Mmm!

Yum!

MARLEY SPOON

Q2 2023
Results Presentation

July 27, 2023

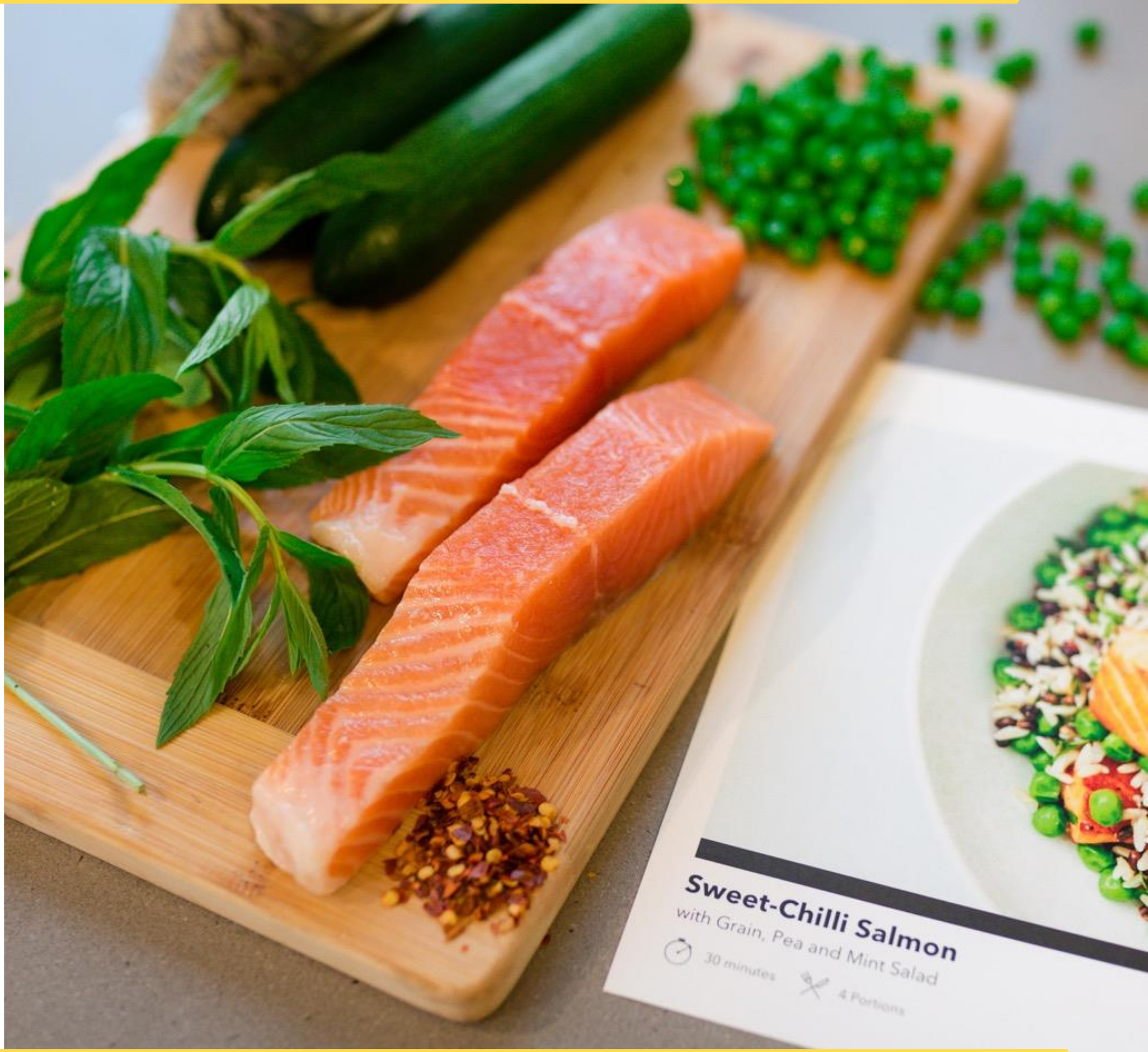
This announcement has been authorized for release to ASX by the Board of Directors of Marley Spoon SE

Tasty!

Delicious!

Introduction

FABIAN SIEGEL
CEO, Founder,
Management Board



Marley Spoon offers customers sustainable cooking solutions

VISION

Building a better everyday, just for you, just right

MISSION

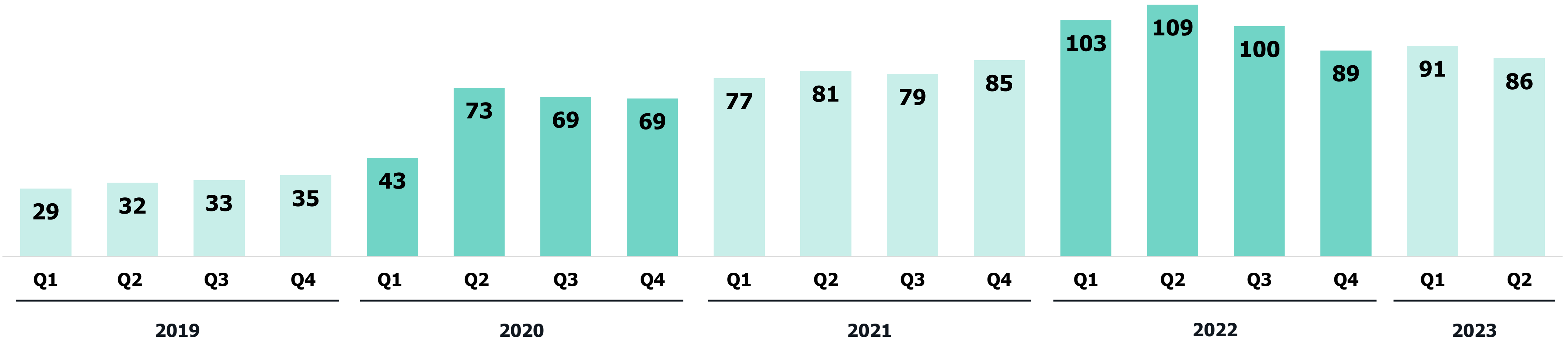
Bringing delightful, market-fresh and easy cooking back to the people

Solving Everyday Problems

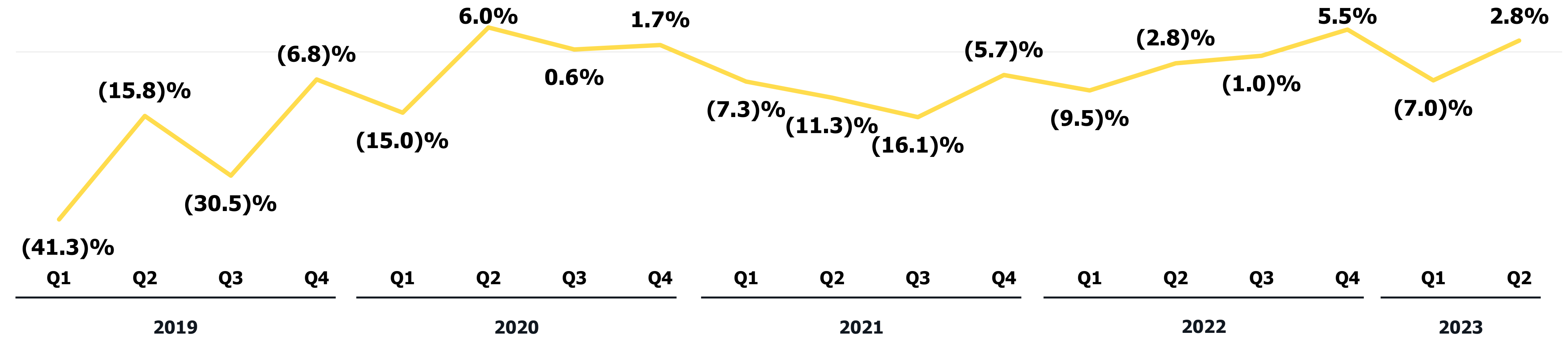
- Our chefs design great recipes
- You decide what you want to cook and when
- We source ingredients and deliver to your door
- You simply cook and enjoy

Despite a recent sales slowdown, Marley Spoon has realized scale and improved Operating EBITDA over time

Revenue (EUR M)



Operating EBITDA Margin*



*Figures exclude one-time charges associated with BCA transaction fees, severance/restructuring costs and a one-time sales tax charge in the US, in the amount of €4.7m in total in Q2 2023 and €5.6m YTD 2023

