir.marleyspoon.com/investor-centre/?page=general-meetings>).

The election becomes effective as of the conclusion of the Annual General Meeting to which it is hereby invited and ends upon conclusion of the general meeting which resolves on the discharge for financial year 2026 and in any event within six years.

## 6. **Special resolution to delist from the Australian Securities Exchange (“ASX”)**

The Management Board requests the general meeting, pursuant to Sec. 119 para. 2 of the German Stock Corporation Act (*Aktiengesetz, AktG*), to adopt a special resolution which is required for a delisting of the Company from the Australian Securities Exchange (“ASX”) (the “**Delisting Resolution**”).

The Management Board and Supervisory Board propose to resolve as follows:

For the purposes of ASX Listing Rule 17.11, the Company's request for removal from the official list of ASX is authorised and approved, such removal to occur no earlier than one month after the date this resolution is passed. The members of the Management Board of the Company are authorised to do all things reasonably necessary to give effect to the removal of the Company from the official list of ASX.

An explanation of the Delisting Resolution is set out in the accompanying Explanatory Memorandum under **Section II.** below (the “**EM**”). This EM explains the purpose of the Annual General Meeting and the Delisting Resolution to be considered at the Annual General Meeting.

## **II. Explanatory Memorandum**

### **1. Introduction**

This EM contains important information in relation to the Delisting Resolution to be considered at the Annual General Meeting of the shareholders of Marley Spoon SE. This EM should be read in conjunction with the invitation to the Annual General Meeting. It should be read in its entirety before making a decision on how to vote on the Delisting Resolution.

The purpose of this EM is to:

- provide the shareholders with information in relation to the Delisting Resolution; and
- provide such other information in relation to the Delisting Resolution as is prescribed by the Listing Rules and the Corporations Act.

## 2. Delisting Resolution - Special Resolution to delist from the ASX

The Company has applied to ASX to be removed from the ASX official list (“**Official List**”) under ASX Listing Rule 17.11 (the “**Delisting**”). The Delisting Resolution provides that, for the purposes of ASX Listing Rule 17.11, the Company’s request for the Delisting is authorised and approved, such approval to occur no earlier than one month after the date the Delisting Resolution is passed and on a date to be decided by the ASX. The members of the Management Board of the Company are authorised to do all things reasonably necessary to give effect to the removal of the Company from the Official List. As is its usual practice, ASX has imposed a requirement under ASX Listing Rule 17.11 and Guidance Note 33 *Removal of Entities From the ASX Official List*, that the Company obtain shareholder approval to its Delisting.

The Delisting Resolution seeks the required shareholder approval to the Delisting under and for the purposes of the ASX Listing Rule 17.11. ASX Listing Rule 17.11 provides that the ASX may at any time remove an entity from the Official List at the request of the entity. The ASX is not required to act on the entity’s request or may require conditions to be satisfied before it will act on the request. The ASX has provided the Company with formal advice that it agrees to remove the Company from the Official List, subject to the satisfaction of the conditions outlined at section 2.a below.

If the Delisting Resolution is passed, the Company will be able to proceed with the Delisting. The consequences of the Delisting for the Company, its current CDI holders and its shareholders, the key reasons for seeking approval to delist and the potential advantages and disadvantages of the Delisting are set out in this EM at sections 2.d., 2.e., 2.f. and 2.g. respectively.

### a. Overview

#### *Overview of Delisting*

On 11 June 2024, the Company obtained formal advice from ASX that, based solely on the information provided, ASX agrees to the removal of the Company from the Official List on a date to be determined by ASX in consultation with the Company, subject to compliance with the following conditions:

1. The request for removal of the Company from the Official List is approved by way of a special resolution of the securityholders of the Company (“**Delisting Resolution**”).
2. The notice of meeting seeking securityholder approval for the Company’s removal from the Official List must include, in form and substance satisfactory to ASX:
  - 2.1. a timetable of key dates, including the time and date at which the Company will be removed from ASX if that approval is given;
  - 2.2. details of the processes that will exist after the Company is removed from the Official List to allow securityholders to dispose of their holdings and how they can access those processes;
  - 2.3. the information prescribed in section 2.11 of ASX Guidance Note 33; and

- 2.4. a voting exclusion statement excluding Marley Spoon Group SE (and its associates) from voting in favour of the resolution to remove the Company from the Official List, unless the securityholder meeting to consider the removal is held on or after 8 July 2024.
3. The removal from the Official List must not take place any earlier than one month after securityholder approval has been obtained so that securityholders have at least that period to sell their securities on ASX should they wish to do so.
  4. The Company must apply for its securities to be suspended from quotation at least two (2) business days before its proposed Delisting Date (as defined below).
  5. The Company releases the full terms of this decision to the market upon making a formal application to ASX to remove the Company from the Official List.

If shareholders approve the Delisting Resolution, the Company will be removed from the Official List on or around 19 August 2024 (“**Delisting Date**”), subject to the satisfaction of the above conditions and the determination by ASX. The Delisting Date will be no earlier than one month after the date such shareholder approval is obtained.

