RISK FACTORS[1]

*The following summary lists risks that 468 SPAC II SE ("**468 SPAC**") and/or Marley Spoon SE ("**Marley Spoon**", "**we**", "**us**", "**our**", and together with 468 SPAC, in particular, upon consummation of the business combination, the "**Company**") deem to be material to 468 SPAC and/or Marley Spoon, to their operations and the business combination. Additional risks currently not deemed material or not known to 468 SPAC and/or Marley Spoon could have a material adverse effect on 468 SPAC's and/or Marley Spoon's business, financial condition, cash flows, results of operations and prospects. The order in which the risks are presented is not an indication of the likelihood of the risks actually materializing, or the significance or degree of the risks or the scope of any potential harm to 468 SPAC's and/or Marley Spoon's business, financial condition, cash flows, results of operations and prospects. The risks mentioned herein may materialize individually or cumulatively. The following risks only speak as of the date of this document.*

Key Risks Related to Marley Spoon's Industry and Markets

Worldwide economic and market conditions, changes in the global climate, an unstable economy, a decline in consumer demand, spending levels for our products, food cost volatility as well as changes in food availability and other adverse developments, including inflation, could adversely affect our business, results of operations and liquidity.

We are a global subscription-based meal kit provider with customers and operations in Europe, the United States and Australia. As a meal kit delivery service, we provide our customers with a weekly box that contains pre-portioned ingredients and recipe cards to prepare their own meals at home. Based on a source-to-order model, which is driven by customer data to allow us to minimize inventories, in general, we have dry goods delivered to our fulfillment centers weekly, with perishable items being delivered on a daily basis. In our fulfillment facilities (*i.e.*, seven fulfillment centers and one manufacturing center) these goods and items are packed together with the recipes into the weekly boxes and delivered to our customers' home by third party logistics providers. Our technology platform interconnects these operations and assists with, and manages data, from the e-commerce and fulfillment facets of our business. We offer our meal kits and complementary products under a multi-brand strategy, including our original Marley Spoon brand as well as the Dinnerly and Chefgood brands. Under the latter, we are offering ready-to-heat products.

Consequently, our performance is dependent on many economic and other factors that are outside of our control, including general economic and market conditions, supply chain issues, consumer and commercial credit availability, inflation, unemployment, consumer debt levels and other challenges affecting the global economy, including any direct and indirect consequences of the COVID-19 pandemic or the war in Ukraine. Increases in the rates of unemployment, reduced access to credit and issues related to domestic and international politics may adversely affect consumer confidence and disposable income levels. Lower consumer confidence and disposable incomes could lead to reduced consumer spending and lower demand for discretionary items such as online-ordered quality meal kits.

The current market environment is particularly impacted by continued inflation and rising interest rates as well as global supply chain issues as a consequence of the COVID-19 pandemic. This may result in consumers becoming even more budget conscious and, thus, in our customers ordering our meal kits less frequently or canceling their subscriptions altogether. In addition, the current war in the Ukraine and a potential expansion of such conflict to other countries as well as geopolitical tensions, such as a conflict between China and Taiwan, may adversely impact consumer spend further. While we do not have operations in the Ukraine or in Eastern Europe, the ongoing conflict, in addition to negatively impacting consumer confidence, could continue to put pressure on fuel prices and raw material costs.

A decline in customer spending and purchasing power could lead to customers ordering less or ceasing to order from our mobile app or website. In addition, small businesses that do not have substantial resources,

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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.

including a significant number of our suppliers, tend to be more adversely affected by poor economic conditions than large businesses. If some of our suppliers were to cease their operations, our own business and revenues could be negatively affected. In this regard, we could also be negatively affected by an increase in market prices of key ingredients or packaging driven by inflation or global supply chain issues, if we are not able to offset these rising costs. A severe or prolonged economic downturn could also limit our ability to raise additional capital when needed on acceptable terms, if at all. These factors could have a negative impact on our potential sales and operating results.

We and our service providers, including suppliers and delivery partners, are also subject to acute weather incidents, as are our customers. For example, droughts and floods have been an increasing concern as weather patterns evolve due to climate change. This was particularly observable during the winter of 2021 and 2022, with snowstorms in the United States and floods in Australia, resulting in delays with respect to the delivery service components of our business and, consequently, having an adverse effect on customer satisfaction. Furthermore, certain geographies have been and, in the future, may be impacted by chronic water shortages and droughts. All of these severe weather events may impact supply chains, the quality or availability of raw ingredients and the prices for ingredients, as well as the delivery of our weekly meal kits to our customers within the time necessary to comply with our contractual obligations towards our customers and the due dates of our perishable items contained in the meal kits. The increase of severe weather events based on climate change could therefore have a negative impact on our potential sales and operation results.

Changes in consumer tastes and preferences or in consumer spending and other economic or financial market conditions could materially adversely affect our business.