H1 2023 was marked by margin expansion and improved Op. EBITDA, helping offset revenue declines; in H2 we remain focused on customer retention and cost discipline

H1 — Strong operational results despite soft topline environment

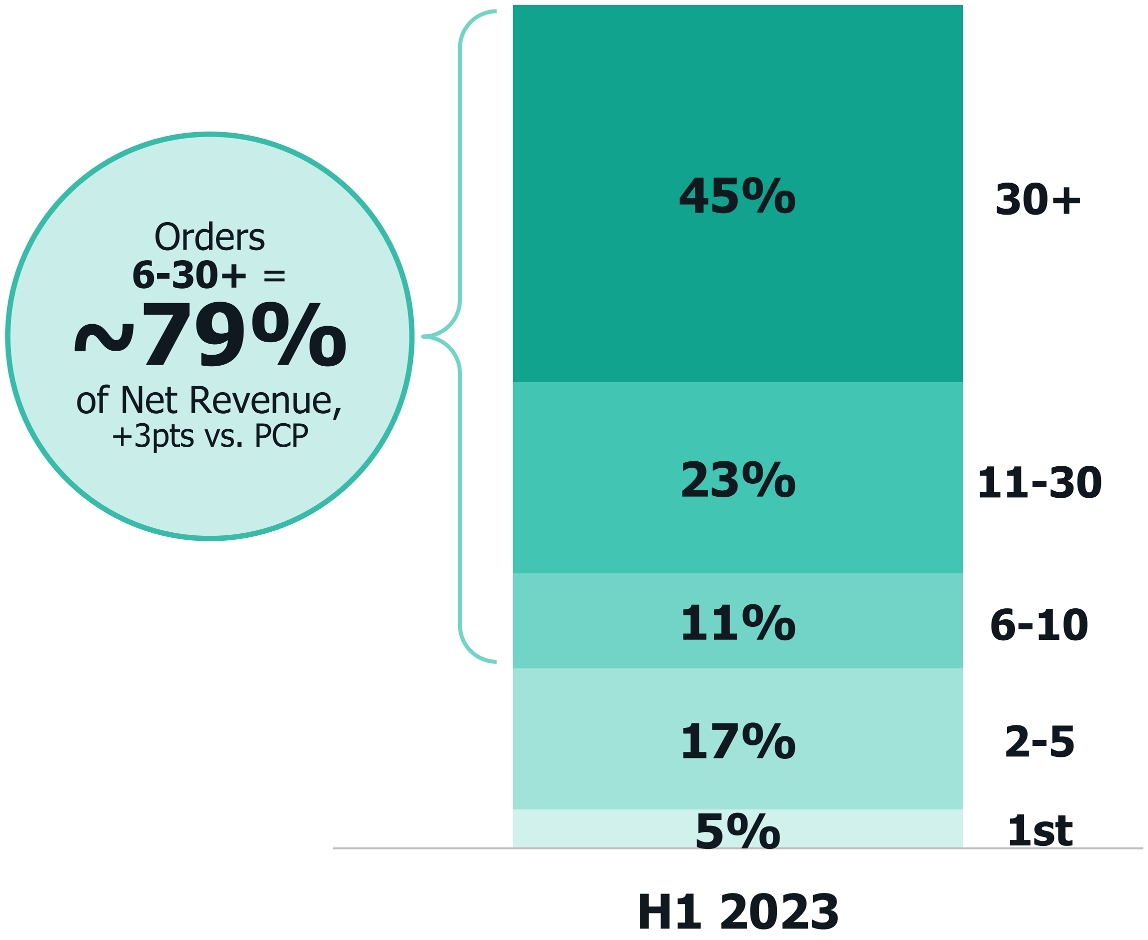
- Revenue decreased (14)% in constant currency, but contribution margin still expanded
- Menu expansion, ´Market´ offering, premium recipes and pricing continue to drive YoY basket size gains
- Solid contribution margin expansion vs. PY to 31.4%
- Improved Operating EBITDA margin driven by cost discipline, with positive performance in US and Australia

H2 STRATEGY — Drive revenue with continued cost discipline

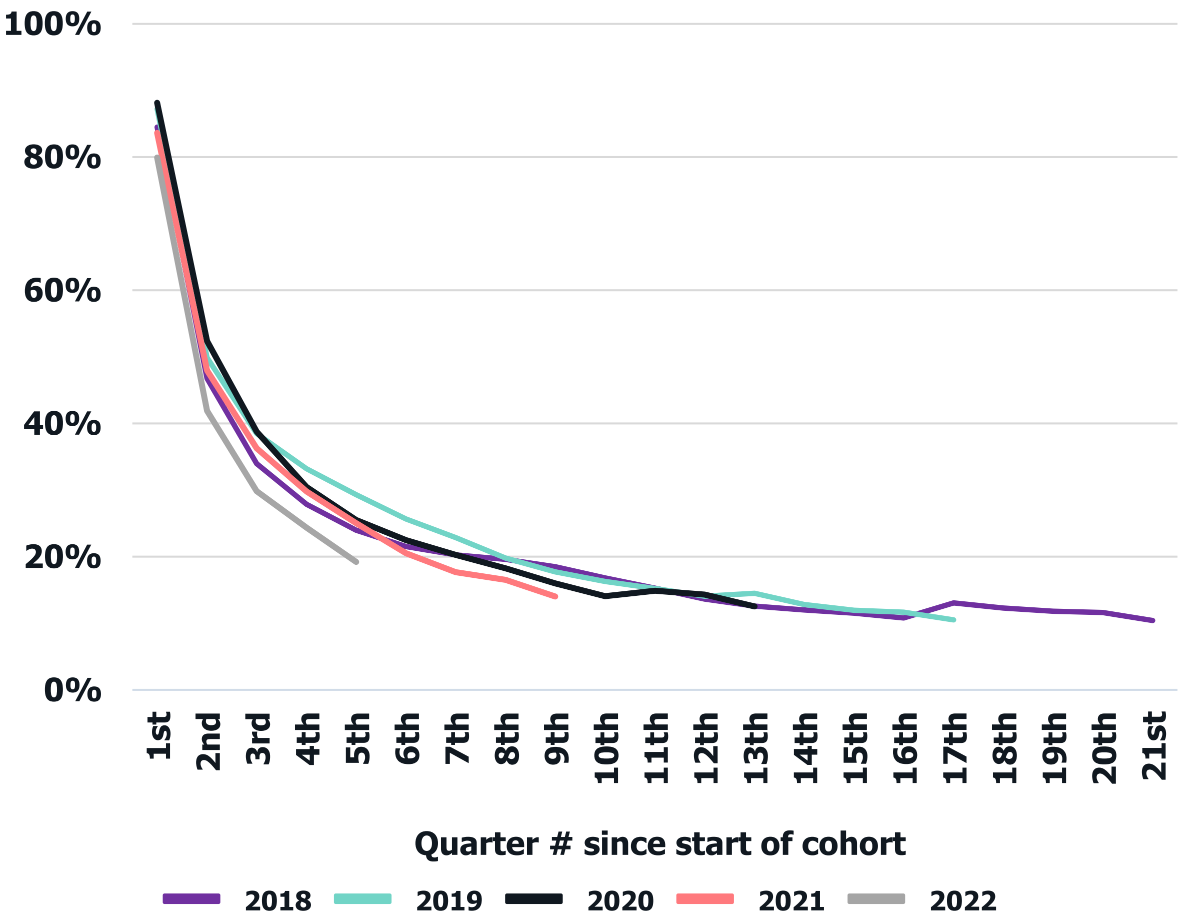
- Drive revenue by increasing customer lifetime value through product enhancements while continuing measured marketing investments within unit economic guard rails
- Deliver continued operational efficiency, while increasing value delivery to customer
- Continued focus on cost discipline and G&A management
- Work to minimize Operating EBITDA losses stemming from net revenue softness

While our business continues to benefit from long-term, loyal customers with high order frequency…

