

**468 SPAC II SE**

*Société européenne*

Registered office: 9, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg

R.C.S. Luxembourg B 257664

(the "**Company**")

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**VOTING RESULTS**

**OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY**

**HELD ON 30 JUNE 2023 AT 2.30 P.M. CEST**

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ISIN LU2380748603

Votes: 18,965,757 of the voting rights

Agenda item	Votes validly cast	Votes validly cast % (issued share capital)	Votes validly cast % (share capital present or represented)	Yes votes	Yes votes in %	No votes	No votes in %	Abstention
1.Approval of the proposed business combination with Marley Spoon SE on the terms set forth in the business combination agreement dated 25 April 2023 and certain share purchase agreements concluded with certain shareholders of Marley Spoon SE (the " <b>Business Combination</b> ") and further approval and, to the extent necessary, ratification of the entering into, and performance of the documents relating to the Business Combination and the	18,965,757	72.25%	100.00%	18,965,757	100.00%	0	0.00%	0

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Consummation by the Company.								
2.Approval Amendment of the corporate purpose ( <i>objet social</i> ) of the Company and subsequent amendment to article 2 of the articles of association as follows, conditional upon the approval of item 1 of the agenda of this extraordinary general meeting of shareholders and with effect as of the Consummation: "Article 2 Purpose 2.1 The Company's purpose shall be the creation, holding, development and realisation of a portfolio, consisting of interests and rights of any kind and of any other form of investment in entities in the Grand Duchy of Luxembourg and in foreign entities, whether such entities exist or are to be created, especially by way of subscription, by purchase, sale, or exchange of securities or rights of any kind whatsoever, such as equity instruments, debt instruments as well as the administration and control of such portfolio. 2.2 The Company may further grant any form of security for	18,965,757	72.25%	100.00%	18,965,757	100.00%	0	0.00%	0

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<p>the performance of any obligations of the Company or of any entity in which it holds a direct or indirect interest or right of any kind or in which the Company has invested in any other manner or which forms part of the same group of entities as the Company and lend funds or otherwise assist any entity in which it holds a direct or indirect interest or right of any kind or in which the Company has invested in any other manner or which forms part of the same group of companies as the Company.</p> <p>2.3 The Company may borrow in any form and may issue any kind of notes, bonds and debentures and generally issue any debt, equity and/or hybrid securities in accordance with Luxembourg law.</p> <p>2.4 The Company may carry out any commercial, industrial, financial, real estate or intellectual property activities which it may deem useful in accomplishment of these purposes.”</p>								
<p>3.Change of the name of the Company to <b>"Marley Spoon Group SE"</b> and subsequent</p>	18,965,757	72.25%	100.00%	18,965,757	100.00%	0	0.00%	0

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amendment of article 1 of the articles of association of the Company, conditional upon the approval of item 1 of the agenda of this extraordinary general meeting of shareholders, with effect as of five (5) business days as from the Consummation.								
4.Amendment and full restatement of the articles of association of the Company, conditional upon the approval of item 1 of the agenda of this extraordinary general meeting of shareholders and with effect as of the Consummation.	18,965,757	72.25%	100.00%	18,965,757	100.00%	0	0.00%	0
5.Acknowledgment of the resignation of Mr. Alexander Kudlich and granting of discharge ( <i>quitus</i> ) to Mr. Alexander Kudlich, as member of the management board, for the performance of his duties as member of the management board, conditional upon the approval of item 1 of the agenda of this extraordinary general meeting of shareholders, with effect as of the Consummation.	18,965,757	72.25%	100.00%	18,965,757	100.00%	0	0.00%	0
6.Acknowledgment of the resignation of Mr. Ludwig Ensthaler	18,965,757	72.25%	100.00%	18,965,757	100.00%	0	0.00%	0

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and granting of discharge ( <i>quitus</i> ) to Mr. Ludwig Ensthaler, as member of the management board, for the performance of his duties as member of the management board, conditional upon the approval of item 1 of the agenda of this extraordinary general meeting of shareholders, with effect as of the Consummation.								
7.Acknowledgment of the resignation of Mr. Florian Leibert and granting of discharge ( <i>quitus</i> ) to Mr. Florian Leibert, as member of the management board, for the performance of his duties as member of the management board, conditional upon the approval of item 1 of the agenda of this extraordinary general meeting of shareholders, with effect as of the Consummation.	18,965,757	72.25%	100.00%	18,965,757	100.00%	0	0.00%	0
8.Acknowledgment of the resignation of Mr. Werner Weynand and granting of discharge ( <i>quitus</i> ) to Mr. Werner Weynand, as member of the management board, for the performance of his duties as member of the management board, conditional upon the approval of item 1 of	18,965,757	72.25%	100.00%	18,965,757	100.00%	0	0.00%	0