*Indicative timetable*

The indicative timetable for the proposed Delisting is as follows:

Key Event	Date <sup>1</sup>
Date of AGM. Release of Results of AGM	Friday, 19 July 2024
Suspension of trading of CDIs	Thursday, 15 August 2024 (“ <b>Suspension Date</b> ”)
Delisting (at close of trading, Sydney time). Removal from Official List	Monday, 19 August 2024
ASX Settlement to give notice of its decision to revoke approval of the CDIs	Tuesday, 20 August 2024
CHESS Depository Nominees Pty Ltd ( <b>CDN</b> ) to revoke the trust under which it holds the Company’s ordinary shares ( <b>CDN Revocation</b> ) <sup>2</sup>	Tuesday, 20 August 2024 - Thursday 22 August 2024
CHESS CDI holdings to be converted to the Issuer Sponsored CDI register ( <b>CHESS Holdings Conversion</b> ) <sup>3</sup>	Monday, 26 August 2024
Notice to be sent to CDI holders stating that: <ul style="list-style-type: none"> <li>• approval of CDIs has been revoked by ASX Settlement;</li> <li>• the CDI holders’ CHESS CDI holdings have been converted to the Issuer Sponsored CDI register; and</li> <li>• CDN has revoked the trust under which it holds the Company’s ordinary shares (and the effective date of the revocation of the trust)</li> </ul>	Following CDN Revocation
CDIs are cancelled	Following CHESS Holdings Conversion
CDN to commence the process of the transfer of the Company’s underlying ordinary shares to the former CDI holders,	Promptly following CHESS Holdings Conversion

Key Event	Date <sup>1</sup>
in each case by way of Share Transfer Agreement ( <b>Transfer of Title</b> )	
Company to register former CDI holders in respect of their ordinary shares with the Company's share register and to confirm such registration to each respective former CDI holder/new shareholder	Immediately following Transfer of Title
Link to issue former CDI holders an updated CDI holding statement to reduce the CDI holding to nil	Within 5 business days after the end of the month in which there is a change in holding

**Notes:**

1. Dates and times above are Sydney, Australia time and are indicative only and subject to change by the Company or ASX.
2. Subject to the availability of the directors of CDN.
3. This will occur automatically, 5 Business Days after the Delisting Date.

**b. Options for CDI holders in relation to the Delisting**

CDI holders will have the following options with respect to their CDIs in conjunction with the removal of the Company from the Official List:

**OPTION 1: Sell CDIs on ASX before the Suspension Date**

You can sell your CDIs on ASX at any time prior to close of trading on the Suspension Date. This will provide CDI holders who wish to sell their CDIs on ASX the opportunity to exit the Company prior to the Delisting Date, should they not wish to be shareholders in the Company following Delisting.

If you elect to sell your CDIs on ASX prior to the Suspension Date, you will be responsible for any costs associated with the sale of your CDIs as is customary, including any brokerage costs.

After the Suspension Date, you will **no longer** be able to sell your CDIs on ASX.

**OPTION 2: Convert CDIs into shares of the Company**

If you do not pursue Option 1, you will continue to have a right to convert your CDIs (in multiples of 10) into underlying shares in the Company. 10 CDIs are equivalent to, and will convert into, one ordinary share in the Company. Dealings with fractional entitlements to ordinary shares are discussed below.

You can convert your CDIs into shares prior to the Delisting Date and subsequently become registered as a shareholder on the Company's share register by completing and returning the Transmutation Form, a copy of which can be obtained by contacting Link on 1300 554 474 between 8:30am to 7:30pm if your CDIs are held on the issuer sponsored sub-register.

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If you do not convert your CDIs into shares prior to the Delisting Date, you should provide your details and confirm the conversion of your CDIs into shares at the conclusion of the Delisting no later than the Delisting Date of 19 August 2024 by visiting the following website: <https://events.miraqle.com/marley-spoon>.

CDI holders with registered email addresses will also be sent this website via email to confirm the conversion of their CDIs (in multiples of 10) into ordinary shares of the Company. CDI holders should provide their details and confirm the conversion of their CDIs into shares by no later than the Delisting Date of 19 August 2024.

After you have been transferred shares in the Company as described above, the Company will confirm to you your corresponding registration as shareholder with the Company's share register, setting out the respective number of new ordinary shares registered in your name. The Company will not issue (individual) share certificates. You will also be issued a holding statement, setting out the relevant holding movement (i.e., number of CDIs decreased from the CDI holders balance and the final holding balance as at the relevant date within 5 business days after the end of the month in which there is a change in holding).

**If no action is taken:**

If you do not choose one of the options above by the Delisting Date of 19 August 2024, CHESS Depository Nominees Pty Limited ("CDN") will cancel all CDIs and terminate the trust under which the shares are currently held upon which CDN or another entity will hold each former CDI holder's shares on trust (or to the extent permitted transfer those shares to the former CDI holder).

Once the CDIs are cancelled and your shares are held on trust by CDN or another entity, you may request a transfer of title in those shares prior to a date, if any, determined by the Company.

Further, at the absolute discretion of the Company (in accordance with any requirements of CDN), the Company may implement procedures in relation to the remaining shares that have not been transferred to the relevant CDI holders, including by implementing a disposal process which may be conducted including via the sale of shares to a third party, a buy-back by the Company or any other permitted means as determined by the Company with proceeds (less applicable costs) remitted to the former CDI holder, or if they are not able to be located, the proceeds will be dealt with in accordance with applicable unclaimed money laws. If such a process is implemented, there is no guarantee as to the value of any shares or interests that have not been transferred to former CDI holders under a CDI conversion process outlined above.

Upon determination of any process, the Company will make an announcement to the ASX outlining the details of such a process prior to the Delisting Date.

*Fractional entitlements*

Fractions of ordinary shares cannot be transferred to CDI holders. Therefore if, as part of the process described above, a CDI holder would otherwise have an entitlement to a fraction of an ordinary share (because their CDI holding was not a multiple of 10), the CDI holder will be paid a Share Sale Price divided by 10 per "remaining" CDI.



