
MARLEY SPOON

Annual General Meeting of Marley Spoon AG to be held on Friday, 11 June 2021 at 9:00am (CEST) / 5:00pm (AEST)

Dear CDI-holder,

You are invited to attend the annual general meeting of Marley Spoon AG (“Company”) (ASX:MMM) to be held on Friday, 11 June 2021 at 9:00 am (CEST) / 5:00 pm (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 4 June 2021 4:00 p.m. (EST) / midnight (CEST) / 5 June 2021, 8:00 a.m. (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. III. and IV. of the notice of meeting which you can access through this letter.

In 2020, the Australian Federal Treasurer made the Corporations (Coronavirus Economic Response) Determination (“Determination”) which temporarily removed impediments to the use of virtual technology to hold meetings and permitted the dispatch of notices of meeting by electronic means. The Determination ceased to have effect on 21 March 2021. The government has proposed to extend the measures in the Determination in the Treasury Laws Amendment (2021 Measures No. 1) Bill 2021 (“Bill”). The Bill was passed by the House of Representatives on 17 March 2021 but is awaiting debate in the Senate.

On 29 March 2021, ASIC advised that it had adopted a ‘no-action’ position in relation to the convening and holding of virtual meetings. In order to provide the market with a degree of certainty during this time, ASIC’s ‘no-action’ position:

- supports the holding of meetings using appropriate technology; and
- facilitates electronic notice of meetings including supplementary notices.

The Company will convene the AGM pursuant to the ASIC ‘no-action’ position and proposes to hold the AGM in accordance with the proposed requirements in the Bill. This means that:

- 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 has also been posted on the Company’s ASX market announcements page (<https://ir.marleyspoon.com/investor-centre/?page=asx-announcements>).
- If you have nominated an email address and have elected to receive communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the notice of meeting and the CDI voting instructions.

In order to be able to receive electronic communications from the Company in the future, please register your email address online at <https://investorcentre.linkmarketservices.com.au/> and log in with your unique identification number and postcode (or country for overseas residents). Once logged in, you can also vote online by clicking on the “Vote” tab.

Marley Spoon AG
Paul-Lincke-Ufer 39/40
10999 Berlin
Deutschland

Vorstand: Fabian Siegel (Vors., CEO), Jennifer
Bernstein (CFO)
Aufsichtsrat: Deena Schiff (Vors.)
Amtsgericht Berlin Charlottenburg HRB 195994 B
St.-Nr.: 37/087/45401 USt.-ID: DE294825877

Berliner Volksbank
IBAN: DE15100900002510698005
BIC: BEVODEBB

MARLEY SPOON

As a valued CDI-holder in the Company, we look forward to your participation in the AGM. If you prefer not to lodge your vote online, please complete the CDI Voting Instruction Form attached to the Notice of Meeting.

Yours sincerely,



Deena Shiff
Chairman

Marley Spoon AG
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MARLEY SPOON

Invitation and Agenda for the

2021 Annual General Meeting of

Marley Spoon AG,

with its registered seat in Berlin, Germany, registered with the commercial register of the Local Court of Charlottenburg under HRB 195994 B (the “**Company**”),

on June 11, 2021

We hereby invite the shareholders of our Company to the

2021 Annual General Meeting

on June 11, 2021, 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 AG as of December 31, 2020 and of the consolidated financial statements as of December 31, 2020 as adopted by the Supervisory Board, the combined management report of Marley Spoon AG and the Marley Spoon group, including the Supervisory Board Report for the financial year 2020**

The Supervisory Board has adopted the individual financial statements and the consolidated financial statements of Marley Spoon AG for the financial year 2020, prepared by the Management Board. The individual financial statements of Marley Spoon AG 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 2020

The Management Board and the Supervisory Board propose that the officiating members of the Management Board in the financial year 2020 be discharged for that financial year.

3. Resolution on the discharge of the members of the Supervisory Board for the financial year 2020

The Management Board and the Supervisory Board propose that the officiating members of the Supervisory Board in the financial year 2020 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 2021, as well as for any review of interim financial statements and interim management reports during the financial year 2021

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 2021, and
- b) as the auditor for any review of interim financial statements and interim management reports during the financial year 2021.

5. Resolution on elections to the Supervisory Board

The Supervisory Board currently consists of four members pursuant to sections 95 and 96 para. 1 of the German Stock Corporation Act (*Aktiengesetz, AktG*) and section 7 para. 1 of the Company's Constitution, namely Ms. Deena Shiff (Chairman), Mr. Christoph Schuh (Vice Chairman), Ms. Kim Anderson (Chair of the NRC) and Ms. Robin Low (Chair of the ARC). The term of office of these Supervisory Board members ends upon the conclusion of the Annual General Meeting on June 11, 2021. All stand for re-election, except for Mr. Schuh.

Since the Company is not subject to co-determination, its Supervisory Board is comprised solely of independent shareholder representatives. Pursuant to section 102 para. 1 AktG and section 7 para. 2 of the Company's Constitution, the Supervisory Board members are elected for a period terminating at the end of the general meeting that resolves on the formal approval of the Supervisory Board members' acts for the second financial year following the commencement of their term of office. The financial year in which the term of office begins shall not be included in this calculation. Based on these provisions, it is expected that the term of the Supervisory Board members to be elected at the Annual General Meeting

on June 11, 2021 will be approx. three years until and including the annual general meeting in 2024. The elections to the Supervisory Board will be conducted as individual elections.

The Supervisory Board proposes to elect the following persons, each for a period ending upon conclusion of the general meeting, which resolves on the discharge for financial year 2023, to the Supervisory Board of Marley Spoon AG:

a) Ms. **Deena Robyn Shiff**

current profession: Independent Chairman of the Supervisory Board / Non-Executive Director of Marley Spoon, Non-Executive Director of Appen Ltd. (ASX:APX) and Pro Medicus Ltd. (ASX:PME), Board member of Healthcare I.T. Pty Ltd, Infrastructure Australia and Opera Australia and Chair of the Australian Government's Broadband Advisory Council

place of residence: Sydney, Australia

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

b) Mr. **Roy Perticucci**

current profession: independent consultant to the Company (engagement will end with his election to the Supervisory Board),

place of residence: Sandweiler, Luxembourg

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

c) Ms. **Kim Elizabeth Winifred Anderson**

current profession: Independent member of the Supervisory Board and Chair of the Nomination and Remuneration Committee (NRC) / Non-Executive Director of Marley Spoon, Non-Executive Director and Chair of the Remuneration, People & Culture Committee of Carsales (ASX:CAR), WPP AUNZ (ASX:WPP), Infomedia (ASX:IFM) and the Sax Institute

place of residence: Pyrmont, Australia

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

d) Ms. **Robin Low**

current profession: Independent member of the Supervisory Board and Chair of the Audit and Risk Committee (ARC) / Non-Executive Director of Marley Spoon, Non-Executive Director of Appen Ltd. (ASX:APX), AUB Group Ltd. (ASX:AUB) and IPH Ltd. (ASX:IPH), not for profit directorships at Guide Dogs NSW/ACT, Primary Ethics, Public Education Foundation and the Sax Institute

place of residence: Kirribilli (Sydney), Australia

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

6. Resolution on the remuneration of the members of the Supervisory Board

Pursuant to Section 13 para. 1 of the Constitution of the Company, the members of the Supervisory Board may be paid remuneration for their duties, as approved by the general meeting. The members of

the Supervisory Board shall receive a remuneration for their duties, which is reasonable in relation to the duties of the Supervisory Board members and the situation of the Company.

The Management Board and the Supervisory Board propose the following remuneration for the members of the Supervisory Board, which shall apply from the adoption of this resolution in the Annual General Meeting on June 11, 2021 and until a different remuneration is set by a general meeting:

For the services as a member of the Supervisory Board during the financial year 2021 the remuneration shall be as follows:

- Each supervisory board member shall receive a fixed annual remuneration in the amount of AUD 80,000.00 (or the equivalent in EUR, USD or any other currency) (the aforementioned remuneration the “**Base Remuneration**”).
- The Chairman of the Supervisory Board shall receive a fixed annual remuneration in the amount of AUD 70,000.00 (or the equivalent in EUR, USD or any other currency) in addition to the Base Remuneration (the aforementioned additional remuneration the “**Chairman Additional Remuneration**”).
- For the additional service as Chairman of the Audit and Risk Committee and Chairman of the Nomination and Remuneration Committee, as the case may be, the respective member shall receive a fixed annual remuneration in the amount of AUD 20,000.00 (or the equivalent in EUR, USD or any other currency) in addition to the Base Remuneration (the aforementioned additional remuneration the “**Committee Chairman Additional Remuneration**” and together with the Chairman Additional Remuneration the “**Additional Remuneration**”).
- For the avoidance of doubt, for the services as Vice-Chairman of the Supervisory Board, no Additional Remuneration shall be received.

As of January 1, 2022, the members of the supervisory board shall receive the following remuneration for their services as a member of the Supervisory Board:

- Each supervisory board member shall receive a Base Remuneration of AUD 100,000.00 (or the equivalent in EUR, USD or any other currency).
- The Chairman Additional Remuneration shall amount to AUD 100,000.00 (or the equivalent in EUR, USD or any other currency) in addition to the Base Remuneration.
- The Committee Chairman Additional Remuneration shall amount to AUD 20,000.00 each (or the equivalent in EUR, USD or any other currency) in addition to the Base Remuneration.
- For the avoidance of doubt, for the services as Vice-Chairman of the Supervisory Board, no Additional Remuneration shall be received.

The Base Remuneration is inclusive of any applicable taxes, social contributions, superannuation, and other duties imposed on the respective member of the Supervisory Board and shall be paid in twelve equal monthly instalments at the end of each month to a bank account as designated by each Supervisory Board member. This shall apply *mutatis mutandis* to the Additional Remuneration.

Members of the Supervisory Board who hold their office as a member of the Supervisory Board or who hold the office as Chairman of the Supervisory Board only during a part of the financial year shall receive their remuneration *pro rata temporis*. This shall apply *mutatis mutandis* to the remuneration as Chairman of the Audit and Risk Committee and the Chairman of the Nomination and Remuneration Committee.

7. Resolution on the authorisation to grant subscription rights to members of the Management Board (*Vorstand*) of the Company as well as appointed officers, directors and other members of managing corporate bodies of the Company’s subsidiaries and affiliated companies in Germany and abroad and other members of the senior leadership team or senior managers of the Company (“Share Option Program 2021”) and to create a Conditional Capital 2021/I, as well as the corresponding amendment of the Constitution

The Company’s remuneration framework is designed to attract, motivate and retain high calibre-executives and employees to ensure delivery of the business strategy. The framework is designed to ensure that remuneration is market competitive, performance-based, consistent, transparent and aligned with shareholders’ interests. Revenue growth, operating efficiency and profitability are components of the framework’s design.

Since the Company is incorporated in Germany and its CDIs are listed on ASX, both German-law and Australian-law principles must be observed by the Company. To aid the Company’s shareholders to better understand some of the German legal principles governing its remuneration framework, the Company provides the following summary of the key remuneration components of the key management personnel, including the Management Board members (under I. below) and a summary of the key components of the Share Option Program 2021 (under II. below):

I. Summary of the key remuneration components of the key management personnel, including the Management Board members:

The Company’s key management personnel (“KMP”), including the Management Board members, is remunerated on the following basis:

- capability, experience and performance,
- recognition for contribution to operational performance,
- achieving key financial outcomes,
- sustained growth in shareholder return, and
- key non-financial drivers of value such as innovation and culture.

The compensation and reward framework of the Management Board members, amongst which is the Chief Executive Officer of the Company (“CEO”), has two components:

(i) Fixed remuneration

A fixed remuneration paid in cash in monthly instalments.

(ii) At-risk remuneration

A participation in the Company’s Share Option Programs that were resolved in previous general meetings and including the Share Option Program 2021 resolved under this agenda item 7 a).

Share Options are granted annually and measured over two years, whereby one Share Option is equal to 1,000 CDIs. In accordance with German stock corporation law, the Share Option Programs contain Performance Targets which are tested over a period of two financial years. However, the Share Options cannot be exercised under German law until after a four-year waiting period (following the grant of the Share Options). Further, the vesting of the Share Options occurs in instalments over the course of the four-year waiting period. The previous Share Option Programs at the Company and the Share Option Program 2021 therefore qualify as a long-term incentive plan.

Currently, there is no short-term incentive plan for Management Board members or other employees, since the Company has focused on retaining cash for investment in growth and operational improvements, and rewards employees with equity rather than short-term cash incentives. Also, the Management Board members cannot participate in the RSUP 2021/I and RSUP 2021/II proposed under agenda item 9 and agenda item 10 below.

II. Summary of the key components of the Share Option Program 2021:

Apart from the Management Board members, appointed officers, directors and other members of managing corporate bodies of the Company's subsidiaries and affiliated companies in Germany and abroad and other members of the senior leadership team or senior managers of the Company will be eligible to participate in the Share Option Program 2021.

Its key terms are summarized below:

• **Size of the Share Option pool and allocation of Share Options**

The 2,165 Share Options are allocated between the following two groups of beneficiaries:

- 1,500 Share Options may be allocated to Group 1 (Management Board members) by the Supervisory Board.
- 665 Share Options may be allocated to Group 2 (appointed officers, directors and other members of managing corporate bodies of the Company's subsidiaries and affiliated companies in Germany and abroad as well as other members of the senior leadership team or senior managers of the Company) by the Management Board

• **The choice of Performance Measures**

Two of the following three performance measures must be allocated for each group of beneficiaries and stretch performance targets must be determined:

- Net Revenue Growth – to focus on topline growth of the Company;
- Contribution Margin – to drive cost effective operational improvements to drive scale, ensuring revenue growth is higher than cost of goods sold and fulfilment expenses;
- Operating EBITDA Margin – to focus on the path to profitability.

With respect to each of the Performance Measures, the Supervisory Board with respect to Group 1 Participants and the Management Board with respect to Group 2 Participants retain reasonable discretion to review and adjust the Performance Targets to ensure there is neither a material advantage nor disadvantage due to matters that affect the Performance Measures and/or Performance Targets (for example, by adjusting for one-off items or significant changes to the business, e.g. due to acquisitions or disposals).

• **Weighting of Performance Measures**

Weighting between the performance measures is set and must be at least 30% for each measure. No performance measure may be weighted at more than 70%.

• **Calculating the exercise price**

The exercise price is calculated based on the volume-weighted 30 calendar day average price of the Company's CDIs on the ASX prior to the date of the grant.

• **Waiting Period and Vesting Schedule**

In accordance with German stock corporation law a four-year waiting period must have elapsed before Share Options may be exercised. Also, an employee must still be employed at the end of the four-year

waiting period to be eligible to exercise its vested options. Generally, the vesting schedule (“**Vesting Schedule**”) shall be as follows:

Year 1 - 10%

Year 2 - 20%

Year 3 - 30%

Year 4 - 40%

However, the Management Board and the Supervisory Board each have the discretion to accelerate vesting for good leavers. A leaver’s Share Options that do not vest are forfeited.

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

a) Authorisation to grant Share Options with subscription rights for Shares of the Company

The Share Option Program 2021 shall comprise a total of up to 2,165 Share Options (as defined below):

The Supervisory Board is authorised to grant, on one or more occasions until and including June 10, 2026 (“**Authorisation Period**”) 1,500 subscription rights (“**Share Options**”) for up to 1,500 no-par-value registered shares of the Company (akin to fully paid ordinary shares) (“**Shares**”) or 1,500,000 CDIs (as defined below) to members of the Management Board of the Company, including the CEO (each a “**Group 1 Participant**” and together “**Group 1 Participants**”). With respect to the Chief Executive Officer of the Company (“**CEO**”), any grant of Share Options is subject to approval by the general meeting.