Our operating results may be materially adversely affected by changes in consumer tastes. Our success depends in part on our ability to anticipate the tastes, eating habits and lifestyle preferences of consumers and to offer products that appeal to consumer tastes and preferences. Consumer tastes and preferences may change from time to time and can be affected by a number of different trends and other factors that are beyond our control. For example, our sales could be materially adversely affected by changes in consumer demand in response to nutritional and dietary trends, dietary concerns regarding items such as calories, sodium, carbohydrates or fat, or concerns regarding food safety. Our competitors may react more efficiently and effectively to these changes than we can. We cannot provide any assurances regarding our ability to respond effectively to changes in consumer health perceptions or our ability to adapt our product offerings to trends in eating habits. If we fail to anticipate, identify or react to these changes and trends, or to introduce new and improved products on a timely basis, we may experience reduced demand for our products, which could materially adversely affect our business, financial condition and operating results.

In addition, the business of selling food products over the Internet is dynamic and continues to evolve. The market segment for food delivery has grown significantly, but this growth may not continue. If customers cease to find value in this model or otherwise lose interest in our product offerings or our business model generally, we may not acquire new customers in numbers sufficient to grow our business or retain existing customers at rates consistent with our business model, and our business, financial condition and operating results could be materially adversely affected.

We face competition from other food and meal-delivery companies, online and physical supermarkets, specialty and online retailers, and other companies that address the food at home market as well as potential new market entrants, and potentially even restaurants.

The meal kit industry in which we operate is quite nascent, with the biggest players having been founded within the last decade. It sits within the intersection of two sub-segments of the global food market, namely the grocery market and the restaurant food delivery market. Consequently, we face competition from a different cross-section of industries, including online and offline grocery retailers and food delivery service providers, alternative meal kit companies and potential new market entrants, either within the meal kit space or adjacent categories. Market participants in all of these areas are potential competitors.

In terms of direct competitors, the global meal kit market is fragmented with a number of local and global meal kit providers. We operate in Europe (*i.e.*, Germany, Austria, Belgium, Denmark and the Netherlands), the United States and Australia. Our closest meal kit competitor is HelloFresh, being the only other multi-continental meal kit provider and operating in all of our regions. Our other competitors are mainly local players such as BlueApron, HomeChef, Sun Basket and Plated. Further meal kit providers that operate in other local markets than we do are Linas Matkasse (Sweden), Gousto (UK), Chefs Plate (Canada) and My Food Bag (New Zealand), each of which may, however, decide to expand into countries in which we operate. In addition, new competitors may emerge, or similar businesses may choose to start offering the delivery of meal kits online in countries in which we operate. Some of these competitors and new entrants may have brands that are or become more widely recognized by customers than our brand, which would help them in attracting new customers and could lead our existing customers switching to them. This may be aided by competitors and new entrants having substantially greater financial, marketing, technical or other resources than we do or showing aggressive and sometimes irrational competitive behavior. Our competitors may also merge or form strategic partnerships, which could adversely affect our competitive position.

Furthermore, as more and more companies offer their products and services online, we also face competition from online grocers, such as Rewe in Germany, Woolworths in Australia or Walmart in the United States, which cooperates with Google in order to strengthen the marketing of its products online and offer voice shopping via Google Assistant. In addition, some online supermarkets have partnered with recipe sites, such as Instacart and Allrecipe, or may expand their existing offering to include meal kits. Other companies that may enter into the meal kit industry or convenience grocery delivery space are companies with experience in e-commerce and/or logistics.

Competition has a significant influence on our revenue and operating margins, especially given that competitors or new entrants may have significantly larger resources, technical capabilities, operating histories, physical and technological infrastructure and customer base than us. Competitive pressures from one or more of our existing direct or indirect competitors, the entrance of new competitors and our inability to maintain and enhance the availability and user-friendliness of our apps and websites to adapt effectively and quickly to a changing competitive landscape could negatively affect demand for our services as well as our earnings and our ability to source other revenue streams and ultimately our operating margin.

Key Risks Related to Marley Spoon's Business

We have incurred significant operating losses since inception, and there is no guarantee that we will be able to successfully grow and operate our business and achieve profitability in the future.

While we have grown significantly in terms of revenue and other key performance indicators in the past, our operations have never been profitable on a consolidated basis. We incurred a loss for the year of €47.7 million in 2021 and a loss of €41.8 million in 2022 and there is no assurance that our Group will ever become profitable. Our net losses are largely attributable to the costs associated with expanding our business, including marketing expenses, with rising interest rates contributing further with respect to financial year 2022. We remain reliant on marketing to promote our brand and to win new customers. Despite high referral rates from existing customers, we need to continue to incur significant marketing expense for the foreseeable future to sustain growth, which is not assured.

In order to sustain continued growth, we have made and will continue to make significant investments into our business, as has happened in 2021 with respect to our fulfillment centers in Sydney and California and, overall, with respect to investments in product development and technology to meet customer needs. For example, we introduced the "Market option" to our product offering, which provides our customers with the ability to purchase add-ons such as pantry and refrigerated items or ready-to-heat meals as part of their weekly box. Another feature related to the introduction of increased pricing flexibility across recipes which enabled us to expand our offering with, among others, "Saver meals", premium recipes and recipe variants (*i.e.*, swapping or upgrading recipe ingredients, sometimes for a surcharge). Additional digital initiatives are underway or planned for the future that will continue to put pressure on operating profitability at least during the respective implementation phases. We plan to expand the product portfolio to increase personalization, address new customer segments, automate the menu creation and ingredient selection process, improve sourcing of ingredients, optimize packaging and increase automation in our fulfillment centers and may consider new areas of business. Each of such initiatives, if successful, has the potential to enhance our financial results, but as with similar initiatives in the past, will require upfront investment. Moreover, these initiatives may, at least temporarily, put further pressure on operating profitability. This pressure may be more pronounced than anticipated if these initiatives prove more expensive than we currently expect. The implementation of such initiatives implies the risk that these initiatives may not be successful, may provide a lower benefit than anticipated or no benefit at all and that the investments made may not pay off or that, even if ultimately successful, we will encounter unexpected difficulties implementing them, such as temporarily lower service levels or production interruptions that could adversely affect our business in the execution phase.