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- These payments will be funded by the purchase of shares underlying all “remaining” CDIs from CDN by MSG, at the price per share of 10x the volume-weighted average price per CDI on the last 5 days CDIs traded on ASX up to and including the Delisting Date (as determined by the Company). The price per share determined pursuant to the preceding sentence will be the “**Share Sale Price**”.
  - The payment of any amounts to CDI holders for “remaining” CDIs will be subject to receipt of the aggregate Share Sale Price by CDN (or the Company), with payments to be remitted by direct credit into each relevant CDI holder’s bank account held by the Company’s share registry as soon as practicable after CDN (or the Company) receives the aggregate Share Sale Price. Payments will not be made by cheque, or to CDI holders who have not provided necessary bank account details to the Company’s registry before the Delisting Date. CDI holders may update their Australian bank account details on the website <https://events.miraqle.com/marley-spoon> or via the Investor Centre website (<https://investorcentre.linkgroup.com/Login/Login>) or by contacting the Company’s registry on 1300 554 474. If you do not have an Australian bank account, please sign up with OFX via the Investor Centre website or <https://www.ofx.com/p/link-market-services/> for payment to be made in your currency of choice.
  - For example, if a CDI holder holds 2509 CDIs at the Delisting Date, it will be transferred 250 shares and be paid an amount calculated pursuant to the above in respect of its 9 “remaining” CDIs assuming all necessary conditions described above for such payment to be made are satisfied.

#### *Disposal of Shares after Delisting*

Following Delisting, holders of shares in the Company will only be able to sell their shares to willing purchasers by way of an off-market private transaction in accordance with the Company’s constitution and German law. The Company is not currently proposing that any buy-back or other facility be put in place to provide other liquidity options to shareholders. The Management Board and Supervisory Board, however, may review liquidity options in the future, including having regard to capital adequacy requirements of the Company.

The Company does not intend to manage or facilitate a market for the sale of its shares following Delisting and the Company does not have any present intention to list any securities of the Company on any securities exchange. The Company can provide no assurances that a liquid market for the Company’s securities will exist.

#### *Registration with the Company’s share register*

After CDIs have been cancelled, and relevant CDI holders have been transferred shares in the Company as described above, the Company will confirm to those former CDI holders their corresponding registration as shareholders with the Company’s share register, setting out the respective number of new ordinary shares registered in their name. The Company will not issue (individual) share certificates.

#### *Holding statements*

Additionally, after CDIs have been cancelled, and relevant CDI holders have been transferred shares in the Company as described above, a holding statement will be issued to the registered address of those CDI holders, setting out the relevant holding movement (i.e., number of CDIs decreased from the CDI holders balance and the final holding balance as at the relevant date).

## Summary

The proposed Delisting is considered by the members of the Management Board and Supervisory Board of the Company to be in the best interests of the Company for the reasons set out in this Explanatory Statement, particularly at section c. below. The removal of the Company from the Official List may be perceived to have certain advantages and disadvantages for CDI holders. Some of these are set out in this EM on a non-exhaustive basis.

CDI holders who are uncertain as to what action to take should seek guidance from their professional advisers. In particular, CDI holders should seek appropriate legal, financial, and tax advice about the potential impacts of holding shares in an entity that is not listed on ASX.

### c. Voting exclusions

As at the date of this invitation to the Annual General Meeting, ASX has not imposed any voting exclusion preventing any shareholder from voting in favour of the resolution.

### d. Key reasons for seeking approval to delist and potential advantages

As announced by the Company on 26 April 2023, the Company undertook a comprehensive strategic review to seek to optimise shareholder value, which the Management Board and Supervisory Board of the Company considered was constrained by its capital, operating and regulatory structure. In order to inject committed capital into the Company, reduce its debt and simplify its operating and regulatory structure, on the terms of its release on 26 April 2023, the Company entered into the Business Combination with 468 SPAC II SE (now known as Marley Spoon Group SE, “MSG”), a related entity of the Company’s major shareholder 468 Capital II GmbH & Co. KG at that time.

The Business Combination included a significant capital raising through a placement and provided the opportunity for certain holders of the Company’s CDIs to sell their CDIs in exchange for shares in MSG, listed on the Frankfurt Stock Exchange. As the Company is a German incorporated company, in order to reduce the complexity of the Company’s regulatory structure, and optimise shareholder value, the transactions forming part of the Business Combination were designed to redomicile the listing of the Company’s business to Germany, ultimately to a single listing of a holding company MSG on the Frankfurt Stock Exchange.

Since 11 July 2023, MSG has been traded on the Frankfurt Stock Exchange as the substantial owner of the Company. The shares in MSG are publicly traded. The shares in MSG were offered to the Company’s CDI holders in exchange for their CDIs under MSG’s tender offer, which opened on 6 November 2023 (“**Tender Offer**”).

Against this background, the key reasons of the Management Board and Supervisory Board of the Company for requesting removal of the Company from the Official List, and the potential advantages of the Company being removed from the Official List are as follows:

#### i. The Company has a relatively low free float

- Following completion of the Tender Offer, announced by the Company on 21 December 2023, approximately 95% of the Company’s issued securities are held by MSG (directly in shares and through CDIs). MSG has no present intention to trade its securities in the Company. Accordingly, only approximately 5% of the Company’s securities are currently available to be traded on the ASX.

- The table below sets out the distribution of the Company's registered securityholders as at 7 June 2024. Of the 2,519 individual holdings (excluding MSG), only 244 hold more than a marketable parcel of the Company's CDIs based on the closing price of the Company's CDIs on 7 June 2024 of AUD 0.03 with 2,275 holding less than a marketable parcel. The 2,519 individual holders (excluding MSG) hold a total of 35,805,668 CDIs amounting to 30.41% of securities on issue.

