



Announcement Summary

Entity name

MARLEY SPOON AG

Announcement Type

New announcement

Date of this announcement

24/11/2022

The Proposed issue is:

An accelerated offer

Total number of +securities proposed to be issued for an accelerated offer

ASX +security code	+Security description	Maximum Number of +securities to be issued
MMM	CHESS DEPOSITARY INTERESTS 10:1	138,368,720

Trading resumes on an ex-entitlement basis (ex date)

28/11/2022

+Record date

28/11/2022

Offer closing date for retail +security holders

15/12/2022

Issue date for retail +security holders

22/12/2022

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

MARLEY SPOON AG

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ARBN

Registration Number

625684068

1.3 ASX issuer code

MMM

1.4 The announcement is

New announcement

1.5 Date of this announcement

24/11/2022

1.6 The Proposed issue is:

An accelerated offer

1.6b The proposed accelerated offer is

Accelerated non-renounceable entitlement offer (commonly known as a JUMBO or ANREO)



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?

No

Part 3B - Offer details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

ASX +security code and description

MMM : CHESS DEPOSITARY INTERESTS 10:1

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?

No

Details of +securities proposed to be issued

ASX +security code and description

MMM : CHESS DEPOSITARY INTERESTS 10:1

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

ISIN Code for the entitlement or right to participate in the offer (if Issuer is foreign company and +securities are non CDIs)

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

Has the offer ratio been determined?

Yes

The quantity of additional +securities For a given quantity of +securities



to be issued	held
100	211

What will be done with fractional entitlements?	Maximum number of +securities proposed to be issued (subject to rounding)
Fractions rounded down to the nearest whole number or fractions disregarded	138,368,720

Offer price details for retail security holders

Has the offer price for the retail offer been determined?
 Yes

In what currency will the offer be made?	What is the offer price per +security for the retail offer?
AUD - Australian Dollar	AUD 0.16500

Offer price details for institutional security holders

Has the offer price for the institutional offer been determined?
 Yes

In what currency will the offer be made?	What is the offer price per +security for the institutional offer?
AUD - Australian Dollar	AUD 0.16500

Oversubscription & Scale back details

Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?
 Yes

Describe the limits on over-subscription

Under the Entitlement Offer, eligible securityholders that take up their full entitlement may also apply for additional securities.

Will a scale back be applied if the offer is over-subscribed?
 Yes

Describe the scale back arrangements

The Company retains the flexibility to scale back applications for additional securities at its discretion having regard to the pro-rata entitlement of eligible securityholders who apply for additional securities.

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?
 Yes



Part 3D - Timetable

3D.1a First day of trading halt

24/11/2022

3D.1b Announcement date of accelerated offer

24/11/2022

3D.2 Trading resumes on an ex-entitlement basis (ex date)

28/11/2022

3D.5 Date offer will be made to eligible institutional +security holders

24/11/2022

3D.6 Application closing date for institutional +security holders

25/11/2022

3D.8 Announcement of results of institutional offer

(The announcement should be made before the resumption of trading following the trading halt)

28/11/2022

3D.9 +Record date

28/11/2022

3D.10a Settlement date of new +securities issued under institutional entitlement offer

1/12/2022

3D.10b +Issue date for institutional +security holders

8/12/2022

3D.10c Normal trading of new +securities issued under institutional entitlement offer

8/12/2022

3D.11 Date on which offer documents will be sent to retail +security holders entitled to participate in the +pro rata issue

30/11/2022

3D.12 Offer closing date for retail +security holders

15/12/2022

3D.13 Last day to extend retail offer close date

12/12/2022

3D.19 +Issue date for retail +security holders and last day for entity to



announce results of retail offer

22/12/2022

Part 3E - Fees and expenses

3E.1 Will there be a lead manager or broker to the proposed offer?

Yes

3E.1a Who is the lead manager/broker?

Canaccord Genuity (Australia) Limited ABN 19 075 071 466 and Wilsons Corporate Finance Limited ACN 057 547 323

3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

Each lead manager will be paid 0.9% of the total offer proceeds.

3E.2 Is the proposed offer to be underwritten?

Yes

3E.2a Who are the underwriter(s)?

Canaccord Genuity (Australia) Limited ABN 19 075 071 466 and Wilsons Corporate Finance Limited ACN 057 547 323

3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?

The Underwriters will partially underwrite the Entitlement Offer up to AUD\$14.6m.

3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

Each lead manager will be paid 3.6% for the underwritten amount, being \$14.6m.

3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated

Refer to slide 41 of the Investor Presentation.

3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?

No

3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

No

3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Standard share registry, legal and other external advisers and ASX administrative fees.



Part 3F - Further Information

3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

To provide additional working capital to continue to fund operations, pay costs of the offer and may also be used to partially repay debt.

3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?

No

3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?

No

3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue

For Retail Securityholders √ all countries outside Australia and New Zealand. For Institutional Securityholders √ all countries outside Australia, New Zealand and the jurisdictions referred to on slides 46 to 49 of the investor presentation.

3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities

Yes

3F.5a Please provide further details of the offer to eligible beneficiaries

The Retail Entitlement Offer will be made available to nominees or custodians who are registered as the holder of securities at 7pm (Sydney time) on Monday, 28 November 2022 and who hold those Securities on behalf of underlying beneficial holders who reside in Australia or New Zealand or who are a permitted investor.

3F.6 URL on the entity's website where investors can download information about the proposed issue

<https://ir.marleyspoon.com/investor-centre/>

3F.7 Any other information the entity wishes to provide about the proposed issue

Please refer to the ASX Announcement and Investor Presentation released 24 November 2022 for further information.

3F.8 Will the offer of rights under the rights issue be made under a disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?

No

3F.9 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)