

**Annual General Meeting of Marley Spoon SE
to be held on Thursday, 15 June 2023 at 9:00am (CEST) / 5:00pm (AEST)**

Dear CDI-holder,

You are invited to attend the annual general meeting of Marley Spoon SE ("Company") (ASX:MMM) to be held on Thursday, 15 June 2023 at 9:00am (CEST) / 5:00pm (AEST) ("AGM").

The AGM will be held at the premises of the Company's notary at Dentons Europe LLP, Markgrafenstraße 33, Berlin, 10117 Germany. CDI-holders may apply by no later than 8 June 2023 24:00 midnight (CEST) / 9 June 2023, 8:00 am (AEST) for the AGM to be webcast live over the internet. If you make such an application, you will be sent a link and confidential access data with which you will be able to access the online transmission of the AGM. Detailed instructions are provided in Sec. IV and V of the notice of meeting.

Recent legislative changes to the *Corporations Act 2001* effective 1 April 2022 enables the Company to provide documents relating to security holder meetings to be sent by electronic means unless you request a copy to be physically mailed to you.

We encourage you to elect to receive communications and securityholder notices, for example meeting documents and annual reports, electronically. You can make a standing election to receive some or all of your securityholder communications in physical or electronic form.

To review or update your current communication preference simply log on to our share registry's website <https://investorcentre.linkgroup.com> using your Portfolio Login. If you do not have a Portfolio Login, please set up a portfolio by selecting Register now and follow the prompts.

- You are able to access the notice of meeting online at the Company's website, <https://ir.marleyspoon.com/investor-centre/?page=general-meetings>.
- A complete copy of the notice of meeting and the CDI voting instruction form has also been posted on the Company's ASX market announcements page (<https://ir.marleyspoon.com/investor-centre/?page=asx-announcements>).

You can lodge your proxy vote online via the share registry's website <https://investorcentre.linkgroup.com>. Once logged in, click on the "Voting" tab. If you prefer not to lodge your vote online, please complete the CDI Voting Instruction Form attached to the Notice of Meeting, which can be located via the above links.

As a valued CDI-holder in the Company, we look forward to your participation in the AGM.

Yours sincerely

Dr. Mathias Hansen
General Counsel
Marley Spoon SE

MARLEY SPOON

Invitation and Agenda for the

2023 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 June 15, 2023

Introductory Note

On 26 April 2023 the Company announced a series of transactions to inject committed capital into the Company, to reduce and renegotiate certain debt terms and to simplify its operating and regulatory structure. Marley Spoon has attractive growth prospects, but its current capital, operating and regulatory structure has limitations that are viewed as constraining shareholder value. These actions follow a comprehensive strategic review to consider a range of options to optimise shareholder value, including strategic mergers, take-private transactions, regional divestments or joint ventures and other capital solutions.

As part of the above, new and existing investors of the Company have committed up to EUR 35 million (equivalent to up to A\$ 57 million based on the applicable Reference Exchange Rate¹) in equity to the Company by way of new placement shares, a portion thereof in the amount of up to EUR 32 million subject to shareholder approval, at a price equivalent to A\$0.17 per CDI to support the Company's near-term growth and working capital needs ("**Placement**"). Further, Runway Growth Finance Corp. and Growth Finance L.P. (the Company's primary debt providers) support the transaction announced on 26 April 2023 and have agreed to a number of amendments to their debt terms, including extending the maturity date and interest-only. Certain resolutions in this invitation seek the requisite approvals from shareholders in relation to these transactions.

For further background (but not the subject of the resolutions in this invitation), the Company also announced on 26 April 2023 that it had entered into a Business Combination Agreement ("**BCA**") with a special purpose acquisition company, 468 SPAC II SE ("**468 SPAC**") which is related to Marley Spoon's major CDI holder, 468 Capital II GmbH & Co. KG ("**468 Capital**"). 468 SPAC is listed on the Frankfurt Stock Exchange (FRA: SPV2):

- Approximately 70% of the Company's existing shareholders have agreed to transfer their holdings to the Frankfurt listed 468 SPAC in consideration for new shares in 468 SPAC at an exchange ratio that is currently equivalent to A\$0.21 per CDI;
- The investors participating in the Placement have also agreed to transfer their holdings to 468 Capital SPAC, meaning approximately 83% of the Company's shareholders (assuming the above placements are completed) are supportive of the transaction; and
- All other CDI holders will have the same opportunity to exchange their ASX listed CDIs for equity in 468 SPAC, at the same exchange ratio, under a separate direct offer which will be made if the acquisitions referred to above are successfully completed.

Further information about the above transactions can be found in the Company's release to ASX of 26 April 2023 which is available from ASX's website at

<https://www2.asx.com.au/markets/company/mmm> or the Company's investor relations website at <https://ir.marleyspoon.com/DownloadFile.axd?file=/Report/ComNews/20230426/02657621.pdf>

Please note: The above note does not constitute an offer to acquire, or dispose of, shares and/or CDIs and/or any other financial instrument in Marley Spoon SE or 468 SPAC II SE. It merely serves for informational purposes to the shareholders/holders of Company CDIs in the context of the Annual General Meeting of Marley Spoon SE on June 15, 2023.

¹ Being the exchange rate published by the European Central Bank for April 21, 2023

We hereby invite the shareholders of our Company to the

2023 Annual General Meeting

on June 15, 2023, 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

Berlin, 10117

Germany

I.

Agenda

- 1. Presentation of the approved individual financial statements of Marley Spoon SE as of December 31, 2022 and of the consolidated financial statements as of December 31, 2022 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 2022**

The Supervisory Board has adopted the individual financial statements and the consolidated financial statements of Marley Spoon SE for the financial year 2022, prepared by the Management Board. The individual financial statements of Marley Spoon SE are thus approved. It is therefore not intended, nor is it necessary, for the Annual General Meeting to pass a resolution on this agenda item 1. Instead, these documents shall merely be made accessible to the Annual General Meeting and shall be explained by the Management Board or, in the case of the Supervisory Board Report, by the Supervisory Board. As part of their right to information, shareholders shall have the opportunity to ask questions regarding the submitted documents.

The aforementioned documents can be inspected at the business premises of the Company, Paul-Lincke-Ufer 39-40, 10999 Berlin, Germany, and are available on the Company's website under <https://ir.marleyspoon.com/investor-centre/>. They will also be sent to the shareholders and CDI-holders upon request without undue delay and free of charge. In addition, they will be available at the Annual General Meeting and will also be explained there in more detail.

- 2. Resolution on the discharge of the members of the Management Board for the financial year 2022**

The Management Board and the Supervisory Board propose that the officiating members of the Management Board in the financial year 2022 be discharged for that financial year.

3. Resolution on the discharge of the members of the Supervisory Board for the financial year 2022

The Management Board and the Supervisory Board propose that the officiating members of the Supervisory Board in the financial year 2022 be discharged for that financial year.

4. Resolution on the appointment of the auditor for the individual financial statements and the consolidated financial statements for the financial year 2023, as well as for any review of interim financial statements and interim management reports during the financial year 2023

The Supervisory Board proposes to appoint Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, registered seat: Stuttgart, office: Hamburg, Germany,

- a) as the auditor for the individual financial statements and the consolidated financial statements for the financial year 2023, and
- b) as the auditor for any review of interim financial statements and interim management reports during the financial year 2023.

5. Resolution on a by-election of a Supervisory Board member

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), 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 former member of the Supervisory Board Ms. Kim Elizabeth Winifred Anderson has resigned from her office as member of the Supervisory Board of Marley Spoon SE with effect as of August 19, 2022. Since August 19, 2022, in her stead, Mr. Christian Gisy has been a member of Marley Spoon SE's Supervisory Board. Mr. Gisy was appointed by way of court appointment as member of the Supervisory Board of Marley Spoon SE until the conclusion of the upcoming general meeting, to which the shareholders of the Company are hereby invited. Prior to his appointment as member of the Supervisory Board of Marley Spoon SE, Mr. Gisy had already been appointed by way of court appointed as member of the Supervisory Board of Marley Spoon AG on August 19, 2022 following the resignation by Ms. Anderson also from her office as member of the Supervisory Board of Marley Spoon AG with effect as of August 19, 2022.

Therefore, a by-election shall be carried out to replace the prematurely resigned member of the Supervisory Board, Ms. Anderson.

Pursuant to Section 8 para. 3 of the Constitution of Marley Spoon SE, a successor for a prematurely resigned member of the Supervisory Board shall be elected for the remaining term of such resigned member, unless the general meeting specifies a shorter term for such successor.

It is intended that Mr. Gisy is elected as member of the Supervisory Board for the remaining period of office of Ms. Anderson. Ms. Anderson was elected by the general meeting of the Company on May 31, 2022 for a term of office ending upon conclusion of the general meeting, which resolves on the discharge for financial year 2023 and in any event within six years.

Therefore, the Supervisory Board proposes to elect:

Mr. Christian Gisy

current profession: Non Executive Director

place of residence: Düsseldorf, Germany

further details: please refer to the Company's investor relations website for further information about Mr. Gisy (<https://ir.marleyspoon.com/investor-centre/?page=general-meetings>)

as successor to Ms. Anderson as member of the Supervisory Board of Marley Spoon SE. The election becomes effective as of the conclusion of the present general meeting and ends upon conclusion of the general meeting, which resolves on the discharge for financial year 2023 and in any event within six years.

