

CERTAIN RELATIONSHIPS AND RELATED-PARTY TRANSACTIONS OF THE 468 SPAC GROUP¹

In accordance with IAS 24, transactions with persons or companies that are, inter alia, members of the same group as 468 SPAC or that are in control of or controlled by 468 SPAC must be disclosed unless they are already included as consolidated companies in the 468 SPAC Group consolidated financial statements. Control exists if a shareholder owns more than half of the voting rights in 468 SPAC or, by virtue of an agreement, has the power to control the financial and operating policies of 468 SPAC's management. The disclosure requirements under IAS 24 also extend to transactions with associated companies, including joint ventures, as well as transactions with persons who have significant influence over 468 SPAC's financial and operating policies, including close family members and intermediate entities. This includes the members of the Management Board and Supervisory Board, respectively, and close members of their families, as well as those entities over which the members of the Management Board and Supervisory Board, respectively, or their close family members are able to exercise a significant influence or in which they hold a significant share of the voting rights.

Set forth below is a summary of such transactions with related parties for the fiscal year ended December 31, 2022 and the short fiscal year ended December 31, 2021 and up to and including the date of this Prospectus. Further information, with respect to related party transactions, including quantitative amounts, are contained in the notes to 468 SPAC's audited consolidated financial statements as of and for the year ended December 31, 2022 and the short fiscal year ended December 31, 2021, which are included in this Prospectus under Section "24. Financial Information".

Transactions with Related Parties

At the time of the incorporation of 468 SPAC, 468 Special Opportunities GmbH & Co. KG, an affiliate of the Sponsors, entered into an unsecured loan agreement, dated August, 4, 2021, for a loan in the amount of up to €250,000 ("**Shareholder Loan Agreement**"). The loan was meant to be utilized for the purpose of financing third party costs and other working capital requirements until the Private Placement (including due diligence costs in connection with a business combination). The loan had a maturity date of one year after the earlier of (i) 30 months following the Private Placement, and (ii) three months after the consummation of a business combination, and earned interest of 2% p.a. The drawn principal amount due under the loan was set off against a portion of the subscription price, which in total amounted to €7,080,000 and was paid in connection with the Sponsor Capital At-Risk, and any interest accrued on the loan has been waived. The Shareholder Loan Agreement was terminated prior to the date of the Private Placement.

On December 21, 2021, the Co-Sponsors, 468 Special Opportunities GmbH & Co. KG and 468 SPAC entered into the Co-Sponsor Share Purchase Agreement relating to the sale and transfer of 780,000 Sponsor Shares from the 468 Special Opportunities GmbH & Co. KG to the Co-Sponsors for €0.016 per Sponsor Share.

On January 11, 2022, the Sponsors entered into the Sponsor Purchase Agreement with 468 Special Opportunities GmbH & Co. KG and 468 SPAC relating to the sale and transfer of 6,720,000 Sponsor Shares to the Sponsors without consideration. Further, the Sponsors and Co-Sponsors entered into the Sponsor Warrant Purchase Agreement with 468 Special Opportunities GmbH & Co. KG and 468 SPAC, dated January 11, 2022, to subscribe for an aggregate of 4,966,667 Sponsor Warrants at a price of €1.50 per Sponsor Warrant (€7,450,001 in the aggregate). Each Sponsor Warrant entitles the holder to subscribe to one Public Share at €11.50 per Public Share. The Sponsor Warrants may not, subject to certain limited exceptions described in this Prospectus, be transferred, assigned or sold by the holder. In addition, the Sponsor, Co-Sponsors and 468 SPAC have entered into the Sponsor Agreement pursuant to which the Sponsors and the Co-Sponsors have committed not to transfer, assign, pledge or sell any of the Sponsor Shares, except for the Excluded Shares, and Sponsor Warrants other than to Permitted Transferees in accordance with the Sponsor Lock-Up.

¹ Some of the defined terms used in this document are not defined within this document. Instead they may be defined in one of the other documents published on 468 SPAC II SE's website together with the convening notice for the extraordinary general meeting voting on the business combination between 468 SPAC II SE and Marley Spoon SE. If the document contains references to the Prospectus or refers to other sections not published, the information will be contained in the Prospectus once published, subject however to the approval by CSSF.

In connection with the Private Placement, on January 17, 2022, and as agreed in the Co-Sponsor Share Purchase Agreement and the Sponsor Purchase Agreement, 468 SPAC entered into a Sponsor Share and Warrant Repurchase Agreement with the Sponsors and Co-Sponsors regarding the repurchase and transfer of 2,250,000 Sponsor Shares for a purchase price of €0.016 per Sponsor Share and of 329,799 Sponsor Warrants for a purchase price of €1.50 per Sponsor Warrant.

On May 25, 2023, 468 SPAC entered into a shareholder loan with its Sponsor TEIXL Investments GmbH in the amount of €500,000 at an interest rate of 5.00% per annum with a term of 6 months. The loan is intended to be utilized for the purpose of financing the purchase of shares of Marley Spoon by 468 SPAC. Under the loan agreement, it is agreed that TEIXL Investments GmbH does not have any right, title, interest or claim of any kind in or any monies of the Escrow Account and waives any such claim it may have now or in the future as a result of, or arising out of, any other agreement with 468 SPAC or 468 SPAC II Advisors GmbH & Co. KG and will not seek recourse against the Escrow Account for any reason whatsoever.

Relationship with Members of the Management Board and the Supervisory Board

Remuneration of the Members of the Management Board

Given that the Management Board in its current form was only established at the time of the approval this Prospectus, the members of the Management Board have not yet received any annual remuneration.

For a description of the current remuneration of the members of the Management Board, see Section “18.2.3 *Compensation and Other Benefits of the Members of the Management Board*” of the Prospectus.

Remuneration of the Members of the Supervisory Board

Given that the Supervisory Board in its current form was only established at the time of the approval this Prospectus, the members of the Supervisory Board have not yet received any annual remuneration.

For a description of the current remuneration of the members of the Supervisory Board, see Section “18.3.4 *Compensation and Other Benefits of the Members of the Supervisory Board*” of the Prospectus.

Pensions

As of the date of this Prospectus, the Company did not make any pension commitments to members of the Management Board or the Supervisory Board.