

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**”)

PROXY AND VOTING FORM FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY TO BE HELD ON 30 JUNE 2023 AT 2.00 PM CEST AND THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY TO BE HELD ON 30 JUNE 2023 AT 2.30 PM CEST

Important instructions regarding the attendance and the exercise of your voting rights at the annual general meeting of shareholders of the Company to be held on 30 June 2023 at 2.00 pm CEST on the premises of Arendt & Medernach SA at 41A, Avenue John F. Kennedy, L-2082 Luxembourg, Grand Duchy of Luxembourg (the “**Annual General Meeting**”) and the extraordinary general meeting of shareholders of the Company to be held on 30 June 2023 at 2.30 pm CEST on the premises of Arendt & Medernach SA at 41A, Avenue John F. Kennedy, L-2082 Luxembourg, Grand Duchy of Luxembourg (the “**Extraordinary General Meeting**”).

Shareholders may exercise their voting rights at the Annual General Meeting and the Extraordinary General Meeting in one of the following manners, as further described in the convening notice to the Annual General Meeting published on 31 May 2023: i) by attending the Annual General Meeting and the Extraordinary General Meeting in person; ii) by appointing a proxy representative; or iii) by voting by correspondence.

Section A. Appointment of proxy or vote by correspondence

Option 1. Appointment of a proxy representative.

Option 2. Vote by correspondence prior to the Annual General Meeting and the Extraordinary General Meeting.

In order to exercise your voting rights at the Annual General Meeting and the Extraordinary General Meeting, these instructions shall be read together with the information set out in the convening notice to the Annual General Meeting and the Extraordinary General Meeting published on 31 May 2023.

Printed form - Please choose Option 1 or Option 2 by filling in the required information in this Section A, tick the corresponding boxes in section B, then date and sign below.

Electronic form - Alternatively, shareholders can electronically follow the vote instruction sent through clearings via swift message to fill in a voting form no later than 25 June 2023 at 6.00 pm CEST.

Attn: Agency Services Team (Desk 408D)

Address: 69, route d’Esch, L-2953 Luxembourg

Tel: +352 4590 4597

Email: as_agm@bil.com

Swift Address: BILLLLULL

Option 1. Appointment of a proxy representative (by making use of this form).

By completing this proxy form, you are authorising and instructing as your proxy representative to exercise your voting rights at the Annual General Meeting and/or the Extraordinary General Meeting in accordance with the instructions set out below (the **“Proxy Representative”**):

any member of the management board of the Company (alternatively) (the **“Management Board”**)

OR

.....
.....
.....
.....

(insert first name, family name, date and place of birth and address of the person you are designating as your Proxy Representative).

The undersigned,

(if an individual: please indicate first and family name, address and email address)

(if a company: please indicate name or company name, registered office, registration authority and number, address and email address)

holding

_____ shares of the Company on 16 June 2023 at midnight CEST, being the date that is 14 days before the date of the Annual General Meeting and the Extraordinary General Meeting (the **“Record Date”**), hereby gives an irrevocable proxy to the Proxy Representative named above to represent the undersigned at the Annual General Meeting and the Extraordinary General Meeting, in order to deliberate and vote all of my shares on the items of the agenda of the Annual General Meeting and the Extraordinary General Meeting in accordance with the instructions and as set forth otherwise in Section B below.

The Proxy Representative participating in the Annual General Meeting and the Extraordinary General Meeting shall carry proof of identity.

In case of a conflict of interest, the Proxy Representative shall disclose certain specified facts which may be relevant for the undersigned in assessing any risk that the Proxy Representative might pursue any interest other than the interest of the undersigned. In consideration of this requirement, please note that each of Mr. Alexander Kudlich, Mr. Ludwig Ensthaler, Mr. Florian Leibert and Mr. Werner Weynand are the members of the Management Board.

This proxy and the rights, obligations and liabilities of the undersigned and the Proxy Representative hereunder shall be governed by the laws of Luxembourg.

