

CERTAIN RELATIONSHIPS AND RELATED-PARTY TRANSACTIONS OF MARLEY SPOON GROUP¹

In accordance with IAS 24, transactions with persons or companies that are, inter alia, members of the same group as Marley Spoon or that are in control of or controlled by Marley Spoon must be disclosed unless they are already included as consolidated companies in Marley Spoon's consolidated financial statements. Control exists if a shareholder owns more than half of the voting rights in Marley Spoon or, by virtue of an agreement, has the power to control the financial and operating policies of Marley Spoon'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 Marley Spoon's financial and operating policies, including close family members and intermediate entities. This includes the members of the management board (Vorstand) and the supervisory board (Aufsichtsrat) of Marley Spoon and close members of their respective families, as well as those entities over which the members of the management board and the supervisory board, or their respective 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 years ended December 31, 2022, December 31, 2021 and December 31, 2020, 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 Marley Spoon's audited consolidated financial statements as of and for the years ended December 31, 2022, December 31, 2021 and December 31, 2020, which are included in the Prospectus under Section "24. Financial Information".

Transactions with Entities with Significant Influence over the Marley Spoon Group

Marley Spoon entered into the following transactions with its shareholders Conifer Management, LLC ("Acacia") and Union Square Ventures ("Union Square").

In March 2019, Marley Spoon issued two convertible bonds to each, unsecured funds managed by Acacia in the aggregate amount of \$2.3 million against contribution in cash, and to Union Square in the aggregate amount of \$11.4 million against contribution in kind. Under each of the convertible bonds, Marley Spoon was only to incur interest expenses subject to the LIBOR plus 5%-margin if the bond holders would not have exercised their conversion rights. On November 13, 2020, both the unsecured funds managed by Acacia as well as Union Square exercised their conversion rights in full and consequently received from Marley Spoon 6,414 shares or (6,414,000 CDIs) and 32,127 shares or (32,127,000 CDIs) respectively.

Transactions with Members of Marley Spoon's Governing Bodies

Besides their cash compensation, the members of the management board [as well as the members of the supervisory board of Marley Spoon received short-term employee benefits, and the members of the management board also] received share-based payments (*i.e.*, equity-settled share-based compensation under Marley Spoon's ESOP). The members of the supervisory board received no share-based payments.

The following table shows the aggregated compensation expenses (without cash compensation) for the management board as well as supervisory board members of Marley Spoon for the periods indicated:

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.

	For the fiscal year ended December 31,		
	2022	2021	2020
	(in € thousand)		
Short-term employee benefits	1,433	971	610
Share-based payments	175	177	306
Total	1,608	1,148	916

Transactions with Other Related Parties

Marley Spoon Employee Trust UG / Fabian Siegel

Marley Spoon Employee Trust UG (“MSET”) is an entity fully controlled by Fabian Siegel, Marley Spoon’s co-founder, current CEO and the managing director of most Marley Spoon’s subsidiaries. In addition, Fabian Siegel currently holds a [5.3]% stake in the equity interests of Marley Spoon through his personal entity Akowi GmbH, which is solely held and controlled by him.

MSET’s sole purpose is the holding of shares in Marley Spoon as a trustee for the benefit of certain Marley Spoon’s employees until they are allocated to them subject to exercising their options in accordance with the terms and conditions of an employee stock option program from before Marley Spoon was listed at the Australian Securities Exchange (“Pre-IPO ESOP”). When employees exercised their options under the Pre-IPO ESOP in 2020, 2021 and 2022, shares held by MSET and other entities of Fabian Siegel were transferred to the beneficiaries or sold on their account.

Trade Receivables

The following table shows other trade receivables of Marley Spoon from related party transactions for the periods indicated:

	For the year ended December 31, 2022		For the year ended December 31, 2021		For the year ended December 31, 2020	
	Trade Receivables		Amounts outstanding		Amounts outstanding	
	Related Party	Total	Related Party	Total	Related Party	Total
	(in € thousand)		(in € thousand)		(in € thousand)	
Related Parties						
Marley Spoon Employee Trust UG; Marley Spoon Series A UG; Marley Spoon Series B UG; Marley Spoon Verwaltungs UG ⁽¹⁾	34	774	14	446	26	697
Total	34	774	14	446	26	697

(1) Trade receivables from the related parties are aggregated for these entities.