6. Resolution on a capital increase against contribution in cash under exclusion of subscription rights

With a view to the current uncertain market conditions and the Company's actual business situation, the Company is looking to fundamentally improve its financing and equity structure, in order to strengthen the Company's business and support its further growth. The Management Board has developed a set of measures to seek to achieve such initiatives. In particular, the Management Board has secured cash investments in the amount of up to in total EUR 35 million by existing shareholders as well as by new investors, being through a) the issue of 2,788,563 Shares to USV A and 131,016 Shares to USV B against cash contributions in the aggregate amount of EUR 3 million on or around the date of the publication of this invitation and, subject to shareholder approvals, b) the issue of Shares under the USV A Tranche, USV B Tranche, SR Tranche, JM Tranche and NOMA Tranche against cash contributions in the aggregate amount of up to EUR 32 million, as described below. Where pro forma ownership percentages are included in this notice, these are presented on the assumption that all tranches are approved, and that NOMA subscribes for all 4,807,692 shares in the NOMA Tranche. These measures are being pursued independently from and are not conditional on the business combination as set out in in the introductory note.

Further information on the proposed capital increase and the reasoning for the exclusion of subscription rights can be found in the report of the Management Board under Section II. no. 1 below.

The Management Board and Supervisory Board propose that the general meeting resolves as follows:

- a) The share capital of the Company, which is fully paid in, is increased by up to EUR 30,734,265.00 through the issuance of up to 30,734,265 new no-par value registered shares with a part of the registered share capital attributable to one individual share of EUR 1.00. The new shares are issued at an issue amount (*Ausgabebetrag*) of EUR 1.00 per new share. The new shares are fully entitled to profits as of (and including) January 1, 2023. The shareholders' subscription right is excluded. The capital increase is made against contribution in cash as follows:
 - (i) In the amount of EUR 9,615,384.00, respectively 9,615,384 new shares ("**468 Tranche**"), the capital increase is made against contribution in cash. 468 Capital II GmbH & Co. KG ("**468 Capital**") with registered seat in Berlin, Germany, is exclusively permitted to

subscribe for such new shares against contribution in cash at an issue price of EUR 1.04 per new share.

- (ii) In the amount of EUR 1,803,384.00, respectively 1,803,384 new shares (“**USV A Tranche**”), the capital increase is made against contribution in cash. USV MARLEY SPOON A, LLC, with registered seat in Wilmington, Delaware, United States of America, (“**USV A**”) is exclusively permitted to subscribe for such new shares against contribution in cash at an issue price of EUR 1.04 per new share.
 - (iii) In the amount of EUR 84,729.00, respectively 84,729 new shares (“**USV B Tranche**”), the capital increase is made against contribution in cash. USV MARLEY SPOON B, LLC, with registered seat in Wilmington, Delaware, United States of America, (“**USV B**” and together with USV A “**USV**”) is exclusively permitted to subscribe for such new shares against contribution in cash at an issue price of EUR 1.04 per new share.
 - (iv) In the amount of EUR 9,615,384.00, respectively 9,615,384 new shares (“**SR Tranche**”), the capital increase is made against contribution in cash. Mr. Sudeep Ramesh Ramnani (“**SR**”) is exclusively permitted to subscribe for such new shares against contribution in cash at an issue price of EUR 1.04 per new share.
 - (v) In the amount of EUR 4,807,692.00, respectively 4,807,692 new shares (“**JM Tranche**”), the capital increase is made against contribution in cash. Mr. Jai Ashok Mahtani (“**JM**”) is exclusively permitted to subscribe for such new shares against contribution in cash at an issue price of EUR 1.04 per new share.
 - (vi) In the amount of up to EUR 4,807,692.00, respectively up to 4,807,692 new shares (“**NOMA Tranche**”), the capital increase is made against contribution in cash. NOMA SP with registered seat in Brussels, Belgium, (“**NOMA**”) is exclusively permitted to subscribe for such new shares against contribution in cash at an issue price of EUR 1.04 per new share.
- b) The Management Board is also authorised to determine any further details of the capital increase and its implementation, subject to the consent of the Supervisory Board.
 - c) The Supervisory Board is authorised to adjust the wording of the Constitution in accordance with the consummation of the capital increase.
 - d) The capital increase shall become invalid if its consummation has not been filed for registration with the commercial register of the Local Court of Berlin-Charlottenburg at the latest by the end of June 30, 2023.

7. Resolution on an additional capital increase against contribution in kind under exclusion of subscription rights

As an additional measure for the improvement of the Company’s financing and equity structure as described under agenda item 6, the Company intends to further conserve its liquidity by paying certain financing fees of a lender of the Company in shares by way of a debt-to-equity swap as set out below.

Further information on the proposed additional capital increase and the reasoning for the exclusion of subscription rights can be found in the report of the Management Board under Section II. no. 2 below.

The Management Board and Supervisory Board propose that the general meeting resolves as follows:

- a) The share capital of the Company, which is fully paid in, is increased by EUR 569,320.00 through the issuance of 569,320 new no-par value registered shares with a part of the registered share capital attributable to one individual share of EUR 1.00. The new shares are issued at an issue amount (*Ausgabebetrag*) of EUR 1.00 per new share. The new shares are fully entitled to profits as of (and including) January 1, 2023. The shareholders' subscription right is excluded. The capital increase is made against contribution in kind as follows:
 - (i) In the amount of EUR 323,773.00, respectively 323,773 new shares ("**Runway Corp Tranche**"), the capital increase is made against contribution in kind at an issue price of EUR 1.04 per new share. Runway Growth Finance Corp., Chicago, United States of America, ("**Runway Corp**") is exclusively permitted to subscribe for such new shares against contribution in kind as follows: The contribution in kind consists of a claim of Runway Corp against the Company in the amount of EUR 336,723.00 for the payment of a certain Deferral Fee under the loan and facility agreement between, inter alia, the Company and Runway Corp. The contribution in kind will be made by Runway Corp contributing (*einbringen*) and transferring (*abtreten*) to the Company such payment claim.
 - (ii) In the amount of EUR 245,547.00, respectively 245,547 new shares ("**Runway LP Tranche**"), the capital increase is made against contribution in kind at an issue price of EUR 1.04 per new share. Runway Growth Finance L.P., Chicago, United States of America ("**Runway LP**") is exclusively permitted to subscribe for such new shares against contribution in kind as follows: The contribution in kind consists of a claim of Runway LP against the Company in the amount of EUR 255,370.00 for the payment of a certain Deferral Fee under the loan and facility agreement between, inter alia, the Company and Runway LP. The contribution in kind will be made by Runway LP contributing (*einbringen*) and transferring (*abtreten*) to the Company such payment claim.
- b) The Management Board is also authorised to determine any further details of the capital increase and its implementation, subject to the consent of the Supervisory Board.
- c) The Supervisory Board is authorised to adjust the wording of the Constitution in accordance with the consummation of the capital increase.

8. Resolution pursuant to which, for the purposes of ASX Listing Rule 7.1, and for all other ASX Listing Rule purposes, the Company be approved and authorised to issue 1,803,384 Shares to USV A in respect of the USV A Tranche, subject to the passing of resolution 6 above.

Note: A voting exclusion statement applies to this resolution 8 and is set out in no. 3) in full below.

Note: Defined terms in this resolution 8 have the same meaning as those terms in agenda item 6.

1) Background

ASX Listing Rule 7.1 provides, subject to exceptions, that a company may not issue or agree to issue equity securities which represent more than 15% of the company's issued share capital within any 12-month period without obtaining shareholder approval. The Company does not currently have sufficient capacity under ASX Listing Rule 7.1 to issue the Shares under the USV A Tranche. Consequently, this resolution 8 proposes to seek shareholder approval to issue 1,803,384 Shares under the USV A Tranche at an issue price of EUR 1.04 (being A\$1.70 based on the Reference Exchange Rate) per Share.

Shares* held by USV A based on certain assumptions are described in the table below.

Shares* held (date of this notice)		Shares* expected to be issued without securityholder approval**	Shares* to be issued under this Tranche		
Number	%	Number	Number	% on issue (assuming all resolutions approved)***	Subscription price (€)
6,793,711	17.27	2,788,563	1,803,384	15.48	~1,875,519

* Includes Shares represented by CDIs (if applicable). Percentages are rounded and before potential dilution of convertible securities. Assumes the holder does not purchase or dispose of other Shares/CDIs.

** Represents Shares to be issued to this holder within the Company's placement capacity under the ASX Listing Rules and Authorised Capital 2022/I between 26 April 2023 and the date of the general meeting as described in the Company's announcement to ASX dated 26 April 2023.

*** Assumes NOMA subscribes for all 4,807,692 shares in the NOMA Tranche.

If resolution 6 and this resolution 8 are passed, the Company will be permitted to issue those Shares without breaching the 15% limit which applies to the Company under ASX Listing Rule 7.1.