The undersigned undertakes to indemnify the Proxy Representative against any claims, losses, costs, expenses, damages or liability sustained or incurred by the Proxy Representative as a result of any action taken in good faith pursuant to the present proxy.

Any claims, disputes or disagreements arising under, in connection with or by reason of this proxy shall be brought by the undersigned and the Proxy Representative in the courts of the city of Luxembourg, and each of the undersigned and the Proxy Representative hereby submits to the exclusive jurisdiction of such courts in any such actions or proceeding and waives any objection to the jurisdiction or venue of such courts.

This proxy shall remain valid if the above meeting is for any reason, postponed or rescheduled unless the agenda is modified.

Instructions:

The shareholders whose shares are in book entry form held on a securities account shall submit by no later than 27 June 2023 at 6.00 pm CEST a form from their depository bank or financial institution showing their number and ownership of shares as at the Record Date.

Please issue an instruction for each proposed resolution made by the Management Board on the agenda items. Only one instruction may be issued for each item of the agenda. If you do not explicitly issue instructions in respect of the individual agenda items, the Proxy Representative will abstain from voting for these items. Please mark your decision by a cross in the corresponding space reserved to that effect below. Please mark with a cross only within the small box .

Option 2. Vote by correspondence prior to the Annual General Meeting and/or the Extraordinary General Meeting (by making use of this form).

By completing this voting form, you are exercising your voting rights at the Annual General Meeting and/or the Extraordinary General Meeting as set out below.

The undersigned,

(if an individual: please indicate first and family name, address and email address)

(if a company: please indicate name or company name, registered office, registration authority and number, address and email address)

holding

_____ shares of the Company on the Record Date hereby state that:

- (i) I will not attend the Annual General Meeting and/or the Extraordinary General Meeting in person or by a proxy and I wish to cast my vote at the Annual General Meeting and/or the Extraordinary General Meeting on the proposed resolutions made by the Management Board on the agenda items, by ticking the appropriate box set forth next to each agenda item in Section B. below; and
- (ii) I am fully aware of the content of the convening notice to the Annual General Meeting and/or the Extraordinary General Meeting and I have taken into account the contents of the convening notice in order to cast my vote on the proposed resolutions made by the Management Board on the agenda items in the present voting form.

Instructions:

The shareholders whose shares are in book entry form held on a securities account shall submit by no later than 27 June 2023 at 6.00 pm CEST a form from their depository bank or financial institution showing their number and ownership of shares as at the Record Date.

Please cast your votes for each proposed resolution made by the Management Board on the agenda items. Only one vote may be issued for each item of the agenda. If you do not explicitly cast a vote in respect of the individual agenda items, no vote shall be taken into account. Please mark with a cross only within the small box .

Section B. Voting instructions (Option 1) or voting by correspondence (Option 2), as applicable, for the Annual General Meeting and/or the Extraordinary General Meeting:

AGENDA (AGM)

Agenda Item 1

Presentation of the combined consolidated management report of the management board of the Company and of the report of the independent auditor (*réviseur d'entreprises agréé*) on the Company's consolidated accounts for the financial year ended 31 December 2022 and on the Company's annual accounts for the financial year ended 31 December 2022.

PROPOSED RESOLUTION	
[No resolution required.]	No vote required

Agenda Item 2

Approval of the Company's consolidated accounts for the financial year ended 31 December 2022.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
"The general meeting of shareholders resolves to approve the Company's consolidated accounts for the financial year ended 31 December 2022."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 3

Approval of the Company's annual accounts for the financial year ended 31 December 2022.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
"The general meeting of shareholders resolves to approve the Company's annual accounts for the financial year ended 31 December 2022."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 4

