

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
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	30 December 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	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	See Annexure A
Date of change	8 and 9 December 2022
No. of securities held prior to change	See Annexure A
Class	CDIs
Number acquired	4,545,539
Number disposed	14,708
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	For CDIs acquired: AUD 750,013.94 For CDIs disposed: Nil
No. of securities held after change	See Annexure B
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	The acquired CDIs were issued by Marley Spoon AG under Mr. Siegel's pro-rata entitlement in connection with the partially underwritten AUD 22.8 million pro rata accelerated, non-renounceable entitlement offer announced to the market on 24 November 2022.

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	<p>The disposed CDIs were held by Marley Spoon Employee Trust UG (haftungsbeschränkt) (MSET) for the benefit of certain beneficiaries under the Company's employee arrangements (as further explained below). A portion of these options equivalent to 14,708 CDIs have been exercised by such beneficiaries and will either be sold on the beneficiary's behalf or transferred to the beneficiary (or a nominee).</p> <p>Mr. Siegel has <u>not</u> 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
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	N/A

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
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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: 12 December 2022

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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 (haftungsbeschränkt)) (AKW)	16,406,451	1,640,645
Fabian Siegel (Employee arrangements)		
Held via MSET	1,802,557	180,255
Fabian Siegel (Personal)		
Held personally and directly	790,000	79,000

	Options	Equivalent number CDIs
Fabian Siegel (Personal)		
Held personally and directly	285	285,000

Notes:

*Marley Spoon AG's annual general meeting on 31 May 2022 authorised the capital increase from company funds by the factor 100 and the corresponding downwards adjustment of the CDI to Share ratio to 10 : 1 (see ASX announcement of 1 June 2022).

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

CDIs	Equivalent number of ordinary shares (rounded)	Voting %
18,999,008**	1,899,900	4.86%***

**Note: Includes 16,406,451 CDIs held by AKW, 1,802,557 CDIs held by MSET, and 790,000 CDIs held personally.

***Note: Voting percentage based on the Company's issued share capital of 390,629,640 CDIs.

+ 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 (haftungsbeschränkt)) (AKW)	20,951,990	2,095,199
Fabian Siegel (Employee arrangements)		
Held via MSET	1,787,849	178,784
Fabian Siegel (Personal)		
Held personally and directly	790,000	79,000

	Options	Equivalent number CDIs
Fabian Siegel (Personal)		
Held personally and directly	285	285,000

Notes:

*Marley Spoon AG's annual general meeting on 31 May 2022 authorised the capital increase from company funds by the factor 100 and the corresponding downwards adjustment of the CDI to Share ratio to 10 : 1 (see ASX announcement of 1 June 2022).

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

CDIs	Equivalent number of ordinary shares (rounded)	Voting %
23,529,839*	2,352,983	6.02%**

*Note: Includes 20,951,990 CDIs held by AKW, 1,787,849 CDIs held by MSET, and 790,000 CDIs held personally.

**Note: Voting percentage based on the Company's issued share capital of 390,629,640 CDIs.

+ See chapter 19 for defined terms.