

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

|                                       |
|---------------------------------------|
| <b>Name of entity</b> Marley Spoon AG |
| <b>ARBN</b> 625 684 068               |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                            |               |
|----------------------------|---------------|
| <b>Name of Director</b>    | Fabian Siegel |
| <b>Date of last notice</b> | 04 July 2018  |

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|                                                                                                                                                                     |                                                                                     |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| <b>Direct or indirect interest</b>                                                                                                                                  | Direct and Indirect                                                                 |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | See Annexure A.                                                                     |
| <b>Date of change</b>                                                                                                                                               | 20 – 21 November 2018                                                               |
| <b>No. of securities held prior to change</b>                                                                                                                       | See Annexure A.                                                                     |
| <b>Class</b>                                                                                                                                                        | CDIs                                                                                |
| <b>Number acquired</b>                                                                                                                                              | 192,000                                                                             |
| <b>Number disposed</b>                                                                                                                                              | Nil                                                                                 |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>                                            | 4,000 at \$0.52 per CDI<br>89,423 at \$0.5107 per CDI<br>98,577 at \$0.5234 per CDI |
| <b>No. of securities held after change</b>                                                                                                                          | See Annexure B                                                                      |

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+ See chapter 19 for defined terms.

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|                                                                                                                                                                             |                  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | On-market trades |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|

### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

|                                                                                                                                                                              |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>Detail of contract</b>                                                                                                                                                    |  |
| <b>Nature of interest</b>                                                                                                                                                    |  |
| <b>Name of registered holder (if issued securities)</b>                                                                                                                      |  |
| <b>Date of change</b>                                                                                                                                                        |  |
| <b>No. and class of securities to which interest related prior to change</b><br>Note: Details are only required for a contract in relation to which the interest has changed |  |
| <b>Interest acquired</b>                                                                                                                                                     |  |
| <b>Interest disposed</b>                                                                                                                                                     |  |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an estimated valuation                                                                 |  |
| <b>Interest after change</b>                                                                                                                                                 |  |

### Part 3 – +Closed period

|                                                                                                                                                    |    |
|----------------------------------------------------------------------------------------------------------------------------------------------------|----|
| <b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b> | No |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>                                               |    |
| <b>If prior written clearance was provided, on what date was this provided?</b>                                                                    |    |

Date of announcement: 26 November 2018

+ See chapter 19 for defined terms.

**ANNEXURE A**

Fabian Siegel holds certain interests through the following vehicles for himself personally and for others as follows:

|                                                                                         | <b>CDIs</b> | <b>Equivalent number of ordinary shares (Shares) (rounded)</b> |
|-----------------------------------------------------------------------------------------|-------------|----------------------------------------------------------------|
| <b>Fabian Siegel (<i>Personal</i>)</b>                                                  |             |                                                                |
| Held via AKW Capital GmbH (formerly AKW Capital UG (haftungsbeschränkt) ( <b>AKW</b> )) | 17,156,451  | 17,156                                                         |
| <b>Fabian Siegel (<i>For other investors</i>)</b>                                       |             |                                                                |
| Held via AKW                                                                            | 7,290,676   | 7,291                                                          |
| Held via Marley Spoon Series A UG & Co. KG ( <b>MSSA</b> )                              | 1,171,000   | 1,171                                                          |
| Held via Marley Spoon Series B UG & Co. KG ( <b>MSSB</b> )                              | 3,067,000   | 3,067                                                          |
| <b>Fabian Siegel (<i>Employee arrangements</i>)</b>                                     |             |                                                                |
| Held via MSSA                                                                           | 1,983,000   | 1,983 <sup>1</sup>                                             |
| Held via Marley Spoon Employee Trust UG ( <b>MSET</b> )                                 | 7,595,000   | 7,595                                                          |
| Fabian Siegel (Personal)                                                                |             |                                                                |
| Held via AKW Capital UG (AKW)                                                           | 17,156,451  | 17,156                                                         |

Notes:

*Personal*: Fabian's immediate economic interests in CDIs/Shares is indicated in the row marked 'Personal' (being a portion of the Shares held by AKW). Fabian can indirectly control the voting of these CDIs/Shares.

*For other investors*: Beneficial and economic interests in the CDIs/Shares in the row marked 'For other investors' are held under arrangements for unrelated third-party investors:

- Held via AKW: To the extent CDIs/Shares are held by AKW for 'For other investors', such third-party investors may terminate the underlying trust agreements and may request transfer of these CDIs/Shares into their names (subject to applicable escrow arrangements). Under the existing trust agreements, AKW as trustee must obtain approval from the respective beneficiary prior to exercise any voting rights of the CDIs/Shares held by AKW.
- held via MSSA or MSSB: To the extent CDIs/Shares are held by MSSA or MSSB 'For other investors', such third-party investors can only terminate the underlying trust agreements and request transfer of the limited partnership interest in MSSA or MSSB, respectively. These CDIs/Shares may only be transferred into the third party investor's names with Fabian's prior consent upon termination of or withdrawal from

<sup>1</sup> 1,983 Shares held by MSSA are qualified as "own shares" of the Company and therefore they (and corresponding CDIs) are not entitled to receive dividend and do not carry voting rights. Refer to Section 9.10.1.2 of the Company's Prospectus released to ASX on 2 July 2018.