Revenue Breakdown by Order Frequency

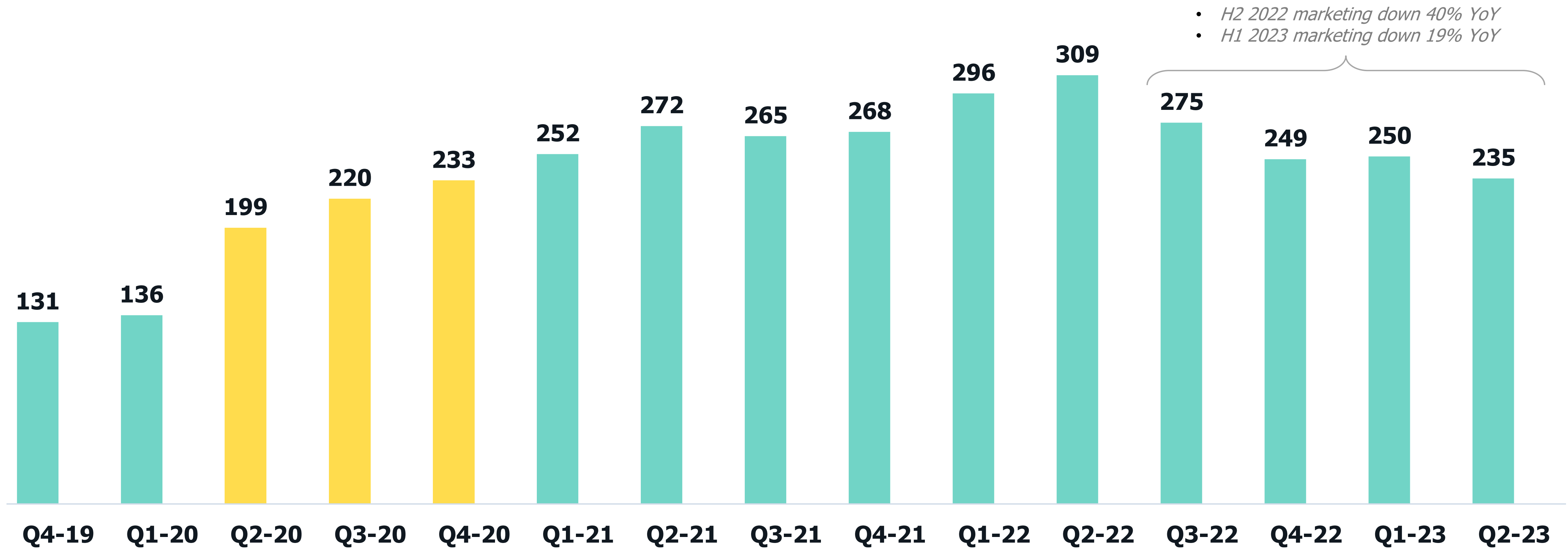


Global Net Revenue Retention (Quarterly Average)



…recent Active Subscriber growth has been challenged due to marketing spend reductions and new subscriber quality in H1 2023

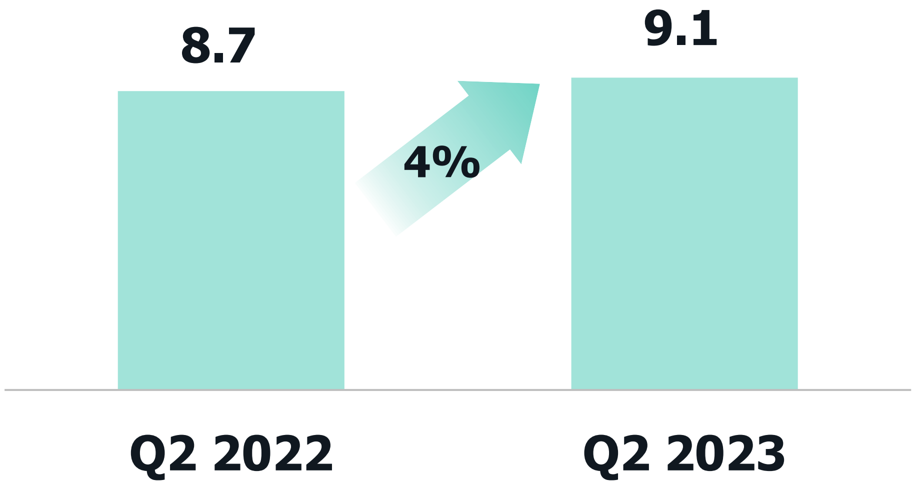
Active Subscribers *(k)*



- Expected decrease due to lower marketing spend in H2 2022 and H1 2023.
- New subscribers acquired in Q1 2023 demonstrated lower initial retention due to an increased use of marketing discounts which has been course corrected since Q2 2023.
- All regions contributed to the decline: EU (33)%, US (25)% and Australia (18)%

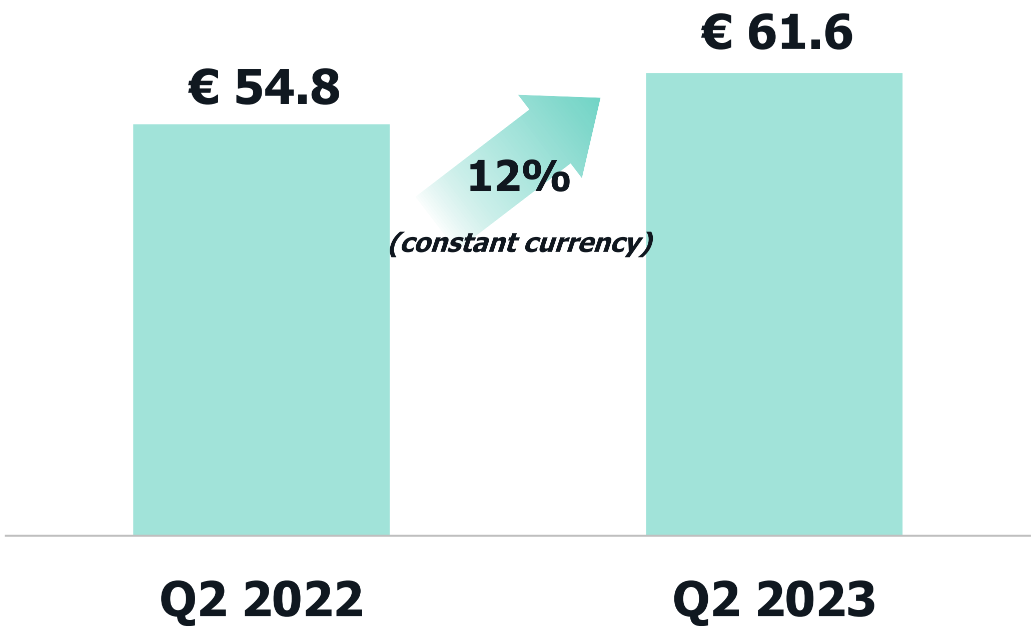
Continued focus on providing new offerings to the customer helped increase Average Order Value in Q2

Meals per Order



- Increase in meals per order across all regions (AUS +4%, US +3%, EU+1%) helping offset lower order frequency (excluding Australia, which saw a ~4% increase in orders per subscriber vs. Q2 2022)
- Gains driven by more recipe choice and continued favorable Market attachment rates

Average Order Value



- Basket size expansion driven by:
  - Annualization of 2022 price increases
  - Expanded core and premium recipe offerings
  - 'Recipe variants,' the newly launched ability to customize recipes by substituting ingredients

Q2 / H1 2023 Financial Overview

	Q2 2022	Q2 2023	H1 2022	H1 2023
Net Revenue (€m)	109.2	86.0	211.8	177.4
Net Revenue Growth % vs. PCP*	35% / 25%	(21)% / (17)%	34% / 26%	(16)% / (14)%
Contribution Margin (CM) %	27.2%	31.8%	27.2%	31.4%
Operating CM %	36.7%	42.0%	37.2%	42.9%
Operating EBITDA (€m)**	(3.0)	2.4	(12.7)	(3.9)
Operating EBITDA %**	(2.8%)	2.8%	(6.0%)	(2.2%)
Operating Cash Flow (€m)	(5.3)	(10.7)	(9.4)	(6.8)
Cash Balance (€m)			29.2	33.3
Net Debt (Cash) (€m)			50.3	45.1

*Reported / Constant Currency growth rates

**Figures exclude one-time charges associated with BCA transaction fees, severance/restructuring costs and a one-time sales tax charge in the US, in the amount of €4.7m in total in Q2 2023 and €5.6m YTD 2023