Acknowledgement of the result of the Company made for the financial year ended 31 December 2022 and allocation of the results of the Company for the financial year ended 31 December 2022.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>"The general meeting of shareholders resolves to acknowledge a loss of six million three hundred ninety-two thousand five hundred nine euro and nineteen cent (EUR 6,392,509.19) made for the financial year ended 31 December 2022 and to allocate the results of the Company for the financial year ended 31 December 2022 as follows:</p> <ul style="list-style-type: none"> - Results brought forward from the previous financial year: EUR -1,237,558.58; - Results of the financial year 31 December 2022: EUR -6,392,509.19; and 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

- Results to be carried forward to the following financial year: EUR - 7,630,067.57."			
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Agenda Item 5

Granting of discharge (*quitus*) to Mr. Alexander Kudlich, member of the management board of the Company, for the exercise of his mandate during the financial year ended 31 December 2022.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
"The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) to Mr. Alexander Kudlich, member of the management board of the Company, for the exercise of his mandate during the financial year ended 31 December 2022."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 6

Granting of discharge (*quitus*) to Mr. Ludwig Ensthaler, member of the management board of the Company, for the exercise of his mandate during the financial year ended 31 December 2022.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
"The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) to Mr. Ludwig Ensthale, member of the management board of the Company, for the exercise of his mandate during the financial year ended 31 December 2022."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 7

Granting of discharge (*quitus*) to Mr. Florian Leibert, member of the management board of the Company, for the exercise of his mandate during the financial year ended 31 December 2022.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
"The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) to Mr. Florian Leibert, member of the management board of the Company, for the exercise of his mandate during the financial year ended 31 December 2022."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 8

Granting of discharge (*quitus*) to Mr. Werner Weynand, member of the management board of the Company, for the exercise of his mandate during the financial year ended 31 December 2022.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
"The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) to Mr. Werner Weynand, member of the management board of the Company, for the exercise of his mandate during the financial year ended 31 December 2022."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 9

Granting of discharge (*quitus*) to Mr. Mato Perić, member of the supervisory board of the Company, for the exercise of his mandate during the financial year ended 31 December 2022.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) to Mr. Mato Perić, member of the supervisory board of the Company, for the exercise of his mandate during the financial year ended 31 December 2022.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 10

Granting of discharge (*quitus*) to Mr. Stefan Kalteis, member of the supervisory board of the Company, for the exercise of his mandate during the financial year ended 31 December 2022.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) to Mr. Stefan Kalteis, member of the supervisory board of the Company, for the exercise of his mandate during the financial year ended 31 December 2022.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 11

Granting of discharge (*quitus*) to Ms. Katharina Jünger, member of the supervisory board of the Company, for the exercise of her mandate during the financial year ended 31 December 2022.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) to Ms. Katharina Jünger, member of the supervisory board of the Company, for the exercise of her mandate during the financial year ended 31 December 2022.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 12

Renewal of the mandate of Mazars Luxembourg S.A., with registered office at 5, rue Guillaume Kroll, L-1882 Luxembourg and registered with the Luxembourg Trade and Companies Register under number B159962, as independent auditor (*réviseur d'entreprises agréé*) of the Company for a period ending at the annual general meeting of shareholders of the Company to be held in 2024.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to renew the mandate of Mazars Luxembourg S.A., with registered office at 5, rue Guillaume Kroll, L-1882 Luxembourg and registered with the Luxembourg Trade and Companies Register under number B159962, as independent auditor (<i>réviseur d'entreprises agréé</i>) of the Company for a period ending at the annual general meeting of shareholders of the Company to be held in 2024.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA (EGM)

Agenda Item 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 "**Business Combination**") 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 Consummation by the Company.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
"The general meeting of shareholders resolves to approve the proposed Business Combination with Marley Spoon SE and further approve and, to the extent necessary, ratify the entering into, and performance of the documents relating to the Business Combination and the Consummation by the Company."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 2

Amendment of the corporate purpose (*objet social*) 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 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.*