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the partnership. Fabian can ultimately control the voting of the CDIs/Shares held by MSSA and MSSB.

Dividends paid on CDIs/Shares held 'For other investors' will economically be attributed pro rata to the third-party investors. The transfer of CDI/Shares to other investors is subject to applicable escrow arrangements.

*Employee arrangements:* CDIs/Shares referred to in the row marked 'Employee arrangements' are held to satisfy granted obligations under the Company's Existing Option Rights Plan or otherwise available to cover future rights which may be granted, including to employees of the group. Fabian can ultimately control the voting of these CDIs/Shares and is indirectly entitled to the dividends (if any).

### Aggregate voting

As noted above, Fabian controls the voting of CDIs/Shares held by AKW on his behalf and all CDI/Shares entitled to vote held by MSSA, MSSB and MSET. The aggregate of these CDI/Shares is as follows:

| CDIs       | Equivalent number of ordinary shares (rounded) | Voting % |
|------------|------------------------------------------------|----------|
| 28,989,451 | 28,989                                         | 20.6%    |

Note: Includes 17,156,451 CDIs held by AKW; 3,067,000 CDIs held by MSSB, 7,595,000 CDIs held by MSET and 1,171,000 CDIs held by MSSA<sup>2</sup>.

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<sup>2</sup> Refer to footnote above

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**ANNEXURE B**

Fabian Siegel holds certain interests through the following vehicles for himself personally and for others as follows:

|                                                                               | CDIs       | Equivalent number of ordinary shares (Shares) (rounded) |
|-------------------------------------------------------------------------------|------------|---------------------------------------------------------|
| <b>Fabian Siegel (Personal)</b>                                               |            |                                                         |
| Held via AKW Capital GmbH (formerly AKW Capital UG (haftungsbeschränkt) (AKW) | 17,156,451 | 17,156                                                  |
| <b>Fabian Siegel (For other investors)</b>                                    |            |                                                         |
| Held via AKW                                                                  | 7,290,676  | 7,291                                                   |
| Held via Marley Spoon Series A UG & Co. KG (MSSA)                             | 1,171,000  | 1,171                                                   |
| Held via Marley Spoon Series B UG & Co. KG (MSSB)                             | 3,067,000  | 3,067                                                   |
| <b>Fabian Siegel (Employee arrangements)</b>                                  |            |                                                         |
| Held via MSSA                                                                 | 1,983,000  | 1,983 <sup>3</sup>                                      |
| Held via Marley Spoon Employee Trust UG (MSET)                                | 7,595,000  | 7,595                                                   |
| <b>Fabian Siegel (Personal)</b>                                               |            |                                                         |
| Held personally                                                               | 192,000    | 192                                                     |

Notes:

*Personal:* Fabian's immediate economic interests in CDIs/Shares is indicated in the row marked 'Personal' (being a portion of the Shares held by AKW). Fabian can indirectly control the voting of these CDIs/Shares.

*For other investors:* Beneficial and economic interests in the CDIs/Shares in the row marked 'For other investors' are held under arrangements for unrelated third-party investors:

- Held via AKW: To the extent CDIs/Shares are held by AKW for 'For other investors', such third-party investors may terminate the underlying trust agreements and may request transfer of these CDIs/Shares into their names (subject to applicable escrow arrangements). Under the existing trust agreements, AKW as trustee must obtain approval from the respective beneficiary prior to exercise any voting rights of the CDIs/Shares held by AKW.
- held via MSSA or MSSB: To the extent CDIs/Shares are held by MSSA or MSSB 'For other investors', such third-party investors can only terminate the underlying trust agreements and request transfer of the limited partnership interest in MSSA or MSSB, respectively. These CDIs/Shares may only be transferred into the third party investor's names with Fabian's prior consent upon termination of or withdrawal from

<sup>3</sup> 1,983 Shares held by MSSA are qualified as "own shares" of the Company and therefore they (and corresponding CDIs) are not entitled to receive dividend and do not carry voting rights. Refer to Section 9.10.1.2 of the Company's Prospectus released to ASX on 2 July 2018.

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the partnership. Fabian can ultimately control the voting of the CDIs/Shares held by MSSA and MSSB.

Dividends paid on CDIs/Shares held 'For other investors' will economically be attributed pro rata to the third-party investors. The transfer of CDI/Shares to other investors is subject to applicable escrow arrangements.

*Employee arrangements:* CDIs/Shares referred to in the row marked 'Employee arrangements' are held to satisfy granted obligations under the Company's Existing Option Rights Plan or otherwise available to cover future rights which may be granted, including to employees of the group. Fabian can ultimately control the voting of these CDIs/Shares and is indirectly entitled to the dividends (if any).

### Aggregate voting

As noted above, Fabian controls the voting of CDIs/Shares held by AKW on his behalf and all CDI/Shares entitled to vote held by MSSA, MSSB and MSET. The aggregate of these CDI/Shares is as follows:

| CDIs       | Equivalent number of ordinary shares (rounded) | Voting % |
|------------|------------------------------------------------|----------|
| 29,181,451 | 29,181                                         | 20.77%   |

Note: Includes 17,156,451 CDIs held by AKW; 3,067,000 CDIs held by MSSB, 7,595,000 CDIs held by MSET, 1,171,000 CDIs held by MSSA<sup>4</sup> and 192,000 CDIs held personally.

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<sup>4</sup> Refer to footnote above

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