If either resolution 6 or this resolution 8 is not passed, the Shares that are the subject of the USV A Tranche will not be issued and the funding to be raised under the USV A Tranche will not be received by the Company. In these circumstances, the Company will explore alternative means to issue the Shares that are the subject of the USV A Tranche, e.g., through a rights offering, or alternative sources of funding (although there is no guarantee that USV A will provide additional funding to the Company directly as USV A may in the alternate, subscribe for shares in 468 SPAC (which, while not legally obliged to, may itself provide further capital to the Company)).

In accordance with ASX Listing Rule 7.3, the Company provides the following information:

- the Shares under the USV A Tranche will be issued to USV A;
- the number of Shares to be issued under the USV A Tranche is 1,803,384;
- the Shares to be issued under the USV A Tranche will be fully paid;
- the date by which the Company will issue the Shares under the USV A Tranche is expected to be June 30, 2023 but, in any event, no later than 3 months after the date of this general meeting;

- e) the issue price for the Shares to be issued under the USV A Tranche is EUR 1.04 (being A\$1.70 based on the Reference Exchange Rate) per Share; and
- f) the purpose of the issue of the Shares under the USV A Tranche is described under agenda item 6 above.

2) Resolution by shareholders

Based on the above, namely with a view to ASX Listing Rule 7.1 and further ASX Listing Rule purposes, the Management Board requests the general meeting, pursuant to Sec. 119 para. 2 of the German Stock Corporation Act (*Aktiengesetz, AktG*), to adopt the required resolutions.

The Management Board and Supervisory Board propose that the general meeting resolves as follows:

“Subject to the passing of resolution 6, for the purposes of ASX Listing Rule 7.1, and for all other ASX Listing Rule purposes, the Company is hereby approved and authorised to issue 1,803,384 Shares to USV A in respect of the USV A Tranche.”

3) Voting Exclusion Statement

The Company will disregard any votes cast in favour of this resolution by or on behalf of USV A and any associate of USV A.

However, this does not apply to a vote cast in favour of this resolution by:

- a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

9. Resolution pursuant to which, for the purposes of ASX Listing Rule 7.1, and for all other ASX Listing Rule purposes, the Company be approved and authorised to issue 84,729 Shares to USV B in respect of the USV B Tranche, subject to the passing of resolution 6 above.

Note: A voting exclusion statement applies to this resolution 9 and is set out in no. 3) in full below.

Note: Defined terms in this resolution 9 have the same meaning as those terms in agenda item 6.

1) Background

ASX Listing Rule 7.1 provides, subject to exceptions, that a company may not issue or agree to issue equity securities which represent more than 15% of the company's issued share capital within any 12-month period without obtaining shareholder approval. The Company does not currently have sufficient capacity under ASX Listing Rule 7.1 to issue the Shares under the USV B Tranche. Consequently, this resolution 9 proposes to seek shareholder approval to issue 84,729 Shares under the USV B Tranche at an issue price of EUR 1.04 (being A\$1.70 based on the Reference Exchange Rate) per Share.

Shares* held by USV B based on certain assumptions are described in the table below.

Shares* held (date of this notice)		Shares* expected to be issued without securityholder approval**	Shares* to be issued under this Tranche		
Number	%	Number	Number	% on issue (assuming all resolutions approved)***	Subscription price (€)
319,191	0.81	131,016	84,729	0.73	~88,118

* Includes Shares represented by CDIs (if applicable). Percentages are rounded and before potential dilution of convertible securities. Assumes the holder does not purchase or dispose of other Shares/CDIs.

** Represents Shares to be issued to this holder within the Company's placement capacity under the ASX Listing Rules and Authorised Capital 2022/I between 26 April 2023 and the date of the general meeting as described in the Company's announcement to ASX dated 26 April 2023

*** Assumes NOMA subscribes for all 4,807,692 shares in the NOMA Tranche.

If resolution 6 and this resolution 9 are passed, the Company will be permitted to issue those Shares without breaching the 15% limit which applies to the Company under ASX Listing Rule 7.1.

If either resolution 6 or this resolution 9 is not passed, the Shares that are the subject of the USV B Tranche will not be issued and the funding to be raised under the USV B Tranche will not be received by the Company. In these circumstances, the Company will explore alternative means to issue the Shares that are the subject of the USV B Tranche, e.g., through a rights offering, or alternative sources of funding (although there is no guarantee that USV A will provide additional funding to the Company directly as USV B may in the alternate, subscribe for shares in 468 SPAC (which, while not legally obliged to, may itself provide further capital to the Company)).

In accordance with ASX Listing Rule 7.3, the Company provides the following information:

- a) the Shares under the USV B Tranche will be issued to USV B;

- b) the number of Shares to be issued under the USV B Tranche is 84,729;
- c) the Shares to be issued under the USV B Tranche will be fully paid;
- d) the date by which the Company will issue the Shares under the USV B Tranche is expected to be June 30, 2023 but, in any event, no later than 3 months after the date of this general meeting;
- e) the issue price for the Shares to be issued under the USV B Tranche is EUR 1.04 (being A\$1.70 based on the Reference Exchange Rate) per Share; and
- f) the purpose of the issue of the Shares under the USV B Tranche is described under agenda item 6 above.

2) **Resolution by shareholders**

Based on the above, namely with a view to ASX Listing Rule 7.1 and further ASX Listing Rule purposes, the Management Board requests the general meeting, pursuant to Sec. 119 para. 2 of the German Stock Corporation Act (*Aktiengesetz, AktG*), to adopt the required resolutions.

The Management Board and Supervisory Board propose that the general meeting resolves as follows:

“Subject to the passing of resolution 6, for the purposes of ASX Listing Rule 7.1, and for all other ASX Listing Rule purposes, the Company is hereby approved and authorised to issue 84,729 Shares to USV B in respect of the USV B Tranche.”

3) **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this resolution by or on behalf of USV B and any associate of USV B.

However, this does not apply to a vote cast in favour of this resolution by:

- a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

10. Resolution pursuant to which, for the purposes of ASX Listing Rule 7.1, and for all other ASX Listing Rule purposes, the Company be approved and authorised to issue 9,615,384 Shares to SR in respect of the SR Tranche, subject to the passing of resolution 6 above.

Note: A voting exclusion statement applies to this resolution 10 and is set out in no. 3) in full below.

Note: Defined terms in this resolution 10 have the same meaning as those terms in agenda item 6.

1) Background

ASX Listing Rule 7.1 provides, subject to exceptions, that a company may not issue or agree to issue equity securities which represent more than 15% of the company's issued share capital within any 12-month period without obtaining shareholder approval. The Company does not currently have sufficient capacity under ASX Listing Rule 7.1 to issue the Shares under the SR Tranche. Consequently, this resolution 10 proposes to seek shareholder approval to issue 9,615,384 Shares under the SR Tranche at an issue price of EUR 1.04 (being A\$1.70 based on the Reference Exchange Rate) per Share.

Shares held by SR based on certain assumptions are described in the table below.

Shares* held (date of this notice)		Shares* expected to be issued without securityholder approval**	Shares* to be issued under this Tranche		
Number	%	Number	Number	% on issue (assuming all resolutions approved)***	Subscription price (€)
0	0	0	9,615,384	13.07	~10,000,000

* Includes Shares represented by CDIs (if applicable). Percentages are rounded and before potential dilution of convertible securities. Assumes the holder does not purchase or dispose of other Shares/CDIs.

** Represents Shares to be issued to this holder within the Company's placement capacity under the ASX Listing Rules and Authorised Capital 2022/I between 26 April 2023 and the date of the general meeting as described in the Company's announcement to ASX dated 26 April 2023.

*** Assumes NOMA subscribes for all 4,807,692 shares in the NOMA Tranche.

If resolution 6 and this resolution 10 are passed, the Company will be permitted to issue those Shares without breaching the 15% limit which applies to the Company under ASX Listing Rule 7.1.

If either resolution 6 or this resolution 10 is not passed, the Shares that are the subject of the SR Tranche will not be issued and the funding to be raised under the SR Tranche will not be received by the Company. In these circumstances, the Company will explore alternative means to issue the Shares that are the subject of the SR Tranche, e.g., through a rights offering, or alternative sources of funding (although there is no guarantee that SR will provide additional funding to the Company directly as it may in the alternate, subscribe for shares in 468 SPAC (which, while not legally obliged to, may itself provide further capital to the Company)).

In accordance with ASX Listing Rule 7.3, the Company provides the following information:

- a) the Shares under the SR Tranche will be issued to SR;
- b) the number of Shares to be issued under the SR Tranche is 9,615,384;
- c) the Shares to be issued under the SR Tranche will be fully paid;
- d) the date by which the Company will issue the Shares under the SR Tranche is expected to be June 30, 2023 but, in any event, no later than 3 months after the date of this general meeting;
- e) the issue price for the Shares to be issued under the SR Tranche is EUR 1.04 (being A\$1.70 based on the Reference Exchange Rate) per Share; and
- f) the purpose of the issue of the Shares under the SR Tranche is described under agenda item 6 above.

2) **Resolution by shareholders**

Based on the above, namely with a view to ASX Listing Rule 7.1 and further ASX Listing Rule purposes, the Management Board requests the general meeting, pursuant to Sec. 119 para. 2 of the German Stock Corporation Act (*Aktiengesetz, AktG*), to adopt the required resolutions.

