

Appendix 3Y

Change of Director's Interest Notice

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

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

Name of entity	Marley Spoon AG (Company)
ARBN	625 684 068

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

Name of Director	Fabian Siegel
Date of last notice	2 February 2021

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

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

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

Direct or indirect interest	Direct and Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	See Annexure A
Date of change	31 May 2021
No. of securities held prior to change	See Annexure A
Class	CDIs
Number acquired	Nil
Number disposed	4,131,140 in total, comprising: a) 798,736 (MSSA CDIs) b) 3,332,404 (MSET CDIs)
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	a) MSSA CDIs: Nil b) MSET CDIs: Nil
No. of securities held after change	See Annexure B

+ See chapter 19 for defined terms.

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<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>The MSSA CDIs and MSET CDIs were held by Marley Spoon Series A UG (<i>haftungsbeschränkt</i>) & Co KG (MSSA) and Marley Spoon Employee Trust UG (<i>haftungsbeschränkt</i>) (MSET), respectively, for the benefit of certain beneficiaries under the Company's employee arrangements (as further explained below). A portion of these options equivalent to 4,131,140 CDIs have been exercised by such beneficiaries and have either been sold on the beneficiary's behalf or transferred to the beneficiary (or a nominee).</p> <p>Mr Siegel has not disposed of any CDIs held for his own benefit or otherwise personally benefitted from the above transactions.</p>
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Part 2 – Change of director's interests in contracts

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

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

Part 3 – +Closed period

+ See chapter 19 for defined terms.

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

Date of announcement: 2 June 2021

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ANNEXURE A

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

	CDIs	Equivalent number of ordinary shares (Shares) (rounded)
Fabian Siegel (Personal)		
Held via AKW Capital GmbH (formerly AKW Capital UG (<i>haftungsbeschränkt</i>) (AKW))	16,406,451	16,406
Fabian Siegel (Employee arrangements)		
Held via MSSA	798,736	798 ¹
Held via MSET	6,618,246	6,618
Fabian Siegel (Personal)		
Held personally and directly	790,000	790

Notes:

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

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

Aggregate voting

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

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

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

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

¹ The remaining 798 Shares held by MSSA are qualified as "own shares" of the Company and therefore they (and corresponding CDIs) are not entitled to receive dividend and do not carry voting rights. Refer to Section 9.10.1.2 of the Company's Prospectus released to ASX on 2 July 2018.

+ See chapter 19 for defined terms.

ANNEXURE B

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

	CDIs	Equivalent number of ordinary shares (Shares) (rounded)
Fabian Siegel (Personal)		
Held via AKW Capital GmbH (formerly AKW Capital UG (<i>haftungsbeschränkt</i>) (AKW))	16,406,451	16,406
Fabian Siegel (Employee arrangements)		
Held via MSSA	-	-
Held via MSET	3,285,842	3,285
Fabian Siegel (Personal)		
Held personally and directly	790,000	790

Notes:

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

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

Aggregate voting

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

CDIs	Equivalent number of ordinary shares (rounded)	Voting %
20,482,293*	20,482	8.00%**

*Note: Includes 16,406,451 CDIs held by AKW, 3,285,842 CDIs held by MSET, and 790,000 CDIs held personally.

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

+ See chapter 19 for defined terms.