The Management Board is authorised, with the consent of the Supervisory Board, to grant, on one or more occasions until and including June 10, 2026 (equally “**Authorisation Period**”) 665 subscription rights (equally “**Share Options**”) for up to 665 no-par-value registered shares of the Company (akin to fully paid ordinary shares) (equally “**Shares**”) or 665,000 *CHESS Depositary Interests* over Shares of the Company in the form of CUFS (*CHESS Units of Foreign Securities*) (“**CDIs**”), with one CDI being a unit of beneficial ownership in 0.001 Share that is held in trust for the respective CDI holder by a depositary nominee and being listed with the Australian Securities Exchange (ASX Limited, ACN 008 624 691, the “**ASX**”) to (i) appointed officers, directors and other members of managing corporate bodies of the Company’s subsidiaries and affiliated companies in Germany and abroad and (ii) other members of the senior leadership team or senior managers of the Company (each a “**Group 2 Participant**” and together “**Group 2 Participants**” and together with the Group 1 Participants the “**Participants**”).

One Share Option grants one subscription right to acquire one Share of the Company (or, at the discretion of the Company, one thousand CDIs representing one Share in the Company) at a certain Exercise Price. The shareholders of the Company are not entitled to subscription rights for such Shares. If Share Options are forfeited during the Authorisation Period due to the termination of the service or the employment relationship with the Company or an affiliated company or for other reasons, a corresponding number of Share Options may be returned to the share pool for re-issuance to other Participants within the respective group.

The granting of Share Options, their exercise and the settlement of exercised Share Options is subject to the following provisions:

(i) Participants and allocation

The total volume of subscription rights (up to 2,165) shall be allocated among the two groups of Participants as follows:

- The Group 1 Participants together receive up to a maximum of 1,500 Share Options and the subscription rights resulting therefrom;
- the Group 2 Participants together receive up to a maximum of 665 Share Options and the subscription rights resulting therefrom.

Where a Participant belongs to several groups, they will receive Share Options exclusively due to their membership to one group. The group membership is determined by the Management Board of the Company, and to the extent members of the Management Board are concerned, by the Supervisory Board of the Company. The Participants within each group and the numbers of Share Options to be granted may vary during the Authorisation Period of the Share Option Program 2021 and are determined by the Management Board to the extent Group 2 Participants are concerned, and by the Supervisory Board to the extent Group 1 Participants are concerned.

(ii) Grant Periods, Terms and Conditions

Share Options can be granted to Participants in tranches within the Authorisation Period on one or several occasions during each financial year (each such granted tranche a “**Share Option Grant**”). Share Option Grants are to be granted within a four-week period commencing on the third working day after the publication of the financial results of either (i) the previous financial year, (ii) the previous financial half year or (iii) the previous financial quarter, if and for as long as the Company is required to publish financial results on a quarterly basis (each referred to as the “**Grant Period**”).

The grant date for Share Options shall be the date within a Grant Period on which the Participant is made the offer concerning the granting of Share Options as stipulated in the respective grant letter, irrespective of the point in time the offer is accepted (the “**Grant Date**”).

To the extent Share Options are granted to Group 1 Participants, the relevant Vesting Schedule and further provisions are determined by the Supervisory Board of the Company, and to the extent Group 2 Participants are concerned, by the Management Board of the Company (collectively referred to as the “**Terms and Conditions**”).

(iii) Vesting Schedule, Waiting Period, Expiry, Exercise Periods

In addition to the achievement of certain Performance Targets, Share Options are subject to vesting over time (the “**Vesting Schedule**”).

Share Options are only to be exercised after the Waiting Period End Date. The waiting period of any Share Option Grant begins on the specified Grant Date and ends no earlier than at the end of the Grant Date’s fourth anniversary (the “**Waiting Period End Date**”).

Share Options can only be exercised until the Expiry Date. The expiry period of any Share Option Grant begins on Waiting Period End Date and ends at the end of the Waiting Period End Date’s third anniversary (the “**Expiry Date**”). Share Options that are not exercised until the Expiry Date are forfeited without compensation.

Between the Waiting Period End Date and the Expiry Date, Share Options can be exercised by Participants, in accordance with legal requirements, within a four-week period commencing on the third working day after the publication of the financial results of (i) the previous financial year or (ii) the previous financial half year (each referred to as the “**Exercise Period**”). The Exercise Period can be appropriately extended by the Management Board of the Company to the extent Group 2 Participants are concerned or, to the extent Group 1 Participants are concerned, by the Supervisory Board, in particular, if legal provisions prohibit the exercise of Share Options during the respective Exercise Period.

(iv) Performance Targets

Notwithstanding the Vesting Schedule and the Waiting Period, Share Options shall be granted subject to the achievement of certain targets (each a “**Performance Target**” and together the “**Performance Targets**”) determined in relation to certain financial performance measures (each a “**Performance Measure**” and together the “**Performance Measures**”) which are to be tested over a period of two financial years commencing on 1 January of the financial year in which the Share Options are to be granted (the “**Performance Period**”).

Before 31 March of the financial year in which tranches of Share Options are to be granted, the Supervisory Board with respect to Group 1 Participants and the Management Board with respect to Group 2 Participants shall, each at their own reasonable discretion, (i) select two out of the following three Performance Measures, (ii) weigh the two selected Performance Measures and (iii) determine the Performance Targets to be achieved over the respective Performance Period. In selecting the Performance Measures, weighting the selected Performance Measures and determining the respective Performance Targets, the Supervisory Board and the Management Board are to be guided by the goal of a sustainable development of the Company.

With respect to each of the Performance Measures, the Supervisory Board with respect to Group 1 Participants and the Management Board with respect to Group 2 Participants retain reasonable discretion to review and adjust the Performance Targets to ensure there is neither a material advantage nor disadvantage due to matters that affect the Performance Measures and/or Performance Targets (for example, by adjusting for one-off items or significant changes to the business, e.g. due to acquisitions or disposals).

(a) Net Revenue Growth

The Performance Measure “Net Revenue Growth” means the annual growth rate of net revenue of the Company consistent with the net revenue disclosed when reporting the Company’s annual results (“**Net Revenue**”).

(b) Contribution Margin

The Performance Measure “Contribution Margin” (“**CM**”) means gross profit less fulfillment expenses, consistent with the gross profit and the fulfillment expenses disclosed when reporting the Company’s annual results, expressed as a percentage of Net Revenue.

(c) Operating EBITDA Margin

The Performance Measure “Operating EBITDA Margin” means the Operating EBITDA disclosed when reporting the Company’s annual results, expressed as a percentage of Net Revenue.

(d) Weighting of the Performance Measures

The Supervisory Board for Group 1 Participants and the Management Board, upon approval of the Supervisory Board, for Group 2 Participants shall determine, at its reasonable discretion, the weighting of the selected Performance Measures for each individual tranche of Share Options (the respective weighting is referred to as “**Weight**”). No selected Performance Measure may have a Weight of more than 70% within each individual grant of Share Options.

(e) Determination of Performance Targets

Within each of the selected Performance Measures, three Performance Targets shall be determined:

- (i) A minimum Performance Target (“**Threshold**”). If the Threshold is achieved, the Weight of the respective Performance Measure will be multiplied by a “**Performance Factor**” of 0.5 when calculating the exercisable Share Options. For the avoidance of doubt, unless the Threshold is achieved, the Weight of the respective Performance Measure will be multiplied by a Performance Factor of zero when calculating the exercisable Share Options. If the Threshold is exceeded but the Target is not achieved, the Performance Factor will be linearly increased when calculating the exercisable Share Options;
- (ii) A target Performance Target (“**Target**”). If the Target is achieved, the Weight of the respective Performance Measure will be multiplied by a Performance Factor of 1.0 when calculating the exercisable Share Options. If the Target is exceeded but the Stretch is not achieved, the Performance Factor will be linearly increased when calculating the exercisable Share Options;
- (iii) A maximum Performance Target (“**Stretch**”). If the Stretch is achieved or exceeded, the Weight of the respective Performance Measure will be multiplied by a Performance Factor of 1.5 when calculating the exercisable Share Options.

The number of exercisable Share Options per grant is calculated as follows: For each selected Performance Measure, the number of granted Share Options is multiplied by the Weight of the respective Performance Measure and further multiplied by the achieved Performance Factor. Subsequently, the results are added up.

$$(granted\ Share\ Options * Weight\ Performance\ Measure_1 * Performance\ Factor_1) + (granted\ Share\ Options * Weight\ Performance\ Measure_2 * Performance\ Factor_2) = exercisable\ Share\ Options$$

The number of exercisable Share Options may not exceed 150% of the granted Share Options (quantity cap).

If no integral amount of exercisable subscription rights results, the amount of the exercisable subscription rights is determined by rounding according to commercial principles. A subscription to fractional Shares is excluded; a potential settlement of fractional amounts does not occur.

The following examples illustrate the above stipulations – assuming that all other exercise conditions are fulfilled:

Example 1: 100 Share Options are granted. Net Revenue Growth and CM are selected as Performance Measures. The Weight of Net Revenue Growth is determined at 60%, the Weight of CM at 40%. For Net Revenue Growth the Target was achieved over the Performance Period, for CM even the Stretch.

$$(100 * 60\% * 1.0) + (100 * 40\% * 1.5) = 120 \text{ exercisable Share Options}$$

Example 2: 200 Share Options are granted. Net Revenue Growth and Operating EBITDA Margin are selected as Performance Measures. The Weight of Net Revenue Growth is determined at 30%, the Weight of Operating EBITDA Margin at 70%. For Net Revenue Growth the Threshold was not achieved, however for Operating EBITDA Margin the Target was achieved.

$$(200 * 30\% * 0) + (200 * 70\% * 1.0) = 140 \text{ exercisable Share Options}$$

(v) Exercise Price

In case of an exercise of Share Options, the Exercise Price has to be paid by the Participant for each Share subscribed. The “**Exercise Price**” per Share equals the volume-weighted 30 calendar day average price of the Company’s CDIs on the ASX (excluding trades customarily excluded from the calculations of a volume-weighted average price and as determined by the Management Board) until the Grant Date (inclusive) and exchanged from Australian Dollar (“**AUD**”) into Euro (“**EUR**”) at the European Central Bank’s closing exchange rate on the Grant Date, multiplied by the applicable ratio of CDIs to Shares in the Company (in accordance with the actual ratio where 1,000 CDIs represent 1 Share: multiplied by 1,000). The minimum Exercise Price is equivalent to at least the lowest issue amount (*Ausgabebetrag*) as defined under Section 9 para. 1 German Stock Corporation Act (*Aktiengesetz*, “**AktG**”) of currently EUR 1.00.

(vi) Settlement of Exercised Share Options by the Company

The Company may elect to fulfil exercised Share Options by either of the following options (each a “**Settlement Option**” and together the “**Settlement Options**”): (aa) issuing new Shares using the Conditional Capital 2021/I, which is proposed for resolution under the following para. b) (the “**Default Settlement Option**”), (bb) delivering treasury Shares or treasury CDIs, (cc) a cash settlement by paying an amount in cash which equals the value of the Shares on the last day of the respective Exercise Period less the Exercise Price, (dd) granting CDIs over new Shares, or (ee) any combination of the Settlement Options in (aa) through (dd).

To facilitate the settlement, the Participants shall commit themselves vis-à-vis the Company to transfer the respective Shares to be issued to them from the Conditional Capital 2021/I, which is yet to be resolved, immediately after their issuance to CHES Depositary Nominees Pty Ltd, ACN 071 346 506, with business address: 20 Bridge Street, Sydney NSW 2000, Australia (“**CDN**”), with CDN to hold the Shares pursuant to the ASX Settlement Operating Rules in trust and such number of CDIs to be allocated to the respective Participant, instead of Shares, as corresponds to the beneficial ownership of the Shares, for as long as CDIs are quoted by the ASX.

To the extent Share Options are granted to Group 1 Participants, the settlement option or combination of settlement options is elected by the Supervisory Board of the Company, and to the extent Group 2 Participants are concerned, by the Management Board of the Company.

(vii) Restrictions in the event of extraordinary developments

In the event of extraordinary developments, the Supervisory Board of the Company is authorised, at its reasonable discretion, to restrict the exercise of Share Options granted to Group 1 Participants. A restriction may be necessary specifically to ensure the appropriateness of remuneration as defined under Section 87 para. 1 s. 1 AktG.

In the event of extraordinary developments, the Management Board of the Company (upon approval of the Supervisory Board) is authorised, at its reasonable discretion, to restrict the exercise of Share Options granted to Group 2 Participants. A restriction may be necessary specifically to ensure that the total remuneration of the individual Participant is proportionate to the tasks and performance of the respective Participant and does not exceed the usual remuneration without special reason.

(viii) Individual right

The Share Options are not legally transferable but are inheritable. A transfer is also allowed for the fulfilment of legacies. Share Options may only be exercised by the respective Participant or his/her heirs or legatees. If Share Options can no longer be exercised in accordance with the above provisions, they will be forfeited without replacement or compensation. The provision authorizing the re-issue of forfeited Share Options to Participants remains unaffected.

(ix) Anti-dilution protection

The Terms and Conditions may contain customary anti-dilution protection clauses based upon which the economic value of the Share Options in accordance with the regulations in Section 216 para. 3 AktG can be essentially protected, particularly by taking into account potential share splits, capital increases from company funds by issuing new Shares, or other measures with similar effects when determining the number of Shares to be issued for each Share Option.

(x) Dividend rights

The new Shares are entitled to dividends from the beginning of the financial year in which the Share Option is exercised and for which a resolution of the general meeting on the appropriation of the balance sheet profit has not yet been adopted.

(xi) Authorisation to determine further details

The further details with respect to the granting and fulfilment of obligations resulting from Share Options for the issuance of Shares from the Conditional Capital 2021/I and the further Terms and Conditions are determined by the Supervisory Board of the Company to the extent Group 1 Participants are concerned, or by the Management Board of the Company to the extent Group 2 Participants are concerned.

In particular, the further provisions shall include the decision to make use of the authorisation to grant Share Options and issue annual tranches of Share Options on one or repeated occasions as well as provisions on the execution of the Share Option Program 2021 and the annual tranches and the method of granting and exercising Share Options, the granting of Share Options to individual Participants, the determination of the Grant Date within the respective Grant Period as well as provisions on the exercisability in special cases, particularly in case the service or employment relationship with the Participants ends in the event of death, withdrawal of an affiliated company, business or operating segment from the Marley Spoon Group, or in case of a change of control, the conclusion of an affiliation agreement or delisting, or to meet legal requirements and relating to vesting.

The Company is also authorised to deviate from the provisions of this resolution in case of its application to Group 2 Participants as far as it is, with regard to the content of this resolution, not mandatory pursuant to German stock corporation law that the general meeting adopts the resolution or to the extent this resolution exceeds the minimum requirements of German stock corporation law.

b) Conditional Capital 2021/I

The share capital of the Company is conditionally increased by up to EUR 2,165.00 (in words: two thousand one hundred sixty-five Euros) by issuing up to 2,165.00 new Shares, i.e., no-par-value registered shares of the Company (“**Conditional Capital 2021/I**”). The Conditional Capital 2021/I solely serves the settlement of Share Options, i.e. subscription rights for Shares that are granted by the Company to Group 1 Participants, i.e. members of the Management Board of the Company, including the CEO as well as Group 2 Participants, i.e. (a) appointed officers, directors and other members of managing corporate bodies of the Company’s subsidiaries and affiliated companies in Germany and abroad and (b) other members of the senior leadership team or senior managers of the Company based on the authorisation under para. a) above. The Shares will be issued from the Conditional Capital 2021/I at the Exercise Price determined in accordance with para. a)(v) above of the above authorisation. The conditional capital increase will be consummated, i.e., have a dilutive effect, only if and to the extent that Share Options are exercised, and the Company elects to issue new Shares according to the Default Settlement Option described in para. a)(vi) above. The new Shares will be entitled to dividends from the beginning of the financial year in which the Share Options are exercised and for which a resolution of the general meeting on the appropriation of the balance sheet profit has not yet been adopted. The Management Board of the Company or, to the extent members of the Management Board are concerned, the Supervisory Board of the Company, is authorised to determine the further details of the conditional capital increase and its consummation.

c) Amendment of the Constitution

Section 3 of the Constitution is supplemented by a new paragraph 14. The new Section 3 para. 14 of the Constitution shall be worded as follows:

“(14) In accordance with the authorisation of the general meeting of June 11, 2021 under agenda item 7, para. a), the share capital of the Company is conditionally increased by up to EUR 2,165.00 (in words: two thousand one hundred sixty-five Euros) by issuing up to 2,165.00 new no-par-value registered shares of the Company (Conditional Capital 2021/I). The Conditional Capital 2021/I solely serves the settlement of Share Options, i.e. subscription rights for Shares that are granted by the Company to Group 1 Participants, i.e. members of the Management Board of the Company, including the CEO as well as Group 2 Participants, i.e. (a) appointed officers, directors and other members of managing corporate bodies of the Company’s subsidiaries and affiliated companies in Germany and abroad and (b) other members of the senior leadership team or senior managers of the Company based on the authorisation of the general meeting of June 11, 2021 under agenda item 7 para. a). The Shares will be issued from the Conditional Capital 2021/I at the Exercise Price determined in accordance with the authorisation of the general meeting of June 11, 2021 under agenda item 7 para. a)(v). The conditional capital increase will be consummated, i.e., have a dilutive effect, only if and to the extent that Share Options are exercised, and the Company elects to issue new Shares according to the Default Settlement Option described in the authorisation of the general meeting of June 11, 2021 under agenda item 7 para. a)(vi). The new Shares will be entitled to dividends from the beginning of the financial year in which the Share Options are exercised and for which a resolution of the general meeting on the

appropriation of the balance sheet profit has not yet been adopted. The Management Board of the Company or, to the extent members of the Management Board are concerned, the Supervisory Board of the Company, is authorised to determine the further details of the conditional capital increase and its consummation.”