The Management Board and Supervisory Board propose that the general meeting resolves as follows:

“Subject to the passing of resolution 6, for the purposes of ASX Listing Rule 7.1, and for all other ASX Listing Rule purposes, the Company is hereby approved and authorised to issue 9,615,384 Shares to SR in respect of the SR Tranche.”

3) **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this resolution by or on behalf of SR and any associate of SR.

However, this does not apply to a vote cast in favour of this resolution by:

- a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

11. Resolution pursuant to which, for the purposes of ASX Listing Rule 7.1, and for all other ASX Listing Rule purposes, the Company be approved and authorised to issue 4,807,692 Shares to JM in respect of the JM Tranche, subject to the passing of resolution 6 above.

Note: A voting exclusion statement applies to this resolution 11 and is set out in no. 3) in full below.

Note: Defined terms in this resolution 11 have the same meaning as those terms in agenda item 6.

1) Background

ASX Listing Rule 7.1 provides, subject to exceptions, that a company may not issue or agree to issue equity securities which represent more than 15% of the company's issued share capital within any 12-month period without obtaining shareholder approval. The Company does not currently have sufficient capacity under ASX Listing Rule 7.1 to issue the Shares under the JM Tranche. Consequently, this resolution 11 proposes to seek shareholder approval to issue 4,807,692 Shares under the JM Tranche at an issue price of EUR 1.04 (being A\$1.70 based on the Reference Exchange Rate) per Share.

Shares held by JM based on certain assumptions are described in the table below.

Shares* held (date of this notice)		Shares* expected to be issued without securityholder approval**	Shares* to be issued under this Tranche		
Number	%	Number	Number	% on issue (assuming all resolutions approved)***	Subscription price (€)
0	0	0	4,807,692	6.54	~5,000,000

* Includes Shares represented by CDIs (if applicable). Percentages are rounded and before potential dilution of convertible securities. Assumes the holder does not purchase or dispose of other Shares/CDIs.

** Represents Shares to be issued to this holder within the Company's placement capacity under the ASX Listing Rules and Authorised Capital 2022/I between 26 April 2023 and the date of the general meeting as described in the Company's announcement to ASX dated 26 April 2023.

*** Assumes NOMA subscribes for all 4,807,692 shares in the NOMA Tranche.

If resolution 6 and this resolution 11 are passed, the Company will be permitted to issue those Shares without breaching the 15% limit which applies to the Company under ASX Listing Rule 7.1.

If either resolution 6 or this resolution 11 is not passed, the Shares that are the subject of the JM Tranche will not be issued and the funding to be raised under the JM Tranche will not be received by the Company. In these circumstances, the Company will explore alternative means to issue the Shares that are the subject of the JM Tranche, e.g., through a rights offering, or alternative sources of funding (although there is no guarantee that JM will provide additional funding to the Company directly as it may in the alternate, subscribe for shares in 468 SPAC (which, while not legally obliged to, may itself provide further capital to the Company)).

In accordance with ASX Listing Rule 7.3, the Company provides the following information:

- a) the Shares under the JM Tranche will be issued to JM;
- b) the number of Shares to be issued under the JM Tranche is 4,807,692;
- c) the Shares to be issued under the JM Tranche will be fully paid;
- d) the date by which the Company will issue the Shares under the JM Tranche is expected to be June 30, 2023 but, in any event, no later than 3 months after the date of this general meeting;
- e) the issue price for the Shares to be issued under the JM Tranche is EUR 1.04 (being A\$1.70 based on the Reference Exchange Rate) per Share; and
- f) the purpose of the issue of the Shares under the JM Tranche is described under agenda item 6 above.

2) **Resolution by shareholders**

Based on the above, namely with a view to ASX Listing Rule 7.1 and further ASX Listing Rule purposes, the Management Board requests the general meeting, pursuant to Sec. 119 para. 2 of the German Stock Corporation Act (*Aktiengesetz, AktG*), to adopt the required resolutions.

The Management Board and Supervisory Board propose that the general meeting resolves as follows:

“Subject to the passing of resolution 6, for the purposes of ASX Listing Rule 7.1, and for all other ASX Listing Rule purposes, the Company is hereby approved and authorised to issue 4,807,692 Shares to JM in respect of the JM Tranche.”

3) **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this resolution by or on behalf of JM and any associate of JM.

However, this does not apply to a vote cast in favour of this resolution by:

- a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

- the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

12. Resolution pursuant to which, for the purposes of ASX Listing Rule 7.1, and for all other ASX Listing Rule purposes, the Company be approved and authorised to issue up to 4,807,692 Shares to NOMA in respect of the NOMA Tranche, subject to the passing of resolution 6 above.

Note: A voting exclusion statement applies to this resolution 12 and is set out in no. 3) in full below.

Note: Defined terms in this resolution 12 have the same meaning as those terms in agenda item 6.

1) Background

ASX Listing Rule 7.1 provides, subject to exceptions, that a company may not issue or agree to issue equity securities which represent more than 15% of the company's issued share capital within any 12-month period without obtaining shareholder approval. The Company does not currently have sufficient capacity under ASX Listing Rule 7.1 to issue the maximum number of Shares under the NOMA Tranche. Consequently, this resolution 12 proposes to seek shareholder approval to issue up to 4,807,692 Shares under the NOMA Tranche at an issue price of EUR 1.04 (being A\$1.70 based on the Reference Exchange Rate) per Share.

Shares held by NOMA based on certain assumptions are described in the table below.

Shares* held (date of this notice)		Shares* expected to be issued without securityholder approval**	Shares* to be issued under this Tranche assuming the maximum number of Shares are issued under the NOMA Tranche		
Number	%	Number	Number	% on issue (assuming all resolutions approved)	Subscription price (€)
0	0	0	4,807,692	6.54	Up to ~5,000,000

* Includes Shares represented by CDIs (if applicable). Percentages are rounded and before potential dilution of convertible securities. Assumes the holder does not purchase or dispose of other Shares/CDIs.

** Represents Shares to be issued to this holder within the Company's placement capacity under the ASX Listing Rules and Authorised Capital 2022/I between 26 April 2023 and the date of the general meeting as described in the Company's announcement to ASX dated 26 April 2023.

If resolution 6 and this resolution 12 are passed, the Company will be permitted to issue up to 4,807,692 Shares without breaching the 15% limit which applies to the Company under ASX Listing Rule 7.1.

If either resolution 6 or this resolution 12 is not passed, none of the Shares that are the subject of the NOMA Tranche will not be issued and the funding to be raised under the NOMA Tranche will not be received by the Company. In these circumstances, the Company will explore alternative means to issue the Shares that are the subject of the NOMA Tranche, e.g., through a

rights offering, or alternative sources of funding (although there is no guarantee that NOMA will provide additional funding to the Company directly as it may in the alternate, subscribe for shares in 468 SPAC (which, while not legally obliged to, may itself provide further capital to the Company)).

In accordance with ASX Listing Rule 7.3, the Company provides the following information:

- a) the Shares under the NOMA Tranche will be issued to NOMA;
- b) the number of Shares to be issued under the NOMA Tranche is up to 4,807,692;
- c) the Shares to be issued under the NOMA Tranche will be fully paid;
- d) the date by which the Company will issue the Shares under the NOMA Tranche is expected to be June 30, 2023 but, in any event, no later than 3 months after the date of this general meeting;
- e) the issue price for the Shares to be issued under the NOMA Tranche is EUR 1.04 (being A\$1.70 based on the Reference Exchange Rate) per Share; and
- f) the purpose of the issue of the Shares under the NOMA Tranche is described under agenda item 6 above.

2) **Resolution by shareholders**

Based on the above, namely with a view to ASX Listing Rule 7.1 and further ASX Listing Rule purposes, the Management Board requests the general meeting, pursuant to Sec. 119 para. 2 of the German Stock Corporation Act (*Aktiengesetz, AktG*), to adopt the required resolutions.

The Management Board and Supervisory Board propose that the general meeting resolves as follows:

“Subject to the passing of resolution 6, for the purposes of ASX Listing Rule 7.1, and for all other ASX Listing Rule purposes, the Company is hereby approved and authorised to issue up to 4,807,692 Shares to NOMA in respect of the NOMA Tranche.”

3) **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this resolution by or on behalf of NOMA and any associate of NOMA.

However, this does not apply to a vote cast in favour of this resolution by:

- a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
- the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

13. Resolution pursuant to which, for the purposes of ASX Listing Rule 10.11, and for all other ASX Listing Rule purposes, the Company be approved and authorised to issue 9,615,384 Shares to 468 Capital in respect of the 468 Tranche, subject to the passing of resolution 6 above.

Note: A voting exclusion statement applies to this resolution 13 and is set out in no. 3) in full below.

Note: Defined terms in this resolution 13 have the same meaning as those terms in agenda item 6.

1) Background

ASX Listing Rule 10.11 provides, subject to exceptions, that a company may not issue or agree to issue equity securities to certain persons including a related party of the Company or an associate of a related party of the Company.

For the purposes of this notice only, it is assumed that 468 Capital is a related party of the Company or an associate of a related party of the Company to whom ASX Listing rule 10.11 applies.

Consequently, this resolution 13 proposes to seek shareholder approval to issue 9,615,384 Shares under the 468 Tranche at an issue price of EUR 1.04 (being A\$1.70 based on the Reference Exchange Rate) per Share.

