

Board Transition following Frankfurt listing of German Parent Company

Berlin, Sydney, 27 July 2023: The Supervisory Board of Marley Spoon SE (“the **Company**”) notes the listing of Marley Spoon Group SE (previously named 468 SPAC II SE), on the Frankfurt Stock Exchange on 11th July 2023 and provides this announcement to keep Australian shareholders informed of the proposed timetable for a Direct Offer and delisting and of the accompanying intentions for board transition.

Background

Marley Spoon Group SE owns 84% of Marley Spoon SE shares and has its own supervisory board.

Marley Spoon Group SE intends to issue a tender offer in late August / September to enable other shareholders to exchange CDIs in the Company for Marley Spoon Group SE shares.

Further information will be provided on this offer by Marley Spoon Group SE at the time it is made, including the subsequent path to delisting Marley Spoon SE in Australia.

Process for board transition

To give effect to board transition during this process, the Supervisory Board of Marley Spoon SE advises that:

- it has offered a board seat to a German based candidate with considerable experience in people and talent management, an area of continuing focus and importance for the Company. An announcement of this appointment will be made shortly. This candidate will take over from Christian Gisy as the Chair of the Nominations and Remuneration Committee of the Company;
- the Chairman of the Supervisory Board of the Company, Deena Shiff and the Chairman of its Audit Committee, Robin Low intend to retire on or around the 31st August 2023, as board succession is put in place;
- the Deputy Chairman of the Company Supervisory Board, Christian Gisy, will succeed Deena as the Chairman of the Supervisory Board of the Company. In the meantime, Christian was appointed the Chairman of the Marley Spoon Group Supervisory Board on 30 June 2023;
- the search for an incoming Chairman of the Audit Committee of the Company is ongoing.

These arrangements have been designed to enable an orderly handover from the Australian based independent directors to the European based directors who may move to the board of the European parent company, Marley Spoon Group SE.

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

END

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).

COMPANY INFORMATION:
Fabian Siegel, Marley Spoon
CEO
fabian@marleyspoon.com

INVESTOR QUERIES:
Julia Stoetzel
unicorn Consulting
julia@unicornconsulting.com

REGISTERED ADDRESS:
Paul-Lincke-Ufer 39/40
10999 Berlin
Germany

MARLEY SPOON

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.

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COMPANY INFORMATION:
Fabian Siegel, Marley Spoon
CEO
fabian@marleyspoon.com

INVESTOR QUERIES:
Julia Stoetzel
junicorn Consulting
julia@junicornconsulting.com

REGISTERED ADDRESS:
Paul-Lincke-Ufer 39/40
10999 Berlin
Germany