8. Resolution on the cancellation of the existing Authorised Capital 2020/III and the creation of an Authorised Capital 2021/I, with the authorisation of the Management Board to exclude subscription rights with the consent of the Supervisory Board as well as the corresponding amendment of Section 3 para. 3 of the Constitution

Since the Company is incorporated in Germany and its CDIs are listed on ASX, both German-law and Australian-law principles must be observed by the Company. To aid the Company’s shareholders to better understand some of the German legal principles governing its capital structure, the Company provides the following overview of capital assuming that all resolutions proposed at the Annual General Meeting on June 11, 2021 are approved:

As of the date of this invitation, the registered share capital of the Company is EUR 256,025,00. In addition to that, the Company has two different classes of dilutive capital: conditional capital and authorized capital, each in accordance with German law. Conditional capital is used by the Company to issue Shares for distinct purposes such as share option programs and convertible bonds. Shareholder subscription rights are excluded. Authorized capital provides the Company with flexibility to issue Shares against contributions in cash and/or in kind. Shareholder subscription rights can be excluded. Assuming that all resolutions relating to capital put to the Annual General Meeting on June 11, 2021 are approved, the Company will have the following **conditional capital** with the respective purpose in place:

Name of conditional capital	Single purpose for which shares may be issued under the respective conditional capital	Number of shares by which the share capital is conditionally increased
Conditional Capital 2018/II	To issue shares to settle Share Options under the Share Option Program 2018 (SOP 1)	4,105
Conditional Capital 2019/III	To issue shares to settle Share Options under the Share Option Program 2019 (SOP 2)	7,000
Conditional Capital 2019/IV	To issue new Shares to W23 Investments Pty Limited upon exercise of its Tranche 2 Conversion Right under a Tranche 2 Convertible Bond August 29, 2019 under agenda item 1, no. 1	20,438
Conditional Capital 2020/II	To issue shares to settle Share Options under the Share Option Program 2020 (SOP 3)	6,332
Conditional Capital 2021/I	To issue shares to settle Share Options under the Share Option Program 2021 (SOP 4)	2,165
<u>Total:</u>	<u>n.a.</u>	<u>40,040</u>

Assuming that all resolutions relating to capital put to the Annual General Meeting on June 11, 2021 are approved, the Company will have the following **authorized capital** with the respective purpose in place:

Name of authorized capital	Main purpose for which shares may be issued under the authorized capital	Number of shares by which the share capital may be increased
Authorized Capital 2021/I	<ul style="list-style-type: none"> - Capital increase with subscription rights <p><i>Subscription rights are excluded in the following cases:</i></p> <ul style="list-style-type: none"> - to issue new Shares to W23 Investments Pty Limited upon exercise of its Tranche 2 Conversion Right under a Tranche 2 Convertible Bond on the basis of the authorisation of the general meeting of August 29, 2019 under agenda item 1, no. 1 - to issue new Shares to W23 Investments Pty Limited upon exercise of its WOW Conversion Right under a WOW Convertible Bond on the basis of the authorisation of the general meeting of January 29, 2020 under agenda item 2, no. 1 <p><i>Subscription rights may be excluded in the following cases:</i></p> <ul style="list-style-type: none"> - Exclusion of fractional shares - a capital increase against cash contributions, provided that the issue price of the new Shares / CDIs is not significantly lower than the stock exchange price of the Shares / CDIs of the Company already listed (max. 10% of the share capital) - to grant new Shares to holders or creditors of Bonds - in the event of a capital increase against contributions in kind 	122,012
Authorized Capital 2021/II	RSUP 2021/I	4,000
Authorized Capital 2021/III	RSUP 2021/II	2,000
<u>Total:</u>	<u>n.a.</u>	<u>128,012</u>

As of the date of this invitation, the Authorised Capital 2020/III of the Company amounts to EUR 50,547.00. To provide the Company with sufficient flexibility, said Authorised Capital 2020/III will be cancelled and replaced by a new Authorised Capital 2021/I in the aggregate amount of EUR 122,012.00. The previous authorisations to exclude shareholder subscription rights – to the extent they are still required under the Authorised Capital 2021/I – shall be maintained. The Authorised Capital 2021/I shall, in particular, enable the Company to quickly and flexibly cover its financial requirements in the framework of its business purpose, and to swiftly seize arising market opportunities and strategic options.

Under the Authorised Capital 2021/I, the Management Board shall be authorised, amongst others, to exclude in specific cases, with the consent of the Supervisory Board, the subscription rights of the existing shareholders, also including the cases hitherto provided for by the Authorised Capital 2020/III, to the extent this is still required. In addition, for certain authorisations the subscription rights of the shareholders will be excluded as hitherto provided for by the Authorised Capital 2020/III, to the extent this is still required.

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

a) Cancellation of the Authorised Capital 2020/III

The authorisation of the Management Board contained in Section 3 para. 3 of the Constitution is cancelled, taking effect with the point in time of the registration of the Authorised Capital 2021/I, as proposed in the resolution hereafter under para. b) and c) being registered with the commercial register of the Local Court of Charlottenburg, which is competent for the Company.

b) Authorised Capital 2021/I

The Management Board is authorised until June 10, 2026 (“**Authorised Capital 2021/I Term**”), to increase the share capital of the Company on one or more occasions with the approval of the Supervisory Board by a total of up to EUR 122,012.00 (in words: one hundred twenty-two thousand twelve Euros) by issuing up to 122,012 new no-par-value registered shares against contributions in cash and/or in kind (“**Authorised Capital 2021/I**”).

In principle, the shareholders are to be offered subscription rights with respect to such Shares. The Shares may also be subscribed by one or more banks or enterprises within the meaning of Section 186 para. 5 sentence 1 AktG with the obligation to offer the Shares to the shareholders of the Company. In addition, the Shares can be subscribed by the Trustee (as defined below) with the obligation to hold the Shares in trust and with the obligation for the Company to allocate to the respective beneficial owners, in lieu of those Shares, such number of CDIs, as corresponds to the new Shares, with one CDI being a unit of beneficial ownership in 0.001 Share of the Company.

The subscription right of the shareholders is excluded for one or more capital increases in the context of the Authorised Capital 2021/I

- (i) in order to issue new Shares to W23 Investments Pty Limited upon exercise of its Tranche 2 Conversion Right under a Tranche 2 Convertible Bond issued by the Company to W23 Investments Pty Limited on the basis of the authorisation of the general meeting of August 29, 2019 under agenda item 1, no. 1;
- (ii) in order to issue new Shares to W23 Investments Pty Limited upon exercise of its WOW Conversion Right under a WOW Convertible Bond issued by the Company to W23 Investments Pty Limited on the basis of the authorisation of the general meeting of January 29, 2020 under agenda item 2, no. 1.

Further, the Management Board is authorised to exclude the subscription rights of shareholders with the consent of the Supervisory Board for one or more capital increases in the context of the Authorised Capital 2021/I

- (iii) in order to exclude fractional amounts from the subscription right;
- (iv) in the event of a capital increase against cash contributions, provided that the issue price of the new Shares / CDIs is not significantly lower than the stock exchange price of the Shares / CDIs

of the Company already listed. However, this authorisation shall be subject to the provision that the pro rata amount of the share capital attributable to the Shares issued, in accordance with Section 186 para. 3 s. 4 AktG, under this authorisation to exclude shareholders' subscription rights shall not exceed 10% of the share capital of the Company at the time the Authorised Capital 2021/I comes into effect or – in the case the registered share capital of the Company is lower – at the time the Authorised Capital 2021/I is exercised (the “**10% Placement Threshold**”). Towards the 10% Placement Threshold shall also count (a) any treasury Shares that are sold during the Authorised Capital 2021/I Term on the basis of an authorisation to sell treasury Shares according to Sections 71 para. 1 no. 8 sentence 5, 186 para. 3 sentence 4 AktG, provided that the shareholders' subscription rights for such treasury Shares are excluded, (b) any Shares that are issued during the Authorised Capital 2021/I Term to satisfy subscription or conversion or option rights or obligations arising from convertible bonds and/or warrant bonds, profit participation rights and/or income bonds (or any combination of these instruments) (together the “**Bonds**”), provided that such Bonds are issued subject to the exclusion of the shareholders' subscription rights in analogous application of Section 186 para. 3 s. 4 AktG; and (c) any Shares that are issued during the Authorised Capital 2021/I Term on the basis of other capital measures, provided that such Shares are issued subject to the exclusion of the shareholders' subscription rights in analogous application of Section 186 para. 3 s. 4 AktG;

- (v) to the extent necessary in order for the Company to be able to (a) grant new Shares of the Company to holders or creditors of Bonds that will be issued by the Company or its subordinated group companies upon exercise of their conversion or option rights or fulfilment of their conversion or option obligations, and (b) grant holders of convertible or option rights or creditors of convertible bonds or warrant bonds with conversion obligations, that will be issued by the Company or its subordinated group companies, a subscription right to new Shares in the amount to which they would be entitled as shareholders upon exercise of the option or conversion rights or fulfilment of their conversion or option obligations;
- (vi) in the event of a capital increase against contributions in kind, in particular in the context of mergers or acquisitions (including indirect acquisitions) of companies, businesses, parts of businesses, participations or other assets or claims for the acquisition of assets, including claims against the Company or any of its group companies.

The subscription right of the shareholders can also be excluded, pursuant to the provisions above, in favour of the Trustee who can subscribe the new Shares with the obligation to hold the Shares in trust and with the obligation for the Company to allocate a corresponding number of CDIs to the respective beneficial owners instead of the Shares.

The Management Board is authorised to determine any further details of the capital increase and its implementation, subject to the consent of the Supervisory Board; this also includes the determination of the profit participation of the new Shares, which may, in deviation of Section 60 para. 2 AktG also participate in the profit of completed financial years, for which still no resolution by the general meeting as to the appropriation of the balance sheet profit has been passed. To the extent the subscription right is excluded pursuant to para. (i) above, those new Shares are each issued at an issue amount of EUR 1.00 without additional payment.

The Supervisory Board is authorised to adjust the wording of the Constitution accordingly after the utilization of the Authorised Capital 2021/I or upon expiry of the Authorised Capital 2021/I Term.

c) Amendment to the Constitution

Section 3 para. 3 of the Constitution of the Company is correspondingly amended and restated in its entirety as follows:

*“(3) The Management Board is authorised until June 10, 2026, to increase the share capital of the Company on one or more occasions with the approval of the Supervisory Board by a total of up to € 122,012.00 (in words: one hundred twenty-two thousand twelve Euros) by issuing up to 122,012 new no-par-value registered shares against contributions in cash and/or in kind (“**Authorised Capital 2021/I**”).*

*In principle, the shareholders are to be offered subscription rights with respect to such shares. The shares may also be subscribed by one or more banks or enterprises within the meaning of Section 186 para. 5 sentence 1 of the German Stock Corporation Act (Aktiengesetz, **AktG**) with the obligation to offer the shares to the shareholders of the Company. In addition, the shares can be subscribed by a trustee (in each case the “**Trustee**”) with the obligation to hold the shares in trust and with the obligation for the Company to allocate to the respective beneficial owners, in lieu of those shares, such number of so-called CHESS Depository Interests (“**CDIs**”), e.g. in the form of CUFS (CHESS Units of Foreign Securities), as corresponds to the new shares, with one CDI being a unit of beneficial ownership in 0.001 share of the Company.*

The subscription right of the shareholders is excluded for one or more capital increases in the context of the Authorised Capital 2021/I

- (i) in order to issue new shares to W23 Investments Pty Limited upon exercise of its Tranche 2 Conversion Right under a Tranche 2 Convertible Bond issued by the Company to W23 Investments Pty Limited on the basis of the authorisation of the general meeting of August 29, 2019 under agenda item 1, no. 1;*
- (ii) in order to issue new shares to W23 Investments Pty Limited upon exercise of its WOW Conversion Right under a WOW Convertible Bond issued by the Company to W23 Investments Pty Limited on the basis of the authorisation of the general meeting of January 29, 2020 under agenda item 2, no. 1.*

Further, the Management Board is authorised to exclude the subscription rights of shareholders with the consent of the Supervisory Board for one or more capital increases in the context of the Authorised Capital 2021/I

- (iii) in order to exclude fractional amounts from the subscription right;*
- (iv) in the event of a capital increase against cash contributions, provided that the issue price of the new shares / CDIs is not significantly lower than the stock exchange price of the shares / CDIs of the Company already listed. However, this authorisation shall be subject to the provision that the pro rata amount of the share capital attributable to the shares issued, in accordance with Section 186 para. 3 s. 4 AktG, under this authorisation to exclude shareholders’ subscription rights shall not exceed 10% of the share capital of the Company at the time the Authorised Capital 2021/I comes into effect or – in the case the registered share capital of the Company is lower – at the time the Authorised Capital 2021/I is exercised (the “**10% Placement Threshold**”). Towards the 10% Placement Threshold shall also count (a) any treasury shares that are sold during the Authorised Capital 2021/I Term on the basis of an authorisation to sell treasury shares according to Sections 71 para. 1 no. 8 sentence 5, 186 para. 3 sentence 4 AktG, provided*

*that the shareholders' subscription rights for such treasury shares are excluded, (b) any shares that are issued during the Authorised Capital 2021/I Term to satisfy subscription or conversion or option rights or obligations arising from convertible bonds and/or warrant bonds, profit participation rights and/or income bonds (or any combination of these instruments) (together the "**Bonds**"), provided that such Bonds are issued subject to the exclusion of the shareholders' subscription rights in analogous application of Section 186 para. 3 sentence 4 AktG; and (c) any shares that are issued during the Authorised Capital 2021/I Term on the basis of other capital measures, provided that such shares are issued subject to the exclusion of the shareholders' subscription rights in analogous application of Section 186 para. 3 sentence 4 AktG;*

- (v) to the extent necessary in order for the Company to be able to (a) grant new shares of the Company to holders or creditors of Bonds that will be issued by the Company or its subordinated group companies upon exercise of their conversion or option rights or fulfilment of their conversion or option obligations, and (b) grant holders of convertible or option rights or creditors of convertible bonds or warrant bonds with conversion obligations, that will be issued by the Company or its subordinated group companies, a subscription right to new shares in the amount to which they would be entitled to as shareholders upon exercise of the option or conversion rights or fulfilment of their conversion or option obligations;*
- (vi) in the event of a capital increase against contributions in kind, in particular in the context of mergers or acquisitions (including indirect acquisitions) of companies, businesses, parts of businesses, participations or other assets or claims for the acquisition of assets, including claims against the Company or any of its group companies.*

The subscription right of the shareholders can also be excluded, pursuant to the provisions above, in favour of the Trustee who can subscribe the new shares with the obligation to hold the shares in trust and with the obligation for the Company to allocate a corresponding number of CDIs to the respective beneficial owners instead of the shares.