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the agenda of this extraordinary general meeting of shareholders, with effect as of the Consummation.								
9. Acknowledgment of the resignation of Mr. Mato Perić and granting of discharge ( <i>quitus</i> ) to Mr. Mato Perić, as member of the supervisory board, for the performance of his duties as member of the supervisory board, conditional upon the approval of item 1 of the agenda of this extraordinary general meeting of shareholders, with effect as of the Consummation.	18,965,757	72.25%	100.00%	18,965,757	100.00%	0	0.00%	0
10. Acknowledgment of the resignation of Mr. Stefan Kalteis and granting of discharge ( <i>quitus</i> ) to Mr. Stefan Kalteis, as member of the supervisory board, for the performance of his duties as member of the supervisory board, conditional upon the approval of item 1 of the agenda of this extraordinary general meeting of shareholders, with effect as of the Consummation.	18,965,757	72.25%	100.00%	18,965,757	100.00%	0	0.00%	0
11. Acknowledgment of the resignation of Ms. Katharina Jünger and granting of discharge ( <i>quitus</i> )	18,965,757	72.25%	100.00%	18,965,757	100.00%	0	0.00%	0

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to Ms. Katharina Jünger, as member of the supervisory board, for the performance of her duties as member of the supervisory board, conditional upon the approval of item 1 of the agenda of this extraordinary general meeting of shareholders, with effect as of the Consummation.								
12. Appointment of Mr. Christian Gysi as new member of the supervisory board, the whole conditional upon the approval of item 1 of the agenda of this extraordinary general meeting of shareholders and effective as of the date following the Consummation.	18,965,757	72.25%	100.00%	17,984,757	94.83%	981,000	5.17%	0
13. Appointment of Mr. Alexander Kudlich as new member of the supervisory board, the whole conditional upon the approval of item 1 of the agenda of this extraordinary general meeting of shareholders and effective as of the date following the Consummation.	18,965,757	72.25%	100.00%	18,965,757	100.00%	0	0.00%	0
14. Appointment of Mr. Yehuda Shmidman as new member of the supervisory board, the whole conditional upon the approval of item 1 of the agenda of this extraordinary	18,965,757	72.25%	100.00%	18,965,757	100.00%	0	0.00%	0

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general meeting of shareholders and effective as of the date following the Consummation.								
15. Approval of the remuneration of the members of the supervisory board, conditional upon the approval of item 1 of the agenda of this extraordinary general meeting of shareholders and effective as of the date following the Consummation.	18,965,757	72.25%	100.00%	18,965,757	100.00%	0	0.00%	0
16. Confirmation of the granting of an irrevocable power of attorney to the management board to confirm compliance with conditions for (i) the conversion of all class B1 shares into redeemable class A shares at a ratio of one (1) into redeemable class A share for one (1) class B1 share on the trading day of the Consummation, (ii) the conversion of all class B2 shares into redeemable class A shares at a ratio of one (1) redeemable class A share for one (1) class B2 share on the date, post Consummation, on which the official closing price of the redeemable class A shares as reported on XETRA, or if at the relevant time the redeemable class A	18,965,757	72.25%	100.00%	18,965,757	100.00%	0	0.00%	0



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<p>shares are no longer traded on XETRA, such other stock exchange or securities market on which the redeemable class A shares are mainly traded at the relevant time (the "<b>Closing Price</b>"), for any ten (10) trading days within any 30-trading day period exceeds ten euro (EUR 10.00) and the lock-up pursuant to article 7.6 of the articles of association of the Company has expired, (iii) the conversion of all class B3 shares into redeemable class A shares at a ratio of one (1) redeemable class A share per class B3 share on the date, post Consummation, on which the redeemable class A shares Closing Price for any ten (10) trading days within any 30-trading day period exceeds fifteen euro (EUR 15.00) and (iv) the conversion of all class B4 shares into redeemable class A shares at a ratio of one (1) redeemable class A share per class B4 share on the date, post Consummation, on which the class A shares Closing Price for any ten (10) trading days within</p>								

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<p>any 30-trading day period exceeds twenty euro (EUR 20.00), to acknowledge occurrence of the Consummation and to make any statement, sign all documents, represent the shareholders in front of a Luxembourg notary and to do everything which is lawful, necessary or simply useful in view of the accomplishment and fulfilment of the resolutions approved by the extraordinary general meeting of shareholders, with effect as of the Consummation and conditional upon the approval of item 1 of the agenda of this extraordinary general meeting of shareholders.</p>								