

Notice of change of interests of substantial holder

To Company Name/Scheme Marley Spoon SE

ACN/ARBN 625684068

1. Details of substantial holder

Name Marley Spoon Group SE (fka 468 SPAC II SE "MSG", the "holder" or "substantial holder")

ACN/ARBN (if applicable) N/A

There was a change in the interests of the substantial holder on 19/12/2023

The previous notice was given on 10/07/2023

The previous notice was dated 10/07/2023

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate had a relevant interest in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities	Previous notice*		Present notice*	
	Person's votes	Voting power	Person's votes	Voting power
No par value shares	617,866,920*	84.00%*	698,795,082*	95.00%*

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of Change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
04/10/2023	MSG	Acquisition of a relevant interest by way of cash offer to Marley Spoon SE CDI holders	\$440,690.03	4,006,273 CHESS Depository Interests (CDIs)**	MSG
19/12/2023	MSG	Acquisition of a relevant interest by way of tender offer to Marley Spoon SE CDI holders	980,760 MSG shares	76,621,889 CHESS Depository Interests (CDIs)**	MSG

* Considering a 1:10 ratio between no par value shares and CDIs

** Intended to be transmuted to no par value shares in due course based on a 1:10 ratio between no par value shares and CDIs

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes*
MSG	MSG	MSG	Relevant interest under section 608(1)(a) of the Corporations Act 2001 (Cth) acquired under share transfer agreements between MSG and certain Marley Spoon SE shareholders effective as of 6 July 2023 (see substantial shareholder notice dated 10/07/2023).	61,786,692 no par value shares	617,866,920
MSG	MSG	MSG	Relevant interest under section 608(1)(a) of the Corporations Act 2001 (Cth) acquired by way of an on-market offer to Marley Spoon SE CDI holders.	80,928,162 CDIs	80,928,162

5. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Marley Spoon Group SE (fka 468 SPAC II SE)	9 Rue de Bitbourg, L-1273 Luxembourg, LUXEMBOURG

Signature

Fabian Siegel



Jennifer Bernstein



capacity CEO / CFO

date: 21 December 2023

* Considering a 1:10 ratio between no par value shares and CDIs

** Intended to be transmuted to no par value shares in due course based on a 1:10 ratio between no par value shares and CDIs