The Management Board is authorised to determine any further details of the capital increase and its implementation, subject to the consent of the Supervisory Board; this also includes the determination of the profit participation of the new shares, which may, in deviation of Section 60 para. 2 AktG also participate in the profit of completed financial years, for which still no resolution by the general meeting as to the appropriation of the balance sheet profit has been passed. To the extent the subscription right is excluded pursuant to para. (i) above, those new shares are each issued at an issue amount of € 1.00 without additional payment.

The Supervisory Board is authorised to adjust the wording of the Constitution accordingly after the utilization of the Authorised Capital 2021/I or upon expiry of the Authorised Capital 2021/I Term."

9. Resolution on the creation of an Authorized Capital 2021/II under exclusion of subscription rights for the purpose of serving “Restricted Stock Units” to be issued to selected executives and employees of the Company and of affiliated companies in Germany and abroad as well as to full-time employee-equivalent persons, in particular, persons working for the Company or affiliated companies in Germany and abroad under so-called employer of record contracts under the Restricted Stock Unit Program 2021/I of the Company and on the respective amendment of Section 3 para. 15 of the Constitution

An attractive and competitive incentive and remuneration program is essential for the Company’s ability to attract and retain high calibre talent and reward outstanding performance. The success of its incentive and remuneration program depends on the Company having a set of both long-term as well as more short-term equity-based schemes in place. Programs designed around so-called Restricted Stock Units (“RSUs”) can be used for either purpose. Therefore, the Company intends to establish two separate Restricted Stock Unit Programs for non-KMPs as follows:

- RSUP 2021/I – a long term incentive, performance-based program for non-KMPs with a pool of 4,000 Shares underlying the RSUs (see this agenda item 9 for details); this RSUP has features similar to the Share Option Program 2021 (agenda item 7);
- RSUP 2021/II – a short-term incentive and retention program for non-KMPs with a pool of 2,000 Shares underlying the RSUs (see agenda item 10 for details); this RSUP has features similar to traditional employee share option programs.

To create an attractive long-term incentive and remuneration program, the Company seeks to establish a “Restricted Stock Unit Program” (the “**RSUP 2021/I**”) to issue equity to eligible employees enabling them to participate in the Company’s growth and success of the business.

The RSUP 2021/I will serve as the Company’s long-term incentive program for its non-KMP employees, whilst the Share Option Program 2021 proposed under agenda item 7 above will serve as the Company’s long-term incentive program for Management Board members. Therefore, the parameters of the RSUP 2021/I and the Share Option Program 2021 will largely be the same, in particular, the same concept of Performance Measures will apply to the RSUP 2021/I as are applicable to Share Options. With respect to each of the Performance Measures, the Management Board retains reasonable discretion to review and adjust the Performance Targets to ensure there is neither a material advantage nor disadvantage due to matters that affect the Performance Measures and/or Performance Targets (for example, by adjusting for one-off items or significant changes to the business, e.g., due to acquisitions or disposals).

The persons eligible to receive RSUs under the RSUP 2021/I are: (a) selected executives and employees of the Company and of affiliated companies in Germany and abroad as well as (b) full-time employee-equivalent persons, in particular, persons working for the Company or affiliated companies in Germany and abroad under so-called employer of record contracts (together the “**RSUP 2021/I Beneficiaries**”). Persons employed under so-called employer of record contracts have an ongoing contract and perform work equivalent to that of employees. The reason these persons are not employees is structural. For the avoidance of doubt, members of the Management Board of the Company, including the CEO, as well as appointed officers, directors and other members of managing corporate bodies of the Company’s subsidiaries and affiliated companies in Germany and abroad are not eligible to participate in the RSUP 2021/I due to German stock corporation law restrictions.

Pursuant to the planned RSUP 2021/I, the Management Board shall be allowed to grant RSUs to RSUP 2021/I Beneficiaries, which – if certain performance targets and other requirements are met – grant the RSUP 2021/I Beneficiaries a claim against the Company for a cash payment depending on the stock exchange price of the Shares and respectively the CDIs of the Company (with one CDI representing a

beneficial ownership in 0.001 Share of the Company). However, the terms and conditions of the RSUP 2021/I shall grant a substitution right of the Company, permitting it to fulfill the payment claims of RSUP 2021/I Beneficiaries, in full or in part, by delivering Shares or CDIs instead of cash. In order for the Company to be able to issue new Shares or CDIs in such case, and to fulfill the payment claims of the respective beneficiaries when due, a new authorized capital (“**Authorized Capital 2021/II**”) shall be created.

The Management Board and the Supervisory Board therefore propose to resolve as follows:

a) Creation of an Authorized Capital 2021/II under exclusion of subscription rights

The Management Board is authorized, with the consent of the Supervisory Board, until June 10, 2026 (including) to increase the Company’s registered share capital by up to EUR 4,000.00 against cash contributions and/or contributions in kind once or several times by issuing up to 4,000 new no-par-value registered shares (Authorized Capital 2021/II). The subscription rights of shareholders are excluded.

The Authorized Capital 2021/II serves the purpose of delivering Shares of the Company against the contribution of payment claims resulting from RSUs in order to fulfill RSUs that were granted in accordance with the terms and conditions of the first Restricted Stock Unit Program of the Company 2021/I (RSUP 2021/I) exclusively to the following RSUP 2021/I Beneficiaries: (a) selected executives and employees of the Company and of affiliated companies in Germany and abroad as well as (b) full-time employee-equivalent persons, in particular, persons working for the Company or affiliated companies in Germany and abroad under so-called employer of record contracts.

The Shares may also be subscribed by one or more banks or enterprises within the meaning of Section 186 para. 5 sentence 1 AktG with the obligation to offer the Shares to the shareholders of the Company. In addition, the Shares can be subscribed by the Trustee with the obligation to hold the Shares in trust and with the obligation for the Company to allocate to the respective beneficial owners, in lieu of those Shares, such number of so-called CDIs, e.g., in the form of CUFS (CHESS Units of Foreign Securities), as corresponds to the new Shares, with one CDI being a unit of beneficial ownership in 0.001 Share of the Company. The issue price of the new Shares must amount to at least EUR 1.00 and can be paid either by way of a cash contribution and/or contribution in kind, including the contribution of RSUP 2021/I Beneficiaries’ claims against the Company under the RSUP 2021/I. The Management Board is authorized to determine the further details of the capital increase and its implementation with the consent of the Supervisory Board; this also includes the determination of the profit participation of the new Shares, which may, in deviation from section 60 para. 2 AktG, also participate in the profit of an already completed financial year.

b) Amendment of Section 3 of the Constitution of the Company

Section 3 of the Constitution of the Company shall be supplemented by a new paragraph 15 as follows:

*“(15) The Management Board is authorized, with the consent of the Supervisory Board, until June 10, 2026 (including), to increase the Company’s registered share capital by up to EUR 4,000.00 against cash contributions and/or contributions in kind once or several times by issuing up to 4,000 new no-par-value registered shares (Authorized Capital 2021/II). The subscription rights of shareholders are excluded. The Authorized Capital 2021/II serves the purpose of delivering shares of the Company against the contribution of payment claims resulting from Restricted Stock Units (RSUs) in order to fulfill RSUs that were granted in accordance with the terms and conditions of the first Restricted Stock Unit Program of the Company 2021/I (RSUP 2021/I) exclusively to the following “**RSUP 2021/I Beneficiaries**”: (a) selected executives and employees of the Company*

and of affiliated companies in Germany and abroad as well as (b) full-time employee-equivalent persons, in particular, persons working for the Company or affiliated companies in Germany and abroad under so-called employer of record contracts. The shares may also be subscribed by one or more banks or enterprises within the meaning of Section 186 para. 5 sentence 1 AktG with the obligation to offer the shares to the shareholders of the Company. In addition, the shares can be subscribed by the Trustee with the obligation to hold the shares in trust and with the obligation for the Company to allocate to the respective beneficial owners, in lieu of those shares, such number of so-called CDIs, e.g., in the form of CUFS (CHESS Units of Foreign Securities), as corresponds to the new shares, with one CDI being a unit of beneficial ownership in 0.001 share of the Company. The issue price of the new shares must amount to at least EUR 1.00 and can be paid either by way of a cash contribution and/or contribution in kind, including in particular the contribution of RSUP 2021/I Beneficiaries' claims against the Company under the RSUP 2021/I. The Management Board is authorized to determine the further details of the capital increase and its implementation with the consent of the Supervisory Board; this also includes the determination of the profit participation of the new Shares, which may, in deviation from section 60 para. 2 AktG, also participate in the profit of an already completed financial year.”

10. Resolution on the creation of an Authorized Capital 2021/III under the exclusion of subscription rights for the purpose of serving “Restricted Stock Units” to be issued to selected executives and employees of the Company and of affiliated companies in Germany and abroad as well as full-time employee-equivalent persons, in particular, persons working for the Company or affiliated companies in Germany and abroad under so-called employer of record contracts under the Restricted Stock Unit Program 2021/II of the Company and on the respective amendment of Section 3 para. 16 of the Constitution

To complement the RSUP 2021/I, the Company seeks to establish a “Restricted Stock Unit Program II” (the “**RSUP 2021/II**”) which shall serve as the Company’s more short-term incentive and retention scheme. The RSUP 2021/II will serve as an additional feature in the Company’s remuneration framework structured to attract and retain high calibre talent and reward outstanding leadership and performance.

The persons eligible to receive RSUs under the RSUP 2021/II are: (a) selected executives and employees of the Company and of affiliated companies in Germany and abroad as well as (b) full-time employee-equivalent persons, in particular, persons working for the Company or affiliated companies in Germany and abroad under so-called employer of record contracts (together the “**RSUP 2021/II Beneficiaries**”). Persons employed under so-called employer of record contracts have an ongoing contract and perform work equivalent to that of employees. The reason these persons are not employees is merely structural. For the avoidance of doubt, members of the Management Board of the Company, including the CEO, as well as appointed officers, directors and other members of managing corporate bodies of the Company’s subsidiaries and affiliated companies in Germany and abroad are not eligible to participate in the RSUP 2021/II due to German stock corporation law restrictions.

Just like with the RSUP 2021/I, the Management Board is responsible for determining eligibility to the RSUP 2021/II and for granting RSUs to the RSUP 2021/II Beneficiaries. In addition, the issuance of RSUs under the RSUP 2021/II to employees of a group entity will require the consent of the Supervisory Board.

Pursuant to the planned RSUP 2021/II, the Management Board shall be allowed to grant so-called RSUs to RSUP 2021/II Beneficiaries, which – if certain requirements are met – grant the RSUP 2021/II Beneficiaries a claim against the Company for a cash payment depending on the stock exchange price of the

Shares and respectively the CDIs of the Company (with one CDI representing a beneficial ownership in 0.001 Share of the Company). However, the terms and conditions of the RSUP 2021/II shall grant a substitution right of the Company, permitting it to fulfill the payment claims of RSUP 2021/II Beneficiaries, in full or in part, by delivering Shares or CDIs instead of cash. In order for the Company to be able to issue new Shares or CDIs in such case, and to fulfill the payment claims of the respective beneficiaries when due, a new authorized capital (“**Authorized Capital 2021/III**”) shall be created. The Management Board and the Supervisory Board therefore propose to resolve as follows:

a) Creation of an Authorized Capital 2021/III under exclusion of subscription rights

The Management Board is authorized, with the consent of the Supervisory Board, until June 10, 2026 (including) to increase the Company’s registered share capital by up to EUR 2,000.00 against cash contributions and/or contributions in kind once or several times by issuing up to 2,000 new no-par-value registered shares (Authorized Capital 2021/III). The subscription rights of shareholders are excluded.

The Authorized Capital 2021/III serves the purpose of delivering Shares of the Company against the contribution of payment claims resulting from RSUs in order to fulfill RSUs that were granted in accordance with the terms and conditions of the second Restricted Stock Unit Program of the Company 2021/II (RSUP 2021/II) exclusively to the following RSUP 2021/II Beneficiaries: (a) selected executives and employees of the Company and of affiliated companies in Germany and abroad as well as (b) full-time employee-equivalent persons, in particular, persons working for the Company or affiliated companies in Germany and abroad under so-called employer of record contracts.

The Shares may also be subscribed by one or more banks or enterprises within the meaning of Section 186 para. 5 sentence 1 AktG with the obligation to offer the Shares to the shareholders of the Company. In addition, the Shares can be subscribed by the Trustee with the obligation to hold the Shares in trust and with the obligation for the Company to allocate to the respective beneficial owners, in lieu of those Shares, such number of so-called CDIs, e.g., in the form of CUFS (CHESS Units of Foreign Securities), as corresponds to the new Shares, with one CDI being a unit of beneficial ownership in 0.001 Share of the Company. The issue price of the new Shares must amount to at least EUR 1.00 and can be paid either by way of a cash contribution and/or contribution in kind, including the contribution of RSUP 2021/II Beneficiaries’ claims against the Company under the RSUP 2021/II. The Management Board is authorized to determine the further details of the capital increase and its implementation with the consent of the Supervisory Board; this also includes the determination of the profit participation of the new Shares, which may, in deviation from section 60 para. 2 AktG, also participate in the profit of an already completed financial year.

b) Amendment of Section 3 of the Constitution of the Company

Section 3 of the Constitution of the Company shall be supplemented by a new paragraph 16 as follows:

“(16) The Management Board is authorized, with the consent of the Supervisory Board, until June 10, 2026 (including), to increase the Company’s registered share capital by up to EUR 2,000.00 against cash contributions and/or contributions in kind once or several times by issuing up to 2,000 new no-par-value registered shares (Authorized Capital 2021/II). The subscription rights of shareholders are excluded. The Authorized Capital 2021/II serves the purpose of delivering shares of the Company against the contribution of payment claims resulting from Restricted Stock Units (RSUs) in order to fulfill RSUs that were granted in accordance with the terms and conditions of the second Restricted Stock Unit Program of the Company 2021/II (RSUP 2021/II) exclusively to

the following “RSUP 2021/II Beneficiaries”: (a) selected executives and employees of the Company and of affiliated companies in Germany and abroad as well as (b) full-time employee-equivalent persons, in particular, persons working for the Company or affiliated companies in Germany and abroad under so-called employer of record contracts. The shares may also be subscribed by one or more banks or enterprises within the meaning of Section 186 para. 5 sentence 1 AktG with the obligation to offer the shares to the shareholders of the Company. In addition, the shares can be subscribed by the Trustee with the obligation to hold the shares in trust and with the obligation for the Company to allocate to the respective beneficial owners, in lieu of those shares, such number of so-called CDIs, e.g., in the form of CUFS (CHESS Units of Foreign Securities), as corresponds to the new shares, with one CDI being a unit of beneficial ownership in 0.001 share of the Company. The issue price of the new shares must amount to at least EUR 1.00 and can be paid either by way of a cash contribution and/or contribution in kind, including in particular the contribution of claims against the Company under the RSUP 2021/II. The Management Board is authorized to determine the further details of the capital increase and its implementation with the consent of the Supervisory Board; this also includes the determination of the profit participation of the new shares, which may, in deviation from section 60 para. 2 AktG, also participate in the profit of an already completed financial year.”

11. Resolution on the cancellation of the existing Conditional Capital 2019/I as well as the corresponding amendment of Section 3 para. 6 of the Constitution

It is intended to cancel the existing Conditional Capital 2019/I and to amend Section 3 para. 6 of the Constitution accordingly. The Conditional Capital 2019/I is solely to permit the issue of Shares upon the exercise of the conversion right under the convertible bonds granted to USV MARLEY SPOON A, LLC and USV MARLEY SPOON B, LLC on the basis of the authorisation of the general meeting of the Company of March 15, 2019 under agenda item 1, no. 1. Since the convertible bonds were converted in November 2020 and no convertible bonds are outstanding any longer under the aforementioned authorisation, the Conditional Capital 2019/I is no longer required and shall therefore be cancelled.

The Management Board and the Supervisory Board therefore propose to resolve as follows:

a) Cancellation of the Conditional Capital 2019/I

The Conditional Capital 2019/I contained in Section 3 para. 6 of the Constitution is cancelled, taking effect with the point in time the respective amendment of the Constitution, as proposed for resolution under agenda item 11 para. b) below, is registered with the commercial register of the Local Court of Charlottenburg, which is competent for the Company.

b) Amendment of Section 3 para. 6 of the Constitution

Section 3 para. 6 of the Constitution of the Company is deleted in its entirety.

12. Resolution on the cancellation of the existing Conditional Capital 2019/II as well as the corresponding amendment of Section 3 para. 7 of the Constitution

It is intended to cancel the existing Conditional Capital 2019/II and to amend Section 3 para. 7 of the Constitution accordingly. The Conditional Capital 2019/II is solely to permit the issue of Shares upon the exercise of the conversion right under the convertible bonds granted to Acacia Conservation Fund, LP and Acacia Conservation Master Fund (Offshore), LP on the basis of the authorisation of the general meeting of the Company of March 15, 2019 under agenda item 2, no. 1. Since the convertible bonds

were converted in November 2020 and no convertible bonds are outstanding any longer under the aforementioned authorisation, the Conditional Capital 2019/II is no longer required and shall therefore be cancelled.

The Management Board and the Supervisory Board therefore propose to resolve as follows:

a) Cancellation of the Conditional Capital 2019/II

The Conditional Capital 2019/II contained in Section 3 para. 7 of the Constitution is cancelled, taking effect with the point in time the respective amendment of the Constitution, as proposed for resolution under agenda item 12 para b) below, is registered with the commercial register of the Local Court of Charlottenburg, which is competent for the Company.

b) Amendment of Section 3 para. 7 of the Constitution

Section 3 para. 7 of the Constitution of the Company is deleted in its entirety.

13. Resolution on the cancellation of the existing Authorised Capital 2020/II as well as the corresponding amendment of Section 3 para. 11 of the Constitution

It is intended to cancel the existing Authorised Capital 2020/II and to amend Section 3 para. 11 of the Constitution accordingly. The Authorised Capital 2020/II may solely be utilized for the purpose of issuing new Shares in the Company (Warrant Shares) against payment of the respective Warrant Share Subscription Price in the event of an exercise of either or both of the two warrants issued by the Company to certain affiliates of Western Technology Investment (WTI) on the basis of the authorisation granted by the general meeting of January 29, 2020 under agenda item 4, no. 1. Since both warrants were exercised by the respective holders in November 2020 and no warrants are outstanding any longer under the aforementioned authorisation, the Authorised Capital 2020/II is no longer required and shall therefore be cancelled.

The Management Board and the Supervisory Board therefore propose to resolve as follows:

a) Cancellation of the Authorised Capital 2020/II

The Authorised Capital 2020/II contained in Section 3 para. 11 of the Constitution is cancelled, taking effect with the point in time the respective amendment of the Constitution, as proposed for resolution under agenda item 13 para. b) below, is registered with the commercial register of the Local Court of Charlottenburg, which is competent for the Company.

b) Amendment of Section 3 para. 11 of the Constitution

Section 3 para. 11 of the Constitution of the Company is deleted in its entirety.

14. Resolution to approve the Share Option Program 2021 and issue of securities under that program in the future

Note: A voting exclusion statement applies to the resolution under this agenda item 14 and is set out in para. d) in full below.

This resolution seeks approval for the Share Option Program 2021 (as described above under agenda item 7) and future issues of securities under that program for the purposes of ASX Listing Rule 7.2, Exception 13. The Share Option Program 2021 has been adopted by the Company to provide ongoing incentives to Participants (as described above at agenda item 7).

The objective of the Share Option Program 2021 is to provide the Company with a remuneration mechanism, through the issue of securities in the Company, to motivate and reward the performance of members of the Management Board, including the CEO, and senior executives in achieving specified performance milestones within a specified performance period.

The Management Board and, in respect of the Management Board, the Supervisory Board, will ensure that the Performance Targets will be aligned with a sustainable development of the Company. The members of the Management Board and senior executives of the Company have been, and will continue to be, instrumental in the growth of the Company.

a) ASX Listing Rules 7.1 and 7.2, Exception 13

ASX Listing Rule 7.1 provides, subject to exceptions, that a company must not issue or agree to issue equity securities which represent 15% of the company's issued share capital within any 12 months without obtaining shareholder approval.

ASX Listing Rule 7.2, Exception 13 provides that ASX Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if the scheme has been approved by shareholders and the issue is within 3 years of the date of such approval.

The effect of this resolution, if passed, will be to allow the Management Board and, in respect of the Management Board, the Supervisory Board, to grant Share Options to Participants under the Share Option Program 2021 during the period of 3 years after the Annual General Meeting, subject to the terms of the Share Option Program 2021, without using the Company's 15% placement capacity.

Members of the Supervisory Board are not eligible to participate in the Share Option Program 2021. If an offer is made to the Chief Executive Officer to participate in the Share Option Program 2021, then separate shareholder approval will need to be obtained.

b) Terms of the Share Option Program 2021

A summary of the terms of the Share Option Program 2021 is set out above under agenda item 7.

As at the date of this invitation and notice, no Share Options have been issued under the Share Option Program 2021.

The maximum number of Share Options that may be issued under the Share Option Program 2021 is 2,165.

c) Resolution by the shareholders

Based on the aforementioned, namely with a view to ASX Listing Rule 7.1 and 7.2 as well as further ASX Listing Rule purposes, the Management Board requests the general meeting, pursuant to Sec. 119 para. 2 AktG, to adopt the required resolutions.

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

For the purposes of ASX Listing Rule 7.2, and for all other ASX Listing Rule purposes, the Share Option Program 2021 and the issue of Share Options under that program is approved.

d) Voting Exclusion Statement

The Company will disregard any votes cast in favour of this resolution by or on behalf of any member of the Supervisory Board, or the Chief Executive Officer (CEO), or their respective associates other than any member of the Supervisory Board who is ineligible to participate in any employee incentive scheme

in relation to the Company, and any associates of those ineligible members of the Supervisory Board. However, this exclusion does not apply to a vote cast in favour of this resolution by:

- (i) a person as a proxy or attorney for a person who is entitled to vote on this resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution; or
- (ii) the chair of the meeting as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (iii) 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 on the granting of share options to Fabian Siegel under the 2020 SOP

Note: A voting exclusion statement applies to the resolution under this agenda item 15 and is set out in para. e) in full below.

It is proposed that Mr. Fabian Siegel, Chief Executive Officer, be issued up to 285 share options (or 285,000 CDIs) (“**Options**”) under the share option program approved by the shareholders of the Company on July 29, 2020 (“**2020 SOP**”).

The purpose of the issue of Options to Mr. Siegel is to further motivate and reward Mr. Siegel’s performance in achieving specified performance targets within a specified performance period. Furthermore, the grant of Options is intended to align Mr. Siegel’s performance with successful Company outcomes for the benefit of shareholders.

a) Requirement for shareholder approval

The grant of Options to Mr. Siegel under this resolution is, for the purposes of the ASX Listing Rules, an issue of securities to a director under an employee incentive scheme and consequently shareholder approval is required under ASX Listing Rule 10.14.

The Supervisory Board considers that the issue of the Options to Mr. Siegel constitutes reasonable remuneration having regard to the circumstances of the Company, his duties and responsibilities.

It is proposed that Mr. Siegel be issued the Options for nil cash consideration. On exercise of an Option, the exercise price, as defined below, becomes payable.

Each Option will vest as one Share (or 1,000 CDIs at the Supervisory Board’s discretion) subject to the satisfaction of certain performance criteria. Unless the Supervisory Board determines otherwise, in the event that the relevant vesting conditions are not met, the Options will not vest and, as a result, no new Shares will be issued. There is nil consideration payable upon the vesting of an Option.

b) Summary of the Material Terms of the Options

- (i) Total Number of Options: 285
- (ii) Vesting Period: Over the 42-month period commencing on the date the Options are granted (“**Grant Date**”), as follows:

- A. 10% of the Options shall vest 6 months following the Grant Date;
 - B. 20% of the Options shall vest 18 months following the Grant Date;
 - C. 30% of the Options shall vest 30 months following the Grant Date and
 - D. 40% of the Options shall vest 42 months following the Grant Date.
- (iii) **Waiting Period:** The Options are only to be exercised after the end of the waiting period which begins on the Grant Date and ends no earlier than at the end of the fourth anniversary.
- (iv) **Expiry Date:** 2 years after the expiry of the Waiting Period.
- (v) **Performance Targets:** The Options can only be exercised if and to the extent that one or more of the following Performance Targets are achieved.

A. **Performance Target EBITDA:** relates to 30% of the total Options.

This performance target will be achieved if the Company's Operating EBITDA margin for the two-year period (Performance Period) is equal to or higher than (3.5)% (average over FY 2021 and 2022). The calculation of Operating EBITDA margin corresponds to the calculation of Operating EBITDA margin for the audited accounts of the Company.

B. **Performance Target Contribution Margin:** relates to 70% of the total Options

This performance target will be achieved if the contribution margin (CM) for the Performance Period improves by at least 1 percentage point (average over FY 2021 and 2022) from FY 2020. The calculation of the CM corresponds to the calculation of the CM for the audited accounts for the Company.

The following examples illustrate under which circumstances – depending on the achievement of the Performance Targets and assuming that all other exercise conditions are fulfilled – Mr. Siegel can exercise all, some or no Options:

Example 1: If Performance Target EBITDA and Performance Target CM are both achieved, all 285 Options can be exercised.

Example 2: If only Performance Target EBITDA is achieved but Performance Target CM is not achieved, 85 Options can be exercised (30% out of 285 Options).

Example 3: If only Performance Target CM is achieved but Performance Target EBITDA is not achieved, 199 Options can be exercised (70% out of 285 Options).

Example 4: If neither Performance Target EBITDA nor Performance Target CM is achieved, no (0) Options can be exercised.

- (vi) **Exercise Price per Option:** The exercise price will be calculated based on the volume-weighted 1 months' average price of the Company's CDIs on ASX (excluding trades customarily excluded from the calculations of a volume-weighted average price), multiplied by the Share to CDI ratio (1:1,000), before the Grant Date. The minimum issue price is equivalent to at least the lowest issue amount (*Ausgabebetrag*) as defined under Section 9 para. 1 AktG of currently EUR 1.00.
- (vii) **Exercise Window:** the Options can only be exercised within two periods during the year, each period being four weeks long and beginning on the third working day after the publication of the financial results of the half year and the full financial year.

Mr. Siegel may exercise his Options and receive Shares on conversion of those Options if:

- (i) one or more Performance Targets are satisfied;
- (ii) the Options have vested;
- (iii) the Waiting Period has expired;
- (iv) the Exercise Window has started and not yet ended;
- (v) the Supervisory Board has not enforced a black-out period;
- (vi) the Expiry Date has not passed; and
- (vii) Mr. Siegel has remained in office as a member of the Management Board or was continuously employed by the Company (or one of its subsidiary companies) up to and on the Vesting Date.

c) Information required pursuant to ASX Listing Rule 10.15

The following information is provided to satisfy the requirements of ASX Listing Rule 10.15 (being the information required to be disclosed for the purposes of ASX Listing Rule 10.14):

- (i) as at the date of this invitation, Mr. Siegel is the Chief Executive Officer of the Company;
- (ii) the maximum number of Options (being the nature of the financial benefit being provided) to be granted to Mr. Siegel is 285 Options;

Note: Each Option will vest and convert into one no-par-value registered share (or 1,000 CDIs) in the Company upon the relevant vesting conditions being achieved.

- (iii) Mr. Siegel's fixed remuneration for the year ended 31 December 2020 is equivalent to A\$~654,905;
- (iv) Mr. Siegel has not been issued with any other securities under the 2020 SOP;
- (v) the Options will be granted to Mr. Siegel as soon as practicable after the date of the meeting (if approved by shareholders), and in any event no later than 12 months after the date of the meeting;
- (vi) the Options will be issued to Mr. Siegel for nil consideration;
- (vii) the exercise price for the Options will be calculated as the volume-weighted 1 months' average price of the Company's CDIs on ASX (excluding trades customarily excluded from the calculations of a volume-weighted average price), multiplied by the Share to CDI ratio (1:1,000), before the Grant Date;
- (viii) a summary of the terms of the 2020 SOP is set out in the notice of meeting in respect of the Annual General Meeting held by the Company on July 29, 2020;
- (ix) the Options will be issued to Mr. Siegel for nil consideration and as such there is no loan in relation to the Options.

Mr. Siegel is currently the sole person referred to in ASX Listing Rule 10.14 who is entitled to participation in the 2020 SOP. Details of any securities issued under the 2020 SOP will be published in Marley Spoon's annual report, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

In any case, any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the 2020 SOP after this resolution is approved and who were not named in this notice will not participate until approval is obtained under that rule.

d) Resolution by the shareholders

Based on the aforementioned, namely with a view to ASX Listing Rule 10.14 as well as further ASX Listing Rule purposes, the Management Board requests the general meeting, pursuant to Sec. 119 para. 2 AktG, to adopt the required resolutions.

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

For the purposes of ASX Listing Rule 10.14, and for all other ASX Listing Rule purposes, the grant of Options to Mr. Siegel under the 2020 SOP is approved.

e) Voting Exclusion Statement

The Company will disregard any votes cast in favour of this resolution by or on behalf of any member of the Supervisory Board, or the Chief Executive Officer (CEO), or their respective associates other than any member of the Supervisory Board who is ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those ineligible members of the Supervisory Board. However, this exclusion does not apply to a vote cast in favour of this resolution by:

- (i) a person as a proxy or attorney for a person who is entitled to vote on this resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution; or
- (ii) the chair of the meeting as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (iii) 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.

16. Resolution to approve the Restricted Stock Unit Program 2021 and issue of securities under that program

Note: A voting exclusion statement applies to the resolution under this agenda item 16 and is set out in para. d) in full below.

This resolution seeks approval for the Restricted Stock Unit Program 2021 (as described above under agenda items 9 and 10 and item 4 in Section II, Reports) and future issues of securities under that program for the purposes of ASX Listing Rule 7.2, Exception 13. The Restricted Stock Unit Program 2021 has been adopted by the Company to provide ongoing incentives to RSUP 2021/I Beneficiaries and RSUP 2021/II Beneficiaries (together “**RSUP 2021 Beneficiaries**”) (as described above at agenda items 9 in respect of RSUP 2021/I and 10 in respect of RSUP 2021/II and item 4 in Section II, Reports). The RSUP 2021/I and RSUP 2021/II are together the “**RSU Program 2021**”.

The objective of the RSUP 2021/I is to provide the Company with a remuneration mechanism to motivate and reward the performance of employees in achieving specified Performance Targets within certain Performance Measures and a specified Performance Period. The objective of the RSUP 2021/II is to provide the Company with a short-term equity incentive and remuneration mechanism that allows the Company to attract, reward and retain talent.

The Management Board will ensure that in selecting the Performance Measures, weighting the selected Performance Measures and determining the respective Performance Targets it is guided by a sustainable development of the Company. The employees of the Company have been, and will continue to be, instrumental in the growth of the Company. Also, with respect to each of the Performance Measures, the Management Board retains reasonable discretion to review and adjust the Performance Targets to ensure there is neither a material advantage nor disadvantage due to matters that affect the Performance Measures and/or Performance Targets (for example, by adjusting for one-off items or significant changes to the business, e.g., due to acquisitions or disposals).

a) ASX Listing Rules 7.1 and 7.2, Exception 13

ASX Listing Rule 7.1 provides, subject to exceptions, that a company must not issue or agree to issue equity securities which represent 15% of the company's issued share capital within any 12 months without obtaining shareholder approval.

ASX Listing Rule 7.2, Exception 13 provides that ASX Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if the scheme has been approved by shareholders and the issue is within 3 years of the date of such approval.

The effect of this resolution, if passed, will be to allow the Management Board to grant RSUs to RSUP 2021 Beneficiaries under the RSU Program 2021 during the period of 3 years after the Annual General Meeting, subject to the terms of the RSU Program 2021, without using the Company's 15% placement capacity.

Members of the Supervisory Board and Management Board are not eligible to participate in the RSU Program 2021.

b) Terms of the RSU Program 2021

A summary of the terms of the RSU Program 2021 is set out below under item 4 of Section II.

