

20 November 2020

Mr Alex Sutton

Adviser, Listings Compliance (Sydney)

ASX Limited

20 Bridge Street

Sydney NSW 2000

By email: alex.sutton@asx.com.au and via the Company Announcements Platform

Dear Sir

NOTICE UNDER SECTION 708A(5)(e) OF THE CORPORATIONS ACT 2001 (CTH)

This notice is given by Marley Spoon AG (ARBN 625 684 068) (Marley Spoon or the Company) under section 708A(5)(e) of the Corporations Act 2001 (Cth) (the Act).

Marley Spoon has issued a total of 2,414,000 new CHESS depositary interests (**CDIs**) over ordinary shares in the Company to USV Marley Spoon A, LLC and USV Marley Spoon B, LLC, affiliates of Union Square Ventures (collectively **USV**) on conversion of two convertible bonds issued in USV's favour on 29 July 2020.¹ The exercise of USV's conversion right under the convertible bonds resulted in USV's repayment claim under the convertible bonds in the aggregate amount of USD2,500,000.00 being re-qualified as a contribution in kind with respect to the newly issued shares in the Company (and consequently the newly issued 2,414,000 CDIs). The re-qualification of the contribution in kind corresponds to an issue amount of USD 1.04 (AUD 1.43) per new CDI.

For purposes of section 708A(6) of the Act, Marley Spoon confirms that:

- (a) the new CDIs were issued without disclosure to investors under Part 6D.2 of the Act;
- (b) as a disclosing entity, the Company is subject to regular reporting and disclosure obligations;
- (c) as at the date of this notice, Marley Spoon has complied with:
 - (i) the provisions of Chapter 2M of the Act as they apply to Marley Spoon; and
 - (ii) section 674 of the Act; and
- (d) as at the date of this notice, there is no excluded information of the type referred to in sections 708A(7) and 708A(8) of the Act that is required to be set out in this notice under section 708AA(7)(d) of the Act.

For and on behalf of the Board of the Company



Dr. Mathias Hansen

General Counsel and Company Secretary

¹ In addition, the Company has issued a total of 40,548,000 new CDIs to USV on conversion of four convertible bonds issued in USV's favour on 22 March 2019 and 26 February 2020 as well as a total of 6,414,000 new CDIs to Acacia Conservation Fund, LP and Acacia Conservation Master Fund (Offshore), LP (collectively **Acacia**) on conversion of two convertible bonds issued in Acacia's favour on 22 March 2019 as described in the cleansing notices released on 25 March 2019 and 27 February 2020.