Number of Company securities	Number of securityholders	Number of securities held	Proportion of issued capital (%)
0 – 1,000	1,259	590,098 CDIs (representing 59,009.8 shares)	1.65%
1,001 – 5,000	723	1,821,885 CDIs (representing 182,188.5 shares)	5.09%
5,001 – 10,000	212	1,631,188 CDIs (representing 163,118.8 shares)	4.56%
10,001 – 100,000	287	9,056,813 CDIs (representing 905,681.3 shares)	25.29%
100,001 and over	38	22,705,684 CDIs (representing 2,270,568.4 shares)	63.41%
<b>Total</b>	<b>2,519</b>	<b>35,805,668 CDIs</b> (representing 3,580,566.8 shares)	<b>100.00%</b>

Note: As of 7 June 2024, MSG holds 81,918,735 CDIs. The total number of CDIs on issue (including those held by MSG) is 117,724,403, representing 69.59% of the Company's issued capital.

The Company does not consider that the current spread of CDI holders and their aggregate holdings of CDIs (excluding those held by MSG) are sufficient to maintain an orderly and liquid market in the Company's shares. Furthermore, the Company does not have any reason to believe that there will be a substantial increase in its shareholder spread or liquidity in the future. If the same analysis were to be conducted on a "look through" basis (to determine the number of beneficial securityholders, including those holding through custodian entities which hold CDIs on behalf of a number of CDI holders), the Company expects that spread would be more skewed towards smaller holdings and likely contain more holders with holdings that are less than a marketable parcel of CDIs.

## ii. Limited trading

Since the period of time affected by the COVID-19 pandemic, there has been a significant and sustained decline in the trading volume of the Company's CDIs on the ASX. Combined with the acquisition of approximately 95% of the shares in the Company being currently held by MSG, the Management Board and Supervisory Board of the Company consider that, if

the Company were to remain listed on the ASX, it is highly unlikely that there would be a substantial increase in trading volume in the foreseeable future.

There are currently 117,724,403 CDIs of the Company on issue and traded on ASX. The volumes of the Company's CDIs for the last five (5) calendar months, and after the conclusion of MSG's tender offer on 19 December 2023, are set out in the table below:

Month ending	Days traded	Number of CDIs traded	% of total CDIs on issue (%)
May 2024	23	1,745,471	1.48%
April 2024	20	2,647,296	2.25%
March 2024	20	4,842,597	4.11%
February 2024	21	1,921,879	1.63%
January 2024	21	1,076,224	0.91%

**iii. Undervalued securities**

The Company's Management Board and Supervisory Board consider the price at which the Company's CDIs have traded over an extended period of time do not fairly reflect the underlying value of the Company's business or its net assets. By removing the market valuation, which the Company does not believe to reflect its value, the Company may be able to use a valuation which has a closer reflection to the underlying value of its business or its net assets, it may be able to attract additional equity capital at a higher valuation or obtain debt on more favourable terms for the Company.

**iv. Lack of investor interest**

The Company requires capital in order to maintain and grow its business. Recent capital raises have been heavily supported by a small group of securityholders, indicating a lack of support from equity markets generally. The Company believes that broad investor interest in the Company is low and has remained so despite efforts by the Company in the past to attract and retain investors. By way of example, the Company's most recent entitlement offer, conducted in Q4 2022, raised only AUD 450,000 from retail investors out of a targeted maximum of AUD 22,800,000, representing an acceptance rate of below 2%.

**v. Costs of continued listing**

The Company believes that the ongoing administrative, compliance and direct costs associated with the Company's ASX listing are disproportionate to the benefits of remaining listed on the ASX. Legal, accounting, insurance and other expenses incurred by the Company in satisfying ASX filing, reporting and compliance requirements have been burdensome for the Company in recent times, given its limited cash reserves. The Company estimates that if it is removed from the Official List, it will save approximately EUR 500,000 over the next 12 months, consisting of approximately EUR 75,000 for ASX listing and other fees; EUR 250,000 for legal fees; EUR 100,000 for audit fees; EUR 50,000 for registry fees and charges; and EUR 25,000 for company secretarial fees.

**vi. Management time and effort**

A significant portion of the Company's management time is presently being dedicated to time-intensive matters relating to the Company's ASX listing. If the proposed Delisting proceeds, the

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Company's management time will be able to be spent on other, more operational matters which the Company believes will be more beneficial to the Company.

**e. Potential disadvantages of the Delisting**

**i. CDIs over the Company's shares no longer tradeable on ASX**

Following the Delisting, CDIs over the Company's shares would no longer be tradeable on an Australia-based securities exchange, and as the Company's shares would only be able to be traded by way of private transactions, the liquidity of the Company's shares may be reduced. Shareholders who wish to sell their Company shares after the Company is delisted would need to find a buyer for their shares and enter into respective share sale and transfer agreement in accordance with the Company's constitution and German law. The Company is not currently proposing that any buy-back or other facility is put in to provide other liquidity options to shareholders. The Management Board and Supervisory Board, however, may review liquidity options in the future, including having regard to capital adequacy requirements of the Company.

The Company notes that residents of Australia and other countries would have the opportunity to invest in the Marley Spoon business if they wish by purchasing MSG shares listed on the Frankfurt Stock Exchange.