Even if we are able to grow the business and benefit from economies of scale, there is still no assurance that we achieve profitability over time. Many of the factors driving our cost base are beyond our control, and we may not be able to recover increased costs through raising the prices charged to our customers. The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, reputation and results of operations.

We may require substantial additional capital to support business growth, and this capital might not be available on acceptable terms, if at all.

Since our inception in 2014, we have utilized substantial amounts of cash to grow our business by geographic extension as well as by the acquisition of Austrian meal kit provider Kochabo in 2015 and, in 2022, the acquisition of Australian ready-to-heat company Chefgood Pty Ltd ("**Chefgood**"), which also enabled us to expand on our multi-brand strategy. We expect that we will continue to expend substantial resources for the foreseeable future in order to fund our sales and marketing efforts and further grow our infrastructure and technology operations. In addition, other unanticipated costs may arise.

We believe that existing cash, cash equivalents, and short-term investments will allow us to fund our operations for at least the next [12] months. However, our business plan may change as a result of many factors currently unknown to us, and we may need to seek additional capital sooner than planned, through public offerings or debt financings.

If we raise additional capital through public or private equity offerings, the ownership interest of our existing shareholders may be diluted and the terms of any new equity securities may have a preference over our common existing securities. If we raise additional capital through debt financing, we may be subject to specified financial covenants or covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, paying any dividends, making capital expenditures or pursuing certain transactions, any of which could restrict our ability to commercialize our product innovations or operate as a business.

In addition, we may seek additional capital due to favorable market conditions or strategic considerations even if we believe that we have sufficient funds for our current and future operating plans, which may result in the aforementioned dilutions to shareholders, imposition of debt covenants and repayment obligations or other restrictions that may affect our business.

There is no guarantee that we can maintain our historical growth rates, or we may have difficulty managing our growth which could limit our ability to increase sales and cash flow.

We anticipate experiencing continued growth in our operations if we continue to execute our strategy in-line with our expectations. This growth will place significant demands on our management, as well as our financial and operational resources. Growth would increase the challenges involved in:

- implementing appropriate operational and financial systems;
- expanding our procurement, manufacturing, logistics, customer service and marketing infrastructure and capabilities;
- evolving and improving on our technology platform;
- cultivating our brands and driving our multi-brand strategy;
- ensuring compliance with regulatory requirements; and
- preserving our culture and values.

Our growth will require us to continually develop and improve our operational, financial and other internal management systems and controls. We are also required to manage relationships with our suppliers and other third parties assisting our operations, and expend time and effort to integrate new suppliers into our fulfilment operations. While we currently have significant spare capacity, if our business develops as expected, we may be required to expand and improve our fulfillment center infrastructure in the medium to long term. The expansion of our business could exceed the capacities of our suppliers, logistics providers or other service providers on which we rely in the course of our daily operations and who provide various services and assistance to us and if such third parties were unable to keep up with our growth levels, our operations could be negatively affected. We may also not be able to scale and adapt our existing technology and network infrastructure to match our growth, nor be able to acquire the headcount and highly skilled employees necessary to execute our strategy. If we cannot scale and manage our business appropriately, we will not realize our projected growth and our financial results could be adversely affected.

In addition, we may incur losses or fail to identify or enter into new markets or new segments successfully. Any failure by us to successfully expand our operations, facilities and staff may have an adverse effect on our brand, business, results of operations or growth of our key performance indicators. A decrease in our earnings may lead to a loss of key accounts and significant partners of our business may decide to terminate their relationships with us if their expectations are not satisfied. We may not be able to find replacements in due time or at all.

We depend on our reputation and our brand and any failure to maintain, protect and enhance our reputation and brand may harm our ability to retain or expand our base of active subscribers.

In e-commerce, market participants with the strongest brands typically have an advantage. We operate utilizing a multi-brand strategy, including our original Marley Spoon brand as well as Dinnerly and Chefgood. Our reputation and the recognition of our brands are of central importance to our growth and success. That is also one of the reasons why we entered into a license and promotion agreement (as amended) with Martha Stewart Living Omnimedia. Inc. ("**MSLO**"), a company associated with Martha Stewart, pursuant to which we are entitled to co-brand our meal kits in the United States with the "Martha Stewart" name, for example as "Martha Stewart & Marley Spoon".