Shares* held by 468 Capital based on the relevant circumstances are described in the table below.

Shares* held (date of this notice)		Shares* expected to be issued without securityholder approval**	Shares* to be issued under this Tranche		
Number	%	Number	Number	% (assuming all Tranches approved)***	Subscription price (€)
7,614,313	19.36	0	9,615,384	23.42	~10,000,000

* Includes Shares represented by CDIs (if applicable). Percentages are rounded and before potential dilution of convertible securities. Assumes the holder does not purchase or dispose of other Shares/CDIs.

** Represents Shares to be issued to this holder within the Company's placement capacity under the ASX Listing Rules and Authorised Capital 2022/I between 26 April 2023 and the date of the general meeting as described in the Company's announcement to ASX dated 26 April 2023.

*** Assumes NOMA subscribes for all 4,807,692 shares in the NOMA Tranche.

If this resolution 13 is passed, the Company will be permitted to issue those Shares without breaching ASX Listing Rule 10.11.

If this resolution 13 is not passed, the Shares that are the subject of the 468 Tranche will not be issued and the funding to be raised under the 468 Tranche will not be received by the Company. In these circumstances, the Company will explore alternative means to issue the Shares that are the subject of the 468 Tranche, e.g., through a rights offering, or alternative sources of funding.

In accordance with ASX Listing Rule 10.13, the Company provides the following information:

- a) the Shares under the 468 Tranche will be issued to 468 Capital;
- b) approval under ASX Listing Rule 10.11 in respect of 468 Capital being issued the 468 Tranche is sought because the Company considers it is appropriate to consider 468 Capital to be an associate of a related party of the Company, being 468 SPAC, for the purposes of ASX Listing Rule 10.11.

The Company considers it appropriate that 468 SPAC be considered a related party of the Company for the purposes of ASX Listing Rule 10.11 because the Company believes that 468 SPAC may have reasonable grounds to believe that 468 SPAC is an entity that may control the Company at any time in the future for the reasons described in the Introductory Note to this notice (as further described in the announcement to the ASX by the Company on 26 April 2023).

Further, the Company considers it appropriate that 468 Capital, which is related to 468 SPAC, are considered to be acting in concert and therefore an associate of 468 SPAC for the purposes of ASX Listing Rule 10.11.

- c) the number of Shares to be issued under the 468 Tranche is 9,615,384;
- d) the Shares to be issued under the 468 Tranche will be fully paid;
- e) the date by which the Company will issue the Shares under the 468 Tranche is expected to be June 30, 2023 but, in any event, no later than one month after the date of this general meeting;
- f) the issue price for the Shares to be issued under the 468 Tranche is EUR 1.04 (being A\$1.70 based on the Reference Exchange Rate) per Share; and
- g) the purpose of the issue of the Shares under the 468 Tranche is described under agenda item 6 above.

2) **Resolution by shareholders**

Based on the above, namely with a view to ASX Listing Rule 10.11 and further ASX Listing Rule purposes, the Management Board requests the general meeting, pursuant to Sec. 119 para. 2 of the German Stock Corporation Act (*Aktiengesetz, AktG*), to adopt the required resolutions.

The Management Board and Supervisory Board propose that the general meeting resolves as follows:

“Subject to the passing of resolution 6, for the purposes of ASX Listing Rule 10.11, and for all other ASX Listing Rule purposes, the Company is hereby approved and authorised to issue 9,615,384 Shares to 468 Capital in respect of the 468 Tranche.”

3) Voting Exclusion Statement

The Company will disregard any votes cast in favour of this resolution by or on behalf of 468 Capital and any other person who will obtain a material benefit as a result of the issue 468 Tranche solely by reason of being a holder of Shares, and any associate of any of those persons.

However, this does not apply to a vote cast in favour of this resolution by:

- a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4) Application of ASX Listing Rule 7.1 to the 468 Tranche

ASX Listing Rule 7.1 provides, subject to exceptions, that a company may not issue or agree to issue equity securities which represent more than 15% of the company's issued share capital within any 12-month period without obtaining shareholder approval. However, ASX Listing Rule 7.1 does not prevent an issue of securities made with the approval of holders of Shares under ASX Listing Rule 10.11.

14. Resolution pursuant to which, for the purposes of ASX Listing Rule 7.1, and for all other ASX Listing Rule purposes, the Company be approved and authorised to issue 323,773 Shares to Runway Corp in respect of the Runway Corp Tranche, subject to the passing of resolution 7 above.

Note: A voting exclusion statement applies to this resolution 14 and is set out in no. 3) in full below.

Note: Defined terms in this resolution 14 have the same meaning as those terms in agenda item 7.

1) Background

ASX Listing Rule 7.1 provides, subject to exceptions, that a company may not issue or agree to issue equity securities which represent more than 15% of the company's issued share capital

within any 12-month period without obtaining shareholder approval. The Company does not currently have sufficient capacity under ASX Listing Rule 7.1 to issue the Shares under the Runway Corp Tranche. Consequently, this resolution 14 proposes to seek shareholder approval to issue 323,773 Shares under the Runway Corp Tranche for the payment of fees under the loan and facility agreement between, inter alia, the Company and Runway Corp in the amount of approximately EUR 336,723.00.

Shares held by Runway Corp based on certain assumptions are described in the table below.

Shares* held (date of this notice)		Shares* expected to be issued without securityholder approval**	Shares* to be issued under this Tranche		
Number	%	Number	Number	% on issue (assuming all resolutions approved)***	Subscription price (€)
0	0	0	323,773	0.44	~ 336,723

* Includes Shares represented by CDIs (if applicable). Percentages are rounded and before potential dilution of convertible securities. Assumes the holder does not purchase or dispose of other Shares/CDIs.

** Represents Shares to be issued to this holder within the Company's placement capacity under the ASX Listing Rules and Authorised Capital 2022/1 between 26 April 2023 and the date of the general meeting as described in the Company's announcement to ASX dated 26 April 2023.

*** Assumes NOMA subscribes for all 4,807,692 shares in the NOMA Tranche.

If resolution 7 and this resolution 14 are passed, the Company will be permitted to issue those Shares without breaching the 15% limit which applies to the Company under ASX Listing Rule 7.1.

If either resolution 7 or this resolution 14 is not passed, the Shares that are the subject of the Runway Corp Tranche will not be issued and the Company will retain an obligation to pay the fees referred to above to Runway Corp and may need to explore alternative sources of funding in order to pay those fees. In these circumstances, the Company will explore alternative means to issue the Shares that are the subject of the Runway Corp Tranche or pay the Deferral Fee in cash.

In accordance with ASX Listing Rule 7.3, the Company provides the following information:

- a) the Shares under the Runway Corp Tranche will be issued to Runway Corp;
- b) the number of Shares to be issued under the Runway Corp Tranche is 323,773;
- c) the Shares to be issued under the Runway Corp Tranche will be fully paid;
- d) the date by which the Company will issue the Shares under the Runway Corp Tranche is expected to be June 30, 2023 but, in any event, no later than 3 months after the date of this general meeting;
- e) the issue price for the Shares to be issued under the Runway Corp Tranche is EUR 1.04 (being A\$1.70 based on the Reference Exchange Rate) per Share; and
- f) the purpose of the issue of the Shares under the Runway Corp Tranche is described above.

2) **Resolution by shareholders**

Based on the above, namely with a view to ASX Listing Rule 7.1 and further ASX Listing Rule purposes, the Management Board requests the general meeting, pursuant to Sec. 119 para. 2 of the German Stock Corporation Act (*Aktiengesetz, AktG*), to adopt the required resolutions.

The Management Board and Supervisory Board propose that the general meeting resolves as follows:

“Subject to the passing of resolution 7, for the purposes of ASX Listing Rule 7.1, and for all other ASX Listing Rule purposes, the Company is hereby approved and authorised to issue 323,773 Shares to Runway Corp in respect of the Runway Corp Tranche.”

3) **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this resolution by or on behalf of Runway Corp and any associate of Runway Corp.

However, this does not apply to a vote cast in favour of this resolution by:

- a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

15. Resolution pursuant to which, for the purposes of ASX Listing Rule 7.1, and for all other ASX Listing Rule purposes, the Company be approved and authorised to issue 245,547 Shares to Runway LP in respect of the Runway LP Tranche, subject to the passing of resolution 7 above.

Note: A voting exclusion statement applies to this resolution 15 and is set out in no. 3) in full below.

Note: Defined terms in this resolution 15 have the same meaning as those terms in agenda item 7.

1) **Background**

ASX Listing Rule 7.1 provides, subject to exceptions, that a company may not issue or agree to issue equity securities which represent more than 15% of the company's issued share capital within any 12-month period without obtaining shareholder approval. The Company does not

currently have sufficient capacity under ASX Listing Rule 7.1 to issue the Shares under the Runway LP Tranche. Consequently, this resolution 15 proposes to seek shareholder approval to issue 245,547 Shares under the Runway LP Tranche for the payment of fees under the loan and facility agreement between, inter alia, the Company and Runway LP in the amount of approximately EUR 255,370.00.

Shares held by Runway LP based on certain assumptions are described in the table below.