**ii. ASX Listing Rules will no longer apply**

If the Company is removed from the Official List, various requirements of the ASX Listing Rules will no longer apply to the Company (see section 2.h.) for details on the ASX Listing Rules which will no longer apply). The reduction of obligations associated with a listing on ASX may include relief from some reporting and disclosure requirements, removal of restrictions in the ASX Listing Rules on the issue of shares by the Company, requirements concerning significant changes to the Company's activities and relief from requirements to address ASX Corporate Governance Principles and Recommendations. The absence of continued restrictions in these areas may be perceived to be a disadvantage to some shareholders, particularly minority shareholders.

However, as long as the Company continues to have 100 or more persons holding its securities after Delisting, the Company will be an unlisted disclosing entity for the purposes of the Australian Corporations Act 2001 (Cth) ("**Corporations Act**"). As a result, the Company will continuously disclose information, including financial information, in the manner described at section 2.h. The Company also notes that its business currently represents the sole essential undertaking of MSG which is listed on the Frankfurt Stock Exchange, a globally recognised securities exchange. MSG is subject to, amongst others, the frequent and substantial reporting, disclosure and governance requirements under German and European law and of the Frankfurt Stock Exchange. Insofar, investors may continue to stay informed about the Company's activities, particularly while the Company remains MSG's sole essential undertaking.

**f. Potential advantages of remaining on the Official List**

**i. Trading on ASX**

If the Company remains listed, then CDI holders may be able to trade their CDIs on the ASX, subject to there being a liquid market in CDIs in the future which permits sales at price levels that reflect their desired value. CDI holders may find it easier to trade their CDIs on the ASX rather than selling shares by way of off-market private transactions if the Company were removed from the Official List.

## **ii. Raising capital from public markets**

It is also possible that, as a listed Company, it may be able to raise capital from public markets that invest in listed securities. However, its recent limited success in doing so is described in section 2.d.iv above.

## **iii. Application of the ASX Listing Rules**

As noted above, if the Company remains listed it would continue to be subject to the ASX Listing Rules. The Company's obligations under the ASX Listing Rules include restrictions on the number of securities that may be issued by the Company each 12 months without obtaining shareholder approval, the requirement to prepare a corporate governance statement informing shareholders of the Company's corporate governance practices and comparing those practices to the ASX Corporate Governance Principles and Recommendations, and the requirement to obtain shareholder approval before disposing of the Company's main undertaking.

## **g. Potential disadvantages of remaining on the Official List**

As set out in section 2.d., there are a number of potential disadvantages of the Company remaining on the Official List. These include the low free float and limited trading as described at sections 2.d.i. and ii., the Company's belief that there remains a discount in the trading value of the Company's CDIs compared to the underlying value of its business and net assets as noted at section 2.d.iii. and the additional costs and management time and effort associated with remaining listed on the ASX as noted at sections 2.d.v. and vi. If the Company remains on the Official List, these disadvantages may result in the Company and its management not being able to maximise value for its shareholders.

## **h. Consequences of the Company following the Delisting**

If the Company is removed from the Official List, some of the key consequences include:

### **i. Effect of the Delisting on the business of the Company**

The Company is already subject to the control of MSG as the holder of approximately 95% (as of 7 June 2024) of the securities in the Company. Delisting will not affect this current control.

### **ii. Effect of the Delisting on financial position of the Company**

The proposed Delisting is not expected to have any adverse effect on the financial position of the Company and is expected to result in significant savings, including in annual listing fees and other costs relating to reporting and disclosure. The Company's expected cost savings as a result of the Delisting are identified at section 2.d.v.

### **iii. Effect of the Delisting on corporate governance policies and procedures**

The Company anticipates that following Delisting it will cancel its corporate governance policies and procedures in respect of matters which were specific to the requirements of ASX. This would include, for example, cancelling the securities trading policy so as to no longer refer to the "black-out" periods which applied in accordance with the requirements of ASX. However, the Company does not presently intend to amend any of its corporate governance policies or procedures in respect of matters reaching beyond the scope of the requirements associated with being an entity listed on ASX.

**iv. Effect of the Delisting on CDI liquidity and ability to sell**

In the event that the Delisting Resolution is passed, the Company will maintain its ASX listing for one month following passing of the resolution until the Suspension Date. This will allow those CDI holders who wish to sell their CDIs on the ASX to complete such sales, rather than remaining as shareholders in an unlisted company, subject to there being sufficient liquidity to do so during this period.

After the Delisting, shares in the Company will only be capable of sale via off-market private transactions which require the shareholders to ascertain and agree terms with potential purchasers of shares in accordance with German law.

**v. Raising new capital after the Delisting**

As mentioned above, the Company may be able to raise capital from public markets that invest in listed securities. Should the Company seek to raise capital following the Delisting, it will be required to liaise with potential private investors who wish to subscribe to new shares in the Company at a fair value in accordance with German law, namely taking into account the *pro rata* subscription right of all shareholders, unless an exclusion of subscription rights is legally possible in the respective case at hand.

**vi. Constitution of the Company**

The Constitution of the Company will remain unchanged immediately following the Delisting. The shareholders will continue to have the right to:

- exercise voting rights attached to their shares in the Company;
- receive notices of meetings and other notices issued by the Company; and
- receive dividends (if any) declared and payable by the Company from time to time.

**vii. Cessation of regulation under ASX Listing Rules**

As a result of Delisting, the Company will no longer be subject to various requirements of the ASX Listing Rules, including:

- Issues exceeding 15% of capital: The Company will not be subject to regulation under ASX Listing Rule 7.1 which requires shareholder approval prior to an issue of equity securities if the proposed issue would, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12 month period.
- Certain issues of securities: The Company will not be subject to regulation under ASX Listing Rule 10.11 which requires shareholder approval prior to the issue of shares to members of the Management Board and Supervisory Board and other related parties.
- Change to activities: The Company will not be subject to regulation under ASX Listing Rule 11.1 (change of nature or scale of activities) and ASX Listing Rule 11.2 (change of main undertaking) which generally require shareholder approval of significant changes to the Company's assets, undertakings or activities in certain circumstances. The Company has no present intention of changing its activities or disposing of any major asset.