As at the date of this invitation and notice, no RSUs have been issued under the RSU Program 2021.

The maximum number of RSUs that may be issued under the RSU Program 2021 is 6,000.

c) Resolution by the shareholders

Based on the aforementioned, namely with a view to ASX Listing Rule 7.1 and 7.2 as well as further ASX Listing Rule purposes, the Management Board requests the general meeting, pursuant to Sec. 119 para. 2 AktG, to adopt the required resolutions.

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

For the purposes of ASX Listing Rule 7.2, and for all other ASX Listing Rule purposes, the RSU Program 2021 and the issue of RSUs under that program is approved.

d) Voting Exclusion Statement

The Company will disregard any votes cast in favour of this resolution by or on behalf of any member of the Supervisory Board, or the Chief Executive Officer (CEO), or their respective associates, other than any member of the Supervisory Board, or the Chief Executive Officer, who is ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those persons. However, this exclusion does not apply to a vote cast in favour of this resolution by:

- (iv) a person as a proxy or attorney for a person who is entitled to vote on this resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution; or
- (v) the chair of the meeting as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (vi) 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.

17. Resolution pursuant to which, for the purposes of ASX Listing Rule 7.4, and for all other ASX Listing Rule purposes, shareholders ratify the issue of Shares in the Company and CDIs

Note: A voting exclusion statement applies to the resolution under this agenda item 17 and is set out in para. d) in full below.

a) Background

On October 26, 2020, the Company announced it had completed a placement of 17,437,000 CDIs (“**Placement CDIs**”) in the Company for a total price of AUD 56,147,140.00 to certain sophisticated and institutional investors (“**Placement**”).

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. ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where the company in a general meeting ratifies a prior issue of securities (and provided that the prior issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1. The Company is seeking shareholder ratification of this issue to provide the Company with the flexibility to issue equity securities up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without that capacity being diminished by the Placement. The issue of the Shares did not breach ASX Listing Rule 7.1.

b) Information for the shareholders

ASX Listing Rule 7.5 requires certain information to be provided to shareholders for the purpose of seeking ratification of an issue of Shares under Listing Rule 7.4.

- (i) Persons to whom the Placement CDIs were issued: certain sophisticated and institutional investors identified by the Company and its financial advisers;

- (ii) The number of securities issued: 17,437 fully paid ordinary Shares in the Company were issued, being 17,437,000 CDIs;
- (iii) The date of issue: October 30, 2020;
- (iv) Issue price: Shares were issued at AUD 3.22 per CDI;
- (v) Terms of the Shares issued: The Shares and Placement CDIs issued rank pari passu with, and on the same terms as, the existing fully paid ordinary shares of the Company and CDIs on issue.
- (vi) Use of proceeds of the Placement: the proceeds from the Placement, being AUD 56,147,140.00, will primarily be used to assist funding the Company's global growth strategy; increasing balance sheet flexibility; funding investments into infrastructure to service growth; investing into growth of the Company's customer base at attractive unit economics; and increasing working capital.

c) Resolution by the shareholders

Based on the above, namely with a view to ASX Listing Rule 7.4 and further ASX Listing Rule purposes, the Management Board requests the general meeting, pursuant to Sec. 119 para. 2 AktG, to adopt the required resolutions.

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

For the purposes of ASX Listing Rule 7.4, and for all other ASX Listing Rule purposes, shareholders ratify the issue of the Placement CDIs.

d) Voting Exclusion Statement

The Company will disregard any votes cast in favour of this resolution by or on behalf of any person who participated in the Placement, and any of their associates, and any other person who might obtain a material benefit as a result of the issue. However, this exclusion does not apply to a vote cast in favour of this resolution by:

- (i) a person as a proxy or attorney for a person who is entitled to vote on this resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution; or
- (ii) the chair of the meeting as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (iii) 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 7 (Resolution on the authorisation to grant subscription rights to members of the Management Board (*Vorstand*) of the Company as well as appointed officers, directors and other members of managing corporate bodies of the Company's subsidiaries and affiliated companies in Germany and abroad and other members of the senior leadership team or senior managers of the Company (Share Option Program 2021) and to create a Conditional Capital 2021/I, as well as the corresponding amendment of the Constitution)

The Management Board provides the following written report to the general meeting of the Company, which is convened for June 11, 2021, on the reasons for the creation of a new conditional capital with the purpose of serving share options, as provided for by agenda item 7 (Conditional Capital 2021/I). The following 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.

In case the general meeting resolves on the creation of the Conditional Capital 2021/I, such new conditional capital will supplement the already existing Conditional Capital 2018/II, the Conditional Capital 2019/I, the Conditional Capital 2019/II, the Conditional Capital 2019/III, the Conditional Capital 2019/IV and the Conditional Capital 2020/II, although the Conditional Capital 2019/I and the Conditional Capital 2019/II shall be cancelled pursuant to the agenda items 11 and 12. At present, therefore, six conditional capitals are already existing at the Company in the aggregate amount of EUR 39,334.00. Following the cancellation of the Conditional Capital 2019/I and the Conditional Capital 2019/II four conditional capitals would exist at the Company in the aggregate amount of EUR 37,875.00 corresponding to 14.8% of the registered share capital of the Company (EUR 256,025.00). In case the Conditional Capital 2021/I is adopted, the aggregate amount of conditional capitals existing at the Company would amount to EUR 39,040.00, corresponding to 15.2% of the registered share capital of the Company (EUR 256,025.00).

It corresponds to national and international customary standards to provide incentives to the staff of a company, the performance and decisions of which are key for the further development and success of the business, in order to further enhance their loyalty to the Company. The Management Board and the Supervisory Board are convinced that an executive participation program is strongly necessary for the Company in order to remain attractive also in the future for qualified executives. Selected executives shall be offered a corresponding remuneration component by the granting of Share Options. In doing so, the Company shall become stronger and more attractive within the competition for qualified executives. By granting share options, a specific incentive shall be created, the benchmark of which is the fair value of the business, which is reflected in the share price and which is still to be enhanced. As a consequence, the interests of the executives are, as are those of the shareholders and CDI-holders, targeted at an increase of the fair value of the business. This is also for the benefit of the shareholders and CDI-holders of the Company, as a result of the positive effect on the stock exchange price of the CDIs. By way of Share Options, the executives are in a position to participate therein.

It must be noted that virtual share options and cash-based benefits, which do not bear an exclusion of shareholders' subscription rights, may be a suitable alternative to Share Options. However, upon the

exercise of Share Options, and in case those options are underlined with Shares, the participant effectively becomes a shareholder and acquires the respective shareholders' rights. This enhances the entrepreneurial spirit of executives, reason for which share options are being considered by the Management Board and the Supervisory Board as a reasonable method for incentivizing executives.

The utilization of a conditional capital comprises by law an exclusion of the shareholders' subscription rights. The Management Board and the Supervisory Board are of the opinion that the shareholders are sufficiently protected against an excessive dilution by the framework conditions of the authorisation to grant Share Options, which needs to be resolved upon by the general meeting, given that those conditions provide for relevant performance targets and, furthermore, the determined exercise price is appropriate. In addition, the shareholders are in a position to themselves decide upon those framework conditions on the basis of the resolution proposal of the Management Board and the Supervisory Board.

Under agenda item 7, the agenda provides for the resolution of an authorisation to grant subscription rights (Share Options) to members of the Management Board (*Vorstand*) of the Company as well as appointed officers, directors and other members of managing corporate bodies of the Company's subsidiaries and affiliated companies in Germany and abroad and other members of the senior leadership team or senior managers of the Company. The subscription right provided for in this agenda item relates to no-par-value registered shares. The Company is also entitled to meet the obligations in whole or in part by delivering treasury Shares or treasury CDIs, a cash settlement by paying an amount in cash which equals the value of the Shares on the last day of the respective Exercise Period less the Exercise Price, and/or granting CDIs over new Shares.

The authorisation under agenda item 7 provides for the granting of in aggregate up to 2,165 subscription rights (Share Options) to members of the Management Board of the Company, including the CEO (Group 1 Participants) as well as to appointed officers, directors and other members of managing corporate bodies of the Company's subsidiaries and affiliated companies in Germany and abroad and other members of the senior leadership team or senior managers of the Company (Group 2 Participants). The authorisation is limited in time until June 10, 2026. The aggregate volume of share options (up to 2,165) is allocated to the two groups of participants in such manner that up to 1,500 Share Options and the subscription rights resulting therefrom are attributable to the participants of Group 1 Participants and up to 665 share options and the subscription rights resulting therefrom are attributable to the participants of Group 2 Participants. In case the Participants belong to several groups, they receive Share Options exclusively due to their membership to one group. The group membership is determined by the Management Board of the Company, and to the extent members of the Management Board are concerned, by the Supervisory Board of the Company. The Participants within each group and the numbers of Share Options to be granted may vary during the term of the Share Option Program 2021 and are determined by the Management Board, and to the extent members of the Management Board are concerned, by the Supervisory Board.

Share Options can be granted to Participants in tranches within the Authorisation Period on one or several occasions during each financial year (Share Option Grant). Share Option Grants are to be granted within a four-week period commencing on the third working day after the publication of the financial results of either (i) the previous financial year, (ii) the previous financial half year or (iii) the previous financial quarter, if and for as long as the Company is required to publish financial results on a quarterly basis (Grant Period).

One Share Option grants one subscription right to acquire one Share of the Company (or, at the discretion of the Company, one thousand CDIs representing one Share in the Company) at a certain Exercise

Price. The Exercise Price per Share equals the volume-weighted 30 calendar day average price of the Company's CDIs on the ASX (excluding trades customarily excluded from the calculations of a volume-weighted average price and as determined by the Management Board) until the Grant Date (inclusive) and exchanged from AUD into EUR at the European Central Bank's closing exchange rate on the Grant Date, multiplied by the applicable ratio of CDIs to Shares in the Company (in accordance with the actual ratio where 1,000 CDIs represent 1 Share: multiplied by 1,000). The minimum Exercise Price is equivalent to at least the lowest issue amount (*Ausgabebetrag*) as defined under Section 9 para. 1 German Stock Corporation Act (*Aktiengesetz*, "**AktG**") of currently EUR 1.00.

Before 31 March of the financial year in which tranches of Share Options are to be granted, the Supervisory Board with respect to Group 1 Participants and the Management Board with respect to Group 2 Participants shall, each at their own reasonable discretion, (i) select two out of the following three Performance Measures Net Revenue Growth, Contribution Margin and/or Operating EBITDA Margin, (ii) weigh the two selected Performance Measures; whereas no selected Performance Measure may have a Weight of more than 70% within each individual grant of Share Options and (iii) determine the Performance Targets to be achieved over the respective Performance Period as follows:

Within each of the selected Performance Measures, three Performance Targets shall be determined:

- (i) A minimum Performance Target (Threshold). If the Threshold is achieved, the Weight of the respective Performance Measure will be multiplied by a Performance Factor of 0.5 when calculating the exercisable Share Options. For the avoidance of doubt, unless the Threshold is achieved, the Weight of the respective Performance Measure will be multiplied by a Performance Factor of zero when calculating the exercisable Share Options. If the Threshold is exceeded but the Target is not achieved, the Performance Factor will be linearly increased when calculating the exercisable Share Options;
- (ii) A target Performance Target (Target). If the Target is achieved, the Weight of the respective Performance Measure will be multiplied by a Performance Factor of 1.0 when calculating the exercisable Share Options. If the Target is exceeded but the Stretch is not achieved, the Performance Factor will be linearly increased when calculating the exercisable Share Options;
- (iii) A maximum Performance Target (Stretch). If the Stretch is achieved or exceeded, the Weight of the respective Performance Measure will be multiplied by a Performance Factor of 1.5 when calculating the exercisable Share Options.

The number of exercisable Share Options per grant is calculated as follows: For each selected Performance Measure, the number of granted Share Options is multiplied by the Weight of the respective Performance Measure and further multiplied by the achieved Performance Factor. Subsequently, the results are added up.

In selecting the Performance Measures, weighting the selected Performance Measures and determining the respective Performance Targets, the Supervisory Board and the Management Board are to be guided by the goal of a sustainable development of the Company.

If no integral amount of exercisable subscription rights results, the amount of the exercisable subscription rights is determined by rounding according to commercial principles. A subscription to fractional Shares is excluded; a potential settlement of fractional amounts does not occur.

The terms and conditions for the Share Option Program 2021 may contain customary anti-dilution protection clauses based upon which the economic value of the Share Options in accordance with the regulations in Section 216 para. 3 AktG can be essentially protected, particularly by taking into account potential share splits, capital increases from company funds by issuing new Shares, or other measures with similar effects when determining the number of Shares to be issued for each Share Option.

In addition to the achievement of certain Performance Targets, Share Options are subject to vesting over time (Vesting Schedule).

Share Options are only to be exercised after the Waiting Period End Date. The waiting period of any Share Option Grant begins on the specified Grant Date and ends no earlier than at the end of the Grant Date's fourth anniversary (Waiting Period End Date).

Share Options can only be exercised until the Expiry Date. The expiry period of any Share Option Grant begins on Waiting Period End Date and ends at the end of the Waiting Period End Date's third anniversary (Expiry Date). Share Options that are not exercised until the Expiry Date are forfeited without compensation.

Between the Waiting Period End Date and the Expiry Date, Share Options can be exercised by Participants, in accordance with legal requirements, within a four-week period commencing on the third working day after the publication of the financial results of (i) the previous financial year or (ii) the previous financial half year (Exercise Period). The Exercise Period can be appropriately extended by the Management Board of the Company to the extent Group 2 Participants are concerned or, to the extent Group 1 Participants are concerned, by the Supervisory Board, in particular, if legal provisions prohibit the exercise of Share Options during the respective Exercise Period.

The Share Options are not legally transferable but are inheritable. A transfer is also allowed for the fulfilment of legacies. Share Options may only be exercised by the respective participant or his/her heirs or legatees. If Share Options can no longer be exercised in accordance with the above provisions, they will be forfeited without replacement or compensation. If Share Options are forfeited during the Authorisation Period due to the termination of the service or the employment relationship with the Company or an affiliated company or for other reasons, a corresponding number of Share Options may be returned to the share pool for re-issuance to other Participants.

The resulting dilution of the shareholders is compensated by the concurrent increase in the value of the Shares. In addition, the dilutive effect, which occurs upon a utilization of the Conditional Capital 2021/I, is relatively low, given the increase in the value of the business, which is linked to the incentive effect of the Share Options. In this context, the Management Board and the Supervisory Board are convinced that the proposed Share Option Program 2021 is particularly suitable to provide for a sustainable performance incentive and thus to contribute, in the interest of the Company and the shareholders as well as the CDI-holders, to an increase of the fair value of the Company.

Taking all aforementioned circumstances into consideration, the Management Board and the Supervisory Board are of the opinion that the exclusion of the shareholders' subscription rights, which occurs by law upon the settlement of Share Options by Shares out of conditional capital, as well as the exercise price, equally taking into consideration the occurring dilutive effect, is objectively justified and appropriate, in accordance with the legal assessment of Secs. 192 para. No. 3, 193 AktG.

2. Report of the Management Board on agenda item 8 (Resolution on the cancellation of the existing Authorised Capital 2020/III and the creation of an Authorised Capital 2021/I, with the authorisation of the Management Board to exclude subscription rights with the consent of the Supervisory Board as well as the corresponding amendment of Section 3 para. 3 of the Constitution)

The Management Board provides the following written report to the general meeting of the Company, which is convened for June 11, 2021, on the reasons for the creation of a new Authorised Capital 2021/I with the authorisation of the Management Board to exclude subscription rights with the consent of the Supervisory Board, as provided for by agenda item 8. 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 8 of the general meeting on June 11, 2021, the Management Board and the Supervisory Board propose to cancel the Authorised Capital 2020/III and replace it with a new Authorised Capital 2021/I. The Management Board is providing this report to the general meeting pursuant to Section 203 para. 2 sentence 2, in conjunction with Section 186 para. 4 sentence 2 AktG on the reasons for the exclusion of the shareholders' subscription rights.