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.*

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."*

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
"The general meeting of shareholders resolves to approve the amendment of the corporate purpose (<i>objet social</i>) of the Company and subsequent amendment of article 2 of the articles of association of the Company, which shall henceforth read as follows, with effect as of the Consummation and conditional upon the approval of item 1 of the agenda of this extraordinary general meeting of shareholders: "Article 2 Purpose <i>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</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<p>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.</p> <p>2.2 The Company may further grant any form of security for 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>			
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Agenda Item 3

Change of the name of the Company to "**Marley Spoon Group SE**" and subsequent 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>“The general meeting of shareholders resolves to approve the change of the name of the Company from “468 SPAC II SE” to “Marley Spoon Group SE” and corresponding amendment of article 1 of the articles of association of the Company accordingly which shall henceforth read as follows, 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> <p>“Article 1 Name – Legal form</p> <p><i>There exists a European Company (Societas Europaea) under the name “Marley Spoon Group SE” (the “Company”) which is governed by the law of 10 August 1915 on commercial companies, as amended (the “Law”), by the provisions of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company (the “Regulation”), as well as by the present articles of association”.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>“The general meeting of shareholders resolves to approve the amendment and full restatement of the articles of association of the Company as attached hereto in Annex 1, conditional upon the approval of item 1 of the agenda of this extraordinary general meeting of shareholders and with effect as of the Consummation.”</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 5

Acknowledgment of the resignation of Mr. Alexander Kudlich and granting of discharge (*quitus*) 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to acknowledge 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.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 6

Acknowledgment of the resignation of Mr. Ludwig Ensthaler and granting of discharge (*quitus*) 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to acknowledge the resignation of Mr. Ludwig Ensthaler 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.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 7

Acknowledgment of the resignation of Mr. Florian Leibert and granting of discharge (*quitus*) 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to acknowledge 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.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 8

Acknowledgment of the resignation of Mr. Werner Weynand and granting of discharge (*quitus*) 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 the agenda of this extraordinary general meeting of shareholders, with effect as of the Consummation.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to acknowledge 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 the agenda of this extraordinary general meeting of shareholders, with effect as of the Consummation.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 9

Acknowledgment of the resignation of Mr. Mato Perić and granting of discharge (*quitus*) 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to acknowledge 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.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 10

Acknowledgment of the resignation of Mr. Stefan Kalteis and granting of discharge (*quitus*) 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to acknowledge 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.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 11

Acknowledgment of the resignation of Ms. Katharina Jünger and granting of discharge (*quitus*) 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to acknowledge the resignation of Ms. Katharina Jünger and granting of discharge (<i>quitus</i>) 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.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to appoint 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.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to appoint 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.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 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 general meeting of shareholders and effective as of the date following the Consummation.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to appoint 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 general meeting of shareholders and effective as of the date following the Consummation.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>“The general meeting of shareholders resolves to approve 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, which shall comprise the following fixed compensation elements only:</p> <ul style="list-style-type: none"> - the chairperson of the supervisory board receives a fixed compensation in the amount of €100,000; - the vice-person of the supervisory board, if any, receives a fixed compensation in the amount of €80,000; and - members of the supervisory board receive a fixed compensation in the amount of €50,000.” 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 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 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 “Closing Price”), 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 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.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>“The general meeting of shareholders resolves to confirm 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</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<p>B2 shares into redeemable class A shares at a ratio of one (1) class A share for one (1) class B2 share on the date, post Consummation, on which the official closing price of the class A shares as reported on XETRA, or if at the relevant time the redeemable class A 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 “Closing Price”), 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 redeemable class A shares Closing Price for any ten (10) trading days within 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>			
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Any lack of a clearly expressed choice in relation to one or more of the various voting instruction options provided above and any contradictory choice will be considered as an instruction or a decision, as applicable, to abstain from voting in respect of the proposed resolution.

Important: Please send this form to the Company by no later than 27 June 2023 at 6.00 pm CEST by email to: as_agm@bil.com

Any forms received after this date will not be registered by the Company and your votes will not be recorded at the Annual General Meeting and the Extraordinary General Meeting.

Signed in _____, on _____ 2023.

Shareholder: _____

By:

Title: