

# 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>	<b>Marley Spoon AG (Company)</b>
<b>ARBN</b>	<b>625 684 068</b>

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>	30 October 2020

### 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> Note: Provide details of the circumstances giving rise to the relevant interest.	See Annexure A
<b>Date of change</b>	25 November 2020
<b>No. of securities held prior to change</b>	See Annexure A
<b>Class</b>	CDIs
<b>Number acquired</b>	Nil
<b>Number disposed</b>	2,161,018 in total, comprising:  a) 1,184,264 (MSSA CDIs)  b) 976,754 (MSET CDIs)
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	a) MSSA CDIs: Nil b) MSET CDIs: Nil
<b>No. of securities held after change</b>	See Annexure B

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<p><b>Nature of change</b>          Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>The MSSA CDIs and MSET CDIs were held by Marley Spoon Series A UG (<i>haftungsbeschränkt</i>) &amp; Co KG (<b>MSSA</b>) and Marley Spoon Employee Trust UG (<i>haftungsbeschränkt</i>) (<b>MSET</b>), respectively, for the benefit of certain beneficiaries under the Company's employee arrangements (as further explained below). A portion of these options equivalent to 2,161,018 CDIs have been exercised by such beneficiaries and have either been sold on the beneficiary's behalf or transferred to the beneficiary (or a nominee).</p> <p>Mr Siegel has not disposed of any CDIs held for his own benefit or otherwise personally benefitted from the above transactions.</p>
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### 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>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<p><b>No. and class of securities to which interest related prior to change</b>          Note: Details are only required for a contract in relation to which the interest has changed</p>	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<p><b>Value/Consideration</b>          Note: If consideration is non-cash, provide details and an estimated valuation</p>	N/A
<b>Interest after change</b>	N/A

### Part 3 – <sup>+</sup>Closed period

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<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>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>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

Date of announcement: 2 February 2021

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<sup>+</sup> See chapter 19 for defined terms.

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### ANNEXURE A

Fabian Siegel holds certain interests through the following vehicles (if indicated) 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 ( <i>haftungsbeschränkt</i> )) (AKW)	16,406,451	16,406
<b>Fabian Siegel (For other investors)</b>		
Held via AKW	-	-
Held via Marley Spoon Series A UG & Co. KG (MSSA)	-	-
Held via Marley Spoon Series B UG & Co. KG (MSSB)	-	-
<b>Fabian Siegel (Employee arrangements)</b>		
Held via MSSA	1,983,000	1,983 <sup>1</sup>
Held via MSET	7,595,000	7,595
<b>Fabian Siegel (Personal)</b>		
Held personally and directly	790,000	790

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.

*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 CDIs/Shares entitled to vote held by MSET. The aggregate of these CDIs/Shares is as follows:

CDIs	Equivalent number of ordinary shares (rounded)	Voting %
24,791,451*	24,791	9.68%**

<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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\*Note: Includes 16,406,451 CDIs held by AKW, 7,595,000 CDIs held by MSET, and 790,000 CDIs held personally.

\*\*Note: Voting percentage based on the Company's recently increased issued share capital of 256,025,000 CDI.

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**ANNEXURE B**

Fabian Siegel holds certain interests through the following vehicles (if indicated) 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 ( <i>haftungsbeschränkt</i> )) (AKW)	16,406,451	16,406
<b>Fabian Siegel (Employee arrangements)</b>		
Held via MSSA	798,736	798 <sup>2</sup>
Held via MSET	6,618,246	6,618
<b>Fabian Siegel (Personal)</b>		
Held personally and directly	790,000	790

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.

*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 CDIs/Shares entitled to vote held by MSET. The aggregate of these CDIs/Shares is as follows:

CDIs	Equivalent number of ordinary shares (rounded)	Voting %
23,814,697*	23,814	9.30%**

\*Note: Includes 16,406,451 CDIs held by AKW, 6,618,246 CDIs held by MSET, and 790,000 CDIs held personally.

\*\*Note: Voting percentage based on the Company's recently increased issued share capital of 256,025,000 CDI.

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<sup>2</sup> The remaining 798 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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