Finance

JENNIFER BERNSTEIN
Chief Financial Officer,
Management Board

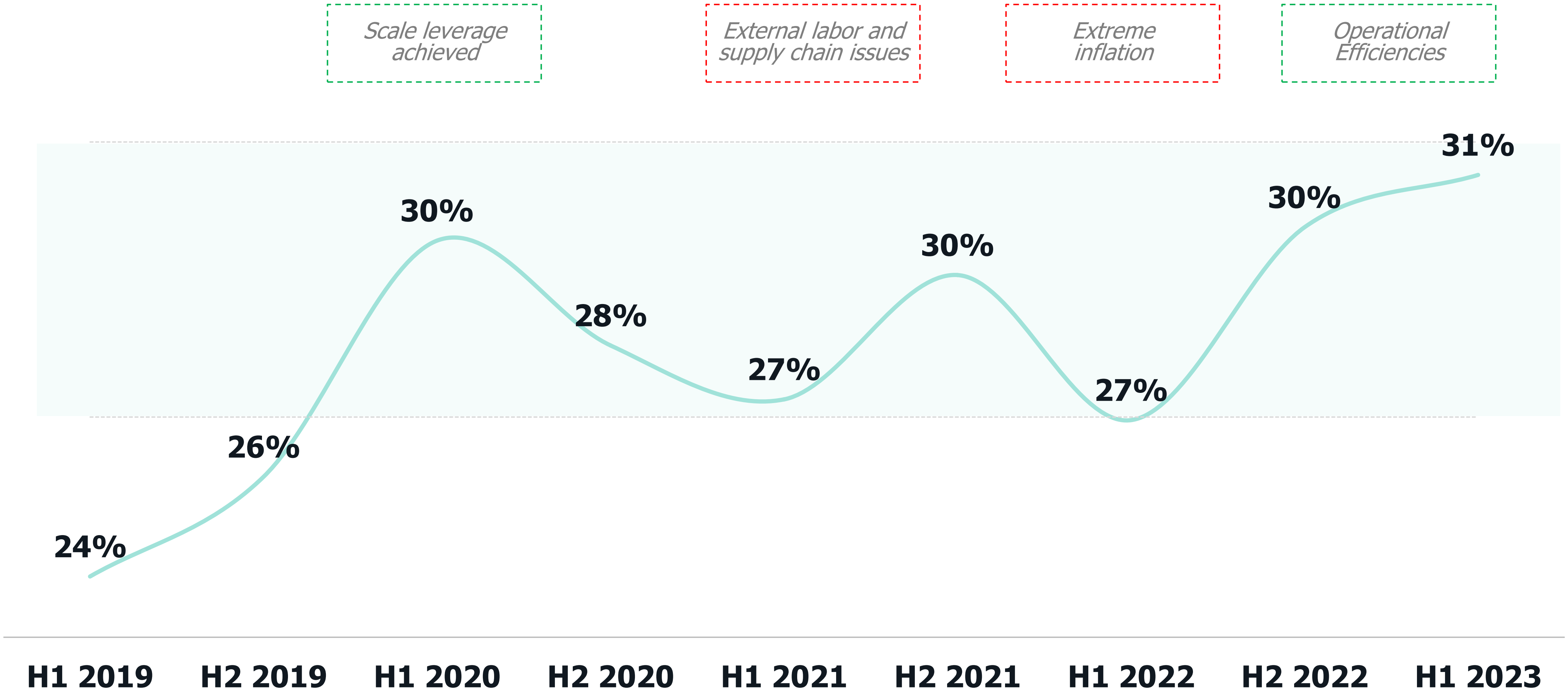
Though customers are adding higher value items to their boxes, AOV could not offset revenue deceleration due to lower marketing spend and lower order frequency

Net Revenue H1 2023 vs. PY

(EUR m)

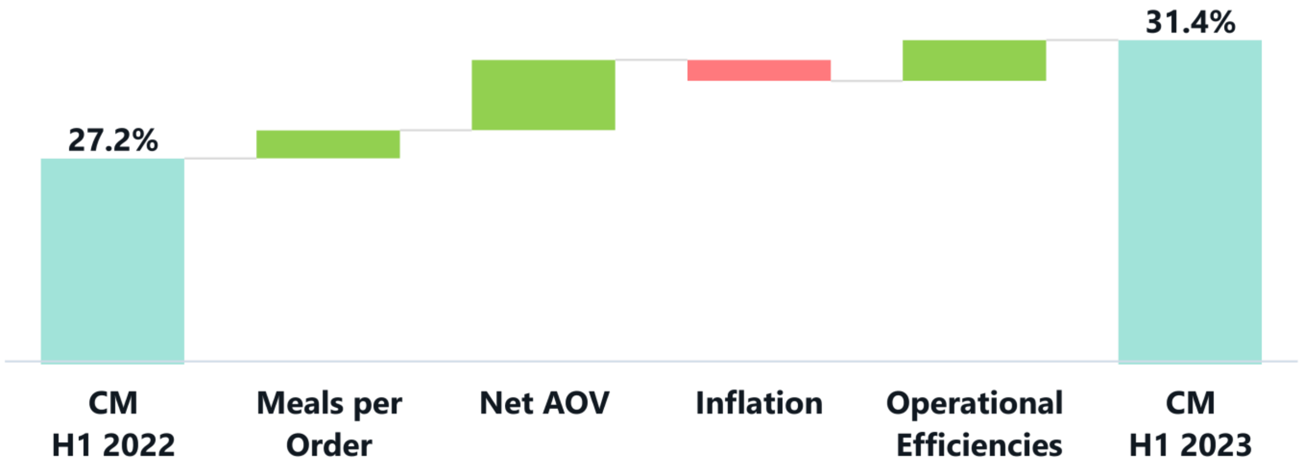
Continued operational improvement is balancing the net revenue decline

Contribution Margin % over time



All areas of the business are contributing to the margin expansion

H1 2023 Contribution Margin



- Global Contribution Margin in H1 2023 of 31.4%, up 4.2pp YoY
- More benign inflation vs. last year combined with higher AOV and operational efficiencies driving improvement
- Significant gains in the US and EU, up 7pts and 6pts to 35.1% and 25.3%, respectively; Australia with slight contraction of 0.5pts vs. PY to 28.7%

Operational Improvements

Customer Credits
Fewer substitutions, more on-time delivery

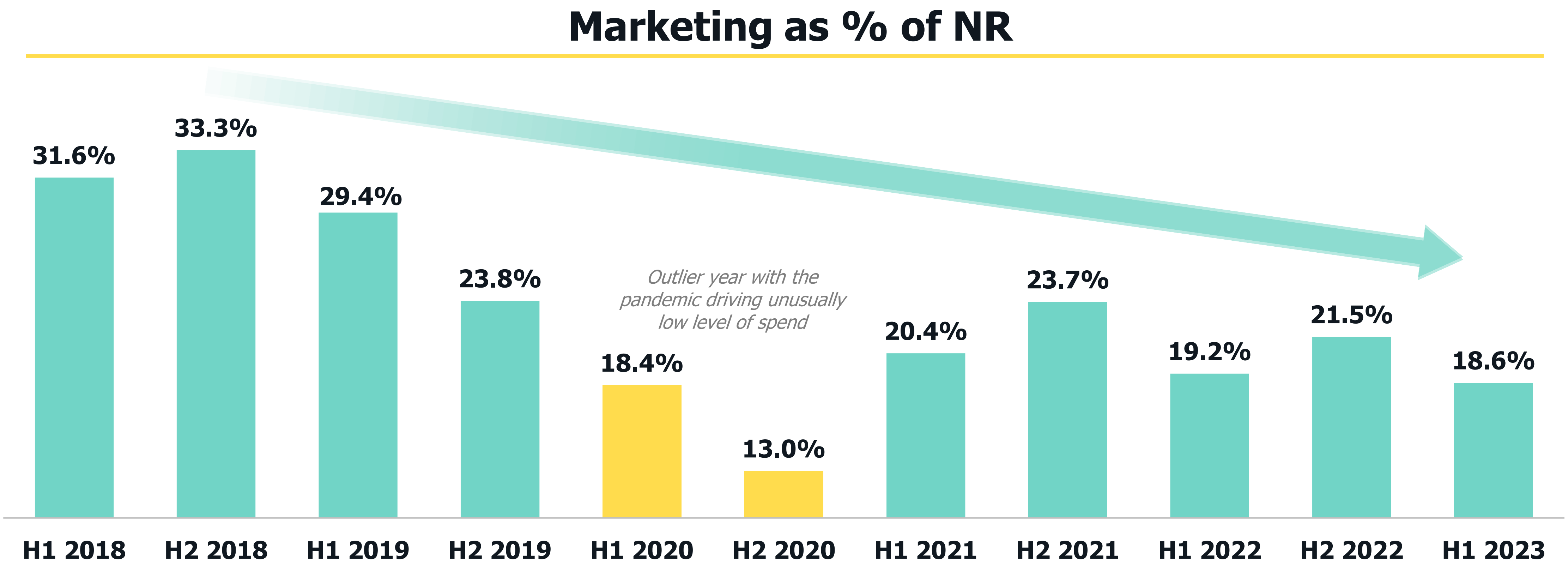
Food
Margin-based menu planning and improved market conditions