While it may be possible for less established brands to operate profitably, the best performing and best known market participant typically captures a very large share of the market. Many factors, some of which are beyond our control, are important to maintaining and enhancing our brands. These factors include our ability to:

- build and maintain a reputation for ourselves of delivering only high quality, fresh, healthy and well balanced ingredients;
- maintain and improve the popularity, attractiveness, diversity, quality and value of our products and services;
- maintain and improve the efficiency, reliability and quality of our fulfillment services;
- maintain and improve customers' satisfaction with our after sales services;
- increase brand awareness through marketing and brand promotion activities, such as collaborations, in our target markets; and
- preserve our reputation and goodwill in the event of any negative publicity regarding customer service, internet security, payment services, product quality, price or authenticity, or other issues affecting Marley Spoon or other businesses in the same industry.

In particular, any failure or misconduct by us or our suppliers, such as food contamination, the violation of food hygiene or food labelling regulations, offering poor customer service quality, late deliveries or systemic problems in the food industry could negatively affect the delivery and cooking experience of our customers and significantly damage our reputation and brand and result in a loss of customer confidence.

Overall, the recognition and reputation of our brands among existing and potential customers are critical factors for the growth and success of our business, affect our marketing spending and customer acquisition costs and are critical to maintaining our competitiveness in our regions. We have devoted and will continue to devote significant time and resources to marketing and customer relations to build a positive brand recognition for our business and to further build on our multi-brand strategy. Nevertheless, there is no guarantee that these marketing efforts and other promotional activities achieve expected results and lead to the enhancement of our brands. With respect to the launches of new brands there is always the possibility that customers may not find them as attractive as expected by us.

In the United States, our Marley Spoon brand is closely associated with the Martha Stewart brand. Any damage to, or reduction in, Martha Stewart's brand or reputation may have negative implications for our Marley Spoon brand. This may also occur if Martha Stewart ceases to be willing or able to support and develop her brand. In addition, we may be adversely affected if MSLO were to terminate or breach our license and promotion agreement with them, or if it is not renewed beyond 2023. Any negative impact on the reputation of our brands may negatively affect our results.

The trust and credibility established by us as well as our reputation and the value of our brands could also be affected by adverse media, unfavorable publicity, particularly relating to the freshness and quality of our ingredients, the violation of food hygiene and food labelling requirements, even if factually incorrect or based on isolated incidents. If such were to occur, it may have a negative impact on our ability to attract new subscribers or retain existing subscribers and enter new markets. We rely heavily on social media such as Instagram, TikTok and Facebook for brand promotion and marketing, and any negative publicity, negative customer feedback or other reputational damage may be accelerated through social media due to its immediacy and accessibility as a means of communication.

If any of the aforementioned risks with respect to our brands or reputation were to materialize we would incur an adverse effect on customer acquisition which may make it more difficult for us to reach our growth targets and impede our revenue as well as our results of operations due to a lack of economies of scale.

Any failure to operate, maintain, integrate, scale and upgrade our technology platform, or to adopt and apply technological advances, as well as disruptions to occur in our data and information systems, may materially and adversely affect our business and reputation.

We sell our products exclusively through online channels, in particular, our websites and mobile apps. Therefore, it is critical to our success that existing and potential customers within our geographic markets are able to access our mobile apps and websites at all times. It may become increasingly difficult to maintain and improve the availability of our platform, especially during peak usage times and as products become more complex and customer traffic increases. If our mobile apps or websites are unavailable when customers attempt to access them, or they do not load as quickly as customers expect, customers may seek other services, and may not return to them as often or at all in the future. This would harm our ability to attract customers and decrease the frequency with which they use our mobile apps or websites. We have previously experienced service disruptions, and in the future, we may experience further service disruptions, outages, or other performance problems due to a variety of factors, including infrastructure changes, human or software errors or capacity constraints due to an overwhelming number of users accessing our platform simultaneously. We currently expect to continue to make significant investments to maintain and improve the availability of our mobile apps and websites and to enable rapid releases of new features and products.

To the extent that we do not effectively address capacity constraints, respond adequately to service disruptions, upgrade our systems as needed or continually develop our technology and network architecture to accommodate actual and anticipated changes in technology, our business and results of operations would be harmed. Furthermore, since the mobile world and internet are characterized by rapid technological development and new advances in technology can increase competitive pressure, our success depends on our ability to continuously improve our current mobile apps and technological platform and sustain their interoperability with popular operating systems. Any failure to adopt and apply new technological advances in a timely manner, to integrate mobile apps into mobile devices or problems with providers of mobile operating systems or download stores could decrease the attractiveness of our mobile apps and our websites and thus limit our growth or even lead to declining revenue. Any changes in popular operating systems, such as iOS or Android, that degrade the functionality of our sites or give preferential treatment to competing sites, could adversely affect our mobile offering.

With respect to our business operations, we rely on a proprietary technology platform that is comprised of established third party software-as-a-service providers and cloud-based proprietary systems. We maintain the technology platform to assist with, and manage data from our five core business processes: meal kit design, procurement, fulfillment, logistics, customer order management and customer support. In this regard, we particularly rely on our proprietary technology and data to forecast demand and predict our customers' orders, determine the amounts of ingredients and other supplies to purchase, and to optimize our in-bound and out-bound logistics for delivery and transport of our supply to our fulfillment centers and of our product offerings to customers.

