

# 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

<b>Name of entity</b> Marley Spoon AG
<b>ARBN</b> 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.

<b>Name of Director</b>	Fabian Siegel
<b>Date of last notice</b>	26 November 2018

### 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.

<b>Direct or indirect interest</b>	Direct and Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	See Annexure A.
<b>Date of change</b>	4, 5 and 10 July 2019
<b>No. of securities held prior to change</b>	See Annexure A.
<b>Class</b>	CDIs
<b>Number acquired</b>	Nil
<b>Number disposed</b>	7,655,000 (whereof 4,835,000 were held by AKW Capital GmbH (AKW), 2,007,000 by Marley Spoon Series B UG & Co. KG (MSSB) and 813,000 by Marley Spoon Series A UG & Co. KG (MSSA))
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Nil

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+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>No. of securities held after change</b>	See Annexure B
<p><b>Nature of change</b>          Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Fabian Siegel's beneficial and economic interests in the CDIs/Shares at the time of the IPO included CDIs/Shares that were held via AKW, MSSB and MSSA, respectively, under trust arrangements for unrelated third-party investors. These CDIs/Shares were subject to a 12 months post IPO escrow.</p> <p>Following the recent release from escrow, the underlying trust agreements were terminated and the CDIs/Shares were transferred into the own names of certain of these unrelated third-party investors. As of the date of this notice, some transfers of CDIs/Shares to other unrelated third-party investors are still pending.</p> <p>Fabian Siegel (directly or indirectly through AKW, MSSB or MSSA) has not disposed of any personally owned CDIs/Shares.</p>

**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.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<p><b>No. and class of securities to which interest related prior to change</b>          Note: Details are only required for a contract in relation to which the interest has changed</p>	
<b>Interest acquired</b>	

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	
<b>If prior written clearance was provided, on what date was this provided?</b>	

Date of announcement: 11 July 2019

**ANNEXURE A**

Fabian Siegel holds certain interests through the following vehicles (if indicated) for himself personally and for others as follows:

	<b>CDIs</b>	<b>Equivalent number of ordinary shares (Shares) (rounded)</b>
<b>Fabian Siegel (<i>Personal</i>)</b>		
Held via AKW Capital GmbH (formerly AKW Capital UG (haftungsbeschränkt)) ( <b>AKW</b> )	17,156,451	17,156
<b>Fabian Siegel (<i>For other investors</i>)</b>		
Held via AKW	7,290,676	7,291
Held via Marley Spoon Series A UG & Co. KG ( <b>MSSA</b> )	1,171,000	1,171
Held via Marley Spoon Series B UG & Co. KG ( <b>MSSB</b> )	3,067,000	3,067
<b>Fabian Siegel (<i>Employee arrangements</i>)</b>		
Held via MSSA	1,983,000	1,983 <sup>1</sup>

<sup>1</sup> 1,983 Shares held by MSSA are qualified as “own shares” of the Company and therefore they (and corresponding CDIs) are not entitled to receive dividend and do not carry voting rights. Refer to Section 9.10.1.2 of the Company's Prospectus released to ASX on 2 July 2018.

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

Held via Marley Spoon Employee Trust UG (MSET)	7,595,000	7,595
<b>Fabian Siegel (Personal)</b>		
Held personally and directly	192,000	192

Notes:

*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.

*For other investors:* Beneficial and economic interests in the CDIs/Shares in the row marked 'For other investors' are held under arrangements for unrelated third-party investors:

- Held via AKW: To the extent CDIs/Shares are held by AKW for 'For other investors', such third-party investors may terminate the underlying trust agreements and may request transfer of these CDIs/Shares into their names (subject to applicable escrow arrangements). Under the existing trust agreements, AKW as trustee must obtain approval from the respective beneficiary prior to exercise any voting rights of the CDIs/Shares held by AKW.
- held via MSSA or MSSB: To the extent CDIs/Shares are held by MSSA or MSSB 'For other investors', such third-party investors can only terminate the underlying trust agreements and request transfer of the limited partnership interest in MSSA or MSSB, respectively. These CDIs/Shares may only be transferred into the third party investor's names with Fabian's prior consent upon termination of or withdrawal from the partnership. Fabian can ultimately control the voting of the CDIs/Shares held by MSSA and MSSB.

Dividends paid on CDIs/Shares held 'For other investors' will economically be attributed pro rata to the third-party investors. The transfer of CDI/Shares to other investors is subject to applicable escrow arrangements.

*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).

*Shares pledged to Moneda:* Mr. Siegel has pledged 1,600,451 CDIs (made up of 192,000 CDIs held by Fabian Siegel personally and 1,408,451 CDIs held by AKW on behalf of Fabian Siegel) in favour of Moneda. The term of the loan is until 30 April 2020 and, after the loan is discharged, Moneda will release its interest in the pledged CDIs.

