

MARLEY SPOON

APPROVAL ON BUSINESS COMBINATION WITH MARLEY SPOON OBTAINED

Berlin, Sydney, 3 July 2023: Marley Spoon SE (“**Marley Spoon**” or the “**Company**” ASX: MMM), a leading global subscription-based meal kit provider, is pleased to provide an update on the proposed business combination with 468 SPAC II SE (“**468 SPAC**”) as announced on Wednesday, 26 April 2023.

Key Highlights

- 100% of shareholders attending 468 SPAC's EGM voted in favor of the Business Combination with Marley Spoon
- The total funding of the combined entity amounts to ~€44.9 million, including €35 million that Marley Spoon received from the pre-SPAC Placements in connection with the Business Combination
- 468 SPAC II SE to be renamed Marley Spoon Group SE; Christian Gisy appointed chairman of 468 SPAC's supervisory board will continue as deputy chairman of Marley Spoon's Supervisory Board.

Results from 468 SPAC's Extraordinary General Meeting on 30 June 2023 (“EGM”)

The Company has been informed of the following: At the EGM, 468 SPAC received support from its shareholders for its proposed business combination (“**Business Combination**”) with Marley Spoon, with 100% of 468 SPAC's shareholders attending the meeting voting in favor of the Business Combination.

The total funding of the combined entity in connection with the Business Combination amounts to ~€44.9 million, including €35 million that Marley Spoon received from the pre-SPAC Placements in connection with the Business Combination, as announced 29 June 2023.

The SPAC's shareholders in the EGM also approved, inter alia, the renaming of 468 SPAC to Marley Spoon Group SE and the appointment of its new supervisory board consisting of Christian Gisy (chairman), Alexander Kudlich and Yehuda Shmidman. Christian Gisy will continue to serve as deputy chairman of Marley Spoon's Supervisory Board.

As a result of the Business Combination, 468 SPAC will acquire approximately 84% of the outstanding German shares in Marley Spoon against the issuance of new shares at closing. To the extent required, the respective shareholders have transmuted their CDIs into German shares resulting in the number of issued CDIs in the Company traded at the ASX being reduced from ~393.36 million to ~117,72 million.

The closing of the Business Combination is expected to occur by mid-July 2023. It is intended that the shares of Marley Spoon Group SE (previously 468 SPAC) will trade at Frankfurt Stock Exchange under the ticker “MS1”.

As soon as practicable following the closing of the Business Combination, 468 SPAC intends to make a direct tender offer to acquire the outstanding ~117,72 million CDIs from the remaining shareholders of Marley Spoon. The Company will provide a further update on the timing for the direct tender offer in due course.

This announcement has been authorised for release to ASX by the Boards of Directors of Marley Spoon.

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About Marley Spoon

Marley Spoon (MMM:ASX, GICS: Consumer Staples Distribution & Retail) is a global direct-to consumer brand company that is solving everyday recurring problems in delightful and sustainable ways. Founded in 2014, Marley Spoon currently operates in three primary regions: Australia, United States and Europe (Austria, Belgium, Germany, Denmark and the Netherlands).

With Marley Spoon's meal-kits, you decide what to eat, when to eat, and leave behind the hassle of grocery shopping. To help make weeknights easier and dinners more delicious, our meal kits contain step-by-step recipes and pre-portioned seasonal ingredients to cook better, healthy meals for your loved ones.

As consumer behaviour moves towards valuing the convenience aspect of online ordering, Marley Spoon's global mission through its various brands, such as Marley Spoon, Martha Stewart & Marley Spoon, Dinnerly, and Chefgood, is to help millions of people enjoy easier, smarter and more sustainable lives.

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