If this technology fails or produces inaccurate results at any step in this process, such as if the data we collect from customers is insufficient or incorrect, if we over or underestimate future demand, or if we fail to optimize delivery routes to our customers, we could experience increased food waste or shortages in key ingredients, the operational efficiency of our supply chain may suffer (including as a result of excess or shortage of fulfillment center capacity) or our customers may experience delays or failures in the delivery of our product offerings, for example by missing ingredients. Moreover, forecasts and predictions based on historical data, regardless of any historical patterns or the quality of the underlying data, are inherently uncertain, and unforeseen changes in consumer tastes or external events could result in material inaccuracy of our forecasts and predictions, which could result in disruptions in our business and the incurrence of significant costs and waste. Furthermore, any interruptions or delays in our ability to use or access our proprietary technology could lead to interruptions or delays in our supply chain. The occurrence of any of the foregoing risks could materially adversely affect our business, financial condition and operating results.

We may fail to efficiently operate, manage or expand our fulfillment facilities, including the use of automation, or to recoup our investments made in them.

Currently, we control and operate ourselves 8 fulfillment facilities, including 7 fulfillment centers and one manufacturing center, located in the United States, Australia and the Netherlands utilizing proprietary and non-proprietary, standardized processes. We have invested significantly into developing the capabilities and functionality of each of them.

Our fulfillment facilities are important to us as we prepare and pack our meal kits for delivery to our customers there, and in the case of Chefgood, manufacture our ready-to-heat meals. Consequently, any disruption in, or the loss of operations at, one or more of our fulfillment facilities, even on a short term basis, including due to factors such as earthquakes, fires, floods, power losses, telecommunications failures, acts of war or terrorism, human errors and similar events or disruptions could delay or postpone production of our products, which could result in our customers experiencing delays or failures in receiving their meal kits and, thus, harming our reputation and our customer relationships. Any such delays or failures are likely to be less severe for our meal kit businesses in the United States and Australia, where other facilities could be utilized on a temporary basis to manage production commitments, but more severe in Europe and for ready-to-eat manufacturing in Australia, where we do not currently hold any specific back-up facilities that could be used for this purpose.

All of our facilities are leased. Consequently, we may be unable to renegotiate leases after their terms end or face increased costs due to lease increases. Assuming we continue to grow, we will need to continue to add additional fulfillment and storage capacity in order to meet customer demand. In this regard, it is not certain whether we will be able to locate suitable facilities on commercially acceptable terms in accordance with any future expansion plans, nor can there be any assurance that we will be able to recruit qualified managerial and operational personnel to support such expansion plans. In such cases, we could experience problems fulfilling orders in a timely manner or our customers could experience delays in receiving their meal kits, which could harm our reputation and our relationship with our customers. We may also need to increase our capital expenditure more than anticipated. Not having sufficient fulfillment capacity, either due to disruptions or lack of capacity expansion, may materially adversely affect our business, financial condition and operating results.

Currently, the majority of pick and pack processes at our fulfillment facilities are done manually, with automation features being introduced over time to aid efficiency. For example, we operate one repackaging machine in each of Australia, Europe and the United States to automate the packaging of liquid and dry goods in individual portions. We further introduced handheld scanners and integrated them with our warehouse management system to improve global inventory accuracy and adopted a production line monitoring system, providing transparency on important operational metrics such as line speed and downtime. However, there is no assurance that these improvements will yield the expected effects. Difficulties we experience in automating our fulfillment facilities or processes could impair our ability to reduce costs and could materially adversely affect our business, financial condition and operating results. As we continue to add capacity, capabilities and automated production equipment and processes to our facilities, our fulfillment operations will become increasingly complex and challenging. Any failure to hire, train or retain employees capable of operating our fulfillment facilities could materially adversely affect our business, financial condition and operating results.

Our installed capacity has been determined based on the headroom needed if our growth materializes as planned. If our growth, however, does not materialize, we will be faced with significant surplus capacity that results in high fixed costs and may require us to write off parts of the investments we made into our fulfillment facilities. Overall, if we do not successfully plan, build out and operate our fulfillment facilities, we may experience insufficient or excess fulfillment capacity, increased costs, impairment charges, customer dissatisfaction due to delivery delay or failures or other harm to our business, each of which would adversely affect our profitability or, if it results in a loss of customers, our revenues as well.

We may not be able to retain existing subscribers or cost-effectively acquire new customers, in particular, if we are unable to maintain or increase demand for our meal kits, or other products, or adapt our services effectively to changes in consumer behavior or consumer preferences, which would negatively impact our revenue and profitability.

The success of our business model, and our ability to increase revenue and operate profitably, depends in part on our ability to cost-effectively acquire new customers, to retain existing customers, and to keep existing customers engaged so that they continue to purchase products from us. If we are unable to cost-effectively acquire new customers, retain our existing customers or keep existing customers engaged, our business, financial condition and operating results would be materially adversely affected. Further, if customers do not perceive our products to be of sufficient value, quality, and utility and appropriate alternative to the previous habits, or if we fail to develop and offer new and relevant products, we may not be able to attract or retain customers or engage existing customers so that they continue to purchase products from us.