Packaging
Optimizing box size and ice allocation

Picking
Improved scheduling

Logistics
New, more efficient carriers and Chefgood integration

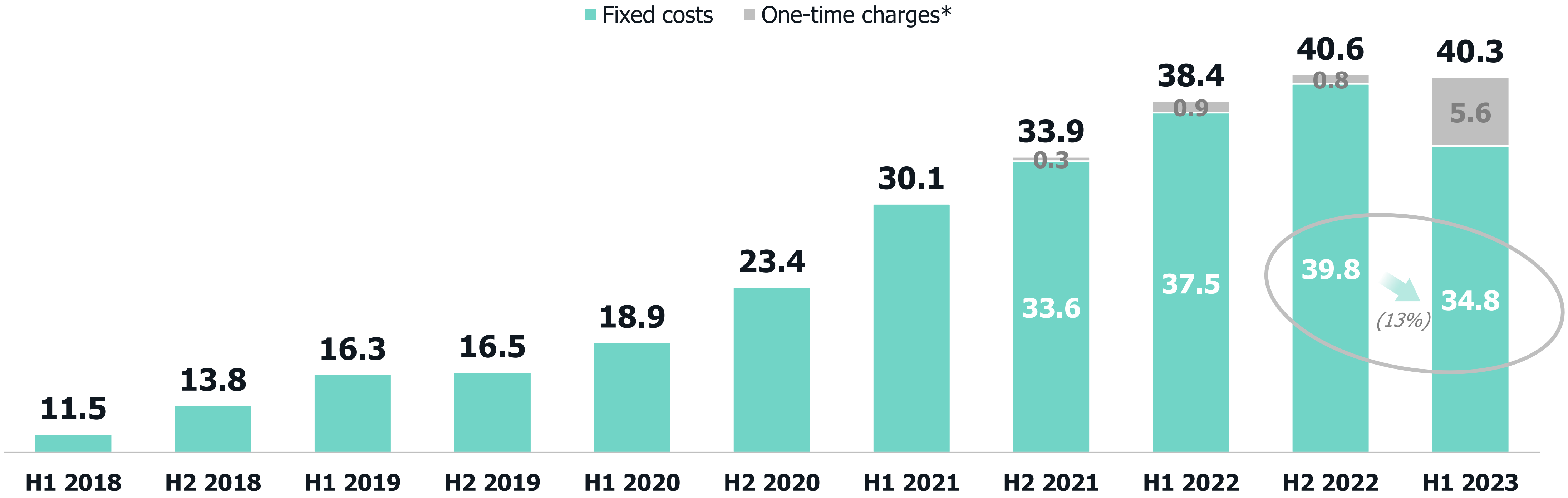
Our increasing scale is driving marketing efficiency over time…



- Sequential slowdown in marketing in Q2 (14% of NR) vs. Q1 (23% of NR)
- Continued focus on developing customer acquisition efficiency through exploring new channels and leveraging big data and AI for optimized media buying
- Drive customer referrals and reactivations through product enhancements
- Leverage customer data to personalize CRM activities for higher efficiency
- Overall, continuously maintain unit economic guardrails for all marketing activities

...and drove up G&A as we invested in infrastructure to keep pace with our growth; we now focus on finding the most efficient organizational setup

G&A (EUR M)

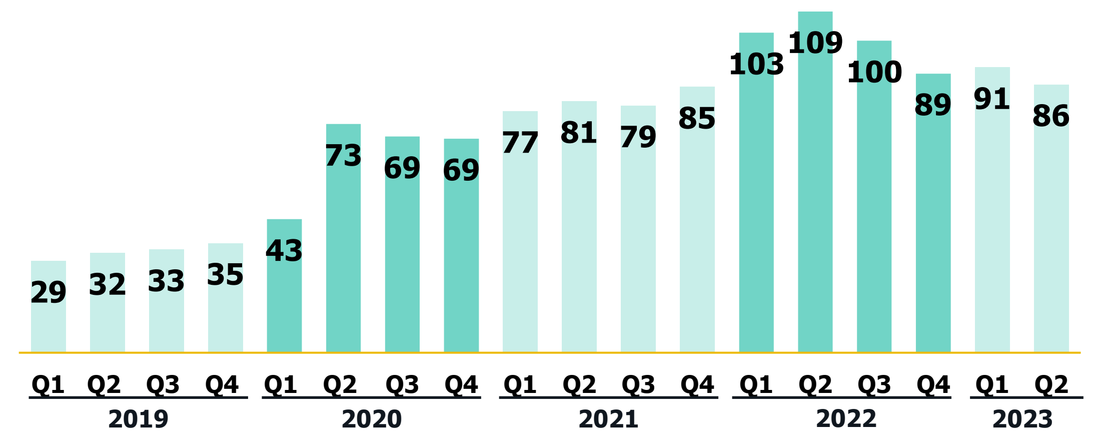


- In reaction to the softer revenue outlook for 2023, we initiated a cost reduction program at the beginning of the year which is expected to deliver up to ~€10m in annualized cost savings
- Q2 2023 G&A declined vs. the PY by 14% (excluding one-time charges), driven by this program and financial discipline
- We continue to focus on cost reduction efforts with a view toward improving service quality with more automation and centralization

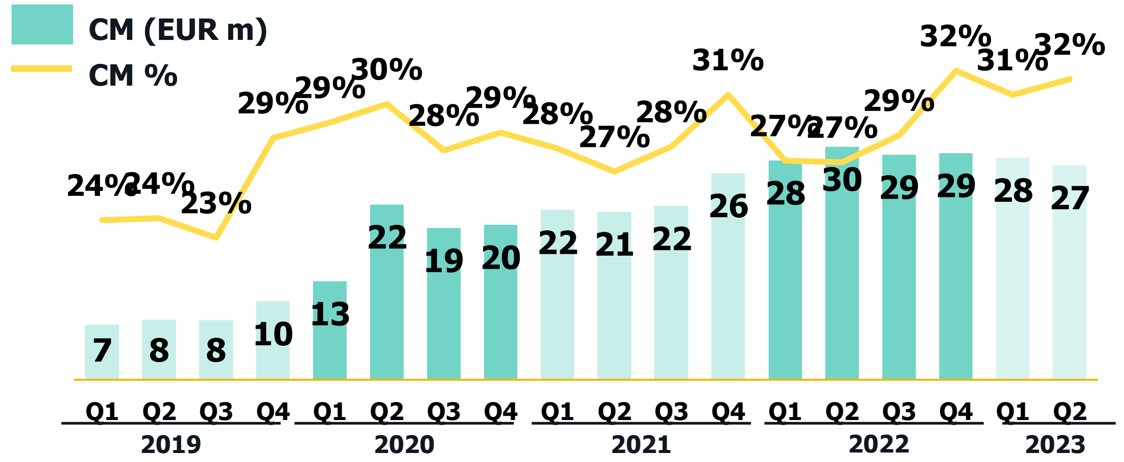
*One-time charges include BCA transaction fees, severance/restructuring costs and a one-time sales tax charge in the US

Our business continues to trend positively despite the topline slowdown

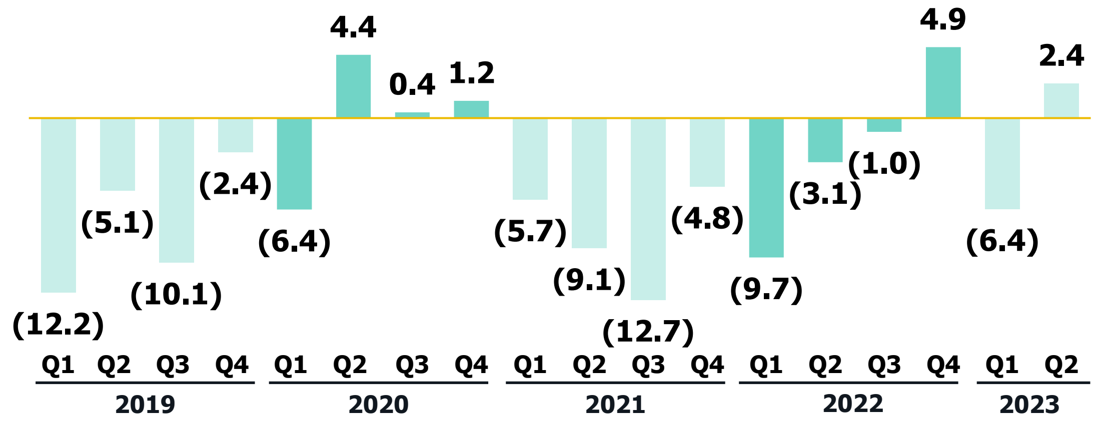
Revenue (EUR M)