By way of a resolution of the extraordinary general meeting on July 29, 2020, the Management Board was authorised, with the consent of the Supervisory Board, to increase the share capital of the Company, on one or several occasions during the period until July 28, 2025, by up to EUR 75,886.00, by issuing up to 75,886 new, no-par-value registered shares against contributions in cash and/or in kind (Authorised Capital 2020/III).

The Authorised Capital 2020/III as of the date of this invitation amounts to EUR 50,547.00.

In order for the Company to remain flexible in the future to increase its equity capital as necessary (including issuing new Shares against cash contributions and with the exclusion of subscription rights), the existing Authorised Capital 2020/III shall be cancelled, a new authorised capital shall be resolved and the Constitution is to be amended accordingly. The new authorised capital under agenda item 8 of the general meeting on June 11, 2021, shall authorize the Management Board, with the consent of the Supervisory Board, to increase the Company's share capital, on one or several occasions during the period until June 10, 2026, by up to EUR 122,012.00, by issuing up to 122,012 new no-par-value registered shares against contribution in cash and/or in kind (Authorised Capital 2021/I).

The Authorised Capital 2021/I will enable the Company to continue to raise the capital it needs for its further development on the capital markets in the short term by issuing new Shares, and to be flexible enough to benefit from a favourable market environment in order to fulfil any future financing requirements quickly. As decisions regarding the fulfilment of any future capital requirements generally have to be taken at short notice, it is important that the Company is not restricted by the frequency of Annual General Meetings or by the long notice period required for convening an extraordinary general meeting. Legislators have made accommodations for this situation in the form of the "authorised capital".

Upon utilization of the Authorised Capital 2021/I for the issuance of Shares against contributions in cash and/or in kind, shareholders shall, in principle, have subscription rights with respect to such Shares (Section 203 para. 1 sentence 1, in conjunction with Section 186 para. 1 AktG), although indirect subscription rights within the meaning of Section 186 para. 5 AktG shall also suffice. According to the law, the issuance of Shares with the granting of such an indirect subscription right is not deemed to be an

exclusion of subscription rights. Shareholders are ultimately granted the same subscription rights as with a direct subscription. For settlement-related reasons, only one or several banks are involved in the transaction. In addition, the Shares can be subscribed by the Trustee with the obligation to hold the Shares in trust and with the obligation for the Company to allocate to the respective beneficial owners, in lieu of those Shares, such number of CDIs as corresponds to the new Shares, with one CDI being a unit of beneficial ownership in 0.001 share of the Company.

The authorisation shall provide for certain cases in which the subscription rights of shareholders shall be excluded:

- The subscription right of the shareholders shall be excluded in order to issue new Shares to Woolworths upon exercise of its Tranche 2 Conversion Right under a Tranche 2 Convertible Bond which was issued by the Company to Woolworths on the basis of the authorisation of the general meeting of August 29, 2019 under agenda item 1, no. 1 on September 26, 2019. The proposed exclusion of subscription rights under the Authorised Capital 2021/I (i) is required to enable the Company to issue the respective Tranche 2 Conversion Shares to Woolworths upon exercise of its respective Tranche 2 Conversion Right under the Tranche 2 Convertible Bond.
- The subscription right of the shareholders shall be excluded in order to issue new Shares to Woolworths upon exercise of its WOW Conversion Right under the WOW Convertible Bond which may be issued by the Company to Woolworths on the basis of the authorisation of the general meeting of January 29, 2020 under agenda item 2, no. 1. The proposed exclusion of subscription rights under the Authorised Capital 2021/I (ii) is required to enable the Company to issue conversion Shares to Woolworths upon exercise of the WOW Conversion Right under the WOW Convertible Bond.

In addition, the Management Board shall be authorised, with the consent of the Supervisory Board, to exclude subscription rights in certain cases:

- In order to exclude fractional amounts from the subscription right. The aim of this exclusion of subscription rights is to simplify the process of issuing new Shares with basic subscription rights to shareholders, as this makes a technically feasible subscription ratio possible. The value of the fractional amounts is usually low per shareholder, therefore, the potential dilutive effect is likewise considered to be low. On the other hand, the cost of issuing Shares without such an exclusion is significantly higher. The exclusion therefore serves to ensure that an issuance is practical and easier to carry out. If necessary, the fractions of new Shares excluded from the shareholders' subscription rights shall be realized either by sale on the stock exchange or in any other manner so as to best further the Company's interests. The Management Board and Supervisory Board deem the potential exclusion of subscription rights as factually justified for these reasons and reasonable in consideration of shareholder interests.
- Subscription rights can also be excluded in the event of cash capital increases, if the Shares are issued at a price that is not significantly lower than the market price and such an increase in capital does not exceed 10% of the share capital (simplified exclusion of subscription rights in accordance with Section 186 para. 3 sentence 4 AktG). This authorisation enables the Company to respond flexibly to any favourable capital market situations that arise and to flexibly place new Shares at very short notice, without having to offer subscription rights for at least two weeks. The exclusion of subscription rights allows for an extremely quick response and placement close to the market price, i.e., without the usual discount for issuing subscription rights. This lays the foundations for achieving the highest possible disposal amount and for increasing equity as much as possible. The authorisation for the simplified exclusion of subscription rights is objectively justified also by the

fact that an increased cash inflow can often be generated. Such a capital increase must not exceed 10% of the issued share capital that exists on the date on which the authorisation becomes effective or on the date on which it is exercised. The resolution proposal also provides for a deduction clause. The restriction to a maximum of 10% of the share capital, to which this exclusion of subscription rights relates, shall include Shares that were issued to serve bonds with conversion or option rights or conversion or option obligations pursuant to Section 221 para. 4 sentence 2, in conjunction with Section 186 para. 3 sentence 4 AktG, during the term of this authorisation, with the exclusion of subscription rights and which are to be issued based on the conversion price prevailing at the time of the resolution of the Management Board concerning the utilization of the Authorised Capital 2021/I, insofar as these bonds were issued, as specified by Section 186 para. 3 sentence 4 AktG, during the period of this authorisation, with the exclusion of subscription rights. The sale of treasury Shares shall also be included, insofar as they are sold within the term of this authorisation based on an authorisation pursuant to Section 71 para. 1 No. 8 sentence 5 clause 2, in conjunction with Section 186 para. 3 sentence 4 AktG, with the exclusion of subscription rights. The simplified exclusion of subscription rights strictly specifies that the issue price of the new Shares may not be significantly lower than the market price. Any discount on the prevailing market price or the arithmetic volume-weighted market price during an appropriate period prior to the final fixing of the issue amount shall, with the exception of special circumstances in individual cases, presumably be no more than approx. 3-5% of the relevant market price. This also takes into account the shareholders' protection requirement in terms of a dilution of the value of their shareholding. Fixing the issue price close to the market price ensures that the value of a subscription right to the new Shares is very low and shareholders have the option to maintain their relative shareholding by acquiring the requisite number of Shares on the stock exchange.

- The Management Board shall also be able to exclude subscription rights, with the consent of the Supervisory Board, insofar as this is necessary to grant the holders of convertible or option rights or creditors of convertible bonds or warrant bonds with conversion obligations that will be issued by the Company or its subordinated group companies a subscription right to new Shares. In addition, the terms and conditions of issuance for bonds with conversion or option rights or conversion or option obligations often contain a dilution protection provision, which grants the holders or creditors a subscription right to new Shares in the event of subsequent share issuances and certain other measures. They will thus be treated as though they were already shareholders. In order to be able to also provide the bonds with such dilution protection, shareholders' subscription rights must be excluded from these Shares. This facilitates the placement of the bonds and thus fulfils the shareholders' interests in the Company having an optimum financial structure. Furthermore, the exclusion of subscription rights may also have the advantage for the holders or creditors of bonds that, in the case of the authorisation being exercised, the option or conversion price for the holders or creditors of already existing bonds does not have to be discounted in accordance with the respective terms and conditions of the bonds.
- Subscription rights can also be excluded for capital increases against contributions in kind for new Shares. The Company should also be able to continue to make acquisitions, in particular of companies, parts of companies, participations or other assets, and respond to acquisition and merger offers, to strengthen its competitiveness, and increase the profitability and value of the Company. In addition, the Company should be in a position to make flexible decisions by issuing Shares against the contribution of claims against the Company or any of its group companies. The option to use Company Shares as acquisition currency gives the Company the necessary scope to seize such acquisition opportunities quickly and flexibly and allows the Company to acquire entities in return for Shares.

It should also be possible, in some circumstances, to acquire assets in return for Shares and to issue Shares against the contribution of claims against the Company or any of its group companies. In these cases, it must be possible to exclude shareholders' subscription rights. Given that such acquisitions or other (financing) opportunities often have to be made at short notice, it is important that these decisions cannot only be resolved at the Annual General Meetings, which are held just once a year, or at extraordinary general meetings which require a long statutory invitation period. This requires an authorised capital, which the Management Board is able to access quickly with the consent of the Supervisory Board. If the Management Board and the Supervisory Board utilized this authorisation before the date of this general meeting to issue new Shares, the implementation of a new authorisation to allow the Company to exclude subscription rights for capital increases against contributions in kind would renew the Company's flexibility to seize such opportunities quickly and flexibly.

If, during the course of a financial year, the Management Board exercises one of the aforementioned authorisations to exclude subscription rights as part of a capital increase from the Authorised Capital 2021/I, the Management Board shall report on this matter at the next general meeting. In case the issuance of any Bonds requires additional the approval according to ASX Listing Rules, the Company will ensure to seek approval by the general meeting before issuing the Bonds.

3. Report of the Management Board on the partial utilization of the Authorised Capital 2020/III against contribution in cash and under the exclusion of CDI-holders' subscription rights in October 2020

The Management Board provides the following written report to the general meeting of the Company, which is convened for June 11, 2021, on the partial utilization of the Authorised Capital 2020/III against contribution in cash and under the exclusion of CDI-holders' subscription rights in October 2020. 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.

Following the Placement of 17,437,000 CDIs of the Company to existing and new institutional investors, the Management Board resolved on October 25, 2020, with the consent of the Supervisory Board of October 25, 2020, to increase the share capital of the Company, on the basis of the resolution of the general meeting of July 29, 2020 by way of a partial utilization of the Authorised Capital 2020/III, from EUR 189,212.00 by EUR 17,437.00 to EUR 206,649.00 through the issuance of 17,437 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 3,220.00. The amount by which the issue price per new share exceeded the minimum issue amount (*Ausgabebetrag*) of EUR 1.00 was booked into the capital reserves of the Company pursuant to Section 272 para. 2 no. 4 of the German Commercial Code (*HGB*). The aggregate proceeds from the capital increase amounted to AUD 56,147,140.00 and will be used to fund continued global expansion, for general business expenses and to further develop the business.

In its resolution of October 25, 2020, the Management Board resolved, with the consent of the Supervisory Board of October 25, 2020, that the sole shareholder of the Company, CDN, was exclusively permitted to subscribe the 17,437 new Shares in analogous application of Section 203 para. 1, Section 186 para. 3 s. 4 AktG and in accordance with Section 3 para. 3 para. (viii) of the Constitution. CDI-holders

were not granted subscription rights for the new CDIs. Rather, the corresponding number of 17,437,000 CDIs was subsequently issued to existing and new institutional investors who had subscribed CDIs in the Placement. The capital increase was registered in the commercial register of the local court of Charlottenburg on October 27, 2020.

The requirements for an exclusion of the CDI-holders' subscription rights pursuant to Section 203 para. 1, Section 186 para. 3 s. 4 AktG in analogous application and the corresponding provisions of the Authorised Capital 2020/III were met:

- The volume of the capital increase under the Authorised Capital 2020/III under exclusion of subscription rights corresponded to a pro-rata amount of 10% of the Company's share capital on the day the Authorised Capital 2020/III became effective on July 29, 2020 and on the date of the utilization of the Authorised Capital 2020/I.
- The price per new share was not set significantly below the stock exchange price of the Company's CDIs. On October 22, 2020, immediately before the trading of the Company's CDIs was halted temporarily with regard to the capital increase, the price per CDI on ASX amounted to AUD 3.39. The placement price of AUD 3.22 per CDI (AUD 3.22 per CDI x 1,000 = AUD 3,220.00 per share) thus represented a discount in the amount of 5% of the CDI-price. Therefore, the placement price of the new Shares was not significantly lower than the stock exchange price.
- CDN was allowed to subscribe the new Shares and the existing CDI-holders' subscription rights were excluded, since a placement of the new Shares with subscription rights would have necessitated 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 the CDIs, underlying the new Shares, with existing and new investors in the Company allowed the Company to build and maintain its strong and supportive shareholder base. 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 not significantly below the then-current CDI-price on ASX and by limiting the volume of the capital increase to 10% of the share capital on the effective date of the Authorised Capital 2020/III. 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, subscription rights – taking the requirements of the Authorised Capital 2020/III into account – were validly excluded and objectively justified.

Pursuant to the ASX Settlement Operating Rules CDN holds the 17,437 new Shares in trust for the institutional investors of the Placement who subscribed the 17,437,000 CDIs. The institutional investors in turn were issued such number of CDIs as corresponds to the CDI-amount they subscribed in the Placement.

4. Written report of the Management Board on agenda items 9 and 10 pursuant to Section 203 para. 1 sentence 1 in conjunction with Section 186 para. 4 sentence 2 AktG (i) Resolution on the creation of an Authorized Capital 2021/II under exclusion of subscription rights for the purpose of serving “Restricted Stock Units” to be issued to selected executives and employees of the Company and of affiliated companies in Germany and abroad as well as full-time em-

mployee-equivalent persons, in particular, persons working for the Company or affiliated companies in Germany and abroad under so-called employer of record contracts under the RSUP 2021/I of the Company and on the respective amendment of Section 3 para. 15 of the Constitution and (ii) Resolution on the creation of an Authorized Capital 2021/III under exclusion of subscription rights for the purpose of serving “Restricted Stock Units” to be issued to selected executives and employees of the Company and of affiliated companies in Germany and abroad as well as full-time employee-equivalent persons, in particular, persons working for the Company or affiliated companies in Germany and abroad under so-called employer of record contracts under the RSUP 2021/II of the Company and on the respective amendment of Section 3 para. 16 of the Constitution)

Under agenda items 9 and 10, the Management Board and the Supervisory Board propose to the general meeting on June 11, 2021 to create two new authorized capitals, the Authorized Capital 2021/II and the Authorized Capital 2021/III. Pursuant to Section 203 para. 1 sentence 1 in conjunction with Section 186 para. 4 sentence 2 AktG, the Management Board provides the following report on agenda items 9 and 10 to the general meeting on the reason for the exclusion of subscription rights of the shareholders when issuing new Shares from the Authorized Capital 2021/II and the Authorized Capital 2021/III. 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.

It corresponds to national and international customary standards to provide incentives to the staff of a company, the performance and decisions of which are key for the further development and success of the business, in order to further enhance their loyalty to the company. The Management Board and the Supervisory Board are convinced that an employee participation program is strongly necessary for the Company in order to remain attractive also in the future for qualified executives and employees. In particular, due to the international business of the Company, it is essential for the Company to also take into consideration the standards and expectations of its international workforce. Therefore, in addition to the Company’s existing share option programs, the Company deems it necessary to create an additional employee incentive program. In adopting the RSUP 2021/I and the RSUP 2021/II, the Company shall become stronger and more attractive within the competition for a qualified workforce. By granting RSUs, a specific incentive shall be created, the benchmark of which is the fair value of the business, which is reflected in the share price and which is still to be enhanced. As a consequence, the interests of the beneficiaries of the RSUP 2021/I and RSUP 2021/II are targeted at an increase of the fair value of the business, as are those of the shareholders and CDI-holders.

To adequately incentivize its national and international workforce, the Management Board, with the consent of the Supervisory Board, wants to implement the RSUP 2021/I and the RSUP 2021/II. Under each of the RSUP 2021/I and the RSUP 2021/II, the group of beneficiaries who will be entitled to be granted so-called “Restricted Stock Units” (RSUs) by the Company will be (a) selected executives and employees of the Company and of affiliated companies in Germany and abroad as well as (b) full-time employee-equivalent persons, in particular, persons working for the Company or affiliated companies in Germany and abroad under so-called employer of record contracts. For the avoidance of doubt, due to German stock corporation law restrictions, members of the Management Board of the Company, including the CEO, as well as appointed officers, directors and other members of managing corporate bodies of the Company’s subsidiaries and affiliated companies in Germany and abroad are not eligible to participate in the RSUP 2021/I and/or the RSUP 2021/II.