Our new customers typically evaluate whether our product offerings fit their lifestyles, tastes and preferences before deciding whether to continue purchasing our products and, if so, the frequency at which they make purchases. Our net revenue in any period is essentially a function of our ability to attract and retain customers and the frequency and size of the orders placed by those customers. While an increase in order frequency or size could potentially offset losses of customers and, similarly, an increase in the number of customers could potentially offset a reduction in the frequency or size of the orders placed by our customers, any inability by us to continue to derive net revenue from our existing customers consistent with our historical performance could materially adversely affect our business, financial condition and operating results.

Approximately one quarter of our new customers originate from referrals from existing customers and word of mouth, and therefore we must ensure that our existing customers remain loyal to us in order to continue receiving those referrals. The remaining part of our new customers is acquired by us through various online and offline marketing channels. If we were to lose access to these marketing channels at commercially attractive rates, which are, among others, subject to the amount of competitive marketing activity and media cost inflation, we would have to increase our marketing spend and incur significant costs detrimental to our profitability or forgo some of our marketing activities to the disadvantage of new customer acquisition and, thus, our revenues.

In order to effectively manage our marketing spend, our marketing team is closely monitoring the performance of our marketing channels across each region and follows a responsive approach to adjust marketing investment based on the data and statistics observed, with the aim to invest in marketing with respect to regions and channels that generate the highest returns. It is also part of our marketing and customer acquisition activities to address the environment and social concerns of our existing and potential customers, such as sustainability. We may, however, fail to identify cost-efficient marketing opportunities as we scale our investments in marketing or fail to fully understand or estimate the circumstances that drive customers' behavior or understand our customers preferences or expectations for us as a company and brand. If any of our marketing activities prove less successful than anticipated in attracting new customers or retaining existing customers, we may not be able to recover our marketing spend, our cost to acquire new customers may increase, and our existing customers may reduce the frequency or size of their purchases from us. In addition, our third-party marketing partners may not provide adequate value for their services. Any of the aforementioned events could materially adversely affect our business, financial condition and operating results.

As we, in general, do not have face to face direct interaction with customers which is provided in offline retail the way we directly interact with customers through our customer service team is paramount to maintaining customer relationships. Any actual or perceived failure or unsatisfactory response by our customer service team could negatively affect customer satisfaction and loyalty and as a result our customer retention, customer acquisition by referrals and our standing as a brand, each of which would have a negative impact on our operating results.

We rely on email and other messaging services in our marketing efforts, and restrictions on sending emails or messages, or delays in their delivery, could adversely affect our business.

To communicate with existing and potential customers, our customer support as well as marketing teams depend upon email as well as social media and other instant messaging channels. We use these channels to inform customers of our product offerings. To us, these channels are therefore a tool for customer recruitment, customer reactivation, and order frequency management. If we are unable to deliver emails or other messages to our customers, if such messages are delayed, or if customers do not receive such emails or do not engage, our revenues and reputation could be adversely affected. Changes in how webmail apps organize and prioritize emails could reduce the number of customers opening our emails. An error or malfunction within our email and messaging services could result in customers who do not or no longer want to receive messages from us, being sent messages.

We also rely on social media and related instant messaging services for our customer communications and to address potential customers. Changes to the terms and conditions of these services could limit our promotional capabilities, and there could be a decline in the use of such social networking services by customers and potential customers. These services may change their algorithms or application programming interfaces without notice or explanation to us, which may reduce our visibility to potential and existing customers. In addition, we rely on third party service providers to deliver emails, and delays or errors in the delivery of such emails or other messaging could occur and are largely beyond our control.

Our ability to connect and communicate could also be impaired by actions of third parties or the social media companies to block, impose restrictions on or charge for the delivery of emails or other messages or the use of social media. For example, in April 2021 our Facebook account for "Martha Stewart & Marley Spoon" was temporarily suspended by Facebook until we fixed the alleged issue. If we would not have been able to fix the alleged issue, the suspension would have had a material impact on our ability to grow the "Martha Stewart & Marley Spoon" brand. Legal or regulatory changes limiting our right to send messages or utilize social media, or which impose additional requirements on us in this regard may have a similar effect. Also, our process to obtain consent from visitors to our websites to receive newsletters and advertisements from us and/or to use their data may be insufficient or invalid. In addition, we may receive warning letters from individuals or companies alleging the unauthorized sending of advertisements or use of social media. Our use of email, other messaging services (such as text messages) and social media could result in further legal claims against us, which could increase our expenses and potentially expose us to liability.

Consequently, if any of the aforementioned were to occur, our customer acquisition and retention could suffer which would result in a loss of revenues and depending on other factors also in an adverse effect on our profitability.

There may be a decrease in demand for our meal kits and other products in the event of foodborne illness, pandemics and other health-related concerns associated with food products.

