

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 the substantial holder on

22/05/2023

The previous notice was given to the company on

25/04/2023

The previous notice was dated

25/04/2023

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
CHESS Depository Interests (CDIs)	275,811,511	70.12%	275,811,511	65.27%
No par value shares	0	0	29,195,790	6.91%

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
22/05/2023	468 SPAC	Acquisition of a relevant interest by way of an off-market share issuance.	EUR 2,900,105.52	2,788,563 no par value shares	468 SPAC
22/05/2023	468 SPAC	Acquisition of a relevant interest by way of an off-market share issuance.	EUR 136,256.64	131,016 no par value shares	468 SPAC

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	USV Marley Spoon A, LLC ("USV A")	USV A	Relevant interest under section 608(1) of the <i>Corporations Act 2001</i> (Cth) as holder of the no par ordinary shares.	2,788,563 no par value shares	27,885,630
468 SPAC	USV Marley Spoon B, LLC ("USV B")	USV B	Relevant interest under section 608(1) of the <i>Corporations Act 2001</i> (Cth) as holder of the no par ordinary shares.	131,016 no par value shares	1,310,160
468 SPAC	Unknown	468 Capital II GmbH & Co. KG	Relevant interest under section 608(1)(c) and 608(8) of the <i>Corporations Act 2001</i> (Cth) arising under a sale and purchase agreement between 468 SPAC and 468 Capital II GmbH & Co. KG dated 25 April 2023 which is conditional on approval of 468 SPAC's shareholders and which contains the term set out in Annexure A which gives 468 SPAC a power to dispose of, or control the exercise of a power to dispose of, the securities.	76,143,137 CDIs	76,143,137
468 SPAC	Unknown	TEIXL Investments GmbH	Relevant interest under section 608(1)(c) and 608(8) of the <i>Corporations Act 2001</i> (Cth) arising under a sale and purchase agreement between 468 SPAC and TEIXL Investments GmbH dated 25 April 2023 which is conditional on approval of 468 SPAC's shareholders and which contains the term set out in Annexure A which gives 468 SPAC a power to dispose of, or control the exercise of a power to dispose of, the securities.	528,000 CDIs	528,000
468 SPAC	Unknown	Acacia II Partners, LP	Relevant interest under section 608(1)(c) and 608(8) of the <i>Corporations Act 2001</i> (Cth) arising under a sale and purchase agreement between 468 SPAC and Acacia II Partners, LP dated 25 April 2023 which is conditional on approval of 468 SPAC's shareholders and which contains the term set out in Annexure A which gives 468 SPAC a power to dispose of, or control the exercise of a power to dispose of, the securities.	1,700,285 CDIs	1,700,285

468 SPAC	Unknown	Acacia Partners, L.P.	Relevant interest under section 608(1)(c) and 608(8) of the <i>Corporations Act 2001</i> (Cth) arising under a sale and purchase agreement between 468 SPAC and Acacia Partners, L.P. dated 25 April 2023 which is conditional on approval of 468 SPAC's shareholders and which contains the term set out in Annexure A which gives 468 SPAC a power to dispose of, or control the exercise of a power to dispose of, the securities.	30,604,603 CDIs	30,604,603
468 SPAC	Unknown	Acacia Institutional Partners, L.P.	Relevant interest under section 608(1)(c) and 608(8) of the <i>Corporations Act 2001</i> (Cth) arising under a sale and purchase agreement between 468 SPAC and Acacia Institutional Partners, L.P. dated 25 April 2023 which is conditional on approval of 468 SPAC's shareholders and which contains the term set out in Annexure A which gives 468 SPAC a power to dispose of, or control the exercise of a power to dispose of, the securities.	23,014,876 CDIs	23,014,876
468 SPAC	Unknown	Acacia Conservation Fund, LP	Relevant interest under section 608(1)(c) and 608(8) of the <i>Corporations Act 2001</i> (Cth) arising under a sale and purchase agreement between 468 SPAC and Acacia Conservation Fund, LP dated 25 April 2023 which is conditional on approval of 468 SPAC's shareholders and which contains the term set out in Annexure A which gives 468 SPAC a power to dispose of, or control the exercise of a power to dispose of, the securities.	25,503,909 CDIs	25,503,909
468 SPAC	Unknown	Acacia Conservation Master Fund (Offshore), LP	Relevant interest under section 608(1)(c) and 608(8) of the <i>Corporations Act 2001</i> (Cth) arising under a sale and purchase agreement between 468 SPAC and Acacia Conservation Master Fund (Offshore), LP dated 25 April 2023 which is conditional on approval of 468 SPAC's shareholders and which contains the term set out in Annexure A which gives 468 SPAC a power to dispose of, or control the exercise of a power to dispose of, the securities.	5,100,791 CDIs	5,100,791
468 SPAC	Unknown	Mr Gregory Alexander	Relevant interest under section 608(1)(c) and 608(8) of the <i>Corporations Act 2001</i> (Cth) arising under a sale and purchase agreement between 468 SPAC and Mr Gregory Alexander dated 25 April 2023 which is conditional on approval of 468 SPAC's shareholders and which contains the term set out in Annexure A which gives 468 SPAC a power to dispose of, or control the exercise of a power to dispose of, the securities.	3,082,661 CDIs	3,082,661
468 SPAC	Unknown	USV A	Relevant interest under section 608(1)(c) and 608(8) of the <i>Corporations Act 2001</i> (Cth) arising under a sale and purchase agreement between 468 SPAC and USV Marley Spoon A, LLC dated 25 April 2023 which is conditional on approval of 468 SPAC's shareholders and which contains the term set out in Annexure A which gives 468 SPAC a power to dispose of, or control the exercise of a power to dispose of, the securities.	67,937,113 CDIs	67,937,113

