



MARLEY SPOON

Marley Spoon SE to Voluntarily Delist from ASX

Berlin, Sydney, 14 August 2024: Marley Spoon SE (ASX: MMM) (“**Marley Spoon**” or “**Company**”) today announces that the Company has requested and received formal approval from the Australian Securities Exchange (“**ASX**”) to be removed from the official list of the ASX pursuant to ASX Listing Rule 17.11 (“**Delisting**”).

This application follows the Company obtaining in-principle advice from the ASX to the effect that the ASX is likely to remove the Company from the official list of the ASX subject to the satisfaction of certain conditions, including the Company obtaining security holder approval for the Delisting.

The Company’s reasons for, and consequences of, Delisting were set out in its 2024 Notice of Meeting released by the Company to the ASX on 12 June 2024. The Company obtained the approval of security holders for the Delisting at a general meeting held on Friday, 19 July 2024.

The Company expects that the Delisting will occur at the close of trading on Monday, 19 August 2024. The Company’s CHES Depositary Interests (“**CDIs**”) are expected to be suspended and cease to trade on the ASX at the close of trading on Thursday, 15 August 2024 (being two trading days before the date of the Delisting).

Key Steps in relation to Delisting

Key steps in relation to the Delisting and the expected timetable are as follows:

Key Event	Date ¹
Suspension of trading of CDIs	Thursday, 15 August 2024 (" Suspension Date ")
Delisting (at the close of trading, Sydney time). Removal from the official list	Monday, 19 August 2024
ASX Settlement to give notice of its decision to revoke approval of the CDIs	Tuesday, 20 August 2024
CHES Depository Nominees Pty Ltd (" CDN ") revokes the existing trust (established under ASX Settlement Operating Rule 13.4.1) under which it currently holds shares in the Company underlying the CDIs (" CDN Revocation ") ²	Tuesday, 20 August 2024 - Thursday 22 August 2024
Notice to be sent to CDI holders advising that: <ul style="list-style-type: none">approval of CDIs has been revoked by ASX Settlement;the CDI holders' CHES CDI holdings have been converted to the Issuer Sponsored CDI register; andCDN Revocation has occurred and confirming the date of CDN Revocation	Following CDN Revocation
CDIs are cancelled ³	Following CDN Revocation

On and following Delisting - options available to CDI holders

On Delisting and cancellation of the CDIs as described above, CDN will hold the interests relating to shares in the Company of CDI holders at that time ("**Former CDI Holders**") pursuant to the ASX Settlement Operating Rule 13.5A.1(a).

As advised in the 2024 Notice of Meeting released by the Company to the ASX on 12 June 2024, at the absolute discretion of the Company (in accordance with any requirements of CDN), the Company may implement procedures in relation to the remaining shares in the Company that have not been transferred to the relevant CDI holders, including by implementing a disposal process which may be conducted including via the sale of shares to a third party, a buy-back by the Company or any other permitted means as determined by the Company with proceeds (less applicable costs) remitted to the Former CDI Holder, or if they are not able to be located, the proceeds will be dealt with in accordance with applicable unclaimed money laws. If such a process is implemented, there is no guarantee as to the value of any shares or interests that have not been transferred to Former CDI Holders under a CDI conversion process outlined above.

Accordingly, the Company has determined that a sale process will be conducted and outlines that process

¹ Dates and times above are Sydney, Australia time and are indicative only and subject to change by the Company or the ASX.

² Subject to the availability of the directors of CDN.

³ Prior to cancellation of CDIs, CHES CDI holdings will be converted to the Issuer Sponsored CDI register.

and options available to Former CDI Holders between the date of this announcement and the execution of that process below.

OPTION 1: Sell CDIs on the ASX before the Suspension Date

CDI holders may be able to sell their CDIs on the ASX prior to the close of trading on the Suspension Date. This may provide CDI holders who wish to sell their CDIs on the ASX the opportunity to exit their investment in the Company prior to Delisting, should they not wish to retain an interest in the Company following Delisting.

If a CDI holder sells its CDIs on the ASX prior to the Suspension Date, it will be responsible for any costs associated with the sale of its CDIs as is customary, including any brokerage costs.

After the Suspension Date, CDI holders will **no longer** be able to sell their CDIs on the ASX.