We cannot guarantee that our supply chain and food safety controls and training will be fully effective in preventing all food safety issues associated with our meal kits, including any occurrences of foodborne illnesses such as salmonella, E. coli and hepatitis A. New illnesses resistant to our current precautionary measures may develop in the future, or diseases with long incubation periods could arise, which could give rise to claims or allegations on a retroactive basis. In addition, the reliance on third parties for the delivery of our meal kits makes it difficult to monitor food safety compliance. Any failure by these third parties to deliver the meal kits on time or to provide adequate temperature conditioning during transport may increase the likelihood of contamination before final delivery of the meal kits to our customers. Furthermore, our meal kits may contain raw meat and produce, and any failure by our subscribers to properly store and thoroughly cook our products before consumption could result in foodborne illness associated with our brands even if the ingredients were in good condition at the time of delivery to the relevant subscriber. One or more instances of foodborne illness caused, or perceived to be caused, by products in our meal kits could negatively affect our reputation and our operations on a global scale if highly publicized on national and international media outlets or through social media. This risk exists even if it were later determined that the illness was wrongly attributed to us. The occurrence of such an incident, or negative publicity or public speculation about such an incident, could negatively impact demand for our meal kits.

In recent years there have been outbreaks of a number of diseases that have had the potential to spread rapidly over very large geographic areas and/or other health related concerns which have been, or have been perceived to be, associated with food products (for example, bovine spongiform encephalopathy (BSE), foot and mouth disease, avian flu, swine flu and salmonella). Any outbreak of one or more of these diseases and/or other widespread health related food concerns could increase our costs in sourcing alternative suppliers and have an adverse impact on customer preferences and spending, and our response to such a crisis may be perceived as improper or too slow. A widespread outbreak of any such disease or concerns in the regions in which we operate or elsewhere could have an adverse effect on our suppliers and customers and on the economy in general. Any such decrease in demand would impede our revenues and results of operation.

We rely on third parties for the supply of our ingredients and any failure by such suppliers to provide products that meet our specifications or comply with regulatory requirements could have material adverse effects on our business and our reputation.

We do not ourselves grow or produce any of the fresh foods or spices or any of the supplies we need for our meal kits. Instead, we have dry goods delivered to our fulfillment centers weekly and perishable items delivered on a daily basis. Consequently, we rely heavily on frequent deliveries of ingredients and other products from our suppliers, some of which may depend on their suppliers to fulfil the purchase orders we place with them.

There are many factors beyond our control which may negatively impact the availability of ingredients that meet our quality and production standards, such as shortages or interruptions in the supply of our ingredients and other products, including adverse weather, environmental factors, natural disasters, unanticipated demand, labor or distribution problems, changes in law or policy, food safety issues by our suppliers and their supply chains, and the financial health of our suppliers and their supply chains. Production of the agricultural products used in our business may also be materially adversely affected by drought, water scarcity, temperature extremes, scarcity of agricultural labor, changes in government agricultural programs or subsidies, import restrictions, scarcity of suitable agricultural land, crop conditions, crop or animal diseases or crop pests. Failure to take adequate steps to mitigate the likelihood or potential effect of such events, or to effectively manage such events if they occur, may materially adversely affect our business, financial condition and operating results, particularly in circumstances where an ingredient or product is sourced from a single supplier or location.

In addition, failure by us to accurately anticipate the time it will take to obtain new products or to calculate the quantities of products needed may result in order levels not being appropriate which could impact the freshness of ingredients. Similarly, unexpected delays in deliveries from suppliers that ship directly to our fulfillment centers or increases in transportation costs, including through increased fuel costs, could materially adversely affect our business, financial condition and operating results. Labor shortages or work stoppages in the transportation industry, long-term disruptions to the national transportation infrastructure, reduction in capacity and industry-specific regulations such as hours-of-service rules that lead to delays or interruptions of deliveries could also materially adversely affect our business, financial condition and operating results.

We rely on our suppliers, and their supply chains, to meet our quality and production standards and specifications (*e.g.*, ethically sourced and organic ingredients) and supply ingredients and other products in a timely and safe manner. We have developed and implemented a series of measures to ensure the safety and quality of our third party-supplied products, including using contract specifications, certificates of identity for some products or ingredients, sample testing by suppliers and sensory based testing. However, no safety and quality measures can eliminate the possibility that suppliers may provide us with defective or out-of-specification products against which regulators may take action or which may subject us to litigation or require a recall. Suppliers may provide us with food that is or may be unsafe, food that is below our quality standards or food that is improperly labelled. In addition to a negative customer experience, we could face possible repercussions and sanctions from authorities, including fines and recalls.

For some of our key ingredients, we depend on a limited number of suppliers. Some of these operate under contracts with short termination periods or verbal contracts with no express notice of termination requirements. If they were to terminate their relationships with us, cease operations during an order cycle, fail to comply with their contractual obligations towards us or cause other disruptions, either voluntarily or involuntarily, we may not be able to adjust our meal kits in time to deliver the desired quality and variety of products to customers which may adversely affect our reputation, customer retention and more, in general, our results of operations. In particular, any loss of supplier, either due to terminations or the end of a contractual term, results in us having to renegotiate the relevant contract or find a replacement which may prove costly or which we may not adequately achieve at all, especially given our standards, for example, relating to ethically sourced and organic ingredients. If we are ineffective in managing our suppliers or negotiating satisfactory pricing terms with them, our results of operations may be negatively affected in terms of profitability and, if and to the extent the quality of our meal kits is affected, or in situations where customer credits may be required, also revenue.