468 SPAC	Unknown	USV B	Relevant interest under section 608(1)(c) and 608(8) of the <i>Corporations Act 2001</i> (Cth) arising under a sale and purchase agreement between 468 SPAC and USV Marley Spoon B, LLC dated 25 April 2023 which is conditional on approval of 468 SPAC's shareholders and which contains the term set out in Annexure A which gives 468 SPAC a power to dispose of, or control the exercise of a power to dispose of, the securities.	3,191,915 CDIs	3,191,915
468 SPAC	Unknown	Akowi GmbH	Relevant interest under section 608(1)(c) and 608(8) of the <i>Corporations Act 2001</i> (Cth) arising under a sale and purchase agreement between 468 SPAC and Akowi GmbH dated 25 April 2023 which is conditional on approval of 468 SPAC's shareholders and which contains the term set out in Annexure A which gives 468 SPAC a power to dispose of, or control the exercise of a power to dispose of, the securities.	23,685,947 CDIs	23,685,947
468 SPAC	Unknown	Lakestar I LP	Relevant interest under section 608(1)(c) and 608(8) of the <i>Corporations Act 2001</i> (Cth) arising under a sale and purchase agreement between 468 SPAC and Lakestar I LP dated 25 April 2023 which is conditional on approval of 468 SPAC's shareholders and which contains the term set out in Annexure A which gives 468 SPAC a power to dispose of, or control the exercise of a power to dispose of, the securities.	9,008,000 CDIs	9,008,000
468 SPAC	Unknown	QD Investments Ltd	Relevant interest under section 608(1)(c) and 608(8) of the <i>Corporations Act 2001</i> (Cth) arising under a sale and purchase agreement between 468 SPAC, QD Investments Ltd and QD Ventures Ltd dated 25 April 2023 which is conditional on approval of 468 SPAC's shareholders and which contains the term set out in Annexure A which gives 468 SPAC a power to dispose of, or control the exercise of a power to dispose of, the securities.	3,710,274 CDIs	3,710,274
468 SPAC	Unknown	MexAttax GmbH	Relevant interest under section 608(1)(c) and 608(8) of the <i>Corporations Act 2001</i> (Cth) arising under a sale and purchase agreement between 468 SPAC and MexAttax GmbH dated 25 April 2023 which is conditional on approval of 468 SPAC's shareholders and which contains the term set out in Annexure A which gives 468 SPAC a power to dispose of, or control the exercise of a power to dispose of, the securities.	2,600,000 CDIs	2,600,000

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:

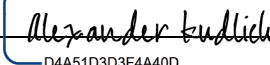
Name	Address
468 SPAC II SE	9 Rue de Bitbourg L-1273 Luxembourg, LUXEMBOURG

Signature

print name **Alexander Kudlich**

capacity CEO

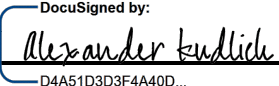
sign here

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Date 24/05/2023

ANNEXURE A

This is Annexure A of 1 page to the Notice of Initial Substantial Holder in respect of Marley Spoon SE dated 24 May 2023

print name	Alexander Kudlich	capacity	CEO
sign here	 D4A51D3D3F4A40D...	date	24/05/2023

Term giving 468 SPAC a power to dispose of, or control the exercise of a power to dispose of, the securities.

From the date of this Agreement until the Closing, the Shareholder undertakes to 468 SPAC not to transfer, assign, pledge or sell, and not to agree to transfer, assign, pledge or sell, any of the Shareholder's MS Shares or Shareholder's MS CDIs other than pursuant to Section 1. For the avoidance of doubt, the Shareholder may request from the registry of the Company to convert the MS CDIs into MS Shares.