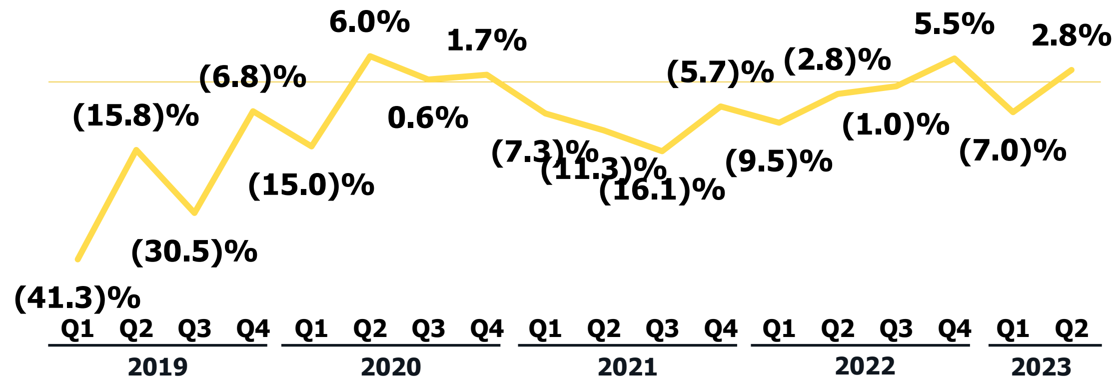
Contribution Margin and CM%



Operating EBITDA (EUR M)*



Operating EBITDA Margin (%)*



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Q2 / H1 regional performance: US

US

	Q2 2022	Q2 2023	H1 2022	H1 2023
Active Subscribers (k)	137	103	137	103
Active Subscriber Growth % vs. PCP	9%	(25%)	9%	(25%)
Net Revenue (EUR m)	54	41	105	86
Net Revenue % vs. PCP*	43% / 26%	(24%) / (22%)	40% / 26%	(18)% / (18)%
Contribution Margin %	27%	34%	28%	35%
Operating Contribution Margin %	37%	44%	38%	46%
Operating EBITDA (EUR m)**	2	5	2	6

- Slower conversions, reduced marketing investments and budget concerns on Dinnerly drove active subscriber and net revenue declines.
- This was offset by continued strong operational improvements to deliver contribution margin and operating contribution margin expansion YoY.
- The margin outcome and discipline on fixed costs led to another quarter of positive Operating EBITDA.

*Reported / Constant Currency growth rates
** Figures exclude one-time charges associated with severance/restructuring costs and a one-time sales tax charge in the amount of €0.5m in total in Q2 2023 and €1.0m YTD 2023

Q2 / H1 regional performance: Australia*

AUSTRALIA

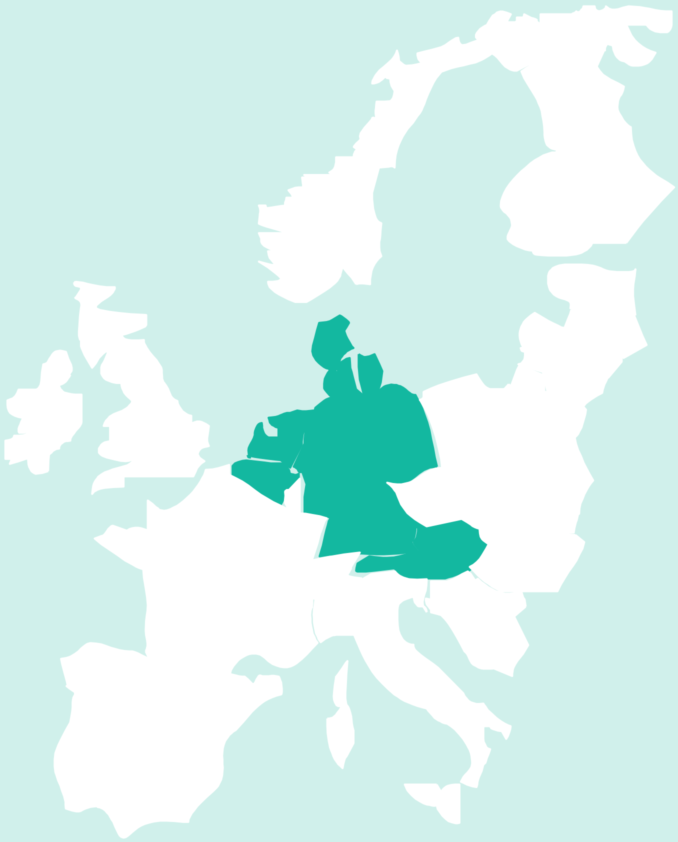
	Q2 2022	Q2 2023	H1 2022	H1 2023
Active Subscribers (k)	108	88	108	88
Active Subscriber Growth % vs. PCP	36%	(18%)	36%	(18%)
Net Revenue (EUR m)	42	36	79	72
Net Revenue % vs. PCP**	53% / 46%	(13%) / (5%)	53% / 48%	(9%) / (3%)
Contribution Margin %	30%	31%	29%	29%
Operating Contribution Margin %	38%	41%	38%	41%
Operating EBITDA (EUR m) ***	2	3	1	2

- Though down YoY, active subscribers were stable QoQ despite lower levels of marketing spend.
- Net revenue down (5)% in constant currency vs. the PY driven in part by the reduced investment.
- Q2 Contribution Margin expanded +1 point and Operating CM gained +2.6pp vs. PY, translating to another quarter of positive Operating EBITDA. Supply chain and ingredient quality improvements and cost discipline were key drivers.

*Results including Chefgood **Reported / Constant Currency growth rates
***Figures exclude one-time charges associated with severance/restructuring costs in the amount of €0.1m YTD 2023

Q2 / H1 regional performance: Europe

EUROPE



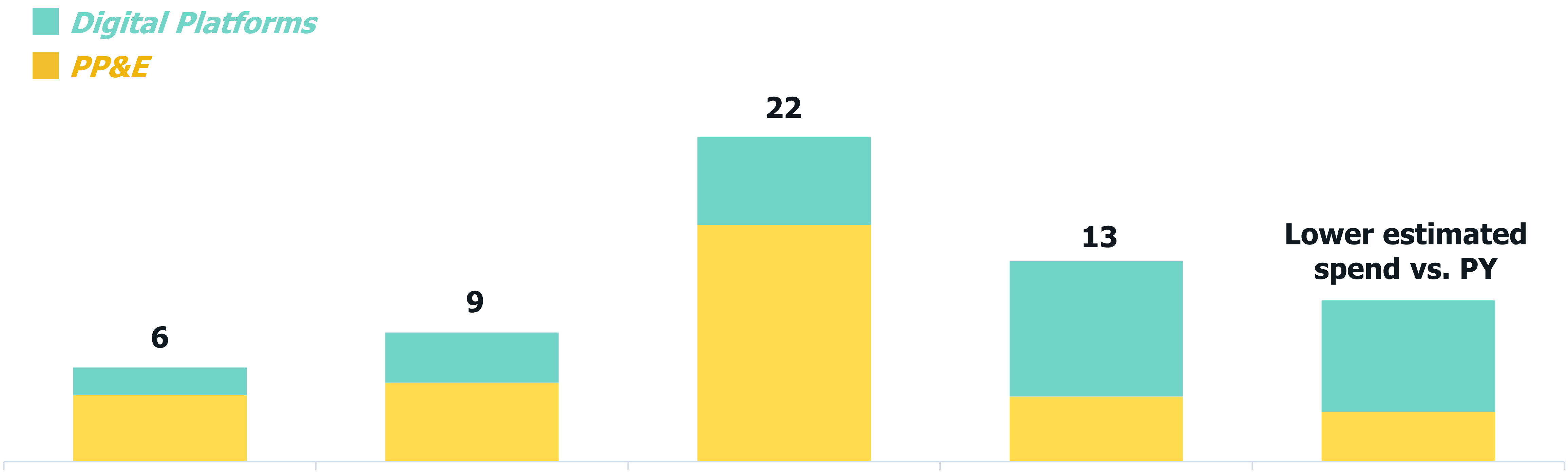
	Q2 2022	Q2 2023	H1 2022	H1 2023
Active Subscribers (k)	65	44	65	44
Active Subscriber Growth % vs. PCP	(5%)	(33%)	(5%)	(33%)
Net Revenue (EUR m)	13	9	28	19
Net Revenue % vs. PCP	(14%)	(34%)	(11)%	(31)%
Contribution Margin %	17%	23%	19%	25%
Operating Contribution Margin %	31%	35%	32%	36%
Operating EBITDA (EUR m)*	(2)	(1)	(4)	(1)

- Low marketing spend, softer consumer demand caused by high inflation, higher interest rates, and an overall soft economic outlook, with Germany entering into a recession, leading to a decline in active subscribers.
- Launch of premium and express recipes, which led to an increase in AOV and more meals per order, helped mitigate a decline in orders and the subsequent net revenue contraction.
- As a result of continuous turnaround efforts, Europe saw significant contribution margin expansion of 6 points vs. PY, helping minimize the Q2 Operating EBITDA loss to €0.8m excluding headquarter costs.

