
Notice of change of interests of substantial holder

To Company Name/Scheme Marley Spoon SE

ACN/ARSN 195994

1. Details of substantial holder

Name 468 SPAC II SE ("468 SPAC", the "holder" or "substantial holder")

ACN/ARSN (if applicable) N/A

There was a change in the interests

of substantial holder on 06/07/2023

The previous notice was given to the 29/06/2023

The previous notice was dated 28/06/2023

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
CHES Depositary Interests (CDIs)	275,811,511	37.79%	0	0%
No par value shares	336,538,440	46.11%	617,866,920	84.00%

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:

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

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
06/07/2023	468 SPAC	Acquisition of a relevant interest by way of an off-market share issuance with a subsequent share transfer from Runway Growth Finance Corp.	A\$550,414.10	323,773 no par value shares	468 SPAC
06/07/2023	468 SPAC	Acquisition of a relevant interest by way of an off-market share issuance with a subsequent share transfer from Runway Growth Finance L.P.	A\$417,429.90	245,547 no par value shares	468 SPAC
06/07/2023	468 SPAC	Acquisition of a relevant interest under a series of share transfer agreements between 468 SPAC and the previous holders of the shares and CDIs as stated in section 4	n/a	61,217,372 no par value shares	468 SPAC

* Considering 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*
468 SPAC	468 SPAC	468 SPAC	Relevant interest under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) acquired under a share transfer agreement between 468 SPAC and Mr Sudeep Ramnani effective as of 6 July 2023.	9,615,384 no par value shares	96,153,840
468 SPAC	468 SPAC	468 SPAC	Relevant interest under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) acquired under a share transfer agreement between 468 SPAC and Mr Jai Mahtani effective as of 6 July 2023.	4,807,692 no par value shares	48,076,920
468 SPAC	468 SPAC	468 SPAC	Relevant interest under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) acquired under a share transfer agreement between 468 SPAC and NOMA SP effective as of 6 July 2023.	4,807,692 no par value shares	48,076,920
468 SPAC	468 SPAC	468 SPAC	Relevant interest under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) acquired under a share transfer agreement between 468 SPAC and 468 Capital II GmbH & Co. KG effective as of 6 July 2023.	9,615,384 no par value shares	96,153,840
468 SPAC	468 SPAC	468 SPAC	Relevant interest under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) acquired under a share transfer agreement between 468 SPAC and USV A effective as of 6 July 2023.	4,591,947 no par value shares	45,919,470
468 SPAC	468 SPAC	468 SPAC	Relevant interest under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) acquired under a share transfer agreement between 468 SPAC and USV B effective as of 6 July 2023.	215,745 no par value shares	2,157,450
468 SPAC	468 SPAC	468 SPAC	Relevant interest under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) acquired under a share transfer agreement between 468 SPAC and 468 Capital II GmbH & Co. KG effective as of 6 July 2023.	7,614,313 no par value shares	76,143,137
468 SPAC	468 SPAC	468 SPAC	Relevant interest under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) acquired under a share transfer agreement between 468 SPAC and TEIXL Investments GmbH effective as of 6 July 2023.	52,800 no par value shares	528,000
468 SPAC	468 SPAC	468 SPAC	Relevant interest under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) acquired under a share transfer agreement between 468 SPAC and Acacia II Partners, LP effective as of 6 July 2023.	170,028 no par value shares	1,700,285
468 SPAC	468 SPAC	468 SPAC	Relevant interest under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) acquired under a share transfer agreement between 468 SPAC and Acacia Partners, L.P. effective as of 6 July 2023.	3,060,460 no par value shares	30,604,603
468 SPAC	468 SPAC	468 SPAC	Relevant interest under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) acquired under a share transfer agreement between 468 SPAC and Acacia Institutional Partners, L.P. effective as of 6 July 2023.	2,301,487 no par value shares	23,014,876
468 SPAC	468 SPAC	468 SPAC	Relevant interest under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) acquired under a share transfer agreement between 468 SPAC and Acacia Conservation Funds LP effective as of 6 July 2023.	2,550,390 no par value shares	25,503,909

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

468 SPAC	468 SPAC	468 SPAC	Relevant interest under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) acquired under a share transfer agreement between 468 SPAC and Acacia Conservation Master Fund (Offshore), LP effective as of 6 July 2023.	510,079 no par value shares	5,100,791
468 SPAC	468 SPAC	468 SPAC	Relevant interest under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) acquired under a share transfer agreement between 468 SPAC and Mr Gregory Alexander effective as of 6 July 2023.	308,266 no par value shares	3,082,661
468 SPAC	468 SPAC	468 SPAC	Relevant interest under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) acquired under a share transfer agreement between 468 SPAC and USV A effective as of 6 July 2023.	6,793,711 no par value shares	67,937,113
468 SPAC	468 SPAC	468 SPAC	Relevant interest under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) acquired under a share transfer agreement between 468 SPAC and USV B effective as of 6 July 2023.	319,191 no par value shares	3,191,915
468 SPAC	468 SPAC	468 SPAC	Relevant interest under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) acquired under a share transfer agreement between 468 SPAC and Fabian Siegel (directly and through Akowi GmbH and Marley Spoon Employee Trust UG (haftungsbeschränkt) effective as of 6 July 2023.	2,368,594 no par value shares	23,685,947
468 SPAC	468 SPAC	468 SPAC	Relevant interest under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) acquired under a share transfer agreement between 468 SPAC and Lakestar I LP effective as of 6 July 2023.	900,800 no par value shares	9,008,000
468 SPAC	468 SPAC	468 SPAC	Relevant interest under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) acquired under a share transfer agreement between 468 SPAC and QD Investments Ltd effective as of 6 July 2023.	371,027 no par value shares	3,710,274
468 SPAC	468 SPAC	468 SPAC	Relevant interest under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) acquired under a share transfer agreement between 468 SPAC and MexAttax GmbH effective as of 6 July 2023.	260,000 no par value shares	2,600,000
468 SPAC	468 SPAC	468 SPAC	Relevant interest under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) acquired under a share transfer agreement between 468 SPAC and Betterbecool GmbH effective as of 6 July 2023.	3,900 no par value shares	39,000
468 SPAC	468 SPAC	468 SPAC	Relevant interest under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) acquired under a share transfer agreement between 468 SPAC and Runway Growth Finance Corp. effective as of 6 July 2023.	323,773 no par value shares	3,237,730
468 SPAC	468 SPAC	468 SPAC	Relevant interest under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) acquired under a share transfer agreement between 468 SPAC and Runway Growth Finance L.P. effective as of 6 July 2023.	245,547 no par value shares	2,455,470

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

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

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

Name	Address
468 SPAC II SE	9 Rue de Bitbourg L-1273 Luxembourg, LUXEMBOURG

Signature

print name Fabian Siegel / Jennifer Bernstein

capacity CEO / CFO

sign here


Fabian Siegel (Jul 10, 2023 19:38 GMT+2)


Jennifer Bernstein (Jul 10, 2023 20:44 GMT+2)

Date 10/07/23