### **viii. Continuous disclosure obligations of the Company**

Additionally, the Company will no longer be subject to the continuous and periodic disclosure obligations prescribed by Chapters 3 and 4 of the ASX Listing Rules. The continuous and specific disclosures required under Chapter 3 of the ASX Listing Rules which the Company will no longer be obliged to make under the ASX Listing Rules include (but are not limited to):

- continuous disclosure of information that a reasonable person would expect to have a material effect on the price or value of the entity's securities (ASX Listing Rule 3.1);
- disclosure of directors' interests (ASX Listing Rule 3.19A);
- disclosure of certain information about share buy-backs (ASX Listing Rule 3.8A);
- disclosure of certain information about takeover bids (ASX Listing Rule 3.4); and
- disclosure of information about changes to the capital structure of the Company (ASX Listing Rule 3.10).

The periodic disclosures required under Chapter 4 of the ASX Listing Rules which the Company will no longer be obliged to make under the ASX Listing Rules include (but are not limited to):

- half year reports and preliminary final reports (ASX Listing Rules 4.2A and 4.3A)
- corporate governance statements in the Company's annual reports (ASX Listing Rule 4.10.3);
- details of substantial holders in the Company's annual report (ASX Listing Rule 4.10.4); and
- distribution schedule of number of holders in each class of securities issued by the Company (ASX Listing Rule 4.10.7).

Despite the abovementioned ASX Listing Rules ceasing to apply following Delisting, the Company will continue to be subject to continuous disclosure obligations under the Corporations Act. As a result, the Company will continuously disclose information, including financial information, to shareholders following the Delisting via the investor portal on the Company's website until such time as it is no longer an unlisted disclosing entity (being an unlisted body with 100 or more members holding securities in it). Specifically, the Company will be required to notify the Australian Securities and Investments Commission of any information not generally available that would reasonably be expected to have a material effect on the price or value of the Company's securities. Further, as its controlling shareholder MSG is a publicly listed company at the Frankfurt Stock Exchange and will report on a consolidated basis in respect of the Company, certain financial information about the Company will continue to be made publicly available by MSG in accordance with the frequent and substantial reporting, disclosure and governance requirements under German and European law and the rules and regulations of the Frankfurt Stock Exchange, particularly while the Company remains the sole essential undertaking of MSG.

#### **i. Buy-back or other sale facility**

The Company has been subject to significant cash constraints, which is illustrated by a number of recent capital raisings to fund its ongoing cash requirements. As such, the Company is not in a position to offer CDI holders or shareholders a buy-back or other sale facility in connection with the Delisting.

CDI holders wishing to sell their CDIs prior to the Delisting may do so on market up to one month after the approval of the Delisting Resolution, after which trading in the Company's CDIs will be



suspended prior to the Company being formally removed from the Official List. There is no guarantee that CDI holders will be able to sell their CDIs on ASX during this time due to the relatively low liquidity in CDIs of the Company on ASX.

**j. Arrangements for securityholders to sell securities in the Company**

If CDI holders wish to sell their CDIs in the Company prior to the Delisting, they may do so on the ASX. If the Delisting Resolution is passed and the Company is to be removed from the Official List, CDI holders must sell their CDIs before the close of trade on 15 August 2024, after which trading in the Company's CDIs will be suspended prior to the Delisting from close of trade on 19 August 2024.

Following the Delisting, shares in the Company will only be capable of sale by an off-market private transaction, and there will be no formal securities market or exchange for the Company's shares to allow investors to dispose of their shares in the Company following the Delisting. Except for circumstances where the Company offers to buy-back its shares, shareholders wishing to trade their shares in the Company will be entitled to transfer their shares off-market to a willing third-party purchaser in accordance with the requirements of the Company's Constitution and applicable German law.

**k. Shareholder remedies**

A summary of the main possibilities for legal actions shareholders could take under German law to challenge the Delisting Resolution is set out below:

- A shareholder can challenge the Delisting Resolution by filing a voidance claim with the competent District Court of Berlin, Germany.
- The legal reasons for the Delisting Resolution to be subject to a voidance claim can be (i) a violation of rules, particularly under the German Stock Corporation Act, relating to the form and procedure about the adoption of the Delisting Resolution, and (ii) a violation of provisions regarding the content of the Delisting Resolution.
- A violation of rules relating to the form and procedure of the adoption of the Delisting Resolution – if the respective violation does not render the Delisting Resolution null and void from the outset, see below – may include convening the general meeting at an inadmissible place, failing to observe the notice period for convening the general meeting or non-compliance with applicable publication requirements.
- A potential voidance claim against the Delisting Resolution must be filed within one month after the day on which the Delisting Resolution was adopted. After the expiration of this time period, the Delisting Resolution can no longer be challenged, despite potential deficiencies which may have occurred.
- The claim must be filed against the Company, represented by both the Management Board and the Supervisory Board.
- Only those shareholders which have been present or represented at the general meeting and who have had their objections against the Delisting Resolution recorded in the minutes of the general meeting are entitled to file a voidance claim against the Delisting Resolution.
- Once filed and delivered to the Company, the voidance claim must be announced by the Company in the German Federal Gazette.
- If the District Court of Berlin comes to the conclusion that the Delisting Resolution is defective and must therefore be declared null and void, the judgement is effective in favour and against all shareholders as well as members of the Management Board and Supervisory Board, even if they were not party to the lawsuit. The judgement must be submitted to the commercial register without undue delay.