*Excluding headquarter costs

FY 2023 capex spend in line with estimates and focused on customer-facing product development

CAPEX Investments Over Time (EUR M)



2019
- Global ERP implementation
- Texas FC expansion

2020
- Opened 3rd Australian FC (WA)
- New Melbourne cool room
- Picking line improvements

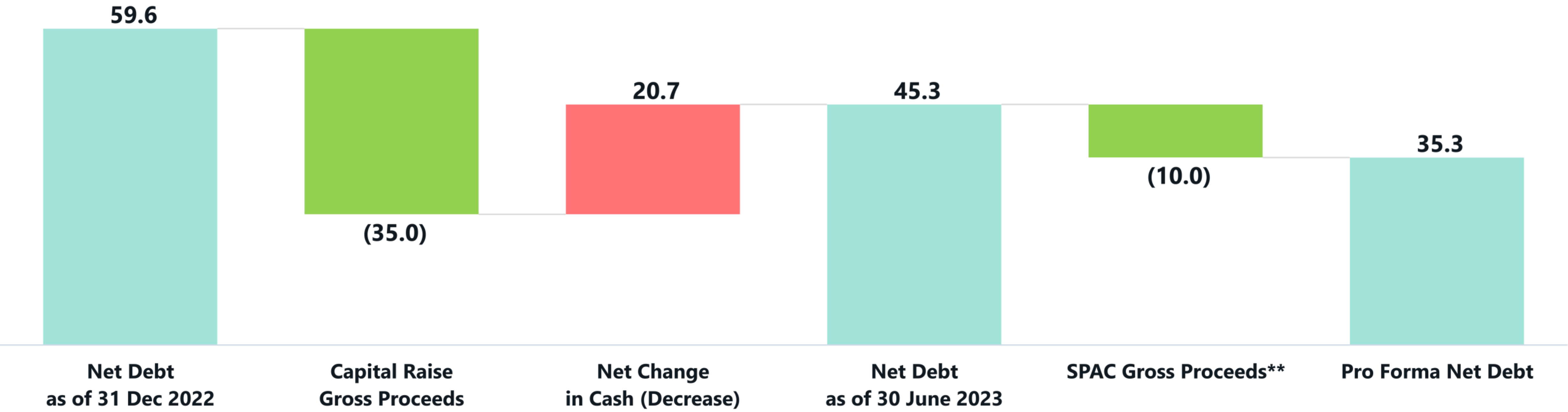
2021
- New Sydney FC
- New California FC
- Pick-to-Light manufacturing innovation (US and NL FCs)

2022
- Selective efficiency investments, i.e., warehouse management system
- Infrastructure to support growth

2023E
- Digital team and product development
- Small maintenance capex investments
- Move to permanent Perth FC

Following the business combination with 468 SPAC II (now Marley Spoon Group SE), pro forma net debt could reduce as illustrated below

Business Combination Impact on the Balance Sheet (EUR M)*



*Before transaction fees
**An additional €10m of non-redeemed SPAC funds, before transaction fees, remain in Marley Spoon Group SE (formerly 468 SPAC II), available to the Company at the Group's discretion

Updated 2023 financial outlook

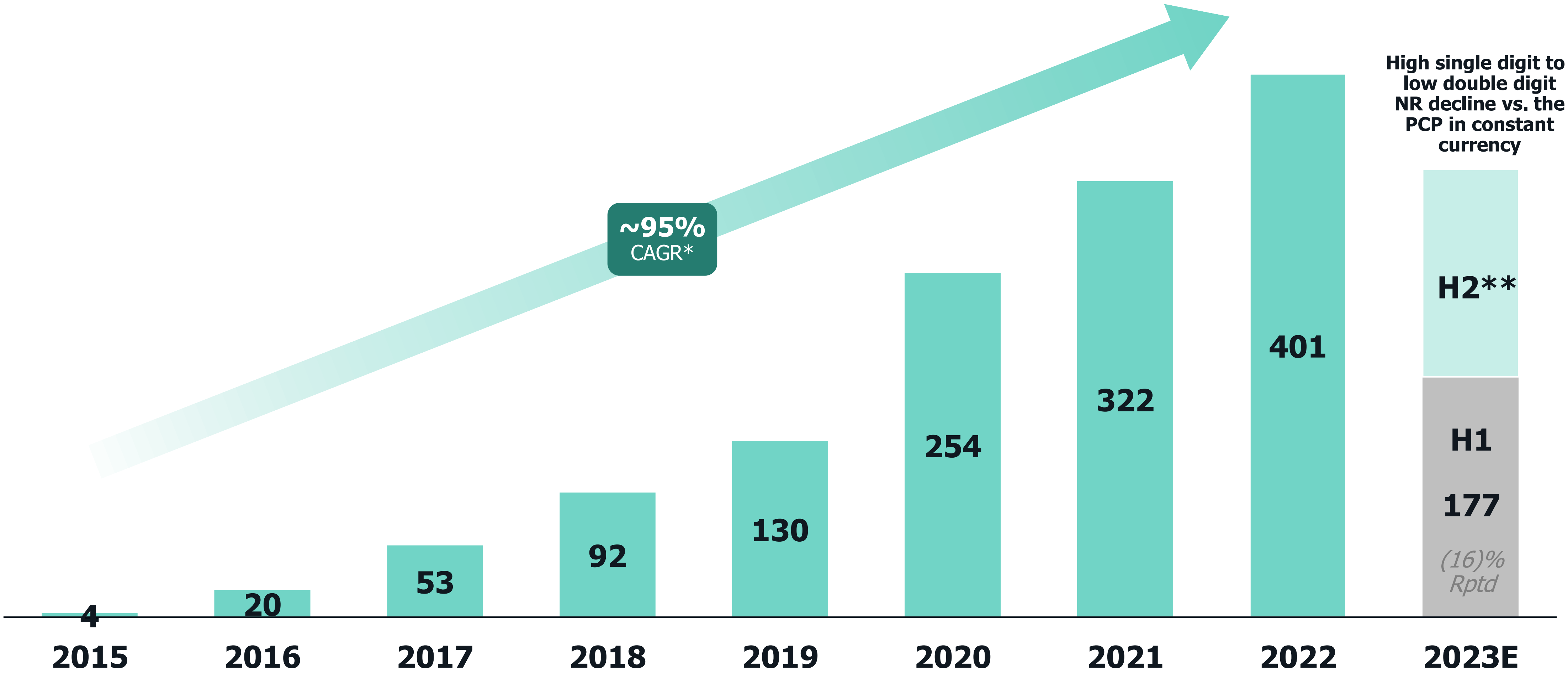
Net Revenue % growth	↓	Revised: High single digit to low double-digit decline vs. the PCP in constant currency (from single digit net revenue decline)
Contribution Margin % of NR	→	Affirmed: Contribution Margin expansion to between 30-32%
Operating EBITDA EUR m	↓	Revised: Full year 2023 Operating EBITDA in line with or better than FY 2022 (from full year positive Operating EBITDA)

Strategy

FABIAN SIEGEL
CEO, Founder,
Management Board

While 2023 will be a transition year for our growth story…

Net Revenue (EUR M)



*CAGR calculated for the period 2015-2022
**Current estimate

...the overall growth trajectory is intact, as our category is vast, growing and under-penetrated

