



## EXPLANATORY STATEMENT IN RELATION TO EXTRAORDINARY GENERAL MEETING

**Berlin, Sydney, 23 December 2019:** Marley Spoon AG (“Marley Spoon” or the “Company” ASX: MMM), a leading global subscription-based meal kit provider, will be holding an extraordinary general meeting for securityholders (the “Meeting”).

Time: 9.00am (CET)/7.00pm AEDT

Date: Wednesday 29th January 2020

Place: at the Company’s business premises at Paul-Lincke-Ufer 39-40, 10999 Berlin, Germany

**Your board unanimously recommends you vote FOR all resolutions.**

**Your directors will be voting all of their securities FOR all resolutions.<sup>1</sup>**

### EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the securityholders in connection with the business to be conducted at the Meeting.

This Explanatory Statement is to be read in conjunction with the notice of Meeting (“NOM”) dated 23 December 2019 and released through ASX simultaneously herewith.

### Proposed Resolutions

<sup>1</sup> Subject to vote exclusions as stated in the NOM.

#### COMPANY INFORMATION:

Fabian Siegel, Marley Spoon CEO  
fabian@marleyspoon.com

#### INVESTOR QUERIES:

Michael Brown, Pegasus  
0400 248 080  
mbrown@pegasusadvisory.com.au

#### REGISTERED ADDRESS:

Paul-Lincke-Ufer 39/40  
10999 Berlin  
Germany

Marley Spoon seeks the approval of securityholders for ten resolutions at the Meeting. As outlined in further detail in the NOM, resolutions include:

- Election of Ms Robin Low as a new non-executive director and member of the Supervisory Board replacing Mr Pat O'Sullivan after his resignation, as announced to ASX on 20 December 2019,
- Authorisation, and approval for ASX Listing Rule purposes, to issue convertible bonds to Woolworths Group and Union Square Ventures funds ("USV"), each against contribution in kind and under exclusion of subscription rights, until 29 April 2020, as announced to ASX on 26 September 2019,
- Authorisation, and approval for ASX Listing Rule purposes, to issue option bonds with detachable warrants to WTI funds, each under the exclusion of subscription rights, until 29 April 2020, as announced to ASX on 21 November 2019,
- Creation of authorised and condition share capitals required by the Company in case the aforementioned instruments are exercised and converted into shares by Woolworths Group, USV and WTI, respectively, including further technically required adjustments to the Company's capital structure and constitution,
- Ratification for ASX Listing Rule purposes of the issue of securities to Acacia Partners as, announced to ASX on 17 December 2019,
- Authorization to increase of the Company's share capital of 158,520 by up to EUR 79,260 if required through the issuance of up to 79,260 new shares against contributions in cash and with securityholders' pro rata subscription rights.

Deena Shiff, Chair of Marley Spoon said, "Although we are listed on ASX, Markey Spoon is a German registered company and has therefore to comply with German law. There are a number of technical regulations that require us to seek securityholder approval for certain matters. The authority to increase the share capital if required through the issuance of additional shares with subscription rights after the Meeting provides the Company with similar flexibility of capital on call as customary under Australian capital markets regulation. Your directors will be voting their securities in favour of all resolutions. We recommend securityholders vote for all resolutions too. Thank you for your ongoing support of Marley Spoon as we execute our growth strategy and continue to help our customers cook better, live healthier, and reduce food waste."

### **Frequently asked questions**

#### *Why was the Meeting called?*

Because the Company is required under German law to seek the approval of securityholders to authorize and ratify instruments to be issued as part of previously announced fundraisings, director changes to the Supervisory Board, and the increase of the Company's share capital against contributions in cash and with securityholders' pro rata subscription rights.

#### *Haven't the transactions with Woolworths Group, WTI, USV and Acacia Partners already been completed and announced to ASX?*

Yes, funding under all of these transactions has been completed as announced to ASX during 2019. However, the Company seeks shareholder approval to fully implement the instruments and capital structure required by these financiers.

### *How may I register my votes?*

As a CDI holder, you will receive a full copy of the NOM including detailed information about your voting and other rights, together with further instructions and forms from the Company's registrar. You will be able to vote at the general meeting by, inter alia, instructing the Company's CDI Depositary, CHES Depositary Nominees Pty Ltd ("CDN") to vote the shares underlying your CDIs in a particular manner. The corresponding CDI Voting Instruction Form must be completed and returned to the Company's registrar by no later than 10:00am (AEDT) on Thursday, 23 January 2020.

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

ENDS

### **About Marley Spoon**

Marley Spoon is a global subscription-based meal kit service that is bringing delightful, market fresh and easy cooking back to the people. 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, 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, Marley Spoon creates meal kits that contain step-by-step recipes and pre-portioned seasonal ingredients to cook better, healthy meals with their loved ones.

As consumer behaviour moves towards valuing the convenience aspect of cooking, Marley Spoon's global mission through its three brands Marley Spoon, Martha & Marley Spoon, and Dinnerly, is to help millions of people to cook better and also live smarter by radically reducing food waste.