

*Not for release to US wire services or distribution in the United States*

30 November 2022

Dear Securityholder,

**MARLEY SPOON AG - ACCELERATED PRO-RATA NON-RENOUCEABLE ENTITLEMENT OFFER – NOTIFICATION TO INELIGIBLE RETAIL SECURITYHOLDERS**

On Thursday, 24 November 2022, Marley Spoon AG (ARBN 625 684 068) (**MMM** or **Marley Spoon**) announced that it was conducting a pro rata accelerated non-renounceable entitlement offer to raise up to approximately A\$22.8 million (**Entitlement Offer**).

Under the Entitlement Offer, eligible securityholders are entitled to acquire 1 new CHESSE depository interest over fully paid ordinary shares (**CDIs**) for every 2.11 existing MMM CDIs held on the record date, being 7.00pm (AEDT) on Monday, 28 November 2022 (**Record Date**) at an issue price of \$0.165 per New CDI (**Offer Price**). The pro-rata nature of the Entitlement Offer provides an equitable mechanism for securityholders to maintain their level of ownership in MMM.

New CDIs issued will rank equally with existing ordinary CDIs from their time of issue.

The Offer Price is equal to Marley Spoon's last close price on 23 November 2022 and the theoretical ex-rights price<sup>1</sup> (TERP)<sup>1</sup>.

The Offer is being undertaken to provide additional working capital to continue to fund operations, pay costs of the offer and may also be used to partially repay debt.

Founder, CEO and Director Fabian Siegel will be taking up approximately A\$0.75<sup>2</sup> million under his pro-rata entitlement

More detail is provided in MMM's Announcement of the Entitlement Offer and Equity Raising Presentation lodged with the Australian Securities Exchange on Thursday, 24 November 2022.

This is a letter to inform you that you are not an eligible securityholder for the purposes of the Retail Entitlement Offer. This letter is not an offer to issue entitlements or new CDIs to you, nor an invitation to apply for entitlements or new CDIs under the Entitlement Offer. **You are not required to do anything in response to this letter but there may be financial implications for you as a result of the Entitlement Offer that you should be aware of.**

**Eligibility Criteria**

The Retail Entitlement Offer will be made to all securityholders who, as at the Record Date, are not institutional securityholders participating in the institutional component of the Entitlement Offer nor renouncing institutional securityholders and who:

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<sup>1</sup> German corporate law requires a minimum issue amount per share of EUR 1.00, equating to EUR 0.10 per CDI (based on the existing ratio of 1 share = 10 CDIs). At the AUD/EUR exchange rate of 0.6455, EUR 0.10 equates to A\$0.155. The theoretical ex-rights price (or TERP) is the theoretical price at which Marley Spoon's CDIs should trade at immediately after the ex-date for the Entitlement Offer based only on the last traded price and issuance of CDIs at the Offer Price under the Entitlement Offer). TERP is a theoretical calculation only and the actual price at which Marley Spoon's CDIs trade immediately after the ex-date for the Entitlement Offer may be different from the TERP

<sup>2</sup> Assumes AUD/EUR of 0.6455

- have a registered address in Australia or New Zealand; or
- are determined to be institutional investor in certain other permitted jurisdictions and who have not participated in the Institutional Entitlement Offer,

provided they are eligible under all applicable laws to receive an offer under the Entitlement Offer without disclosure, and subject to certain other requirements if they are in the United States. Further details will be provided in the Retail Entitlement Offer Booklet.

### **Further information**

If you have any questions in relation to any of the above matters, please contact the MMM Offer Information Line on 1800 131 904 (within or outside Australia) from 8.30am to 5.30pm (AEDT), Monday to Friday. For other questions, you should consult your broker, solicitor, accountant, financial adviser, or other professional adviser.

While the Offer is not able to be made to you, I thank you for your continued support of Marley Spoon.

On behalf of Marley Spoon AG

Yours sincerely,

**Fabian Siegel**  
**CEO**  
**Marley Spoon AG**

### **IMPORTANT INFORMATION**

This letter is issued by MMM. This letter is not a prospectus or offering document under Australian law or under any other law. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New CDIs in any jurisdiction outside Australia. It is for information purposes only and does not constitute an offer, invitation or recommendation to subscribe for, retain or purchase any entitlements or securities in MMM in any jurisdiction. You are not required to do anything in response to this letter.

This letter does not constitute financial product advice and does not and will not form any part of any contract for the acquisition of entitlements or MMM CDIs. The information in this letter is general information only, and does not take into account your individual objectives, taxation position, financial situation or needs. If you are unsure of your position, please contact your accountant, tax advisor, stockbroker or other professional advisor.

#### ***Not for distribution outside Australia and New Zealand***

This letter does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or in any other jurisdiction in which such an offer would be illegal. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New CDIs under the Retail Entitlement Offer in any jurisdiction outside Australia. The New CDIs have not been, nor will be, registered under the U.S. Securities Act of 1933 as amended (**U.S. Securities Act**) or under the securities laws of any state or other jurisdiction of the United States. The entitlements may not be taken up by, and the New CDIs may not be offered or sold, directly or indirectly, to any person in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. The New CDIs to be offered and sold in the Retail Entitlement Offer will only be offered and sold outside the United States in "offshore transactions" in reliance on Regulation S under the U.S. Securities Act.