### Aggregate voting

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+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

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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 MSSA, MSSB and MSET. The aggregate of these CDI/Shares is as follows:

CDIs	Equivalent number of ordinary shares (rounded)	Voting %
29,181,451	29,181	19.63% <sup>2</sup>

Note: Includes 17,156,451 CDIs held by AKW; 3,067,000 CDIs held by MSSB, 7,595,000 CDIs held by MSET, 1,171,000 CDIs held by MSSA<sup>3</sup> and 192,000 CDIs held personally.

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<sup>2</sup> The voting percentage has decreased arithmetically due to the issuance of 8,200 Shares (8,200,000 CDI) to W23 Investments Pty Limited (as announced on 21 June 2019) and the corresponding increase of Marley Spoon AG's share capital from 140,470 Shares (140,470,000 CDI) to 148,670 Shares (148,870,000 CDI).

<sup>3</sup> Refer footnote 1 above

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+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

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**ANNEXURE B**

Fabian Siegel holds certain interests through the following vehicles (if indicated) for himself personally and for others as follows:

	<b>CDIs</b>	<b>Equivalent number of ordinary shares (Shares) (rounded)</b>
<b>Fabian Siegel (<i>Personal</i>)</b>		
Held via AKW Capital GmbH (formerly AKW Capital UG (haftungsbeschränkt) ( <b>AKW</b> ))	17,156,451	17,156
<b>Fabian Siegel (<i>For other investors</i>)</b>		
Held via AKW	2,455,676	2,455
Held via Marley Spoon Series A UG & Co. KG ( <b>MSSA</b> )	358,000	358
Held via Marley Spoon Series B UG & Co. KG ( <b>MSSB</b> )	1,060,000	1,060
<b>Fabian Siegel (<i>Employee arrangements</i>)</b>		
Held via MSSA	1,983,000	1,983 <sup>4</sup>
Held via Marley Spoon Employee Trust UG ( <b>MSET</b> )	7,595,000	7,595
<b>Fabian Siegel (<i>Personal</i>)</b>		
Held personally and directly and pledged to Moneda	192,000	192

Notes:

*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.

*For other investors*: Beneficial and economic interests in the CDIs/Shares in the row marked 'For other investors' are held under arrangements for unrelated third-party investors:

- Held via AKW: To the extent CDIs/Shares are held by AKW for 'For other investors', such third-party investors may terminate the underlying trust agreements and may request transfer of these CDIs/Shares into their names (subject to applicable escrow arrangements). Under the existing trust agreements, AKW as trustee must obtain approval from the respective beneficiary prior to exercise any voting rights of the CDIs/Shares held by AKW.
- held via MSSA or MSSB: To the extent CDIs/Shares are held by MSSA or MSSB 'For other investors', such third-party investors can only terminate the underlying trust agreements and request transfer of the limited partnership interest in MSSA or

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<sup>4</sup> 1,983 Shares held by MSSA are qualified as "own shares" of the Company and therefore they (and corresponding CDIs) are not entitled to receive dividend and do not carry voting rights. Refer to Section 9.10.1.2 of the Company's Prospectus released to ASX on 2 July 2018.

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MSSB, respectively. These CDIs/Shares may only be transferred into the third party investor's names with Fabian's prior consent upon termination of or withdrawal from the partnership. Fabian can ultimately control the voting of the CDIs/Shares held by MSSA and MSSB.

Dividends paid on CDIs/Shares held 'For other investors' will economically be attributed pro rata to the third-party investors. The transfer of CDI/Shares to other investors is subject to applicable escrow arrangements.

*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).

*Release of Shares pledged to Moneda:* The interest in 1,600,451 CDIs (made up of 192,000 CDIs held by Fabian Siegel personally and 1,408,451 CDIs held by AKW on behalf of Fabian Siegel) has been released from a pledge in favour of Moneda after the secured loan has been discharged early (as announced on 7 June 2019).

#### **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 MSSA, MSSB and MSET. The aggregate of these CDI/Shares is as follows:

<b>CDIs</b>	<b>Equivalent number of ordinary shares (rounded)</b>	<b>Voting %</b>
26,361,451	26,361	17.73% <sup>5</sup>

Note: Includes 17,156,451 CDIs held by AKW; 1,060,000 CDIs held by MSSB, 7,595,000 CDIs held by MSET, 358,000 CDIs held by MSSA<sup>6</sup> and 192,000 CDIs held personally.

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<sup>5</sup> Refer to footnote 2 above

<sup>6</sup> Refer to footnote 4 above

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