Shares* held (date of this notice)		Shares* expected to be issued without securityholder approval**	Shares* to be issued under this Tranche		
Number	%	Number	Number	% on issue (assuming all resolutions approved)***	Aggregate subscription price (€)
0	0	0	245,547	0.33	~255,370

* Includes Shares represented by CDIs (if applicable). Percentages are rounded and before potential dilution of convertible securities. Assumes the holder does not purchase or dispose of other Shares/CDIs.

** Represents Shares to be issued to this holder within the Company's placement capacity under the ASX Listing Rules and Authorised Capital 2022/I between 26 April 2023 and the date of the general meeting as described in the Company's announcement to ASX dated 26 April 2023.

*** Assumes NOMA subscribes for all 4,807,692 shares in the NOMA Tranche.

If resolution 7 and this resolution 15 are passed, the Company will be permitted to issue those Shares without breaching the 15% limit which applies to the Company under ASX Listing Rule 7.1.

If either resolution 7 or this resolution 15 is not passed, the Shares that are the subject of the Runway LP Tranche will not be issued and the Company will retain an obligation to pay the fees referred to above to Runway LP and may need to explore alternative sources of funding in order to pay those fees. In these circumstances, the Company will explore alternative means to issue the Shares that are the subject of the Runway LP Tranche or pay the Deferral Fee in cash.

In accordance with ASX Listing Rule 7.3, the Company provides the following information:

- a) the Shares under the Runway LP Tranche will be issued to Runway LP;
- b) the number of Shares to be issued under the Runway LP Tranche is 245,547;
- c) the Shares to be issued under the Runway LP Tranche will be fully paid;
- d) the date by which the Company will issue the Shares under the Runway LP Tranche is expected to be June 30, 2023 but, in any event, no later than 3 months after the date of this general meeting;
- e) the issue price for the Shares to be issued under the Runway LP Tranche is EUR 1.04 (being A\$1.70 based on the Reference Exchange Rate) per Share; and
- f) the purpose of the issue of the Shares under the Runway LP Tranche is described above.

2) Resolution by shareholders

Based on the above, namely with a view to ASX Listing Rule 7.1 and further ASX Listing Rule purposes, the Management Board requests the general meeting, pursuant to Sec. 119 para. 2 of the German Stock Corporation Act (*Aktiengesetz, AktG*), to adopt the required resolutions.

The Management Board and Supervisory Board propose that the general meeting resolves as follows:

“Subject to the passing of resolution 7, for the purposes of ASX Listing Rule 7.1, and for all other ASX Listing Rule purposes, the Company is hereby approved and authorised to issue 245,547 Shares to Runway LP in respect of the Runway LP Tranche.”

3) Voting Exclusion Statement

The Company will disregard any votes cast in favour of this resolution by or on behalf of Runway LP and any associate of Runway LP.

However, this does not apply to a vote cast in favour of this resolution by:

- a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

II.

Reports

1. Report of the Management Board on agenda item 6 (Resolution on a capital increase against contribution in cash under exclusion of subscription rights)

The Management Board provides the following written report to the general meeting of the Company, which is convened for June 15, 2023, on the reasons for the capital increase against contribution in cash under exclusion of subscription rights, as provided for by agenda item 6. The report can be inspected in the business premises of the Company, Paul-Linke-Ufer 39/40, 10999 Berlin, Germany, and is also available on the Company's website under <https://ir.marleyspoon.com/investor-centre/>. It will also be sent to the shareholders and CDI-holders upon request without undue delay and free of charge.

With regard to agenda item 6 of the general meeting on June 15, 2023, the Management Board and the Supervisory Board propose to increase the share capital of the Company by up to EUR 30,734,265.00 through the issuance of up to 30,734,265 new no-par value shares. The issuance of the new shares shall be made against contribution in cash. The subscription right of the shareholders shall be excluded. The Management Board is providing this report to the general meeting pursuant to Section 186 para. 4 sentence 2 AktG on the reasons for the exclusion of the shareholders' subscription rights.

With a view to the current uncertain market conditions and the Company's actual business situation, the Company is looking to fundamentally improve its financing and equity structure, in order to strengthen the Company's business and support its further growth. The Management Board has developed a set of measures to seek to achieve such initiatives. In particular, the Management Board has secured cash investments in the amount of in total of up to EUR 35 million by existing shareholders as well as by new investors, a portion thereof in the amount of up to EUR 32 million following the publication of this invitation and, subject to shareholder approvals, the issue of further new shares as described under agenda item 6.

Cash investment by 468 Capital and USV

One of the cash investment commitments are the investments by the existing shareholders and majority securityholders 468 Capital and USV. 468 Capital committed to invest in the Company a total amount of approximately EUR 10 million, USV committed to invest in the Company a total amount of approximately EUR 5 million.

The 468 Capital investment shall be made through the subscription of a total of 9,615,384 new shares to be issued to 468 Capital under the capital increase proposed for adoption under agenda item 6.

The USV investment shall be made through the subscription of 1,803,384 new shares to be issued to USV A and 84,729 new shares to be issued to USV B under the capital increase proposed for adoption under agenda item 6. Both USV A and USV B have already subscribed to in total of 2,919,579 new shares, which were issued from the Company's existing Authorized Capital 2022/I under exclusion of subscription rights, corresponding to an aggregate investment of approximately EUR 3 million (see also the report of the Management Board under para. 4. below of this Section II.).

The new shares shall be issued at an issue price of EUR 1.04 (equal to AUD 1.70, based on the applicable Reference Exchange Rate). In the view of the Management Board, the exclusion of subscription rights

insofar is justified and adequate as thereby 468 Capital and USV's position as majority securityholders can be strengthened, providing additional funding certainty to the Company.

Cash investment by SR, JM and NOMA

The other cash investment commitments are the investments by the new investors SR, JM and NOMA. SR committed to invest in the Company a total amount of EUR 10 million (equivalent to a total of 9,615,384 new shares), JM committed to invest in the Company a total amount of EUR 5 million (equivalent to a total of 4,807,692 new shares) and NOMA committed to invest in the Company a total amount of up to EUR 5 million (equivalent to a total of up to 4,807,692 new shares).

The investment of SR shall be made through the subscription of a total of 9,615,384 new shares to be issued to SR under the capital increase proposed for adoption under agenda item 6. The investment of JM shall be made through the subscription of a total of 4,807,692 new shares to be issued to JM under the capital increase proposed for adoption under agenda item 6. The investment of NOMA shall be made through the subscription of equally a total of up to 4,807,692 new shares to be issued to NOMA under the capital increase proposed for adoption under agenda item 6.

The new shares shall be issued at an issue price of EUR 1.04 (equal to AUD 1.70 based on the Reference Exchange Rate). With SR, JM and NOMA, the Company will gain new investors which further strengthens the equity base of the Company. Such investments further enable the Company to have fast access to additional cash funds, which help to increase the Company's liquidity for the investment and development of the business. In the view of the Management Board, the exclusion of subscription rights insofar is justified and adequate as it allows the Company to gain significant investors supporting the ongoing business operations and the further growth.

Overall assessment by the Management Board of the capital increase under exclusion of subscription rights

The Management Board also considered a rights offering through a capital increase with subscription rights as an alternative, with backstop commitments by the aforementioned investors. However, the last rights offering in December 2023 has shown a very low subscription rate by the minority CDI holders. Given the high complexity, the high transaction costs and duration of such rights offer (which could only commence after the Company approved a capital increase at a general meeting), the Management Board does not consider a rights offer an equally appropriate alternative to the proposed capital increase.

Taking into consideration all of the above, the Management Board is of the view that the proposed capital increase under exclusion of subscription rights is in the best interest of the Company and its shareholders. The exclusion of subscription rights is justified and appropriate with a view to the Company's financing and liquidity situation. Such funds ensure the further continuation of the business operations and the further growth of the Company.

2. Report of the Management Board on agenda item 7 (Resolution on an additional capital increase against contribution in kind under exclusion of subscription rights)

The Management Board provides the following written report to the general meeting of the Company, which is convened for June 15, 2023, on the reasons for the capital increase against contribution in kind under exclusion of subscription rights, as provided for by agenda item 7. The report 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 under <https://ir.marleyspoon.com/investor-centre/>. It will also be sent to the shareholders and CDI-holders upon request without undue delay and free of charge.

With regard to agenda item 7 of the general meeting on June 15, 2023, the Management Board and the Supervisory Board propose to increase the share capital of the Company by EUR 569,320.00 through the issuance of 569,320 new no-par value shares. The issuance of the new shares shall be made against contribution in kind. The subscription right of the shareholders shall be excluded. The Management Board is providing this report to the general meeting pursuant to Section 186 para. 4 sentence 2 AktG on the reasons for the exclusion of the shareholders' subscription rights.

As an additional part of the set of measures for the improvement of the Company's financing and equity structure as described under agenda item 6, the biggest lenders of the Company will contribute payment claims against issuance of a total of 569,320 new shares to conserve the Company's liquidity and strengthen the business relationship between the Company and such lenders.