- In addition to certain defects rendering the Delisting Resolution subject to a voidance claim, the resolution can be null and void from the outset. Nullity applies by virtue of law mainly with a view to a violation of fundamental provisions of substantive laws, but also, e.g., certain notarization defects or certain defects pertaining to the convening of the general meeting. It is possible to file an action for the declaration of nullity with a court, which is, however, not a precondition for the resolution being null and void. Anyone can invoke the nullity of a void resolution, presenting the grounds for nullity. In principle, no time limit applies to the presentation of nullity reasons, yet certain effects may be cured after a certain time period, so that nullity can no longer be invoked.

#### **I. Recommendation of Management Board and Supervisory Board**

The Management Board and the Supervisory Board of the Company unanimously recommend shareholders to approve the resolution for the reasons set out in this EM.

### **III.**

#### **Additional information for shareholders**

##### **1. Availability on the Company's website**

The invitation to the general meeting of the Company on 19 July 2024 and the documentation pertaining to agenda item 1 under Section I. above can be inspected in the business premises of the Company, Paul-Lincke-Ufer 39-40, 10999 Berlin, Germany, and is also available on the Company's website at:

<https://ir.marleyspoon.com/investor-centre/>

##### **2. Participation and exercise of voting rights in the general meeting**

All shareholders who are registered in the share register of the Company on the day of the general meeting and who have registered themselves for participation in the general meeting on time are eligible to attend the general meeting and cast votes. The registration must arrive by no later than 12 July 2024, 24:00 midnight (CEST)/13 July 2024, 8:00 a.m. (AEST), at the Company's address:

Marley Spoon SE  
Paul-Lincke-Ufer 39-40  
Attn.: Johanna Rochel  
10999 Berlin  
Deutschland/Germany  
Email: [johanna.rochel@marleyspoon.com](mailto:johanna.rochel@marleyspoon.com)

Shareholders registered in the share register who cannot attend the general meeting in person may be represented by an authorised representative of their choice (or a proxy), including a financial institution or a shareholder association. The power of attorney is to be granted in text form (Section 17 para. 2 sentence 1 of the Constitution), *i.e.*, in writing, via facsimile or email. The form requirement does not apply if an intermediary, a shareholder association or a person or institution that is considered equivalent pursuant to Section 135 para. 8 AktG is granted power of attorney, given that the institutions or persons must only keep a verifiable record of such power of attorney pursuant to Section 135 para. 1 sentence 2 AktG.

### 3. Motions and election proposals

Each shareholder is entitled to submit countermotions or election proposals with respect to the agenda items. The Company will make countermotions by shareholders, including the shareholder's name, a potential explanation and statement of the administration, if any, available, if the shareholder has sent to the following address at least 14 days prior to the meeting, *i.e.*, by no later than 4 July 2024, 24:00 midnight (CEST)/5 July 2024, 8:00 a.m. (AEST), a countermotion against a proposal by the Management Board and/or the Supervisory Board regarding a certain agenda item together with an explanation:

Marley Spoon SE  
Attn: Johanna Rochel  
Paul-Lincke-Ufer 39-40  
10999 Berlin  
Deutschland/Germany  
Email: [johanna.rochel@marleyspoon.com](mailto:johanna.rochel@marleyspoon.com)

These regulations apply *mutatis mutandis* to election proposals submitted by a shareholder. The election proposal does not have to be supported by a statement of grounds. The right of each shareholder to submit counterproposals with respect to agenda items or election proposals during the general meeting also without a prior submission to the Company remains unaffected.

#### IV.

#### Additional information for CDI-holders

CDI-holders will be able to vote at the general meeting by:

1. instructing the Company's CDI Depository, CHESS Depository Nominees Pty Ltd (CDN), as the legal owner, to vote the Shares underlying their CDIs in a particular manner. A CDI Voting Instruction Form is included with this invitation, and this must be completed and returned to in accordance with the instructions on the form by 12 July 2024, 24:00 midnight (CEST)/13 July 2024, 8:00 a.m. (AEST) (the "cut-off"). You can also lodge a CDI voting instruction online via the share registry's website at <https://investorcentre.linkgroup.com>; or
2. informing Marley Spoon SE that they wish to nominate themselves or another person to be appointed as CDN's proxy with respect to their Shares underlying multiples of 10 CDIs for the purposes of attending and voting at the general meeting. CDI-holders may do this by completing and returning the CDI Voting Instruction Form included with this invitation in accordance with the instructions on the form; or
3. converting their CDIs (in multiples of 10) into a holding of Shares and voting these Shares at the general meeting (however, if thereafter the former CDI holder wishes to sell their investment on ASX it would be necessary to convert the Shares back to CDIs). To vote in person, the former CDI holder must appear at the business premises of the Company's notary in Berlin, Germany. Furthermore, the conversion and entry into the Company's share register must be completed before 12 July 2024, 24:00 midnight (CEST)/13 July 2024, 8:00 a.m. (AEST), and registration for attendance of the general meeting must have arrived at the Company's address – as set out under Section II. above – by no later than 12 July 2024, 24:00 midnight (CEST)/13 July 2024, 8:00 a.m. (AEST).

To obtain a copy of CHESS Depository Nominee's Financial Services Guide, go to [www.asx.com.au/CDI](http://www.asx.com.au/CDI) or call +61 1300 300 279 if you would like one sent to you by mail.

