



MARLEY SPOON

SUCCESSFUL COMPLETION OF RETAIL COMPONENT OF ENTITLEMENT OFFER

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Berlin, Sydney, 19 December 2022: Marley Spoon AG (“**Marley Spoon**” or the “**Company**” ASX: MMM), a leading global subscription-based meal kit provider, is pleased to announce that it has completed the retail component (“**Retail Entitlement Offer**”) of the partially underwritten 1-for-2.11 pro rata accelerated non-renounceable entitlement offer of CHES depository interests over fully paid ordinary shares in the Company (“**New CDIs**”) announced on Thursday, 24 November 2022.

The Retail Entitlement Offer closed at 5:00pm AEDT on Thursday, 15 December 2022 and raised approximately A\$450 thousand at an issue price of A\$0.165 per CDI. Eligible Securityholders who applied under the Retail Entitlement Offer for Additional New CDIs in excess of their Entitlement will receive their full application. Of the New CDIs allotted under the Entitlement Offer, approximately 1.48 million New CDIs are expected to be allotted to sub-underwriters of the Entitlement Offer. A total of 2,730,090 New CDIs under the Retail Entitlement Offer are expected to be issued on Thursday, 29 December 2022. The New CDIs will rank equally with existing CDIs from allotment. Commencement of normal trading on the ASX of these new CDIs is expected to occur on Friday, 30 December 2022.

Holding statements are expected to be despatched on Tuesday, 3 January 2023. Marley Spoon will have no responsibility and disclaim all liability (to the maximum extent permitted by law) to persons who trade New CDIs they believe have been issued to them before they receive their holding statements, whether on the basis of a confirmation of issue provided by Marley Spoon or its Registry or otherwise or who otherwise trade or purport to trade New CDIs in error or which they do not hold or are not entitled to.

Marley Spoon announced that it had successfully completed the institutional component of its partially underwritten 1-for-2.11 pro rata accelerated non-renounceable entitlement offer (“**Institutional Entitlement Offer**”) on 28 November 2022. Both the Institutional Entitlement Offer and the Retail Entitlement Offer form part of Marley Spoon's Entitlement Offer, and the funds raised under the Entitlement Offer will provide additional working capital to continue to fund operations, pay costs of the offer and may also be used to partially repay debt, as announced to the ASX on Thursday, 24 November 2022. The total amount raised under the Offer is approximately A\$ 16.7 million.

Canaccord Genuity (Australia) Limited and Wilsons Corporate Finance Limited acted as Joint Lead Managers and Joint Underwriters to the Entitlement Offer.

TIMETABLE

Event	Date
Announcement of results of Retail Entitlement Offer	Monday, 19 December 2022
Settlement of new CDIs issued under the Retail Entitlement Offer	Tuesday, 20 December 2022
Issue of new CDIs under the Retail Entitlement Offer ¹	Thursday, 29 December 2022
Trading of new CDIs issued under the Retail Entitlement Offer	Friday, 30 December 2022
Holding statements in respect of new CDIs shares issued under the Retail Entitlement Offer	Tuesday, 3 January 2022

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

END

IMPORTANT NOTICES

Past performance

Past performance is given for illustrative purposes only and should not be relied upon as (and is not) an indication of Marley Spoon's views on its future financial performance or condition. Past performance of Marley Spoon cannot be relied upon as an indicator of (and provides no guidance as to) the future performance of Marley Spoon. Nothing contained in this announcement nor any information made available to you is, or shall be relied upon as, a promise, representation, warranty or guarantee, whether as to the past, present or future.

Future performance and forward-looking statements

This announcement contains certain "forward-looking statements". The words "expect", "anticipate", "estimate", "intend", "believe", "guidance", "should", "could", "may", "will", "predict", "plan" and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Forward-looking statements, opinions and estimates provided in this announcement are based on assumptions and contingencies that are subject to change without notice and involve known and unknown risks and uncertainties and other factors that are beyond the control of Marley Spoon, its directors and management. This includes statements about market and industry trends, which are based on interpretations of current market conditions. Forward-looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Actual results, performance or achievements may differ materially from those expressed or implied in such statements and any projections and assumptions on which these statements are based. These statements may assume the success of Marley Spoon's business strategies. The success of any of those strategies will be realised in the period for which the forward-looking statement may have been prepared or otherwise. Readers are cautioned not to place undue reliance on forward-looking statements and except as required by law or regulation, none of Marley Spoon, its representatives or advisers assumes any obligation to update these forward-looking statements. No representation or warranty, express or implied, is made as to the accuracy, likelihood of achievement or reasonableness of any forecasts, prospects, returns or statements in relation to future matters contained in this announcement. The forward-looking statements are based on information available to Marley Spoon as at the date of this announcement. Except as required by law or regulation (including the ASX Listing Rules), none of Marley Spoon, its representatives or advisers undertakes any obligation to provide any additional or updated information, whether as a result of a change in expectations or assumptions, new information, future events or results or otherwise. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward-looking statements.

Individuals should consider any forward-looking statements contained in this announcement in light of the risks

¹ The period of time between the settlement of new CDIs and the issue and trading of new CDIs is required in order to allow for the registration of the capital increase at the Commercial Register in Berlin, Germany to enable Marley Spoon to issue the ordinary shares underlying the CDIs to be issued.

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and disclosures contained in this announcement. Any forward-looking statements are based on information available to Marley Spoon as at the date of this announcement and may involve significant elements of subjective judgement and assumptions as to future events, which may or may not be proven to be correct.

Important notice and disclaimer

Further details of the Offer are set out in the investor presentation and cleansing statement provided to the ASX today. The presentation contains important information including key risks and foreign selling restrictions with respect to the Entitlement Offer.

This announcement contains a general summary of the activities of Marley Spoon. The information in this announcement does not purport to be complete and is to be read in conjunction with all other announcements filed with the Australian Securities Exchange (ASX), including, without limitation, the presentation and cleansing statement in relation to the Entitlement Offer released to the ASX on 24 November 2022 and Marley Spoon's Q3 2022 results (Appendix 4C), H1 2022 results (Appendix 4D) and the 2021 Annual Report filed with the ASX and available at www.asx.com.au. Information in this announcement is current as at the date of this announcement and remains subject to change without notice. Financial information in this announcement is unaudited. Marley Spoon does not warrant the currency, accuracy, adequacy, completeness, or reliability of the information in this announcement, including without limitation for negligence or for any expenses, losses, damages or costs incurred by you as a result of the information in this announcement being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise and, to the maximum extent permitted by law, disclaims any and all liability and responsibility flowing from the use of or reliance on such information by any person.

Eligibility

The determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Marley Spoon and the Underwriters and each of Marley Spoon and the Underwriters (and their respective related bodies corporate, affiliates, officers, directors, employees, representatives, agents, consultants or advisers) disclaim any duty or liability (including for negligence) in respect of the exercise or otherwise of that discretion, to the maximum extent permitted by law.

Important Notice to Nominees

Because of legal restrictions, you must not send copies of this letter nor any material relating to the Retail Entitlement Offer to any of your clients (or any other person) acting for the account or benefit of any person in any other jurisdiction outside of Australia and New Zealand. Failure to comply with these restrictions may result in violations of applicable securities laws.

Not an offer of securities

This announcement has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

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