For that purpose, a portion of 323,773 of such new shares shall be issued to Runway Corp under the Runway Corp Tranche and a portion of 245,547 of such new shares shall be issued to Runway LP under the Runway LP Tranche, in each case against contribution in kind. The contribution in kind is made by way of the contribution of (i) a claim of Runway Corp against the Company for a payment of fees in the amount of EUR 336,723.00 and (ii) a claim of Runway LP against the Company for a payment of fees in the amount of EUR 255,370.00. Such fees result from a temporary deferral of interest under the loan and facility agreement between, inter alia, the Company, Runway Corp and Runway LP. Runway Corp and Runway LP will each contribute (*einbringen*) and transfer (*abtreten*) such payment claims to the Company on the basis of a respective contribution and transfer agreement. As a result, such payment claims will collapse. In accordance with statutory law, the value of the payment claims will be audited by a court-appointed auditor prior to issuance of the shares. The number of shares to be issued to Runway Corp and Runway LP (i.e., 569,320 new shares) is calculated on the basis of an issue price of EUR 1.04 (equal to AUD 1.70, based on the applicable Reference Exchange Rate), with the result being rounded down to the next integer number. Such debt-to-equity swap requires the exclusion of subscription rights.

The Management Board is of the opinion that the exclusion of subscription rights insofar is justified and adequate. The issuance of shares instead of payment of the fee in cash conserves the liquidity of the Company and strengthens the business relationship with the main provider of debt capital of the Company.

3. Report of the Management Board on the capital increase by EUR 10,140,173.00 under the partial utilization of the Authorised Capital 2022/I against contribution in cash with the shareholders' / CDI holders' subscription rights in November / December 2022

The Management Board provides the following report to the general meeting of the Company, which is convened for June 15, 2023, on the partial utilization of the Authorised Capital 2022/I against contribution in cash with the shareholders' and CDI-holders' subscription rights in November / December 2022. The report 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 under <https://ir.marleyspoon.com/investor-centre/>. It will also be sent to the shareholders and CDI-holders upon request without undue delay and free of charge.

The Management Board resolved on November 23, 2022, with the consent of the Supervisory Board of November 23, 2022, to increase the share capital of the Company, on the basis of the resolution of the general meeting of May 31, 2022 by way of a partial utilization of the Authorised Capital 2022/I, from EUR 29,195,800.00 by up to EUR 13,836,872.00 to up to EUR 43,032,672.00 through the issuance of up to 13,836,872 new no-par-value registered shares against contribution in cash. The new shares were issued at the minimum issue amount (*Ausgabebetrag*) of EUR 1.00 per share. The issue price per new share amounted to AUD 1.65. The new shares are fully entitled to profits as of (and including) January 1, 2022.

The new shares were issued by way of offering subscription rights to the shareholders. All shares of the Company are held by CHESS Depository Nominees Pty Ltd (“CDN”) as the sole shareholder. The shares of the Company are traded on the Australian stock exchange in the form of CHESS Depository Interests (“CDIs”). One CDI represents a beneficial ownership of 1/10th in one share of the Company.

The subscription of the new shares by CDN as the sole shareholder was made to the extent of the exercise of the subscription rights of CDI holders to new CDIs. CDN issued a corresponding number of new CDIs and offered those to the existing CDI holders and, if applicable, new investors with the participation of investment banks at an offer price of AUD 0.165 per new CDI (which corresponds to an issue price of AUD 1.65 per new share). The statutory subscription period (*Bezugsfrist*) for the new shares ran from December 1, 2022 until and including December 15, 2022. To the extent that existing CDI holders did not exercise their subscription right to new CDIs in the subscription ratio of 1 : 2.11, the investment banks were entitled to offer the new CDIs, which are free of subscription rights to this extent, to third parties that do not yet hold any interest in the Company and/or, as far as legally permissible, also to existing CDI holders, and, to the extent that further new CDIs free of subscription rights could still be issued after the expiry of the subscription period for the new shares, to offer these also to existing CDI holders for additional subscription and/or to third parties that did not yet hold any interest in the Company, in each case at an offer price of AUD 0.165 per new CDI.

Fractional amounts in the new CDIs and in the new shares as a result of the subscription ratio of 1 : 2.11 were excluded from the subscription right pursuant to Sec. 3 para. 3 lit. (i) of the Constitution.

In order to allow a placement of the new CDIs as fast and efficient as possible, the Management Board was authorised to apply for registration with the commercial register of the consummation of the capital increase by utilizing the Authorised Capital 2022/I also in several tranches.

The Management Board resolved on December 1, 2022, with the consent of the Supervisory Board of December 1, 2022, on the consummation of the first tranche of the capital increase in the amount of 9,867,164 new shares and, therefore, to increase the registered share capital from EUR 29,195,800.00 by EUR 9,867,164.00 to EUR 39,062,964.00 against cash contributions through the issuance of 9,867,164 new shares with a fraction of the registered share capital attributable to one individual share of EUR 1.00. The consummation of the first tranche of the capital increase was registered in the commercial register of the local court of Charlottenburg on December 6, 2022.

Further, the Management Board resolved on December 19, 2022, with the consent of the Supervisory Board of December 19, 2022, on the consummation of the second and last tranche of the capital increase in the amount of 273,009 further new shares and, therefore, to increase the registered share capital from EUR 39,062,964.00 by EUR 273,009.00 to EUR 39,335,973.00 against cash contributions through the issuance of 273,009 new shares with a fraction of the registered share capital attributable to one

individual share of EUR 1.00. The consummation of the second and last tranche of the capital increase was registered in the commercial register of the local court of Charlottenburg on December 28, 2022.

Further tranches of the capital increase were not consummated. Therefore, the registered share capital was increased from EUR 29,195,800.00 by an aggregate of EUR 10,140,173.00 to EUR 39,335,973.00 against cash contributions through the issuance of in total 10,140,173 new shares. As a consequence of the capital increase, the Authorised Capital 2022/I was reduced from EUR 13,888,600.00 to EUR 3,748,427.00.

The aggregate gross proceeds from the capital increase amounted to approx. AUD 16.7 million, corresponding to approx. EUR 10.8 million, and is used for general purposes.

4. Report of the Management Board on the capital increase by EUR 2,919,579.00 under the partial utilization of the Authorised Capital 2022/I against contribution in cash under exclusion of the shareholders' subscription rights in April / May 2023

The Management Board provides the following report to the general meeting of the Company, which is convened for June 15, 2023, on the partial utilization of the Authorised Capital 2022/I against contribution in cash with the shareholders' and CDI-holders' subscription rights in April / Mai 2023. The report 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 under <https://ir.marleyspoon.com/investor-centre/>. It will also be sent to the shareholders and CDI-holders upon request without undue delay and free of charge.

The Management Board resolved on April 25, 2023, with the consent of the Supervisory Board of April 25, 2023, to increase the share capital of the Company, on the basis of the resolution of the general meeting of May 31, 2022 by way of a further partial utilization of the Authorised Capital 2022/I, from EUR 39,335,973.00 by EUR 2,919,579.00 to EUR 42,255,552.00 through the issuance of 2,919,579 new no-par-value registered shares against contribution in cash. The new Shares were issued at the minimum issue amount (*Ausgabebetrag*) of EUR 1.00 per share. The issue price per new share amounted to EUR 1.04. The amount by which the issue price per new share exceeds the minimum issue amount (*Ausgabebetrag*) of EUR 1.00 is booked into the capital reserves of the Company pursuant to Section 272 of the German Commercial Code (*HGB*). The aggregate proceeds from the capital increase amounted to EUR 3,036,362.16 and will be used to improve the Company's financing and equity structure in order to strengthen its business and support its further growth.

In its resolution of April 25, 2023, the Management Board resolved, with the consent of the Supervisory Board of April 25, 2023, that (i) USV MARLEY SPOON A, LLC, Delaware/USA, in the amount of 2,788,563 new shares and (ii) USV MARLEY SPOON B, LLC, Delaware/USA, in the amount of 131,016 new shares were exclusively permitted to subscribe the new Shares in analogous application of Section 203 para. 1, Section 186 para. 3 sentence 4 AktG and in accordance with Section 3 para. 3 para. (ii) of the Constitution. Neither the sole shareholder of the Company nor the CDI-holders were granted subscription rights for the new CDIs. Rather, the corresponding number of a total of 2,919,579 new shares were issued to USV MARLEY SPOON A, LLC and USV MARLEY SPOON B, LLC as described above. As of the publication of this invitation, the consummation of the capital increase has not yet been registered in the commercial register of the local court of Charlottenburg; it is to be expected that the registration of the consummation will occur prior to the general meeting of the Company convened for June 15, 2023.