Berlin, Germany, June 2024

**Management Board (*Vorstand*)**

\* \* \* \*

For personal use only

# MARLEY SPOON

## Marley Spoon SE

ARBN 625 684 068

### LODGE YOUR INSTRUCTION



#### ONLINE

<https://investorcentre.linkgroup.com>



#### BY MAIL

Marley Spoon SE  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

Link Market Services Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150



#### ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

### LODGEMENT OF A CDI VOTING INSTRUCTION FORM

This CDI Voting Instruction Form (and any Power of Attorney under which it is signed) must be received at an address given above by **midnight (CEST) on Thursday, 11 July 2024 / 8:00am (AEST) on Friday, 12 July 2024 (the "cut-off")**. Any CDI Voting Instruction Form received after that time will be invalid.

CDI Voting Instruction Forms may be lodged:



#### ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the CDI Voting Instruction Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the reverse of this CDI Voting Instruction Form).

### HOW TO COMPLETE THIS CDI VOTING INSTRUCTION FORM

#### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's CDI register. If this information is incorrect, please make the correction on the form. CDI Holders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your CDIs using this form.**

#### DIRECTION TO CHESSE DEPOSITARY NOMINEES PTY LTD

Each CHESSE Depositary Interest ("CDI") is evidence of an indirect ownership in the Company's shares ("Shares"). The underlying Shares are registered in the name of CHESSE Depositary Nominees Pty Ltd ("CDN"). As holders of CDIs are not the legal owners of the Shares, CDN is entitled to vote at the annual general meeting of shareholders ("Meeting") on the instruction of the registered holders of the CDIs.

#### APPOINTMENT OF A PROXY

If you wish to attend the Meeting in person or appoint some person or company other than CDN, who need not be a shareholder, to attend and vote at the Meeting as CDN's proxy or any adjournment or postponement thereof, please insert your name(s) or the name of your chosen appointee in the box in Step 2. Link will then send you a legal form of proxy which will grant you or the person specified by you the right to attend and vote at the Meeting. Please remember that a legal proxy is subject to all terms and conditions that apply to proxies as outlined in the *Notice of Annual General Meeting* including any cut off time for receipt of valid proxies.

#### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either holder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with Link. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** with respect to an Australian company, where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place. With respect to a U.S. company or other entity, this form may be signed by one officer. Please give full name and title under the signature.

NAME SURNAME  
ADDRESS LINE 1  
ADDRESS LINE 2  
ADDRESS LINE 3  
ADDRESS LINE 4  
ADDRESS LINE 5  
ADDRESS LINE 6



X99999999999

## CDI VOTING INSTRUCTION FORM

**Note:** Voting instructions in accordance with Step 1 will only be valid and accepted if this form, executed by you, is received in accordance with the instructions overleaf by no later than the cut off. To ensure that any proxy appointed under Step 2 is eligible to vote in accordance with your instructions, you should also ensure that this form, executed by you with the box in Step 2 completed, is received in accordance with the instructions above by no later than the cut off.

### DIRECTION TO CHESSE DEPOSITARY NOMINEES PTY LTD

I/We being a holder of CHESSE Depository Interests of Marley Spoon SE hereby direct CHESSE Depository Nominees Pty Ltd to vote the shares underlying my/our CDI holding at the Annual General Meeting of shareholders of the Company to be held at **9:00am (CEST) / 5:00pm (AEST) on Friday, 19 July 2024 at Dentons Europe LLP, Markgrafenstraße 33, Berlin, 10117 Germany**, and at any adjournment or postponement of that Meeting, in accordance with the following directions. By execution of this CDI Voting Instruction Form the undersigned hereby authorises CDN to appoint such proxies, attorneys or their substitutes in their discretion to vote in accordance with the directions set out below.

### PROXY APPOINTMENT – this only needs to be completed if you wish to attend the Meeting or appoint another person to attend the Meeting as your proxy. Leave this box blank if you wish to have votes cast in accordance with Step 1.

If you wish to attend the Meeting in person or appoint another person or company other than CDN, who need not be a shareholder, to attend and vote at the Meeting as CDN's proxy or any adjournment or postponement thereof, please insert their name(s) in this box.

Link will then send you a legal form of proxy which will grant you or the person specified by you the right to attend and vote at the Meeting as CDN's proxy. Please remember that a legal proxy is subject to all terms and conditions that apply to proxies and authorised representatives as outlined in the *Notice of Annual General Meeting* including any cut off time for receipt of valid proxies.

### VOTING INSTRUCTIONS

Please read the voting instructions overleaf before marking any boxes with an

#### Resolutions

	For	Against	Abstain*
2 Resolution on the ratification of the actions of the Management Board of Marley Spoon SE for the 2023 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Resolution on the ratification of the actions of the Supervisory Board of Marley Spoon SE for the 2023 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Resolution on appointment of the auditor for the individual financial statements and the consolidated financial statements for the financial year 2024, as well as for any review of interim financial statements and interim management reports during the financial year 2024 and until the 2025 Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Elections to the Supervisory Board			
(a) Mr Stephan Zoll	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Mr Alexander Kudlich	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Mrs Erika Söderberg-Johnsson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) Mrs Judith Jungmann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Special Resolution to delist from the Australian Securities Exchange ("ASX")	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If you do not mark the "For" or "Against" box your vote will not be counted. If you wish to vote a portion of your CDI's, see voting instructions overleaf.

### SIGNATURE OF CDI HOLDERS – THIS MUST BE COMPLETED

CDI Holder 1 (Individual)

Joint CDI Holder 2 (Individual)

Joint CDI Holder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the CDI Holder in accordance with the instructions overleaf.

MMM PRX2402N