The Management Board and Supervisory Board deem the exclusion of subscription rights of shareholders in order for the Company to be able to issue shares to settle RSUs of full-time employee-equivalent persons, in particular, persons working for the Company or affiliated companies in Germany and abroad under so-called employer of record contracts suitable, appropriate and justified, since the Management Board and Supervisory Board believe it is in the best interest of the Company to create an equity incentive also for those persons who perform work on an equivalent basis as employees of the Company do, but who simply do not qualify as “employees” for structural reasons.

The RSUs – if certain performance targets and other requirements are met – grant the RSUP 2021/I Beneficiaries and RSUP 2021/II Beneficiaries, as the case may be, a claim against the Company for a cash payment depending on the stock exchange price of the Shares and respectively the CDIs of the Company (with one CDI representing a beneficial ownership in 0.001 Share of the Company). However, the terms and conditions of the RSUP 2021/I and RSUP 2021/II shall grant a substitution right of the Company, permitting it to fulfill the payment claims of RSUP 2021/I Beneficiaries and RSUP 2021/II Beneficiaries, in full or in part, by delivering Shares or CDIs instead of cash.

In order for the Company to be able to issue new Shares and CDIs in such case, and to fulfill the payment claims of the respective beneficiaries when due, the Authorized Capital 2021/II and the Authorized Capital 2021/III shall be created.

a) Key aspects of the planned RSUP 2021/I

It is currently planned to implement the RSUP 2021/I as follows:

(i) Granting of RSUs to beneficiaries, Term and Determination of RSUs Granted

Eligible beneficiaries under the RSUP 2021/I are only the following non-KMPs: (a) selected executives and employees of the Company and of affiliated companies in Germany and abroad as well as (b) full-time employee-equivalent persons, in particular, persons working for the Company or affiliated companies in Germany and abroad under so-called employer of record contracts.

Each tranche of the RSUP 2021/I has a term of three years.

The Company may, in any of the Grant Periods, grant a certain number of RSUs to beneficiaries. To calculate the exact number of RSUs, the respective individual award amount for each RSUP I Beneficiary (in EUR, AUD, USD or any other currency) is divided by the “**RSU Conversion Price**” being the volume-weighted 30 calendar day average price of the Company’s CDIs on the ASX (excluding trades customarily excluded from the calculations of a volume-weighted average price and as determined by the Management Board) until the Grant Date (inclusive) of the respective RSU tranche and exchanged from AUD into EUR at the European Central Bank’s closing exchange rate on the Grant Date of the respective RSU tranche, multiplied by the applicable ratio of CDIs to Shares in the Company (in accordance with the actual ratio where 1,000 CDIs represent 1 Share: multiplied by 1,000). If no integral amount of RSUs results from such calculation, the number of RSUs to be awarded is rounded down to the next full number. A subscription to fractional RSUs is excluded and a potential settlement of fractional amounts does not occur. One RSU thus represents the value of one Share or 1,000 CDIs of the Company listed on ASX.

(ii) *Performance Targets*

RSUs under the RSUP 2021/I shall be granted subject to the achievement of certain targets (each a “**Performance Target**” and together the “**Performance Targets**”) determined in relation to certain financial performance measures (each a “**Performance Measure**” and together the “**Performance Measures**”) which are to be tested over a period of two financial years commencing on 1 January of the financial year in which the RSUs are to be granted (the “**Performance Period**”).

Before 31 March of the financial year in which tranches of RSUs are to be granted, the Management Board shall (i) select two out of the following three Performance Measures, (ii) weigh the two selected Performance Measures and (iii) determine the Performance Targets to be achieved over the respective Performance Period. In selecting the Performance Measures, weighting the selected Performance Measures and determining the respective Performance Targets, the Management Board is to be guided by a sustainable development of the Company.

With respect to each of the Performance Measures, the Management Board retains reasonable discretion to review and adjust the Performance Targets to ensure there is neither a material advantage nor disadvantage due to matters that affect the Performance Measures and/or Performance Targets (for example, by adjusting for one-off items or significant changes to the business, e.g., due to acquisitions or disposals).

(a) Net Revenue Growth

The Performance Measure “Net Revenue Growth” means the annual growth rate of net revenue of the Company consistent with the net revenue disclosed when reporting the Company’s annual results (“**Net Revenue**”)

(b) Contribution Margin

The Performance Measure “Contribution Margin” (“**CM**”) means gross profit less fulfillment expenses, consistent with the gross profit and the fulfillment expenses disclosed when reporting the Company’s annual results, expressed as a percentage of Net Revenue.

(c) Operating EBITDA Margin

The Performance Measure “Operating EBITDA Margin” means the Operating EBITDA disclosed when reporting the Company’s annual results, expressed as a percentage of Net Revenue.

(d) Weighting of the Performance Measures

The Management Board shall determine, at its reasonable discretion, the weighting of the selected Performance Measures for each individual tranche of RSUs (the respective weighting is referred to as “**Weight**”). No selected Performance Measure may have a Weight of more than 70% within each individual grant of RSUs.

(e) Determination of Performance Targets

Within each of the selected Performance Measures, three Performance Targets shall be determined:

- (i) A minimum Performance Target (“**Threshold**”). If the Threshold is achieved, the Weight of the respective Performance Measure will be multiplied by a “**Performance Factor**” of 0.5 when calculating the exercisable RSUs. For the avoidance of doubt, unless the Threshold is achieved, the Weight of the respective Performance Measure will be multiplied by a

Performance Factor of zero when calculating the exercisable RSUs. If the Threshold is exceeded but the Target is not achieved, the Performance Factor will be linearly increased when calculating the exercisable RSUs;

- (ii) A target Performance Target (“**Target**”). If the Target is achieved, the Weight of the respective Performance Measure will be multiplied by a Performance Factor of 1.0 when calculating the exercisable RSUs. If the Target is exceeded but the Stretch is not achieved, the Performance Factor will be linearly increased when calculating the exercisable RSUs;
- (iii) A maximum Performance Target (“**Stretch**”). If the Stretch is achieved or exceeded, the Weight of the respective Performance Measure will be multiplied by a Performance Factor of 1.5 when calculating the exercisable RSUs.

The number of exercisable RSUs per grant is calculated as follows: For each selected Performance Measure, the number of granted RSUs is multiplied by the Weight of the respective Performance Measure and further multiplied by the achieved Performance Factor. Subsequently, the results are added up.

$$(granted\ RSUs * Weight\ Performance\ Measure_1 * Performance\ Factor_1) + (granted\ RSUs * Weight\ Performance\ Measure_2 * Performance\ Factor_2) = exercisable\ RSUs$$

The number of exercisable RSUs may not exceed 150% of the granted RSUs (quantity cap).

If no integral amount of exercisable subscription rights results, the amount of the exercisable subscription rights is determined by rounding according to commercial principles. A subscription to fractional Shares is excluded; a potential settlement of fractional amounts does not occur.

b) Key aspects of the planned RSUP 2021/II

It is currently planned to implement the RSUP 2021/II as follows:

(i) Granting of RSUs to beneficiaries, Term and Determination of RSUs Granted

The eligible beneficiaries under the RSUP 2021/II are only the following non-KMPs: (a) selected executives and employees of the Company and of affiliated companies in Germany and abroad as well as (b) full-time employee-equivalent persons, in particular, persons working for the Company or affiliated companies in Germany and abroad under so-called employer of record contracts.

Each tranche of the RSUP 2021/II has a term of up to two years.

The Company may, in any of the Grant Periods, grant a certain number of RSUs to beneficiaries. To calculate the exact number of RSUs, the respective individual award amount for each RSUP II Beneficiary (in EUR, AUD, USD or any other currency) is divided by the RSU Conversion Price. If no integral amount of RSUs results from such calculation, the number of RSUs to be awarded is rounded down to the next full number. A subscription to fractional RSUs is excluded and a potential settlement of fractional amounts does not occur. One RSU thus represents the value of one Share or 1,000 CDIs of the Company listed on ASX.

(ii) KPI

The exercise of RSUs under the RSUP 2021/II shall not be subject to the achievement of the Performance Targets applicable to the RSUP 2021/I. However, the Management Board may, in certain cases make the RSUs subject to KPIs individually agreed with a beneficiary. The main purpose of the RSUP 2021/II is for the Company to be able to grant RSUs as a sign-on or retention incentive and to reward outstanding performance of non-KMPs.

c) Settlement of the RSUP 2021/I and RSUP 2021/II

The terms and conditions of the RSUP 2021/I and the RSUP 2021/II shall each give the Company the right to opt, in its full discretion, to fulfill the cash payment claims from the beneficiaries' vested RSUs by delivering Shares or CDIs of the Company. In order for the Company to grant new Shares or CDIs, the Authorized Capital 2021/II and the Authorized Capital 2021/III shall be created. In this regard, the ASX closing price per CDI immediately prior to the utilization of the Authorized Capital 2021/II and the Authorized Capital 2021/III, respectively, by the Management Board, with the consent of the Supervisory Board, shall be relevant, such that one vested RSU corresponds to one new share or 1,000 CDIs of the Company.

d) Authorized Capital 2021/II and Authorized Capital 2021/III

The registered share capital of the Company currently amounts to EUR 256,025.00. Under the Authorized Capital 2021/II, the Management Board shall be authorized, with the consent of the Supervisory Board, until June 10, 2026 (including), to increase the Company's registered share capital by up to EUR 4,000.00 against cash contributions and/or contributions in kind once or several times by issuing up to 4,000 new no-par value registered shares, i.e., by approximately 1.6% of the current registered share capital. Under the Authorized Capital 2021/III, the Management Board shall be authorized, with the consent of the Supervisory Board, until June 10, 2026 (including), to increase the Company's registered share capital by up to EUR 2,000.00 against cash contributions and/or contributions in kind once or several times by issuing up to 2,000 new no-par value registered shares, i.e., by approximately 0.8% of the current registered share capital. The total volume of all authorized capitals – i.e., the Authorized Capital 2021/I, in the amount of up to EUR 122,012.00 (section 3 para. 3 of the Constitution), the Authorized Capital 2021/II in the amount of up to EUR 4,000.00 (section 3 para. 15 of the Constitution) and the Authorized Capital 2021/III in the amount of up to EUR 2,000.00 (section 3 para. 16 of the Constitution), however, excluding the Authorized Capital 2020/II pursuant to agenda item 13, which shall be cancelled, – would amount to EUR 128,012.00, i.e., approximately to 50.0% of the current registered share capital. When adding the Conditional Capital 2018/II, the Conditional Capital 2019/III, the Conditional Capital 2019/IV, the Conditional Capital 2020/II and the Conditional Capital 2021/I (however, excluding the Conditional Capital 2019/I and the Conditional Capital 2019/II, which shall be cancelled), the total amount of conditional capitals amount to up to EUR 128,012.00, i.e., approximately 50.0% of the current registered share capital.

To reduce a cash outflow, the Company shall be given the possibility, through the creation of the Authorized Capital 2021/II and the Authorized Capital 2021/III, to fulfill the cash payment claims of beneficiaries whose RSUs have fully vested under the RSUP 2021/I and the RSUP 2021/II by delivering new Shares as an underline for new CDIs. Namely, pursuant to the terms and conditions of the RSUP 2021/I and the RSUP 2021/II, the Company shall be authorized to opt, in its full discretion, to settle, in whole or in part, the cash payment claims by delivering Shares or CDIs. The fulfillment of the cash payment claims by delivering Shares or CDIs instead of paying a cash amount has the advantage that no cash outflow will occur and that the Company will continue to have the respective liquidity at its disposal to pursue its business.

e) Exclusion of subscription rights and issue price

Under the Authorized Capital 2021/II and the Authorized Capital 2021/III, the subscription rights of shareholders shall be excluded in accordance with section 203 para. 1 sentence 1 in conjunction with section 186 paras. 3 sentence 4 AktG. The background is that the Authorized Capital 2021/II and the

Authorized Capital 2021/III shall each serve the sole purpose of delivering Shares or CDIs of the Company against the contribution of payment claims resulting from RSUs in order to fulfill RSUs that were granted to beneficiaries under the RSUP 2021/I and the RSUP 2021/II. Shares issued from the Authorized Capital 2021/II and the Authorized Capital 2021/III may solely be issued for this purpose; the issuance of Shares for any other purpose – or to other beneficiaries (except for the Trustee) – is not permitted. The issue price of the new Shares from the Authorized Capital 2021/II and the Authorized Capital 2021/III must, in each case, amount to at least EUR 1.00 and can be paid either by way of a cash contribution and/or contribution in kind, including in particular the contribution of claims against the Company under the RSUP 2021/I and the RSUP 2021/II. Furthermore, the amount of a cash claim resulting from one fully vested RSU corresponds to the stock exchange price of one Marley Spoon Share or 1,000 CDIs on ASX immediately prior to the payout. The Management Board shall be authorized to determine the further details of the capital increase and its implementation with the consent of the Supervisory Board; this also includes the determination of the profit participation of the new Shares, which may, in deviation from section 60 para. 2 AktG, also participate in the profit of an already completed financial year. A potential dilution of voting rights of the shareholders whose subscription rights are excluded is limited, amongst others, due to the small size of the Authorized Capital 2021/II and the Authorized Capital 2021/III. Taking into consideration all relevant factors, the Management Board and the Supervisory Board conclude that the exclusion of subscription rights under the respective limitations is appropriate, necessary and adequate and lies in the best interest of the Company.

f) Utilization of the Authorized Capital 2021/II and the Authorized Capital 2021/III

The Management Board will report on the utilization of the Authorized Capital 2021/II and the Authorized Capital 2021/III in each case to the respective following Annual General Meeting.

III.

Additional information for shareholders

1. Availability on the Company's website

The invitation to the general meeting of the Company on June 11, 2021, as well as the documentation pertaining to agenda item 1 and the reports under section II. can be inspected in the business premises of the Company, Paul-Lincke-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 4, 2021 midnight (CEST) / June 5, 2021, 8:00 a.m. (AEST), at the Company's address:

Marley Spoon AG
Paul-Lincke-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 16 para. 2 sentence 1 of the Constitution), *i.e.*, in writing, via facsimile or email. The form requirement does not apply if a financial institution, a shareholder association or a person or institution that is considered equivalent pursuant to Section 135 para. 8 or Section 135 para. 10 in connection with Section 125 para. 5 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 27, 2021 midnight (CEST) / May 28, 2021, 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 AG
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 4, 2021 midnight (CEST) / June 5, 2021, 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 11, 2021, 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 11, 2021 will be webcast live to shareholders and CDI-holders of Marley Spoon AG 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.

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 AG
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 will be sent to CDI-holders with this invitation and this must be completed and returned to in accordance with the instructions on the form; or
2. informing Marley Spoon AG that they wish to nominate themselves or another person to be appointed as CDN's proxy with respect to their Shares underlying multiples of 1,000 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 sent to them with this invitation in accordance with the instructions on the form; or
3. converting their CDIs (in multiples of 1,000) 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 4, 2021 midnight (CEST) / June 5, 2021, 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 4, 2021 midnight (CEST) / June 5, 2021, 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 2021

Management Board (*Vorstand*)

* * * *

MARLEY SPOON

MARLEY SPOON AG

ARBN 625 684 068

LODGE YOUR INSTRUCTION



ONLINE

www.linkmarketservices.com.au



BY MAIL

Marley Spoon AG
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
1A Homebush Bay Drive, Rhodes NSW 2138



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 Friday, 4 June 2021 / 8:00am (AEST) on Saturday, 5 June 2021 (the "cut-off")**. Any CDI Voting Instruction Form received after that time will be invalid.

CDI Voting Instruction Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

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 CHESSE DEPOSITARY NOMINEES PTY LTD

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

I/We being a holder of CHESSE Depositary Interests of Marley Spoon AG hereby direct CHESSE 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) / 5:00 pm (AEST) on Friday, 11 June 2021 in premises of the Company's notary at Dentons Europe LLP, Markgrafentraße 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.