The requirements for an exclusion of the shareholders' and CDI-holders' subscription rights pursuant to Section 203 para. 1, Section 186 para. 3 sentence 4 AktG in analogous application and the corresponding provisions of the Authorised Capital 2022/I were met:

- The volume of the capital increase under the Authorised Capital 2022/I under exclusion of subscription rights corresponded to a pro-rata amount of approx. 9.99% of the Company's share capital in the amount of EUR 29,195,800.00 on the day the Authorised Capital 2022/I became effective on June 8, 2022 and to a pro-rata amount of approx. 7.42% of the Company's share capital on the date of the utilization of the Authorised Capital 2022/I. The registered share capital has not been reduced meanwhile. Further, the Company has not, since the authorization under the Authorised Capital 2022/I has come into effect, issued shares under exclusion of the shareholders' subscription rights in direct or analogous application of Section 186 para. 3 sentence 4 AktG. Accordingly, the Management Board was authorized to exclude insofar, with the consent of the Supervisory Board, the shareholders' subscription right for in aggregate of up to 2,919,580 new shares. In contrast, the partial utilization of the Authorised Capital 2022/I under the exclusion of subscription rights pursuant to Section 203 para. 1, Section 186 para. 3 sentence 4 AktG described herein only involved 2,919,579 new shares, i.e., one new share less than permitted under the authorisation.
- The price per new share was not set significantly below the stock exchange price of the Company's CDIs. As of April 21, 2023, the last trading day prior to the day of the resolution of the Management Board on the utilization of the Authorised Capital 2022/I, the stock exchange price of the listed CDIs on ASX converted into EUR 0.09 per CDI. Thus, the placement price of EUR 0.104 per CDI ($\text{EUR } 0.104 \text{ per CDI} \times 10 = \text{EUR } 1.04 \text{ per share}$) of the new shares was not significantly lower than the stock exchange price, rather the issue price of the new shares exceeded the stock exchange price. Accordingly, the issue price met the requirements of Section 186 para. 3 sentence 4 AktG and the corresponding provisions of the Authorised Capital 2022/I.
- USV MARLEY SPOON A, LLC and USV MARLEY SPOON B, LLC were exclusively allowed to subscribe the new Shares and the existing sole shareholder's and CDI-holders' subscription rights were excluded, since a placement of the new shares with subscription rights would have been more time-consuming and would have required an adequate discount to the then current CDI-price on ASX, thereby leading to offer conditions most likely not close to market. Also, the placement of new shares with USV as existing shareholder and anchor investor of the Company allowed the Company to continue to strengthen its strong and supportive shareholder base and to improve its financing and equity structure in order to strengthen the Company's business and support its further growth. For the aforementioned reasons, the exclusion of subscription rights was in the best interest of the Company. The interests of the existing shareholders were adequately accounted for by fixing the placement price above the then-current CDI-price on ASX and by limiting the volume of the capital increase to approx. 9.99% of the share capital on the effective date of the Authorised Capital 2022/I. Thus, the existing CDI-holders had the possibility to maintain their stake in the Company by acquiring additional CDIs over ASX at a comparable price.

In light of the abovementioned considerations, the exclusion of subscription rights – taking the requirements of the Authorised Capital 2022/I into account – was objectively justified.

Following the issuance of the 2,919,579 new shares to USV MARLEY SPOON A, LLC and USV MARLEY SPOON B, LLC, they intend to transfer all of such shares to 468 SPAC against issuance of shares in 468 SPAC – together with the new shares to be issued to them under the USV A Tranche and the USV B Tranche as proposed for, and subject to, approval under agenda item 6 of the Company's annual general meeting convened for June 15, 2023 – in the context of the transactions contemplated by the BCA as described in the introductory note to the invitation to the Company's annual general meeting convened for June 15, 2023.

As a consequence of the additional capital increase, the Authorised Capital 2022/I was further reduced from EUR 3,748,427.00 to EUR 828,848.00.

III.

Additional information for shareholders

1. Availability on the Company's website

The invitation to the general meeting of the Company on June 15, 2023, the documentation pertaining to agenda item 1 under Section I. as well as the reports under Section II. can be inspected in the business premises of the Company, Paul-Linke-Ufer 39-40, 10999 Berlin, Germany, and are 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 June 8, 2023, 24:00 midnight (CEST) / June 9, 2023, 8:00 a.m. (AEST), at the Company's address:

Marley Spoon SE
Paul-Linke-Ufer 39-40
Attn: Dr. Mathias Hansen
10999 Berlin
Deutschland/Germany
E-Mail: mathias.hansen@marleyspoon.com
with copy to: legal@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 aforementioned institutions or persons have to 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 motions 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 general meeting, *i.e.*, by no later than May 31, 2023, 24:00 midnight (CEST) / June 1, 2023, 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: Dr. Mathias Hansen
Paul-Lincke-Ufer 39-40
10999 Berlin
Deutschland/Germany
Email: mathias.hansen@marleyspoon.com
with copy to: legal@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.

4. Live transmission of the general meeting

Shareholders and CDI-holders may apply by no later than June 8, 2023, 24:00 midnight (CEST) / June 9, 2023, 8:00 a.m. (AEST) for the general meeting to be webcast live over the internet. In such case, they will be sent a link and confidential access data with which they will be able to access the online transmission of the general meeting on June 15, 2023, starting at 9:00 a.m. (CEST) / 5:00 p.m. (AEST). The Chairman of the general meeting may then determine that the entire general meeting on June 15, 2023 will be webcast live to shareholders and CDI-holders of Marley Spoon SE over the internet starting at 9:00 a.m. (CEST) / 5:00 p.m. (AEST). The live transmission of the general meeting does not allow for a participation in the general meeting within the meaning of Section 118 para.1 sentence 2 AktG or Section 118a AktG.

Shareholders and CDI-holders wishing to access the online transmission of the general meeting can request the link and the confidential access data by sending their full name and CDI holder number for verification before the aforementioned date to:

Marley Spoon SE
Attn: Dr. Mathias Hansen
Paul-Lincke-Ufer 39-40
10999 Berlin
Deutschland/Germany
Email: mathias.hansen@marleyspoon.com
with copy to: legal@marleyspoon.com

IV.
Additional information for CDI-holders

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

1. instructing the Company's CDI Depositary, CHESS Depositary 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 June 7, 2023, 24:00 midnight (CEST) / June 8, 2023, 8:00 a.m. (AEST) (the "cut-off"); 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). In order to vote in person, the former CDI holder has to appear at the Company's business premises in Berlin, Germany. Furthermore, the conversion and entry into the Company's share register must be completed before June 7, 2023, 24:00 midnight (CEST) / June 8, 2023, 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 III. above – by no later than June 7, 2023, 24:00 midnight (CEST) / June 8, 2023, 8:00 a.m. (AEST).

To obtain a copy of CHESS Depositary Nominee's Financial Services Guide, go to www.asx.com.au/CDIs or phone +61 1300 300 279 if you would like one sent to you by mail.

Berlin, Germany, May 2023

Management Board (*Vorstand*)

* * * *

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 Wednesday, 7 June 2023 / 8:00am (AEST) on Thursday, 8 June 2023 (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 CHESS DEPOSITARY NOMINEES PTY LTD

Each CHESS Depositary Interest ("CDI") is evidence of an indirect ownership in the Company's shares ("Shares"). The underlying Shares are registered in the name of CHESS 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.

CDI VOTING INSTRUCTION FORM

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

STEP 1: OPTION A

DIRECTION TO CHESS DEPOSITARY NOMINEES PTY LTD

I/We being a holder of CHESS Depositary Interests of Marley Spoon SE hereby direct CHESS Depositary 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 Thursday, 15 June 2023 at Dentons Europe LLP, Markgrafstraße 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.

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



X9999999999

STEP 1: OPTION B

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 Option A.

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 discharge of the members of the Management Board for the financial year 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Resolution on the discharge of the members of the Supervisory Board for the financial year 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Resolution on the appointment of the auditor for the individual financial statements and the consolidated financial statements for the financial year 2023, as well as for any review of interim financial statements and interim management reports during the financial year 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Resolution on a by-election of a Supervisory Board member – Mr Christian Gisy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Resolution on a capital increase against contribution in cash under exclusion of subscription rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Resolution on an additional capital increase against contribution in kind under exclusion of subscription rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Subject to the passing of Resolution 6, for the purposes of ASX Listing Rule 7.1, and for all other ASX Listing Rule purposes, the Company be approved and authorised to issue 1,803,384 Shares to USV A in respect of the USV A Tranche	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Subject to the passing of Resolution 6, for the purposes of ASX Listing Rule 7.1, and for all other ASX Listing Rule purposes, the Company be approved and authorised to issue 84,729 Shares to USV B in respect of the USV B Tranche	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Subject to the passing of Resolution 6, for the purposes of ASX Listing Rule 7.1, and for all other ASX Listing Rule purposes, the Company be approved and authorised to issue 9,615,384 Shares to SR in respect of the SR Tranche	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 Subject to the passing of Resolution 6, for the purposes of ASX Listing Rule 7.1, and for all other ASX Listing Rule purposes, the Company be approved and authorised to issue 4,807,692 Shares to JM in respect of the JM Tranche	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 Subject to the passing of Resolution 6, for the purposes of ASX Listing Rule 7.1, and for all other ASX Listing Rule purposes, the Company be approved and authorised to issue up to 4,807,692 Shares to NOMA in respect of the NOMA Tranche	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 Subject to the passing of Resolution 6, for the purposes of ASX Listing Rule 10.11, and for all other ASX Listing Rule purposes, the Company be approved and authorised to issue 9,615,384 Shares to 468 Capital in respect of the 468 Tranche	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 Subject to the passing of Resolution 7, for the purposes of ASX Listing Rule 7.1, and for all other ASX Listing Rule purposes, the Company be approved and authorised to issue 323,773 Shares to Runway Corp in respect of the Runway Corp Tranche	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15 Subject to the passing of Resolution 7, for the purposes of ASX Listing Rule 7.1, and for all other ASX Listing Rule purposes, the Company be approved and authorised to issue 245,547 Shares to Runway LP in respect of the Runway LP Tranche	<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 PRX2301N