ONLINE GROCERY: MASSIVE "UNCLAIMED" MARKET

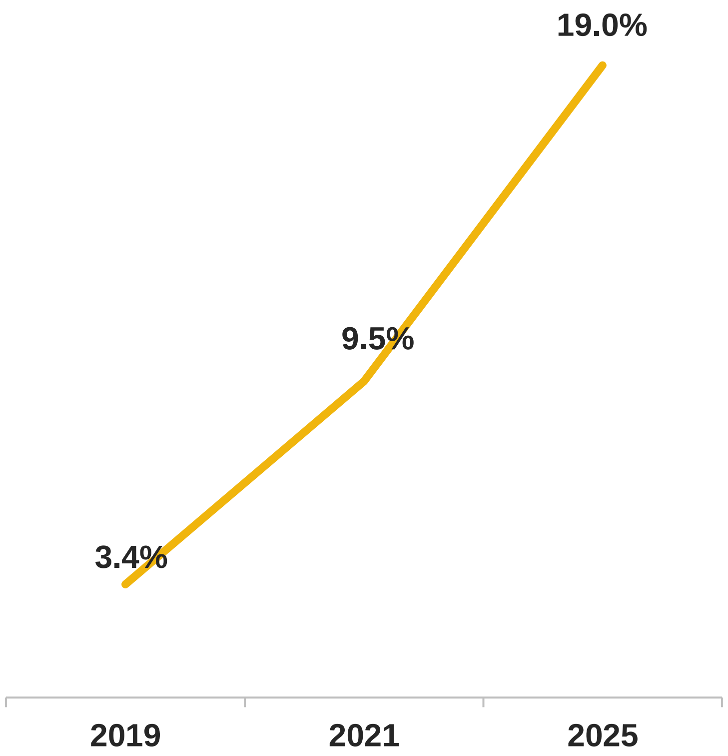
Global grocery market

$7 trillion[1]

~10% Online penetration of grocery sales[2]

GROWING ONLINE GROCERY PENETRATION[2]

US Online Grocery Penetration



MEAL KIT PENETRATION OF GLOBAL GROCERY...JUST GETTING STARTED[3]

2021 Estimated global meal kit sales

$12b

2028 Estimate

$27b

a 13% CAGR

Strong growth based on consumers shifting from offline to the adoption of online grocery shopping

1. Source: Euromonitor 2020
2. Supermarket News, October 22, 2021, "E-commerce to account for 20% of U.S. grocery market by 2026"
3. Research and Markets, May 14, 2021, "Meal Kit Delivery Services Market Report 2021-2028"; company analysis

Conclusions

VISION	BUILDING A **BETTER EVERYDAY, JUST FOR YOU,** JUST RIGHT
BUSINESS UPDATE	• Soft consumer environment but product enhancements are driving higher average order value • Contribution Margin expansion driven by focus on operating improvements and efficiencies • Cost discipline leading to positive Operating EBITDA result in Q2 2023
FINANCIAL OUTLOOK	• Continue disciplined execution within our financial means • Revised guidance owing to the softer topline
STRATEGY	• Measured investments in organic growth • Continued drive of LTV via improved product offering • Leverage capabilities and customers to drive growth of Chefgood brand while exploring other inorganic opportunities

Q2 and H1 2023 Key Customer Metrics

Operating KPIs*

	Q2 2023	Q2 2022	% vs. PY	H1 2023	H1 2022	% vs. PY
Group						
Active customers[1] (k)	346	447	(23)%			
Active subscribers[2] (k)	235	309	(24)%			
Number of orders (k)	1,473	1,995	(26)%	3,064	4,035	(24)%
Orders per customer	4.3	4.5	(5)%			
Orders per subscriber	6.3	6.5	(3)%			
Meals (m)	13.5	17.4	(23)%	28.1	34.8	(19)%
Average order value (€, net)	58.4	54.7	7%	57.9	52.5	10%
Average order value (€ constant currency, net)	61.6	54.7	12%	59.2	52.5	13%
Australia						
Active customers[1] (k)	150	167	(10)%			
Active subscribers[2] (k)	88	108	(18)%			
Number of orders (k)	670	788	(15)%	1,349	1,549	(13)%
Meals (m)	6.6	7.4	(11)%	13.3	14.4	(7)%
USA						
Active customers[1] (k)	142	197	(28)%			
Active subscribers[2] (k)	103	137	(25)%			
Number of orders (k)	610	870	(30)%	1,295	1,781	(27)%
Meals (m)	5.4	7.4	(28)%	11.5	14.9	(23)%
Europe						
Active customers[1] (k)	54	83	(35)%			
Active subscribers[2] (k)	44	65	(33)%			
Number of orders (k)	193	336	(43)%	420	703	(40)%
Meals (m)	1.6	2.7	(42)%	3.4	5.5	(39)%

*Metrics are for core Marley Spoon and Dinnerly meal kits as well as Chefgood and Bezzie; Q2/H1 2022 meals have been restated to include Chefgood
1. Active Customers are customers who have made a purchase at least once over the past three months
2. Active Subscribers are customers who have an active subscription (i.e., ordered or skipped a delivery) on an average weekly basis during the quarter. H1 figures reflect the Q2 ending figure

Q2 and H1 2023 Preliminary Income Statement

€ in millions	Q2 2023	Q2 2022	% vs. PY	H1 2023	H1 2022	% vs. PY
Revenue	86.0	109.2	(21)%	177.4	211.8	(16)%
Cost of goods sold	45.3	60.1	(25)%	93.8	116.1	(19)%
% of revenue	52.7%	55.0%	(2)pt	52.9%	54.8%	(2)pt
Gross Profit	40.6	49.1	(17)%	83.7	95.6	(13)%
% of revenue	47.3%	45.0%	2pt	47.1%	45.2%	2pt
Fulfilment expenses	13.3	19.4	(32)%	27.9	37.9	(26)%
% of revenue	15.4%	17.8%	(2)pt	15.7%	17.9%	(2)pt
Contribution margin (CM)	27.4	29.7	(8)%	55.8	57.7	(3)%
% of revenue	31.8%	27.2%	5pt	31.4%	27.2%	4pt
Operating CM %	42.0%	36.7%	5pt	42.9%	37.2%	6pt
Marketing expenses	12.4	17.4	(29)%	33.0	40.6	(19)%
% of revenue	14.4%	15.9%	(2)pt	18.6%	19.2%	(1)pt
G&A expenses	21.1	20.0	4%	40.3	38.2	5%
% of revenue	24.5%	18.4%	6pt	22.7%	18.0%	5pt
EBIT	(6.0)	(7.8)	(22)%	(17.5)	(21.1)	(17)%
Operating EBITDA *	2.4	(3.0)	(161)%	(3.9)	(12.7)	(71)%
% of revenue	2.8%	(2.8%)	6pt	(2.2)%	(6.0)%	4pt

*Figures exclude one-time charges associated with BCA transaction fees, severance/restructuring costs and a one-time sales tax charge in the US, in the amount of €4.7m in total in Q2 2023 and €5.6m YTD 2023

Q2 and H1 2023 Preliminary Cash Flow Statement

€ in millions	Q2 QTD 2023	Q2 QTD 2022	% vs. PY	H1 2023	H1 2022	% vs. PY
Net Income	(8.5)	(10.8)	(21%)	(23.2)	(27.1)	(14%)
Adjustments for Non-Cash Expenses	6.0	8.7	(31%)	13.4	15.1	(11%)
Change in working capital	(8.2)	(3.1)	164%	3.1	2.7	12%
Interest & taxes paid, other	-	(0.1)	(161%)	-	(0.1)	(156%)
Net cash flows from operating activities	**(10.7)**	**(5.3)**	**104%**	**(6.7)**	**(9.4)**	**(29%)**
Net cash flows from investing activities	**(2.3)**	**(2.9)**	**(20%)**	**(5.8)**	**(12.8)**	**(54%)**
Net proceeds from the issuance of shares	35.0	-	100%	35.0	5.0	(600%)
Proceeds from the exercise of warrants & share options	(0.2)	(0.1)	283%	(0.2)	-	-
Net change in borrowings	(0.9)	22.6	(104%)	(3.6)	15.4	(123%)
Payments of principal for lease liabilities	(2.2)	(2.2)	5%	(4.3)	(4.3)	1%
Net cash flows from financing activities	**31.7**	**20.4**	**55%**	**26.8**	**16.1**	**66%**
Net increase in cash & cash equivalents in the period	**18.6**	**12.2**	**52%**	**14.3**	**(6.1)**	**(335%)**
Cash and cash equivalents at period end	**33.3**	**29.2**	**14%**	**33.3**	**29.2**	**14%**

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MARLEY SPOON

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