OPTION 2: Convert CDIs into Marley Spoon SE shares

If a CDI holder does not pursue Option 1, as a Former CDI Holder it will continue to have a right to convert its CDIs (in multiples of 10) into underlying shares in the Company. 10 CDIs are equivalent to, and will convert into, one ordinary share in the Company. Dealings with fractional entitlements to ordinary shares are discussed below.

Prior to the Delisting: If a Former CDI Holder's CDIs are held on the issuer sponsored sub-register, it may be able to convert its CDIs into shares in the Company prior to Delisting, and subsequently become registered as a shareholder on the Company's share register by completing and returning the Transmutation Form, a copy of which can be obtained by contacting Link on +61 1300 554 474 between 8:30am to 7:30pm. (If a Former CDI Holder's CDIs are held on the CHESSE sub-register, it must first convert that holding to the issuer sponsored sub-register if it wishes to undertake the above. For further information, Former CDI Holders must contact Link in accordance with the above or their CHESSE Participant, usually their broker.)

After the Delisting: If a Former CDI Holder does not convert its CDIs into shares in the Company prior to Delisting, it can provide its details and confirm the conversion of its CDIs into shares at or after the conclusion of the Delisting by visiting the following website: <https://events.miraqle.com/marley-spoon>.

After Former CDI Holders have been transferred shares in the Company as described above, the Company will confirm to them their corresponding registration as shareholder in the Company's share register, setting out the respective number of ordinary shares in the Company registered in the Former CDI Holder's name. The Company will not issue (individual) share certificates.

Please note, if a Former CDI Holder wishes to continue to hold an investment in the Company after Delisting, it will need to complete the steps outlined in this Option 2 prior to the Sale described below.

Fractional Entitlements: Fractions of ordinary shares in the Company cannot be transferred to Former CDI Holders. Therefore if, as part of the process described above, a Former CDI Holder would otherwise have an entitlement to a fraction of an ordinary share in the Company (because their CDI holding was not a multiple of 10), the Former CDI Holder will be paid a share sale price divided by 10 per "remaining" CDI as disclosed

in the Company's 2024 Notice of Meeting released to the ASX on 12 June 2024. The Company notes in particular that these payments will not be made by cheque, or to Former CDI Holders who have not provided necessary bank account details to the Company's registry before Delisting. Former CDI Holders may update their Australian bank account details on the website <https://events.miragle.com/marley-spoon> or via the Investor Centre website (<https://investorcentre.linkgroup.com/Login/Login>) or by contacting the Company's registry on +61 1300 554 474. If a Former CDI Holder does not have an Australian bank account, they may sign up with OFX via the Investor Centre website or <https://www.ofx.com/p/link-market-services/> for payment to be made in their currency of choice.

If Former CDI Holders do not follow Option 1 or Option 2: Sale of Marley Spoon SE shares to Marley Spoon Group SE ("MSG")

If a Former CDI Holder does not follow Option 1 or Option 2, its interests as a Former CDI Holder will be dealt with as follows:

On a date as agreed between CDN and the Company prior to 30 April 2025 (but not earlier than 31 October 2024) ("**Sale Date**"), the Company (as attorney for CDN) will sell to MSG all shares in the Company then held by CDN at the volume-weighted average price per CDI on the last 5 days CDIs are traded on the ASX up to and including the Delisting Date (as determined by the Company) ("**CDI Price**") x 10 ("**Sale**"). Following the Sale, each Former CDI Holder will be remitted the CDI Price by the Company's share registry in respect of each CDI that CDN then held shares in the Company in respect of from the proceeds of that sale via the Former CDI Holder's nominated bank account provided to the share registry or, if no nominated bank account has been provided, mailed to its registered address by cheque.

It is the responsibility of Former CDI Holders to ensure that their details held by the share registry are correct and complete in order to receive Sale proceeds. If the consideration from the Sale cannot be received by a Former CDI Holder, or if it cannot be contacted to receive the consideration from the Sale, then the proceeds will be dealt with in accordance with applicable unclaimed money laws.

The Company reserves the right to vary the above process with the consent of CDN as required under the ASX Settlement Operating Rules.

This announcement has been authorised for release to the ASX by the Management Board of Marley Spoon SE.

END

REGISTERED ADDRESS:

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