Perishable products make up a significant portion of our meal kits, therefore ordering errors or product supply disruptions in our just-in-time delivery concept could lead to us being unable to deliver our meal kits on time and losing active subscribers.

Perishable products account for a significant portion of the ingredients in our meal kits. We rely on various suppliers and vendors to provide and deliver our products on a continuous basis. We pursue a source-to-order model to reduce inventory and maintain freshness. A carefully planned and clocked ordering process is key in order to make our source-to-order model successful, particularly as we allow for orders to be cancelled up to eight days ahead (depending on the product and the region). If we do not accurately anticipate the time it will take to obtain new products or if we miscalculate the amount of products we need for our meal kits, our order levels will not be appropriate. If we are unable to pack and ship outbound inventory in a timely manner, perishable products may expire, go bad or be past their “due dates” and we could incur substantial financial losses. If these products are still delivered to our customers, our customers face enhanced risks of contracting foodborne illnesses, which could damage our reputation, ability to retain our customers, lead to lawsuits and may result in significant damage payments.

In addition, in case of a disruption of our or our suppliers’ supply chain in the event of extended power outages, problems with the temperature conditioning systems in our or our third party’s delivery trucks, natural disasters or other catastrophic occurrences, we could suffer significant perishable product losses. Should suppliers not be able to deliver the requested fresh products to us, after we have placed an order with them, our business would face major disruptions that are reinforced due to our just in time delivery concept since we might not be able to find replacement products in time to fulfill our orders.

Furthermore, if we were to mispack our meal kits (*e.g.*, if we were to include meat-containing ingredients in our vegetarian meal kits) or, if we expand our offering to contain gluten free, kosher or other individualized boxes and these boxes contain ingredients they must not contain or if we were to mislabel any ingredients our meal kits contain, the health of our customers could suffer, our reputation could suffer, our customers would lose trust in the quality of our products and we might even be subject to legal claims by our customers. In both cases of mispackaging and mislabeling, customers could suffer from allergic reactions or other damages to their health which could severely damage our reputation and could result in legal liabilities and thus also our results of operations.

We mostly rely on third party logistics providers for our long haul and "last mile" delivery of meal kits and any failure by such providers to carry out their contractual obligations or a significant disruption in their operations for any reason, would materially harm our ability to continue to operate our business.

We are heavily reliant on third party logistics providers for deliveries from fulfillment facilities to other cities (*i.e.*, line haul) as well as the last stage of deliveries to customers (*i.e.*, "last mile"-delivery). Except for certain regions in Germany and the Netherlands where we operate own last mile delivery service, we currently outsource the operation of our fulfillment centers and our delivery service to third-party providers. Most of our deliveries are done by road traffic subjecting our logistics providers as well as our own drivers to, among others, bad weather, including severe weather events, such as snow storms or floods, congested roads in urban areas, traffic jams and road works which have in the past and could also in the future render timely deliveries difficult or even impossible. Any delays in our deliveries or the failure to perform the delivery of our meal kit at all could result in customer dissatisfaction as our customers count on a stress-free experience and to receive their meal kit in time and according to their weekly nutrition plans or overall consumer behavior.

With respect to our deliveries, in the United States and Australia our logistics providers utilize chilled vehicles for line hauls all year round, with "last mile"-delivery being always refrigerated in Australia, Denmark and the Netherlands. Nevertheless, any delay in the delivery, even though the customer receives its meal kits in time, may result in the ingredients of our food boxes perishing during transportation, for example, due to temperature conditioning failure or our failure to properly pack our meal kits with insulation and ice packs, which we do when our meal kits are not transported in refrigerated vehicles. In addition, in many regions, we provide our customers with the opportunity to accept delivery even while not at home by leaving instructions. This is meant to contribute to our stress-free consumer experience but puts responsibilities on our logistics partners to adhere to such instructions, which may not always be the case and, thus, may result in customer dissatisfaction and a lack of referrals and word of mouth marketing leading to an adverse effect on our operating results, as would the aforementioned reasons for customer dissatisfaction do.

Furthermore, our delivery partners, despite their contractual obligations towards us, may not continue to be available or willing to provide us with the necessary transportation services. They may also decide to terminate their agreements with us or not renew them, with the possibility of the latter arising on a regular basis as our contracts with logistics providers are short-term in nature. In each of these events we would have to find new logistic partners as we would likely be unable to offer our own last mile delivery service across all regions. This process can be time-consuming due to the necessary vetting, due diligence and quality assurance process. While currently, there are several options for us to choose from, there is no guarantee that we find new logistics providers at the same cost. This process may be especially detrimental to our business in the event we utilize only a limited number of logistic providers in a given region, such as in Australia where we currently rely on one logistics provider for all of our "last mile" deliveries or in the United States where we have a high utilization of one specific "line haul" logistics provider. Higher costs may especially materialize given recent inflation and the increase in fuel prices caused by geopolitical tensions such as the Ukraine war. Any cost increases with respect to transportation would negatively impact our profitability and any failure by us or our logistics providers to ensure the timely delivery of our meal kits with their ingredients intact could result in customer satisfaction, retention and acquisition being adversely affected with the same effect on our revenues and profitability.

We continue to experiment with our own last mile delivery service and learn based on early positive data regarding cost and service levels. If we decide to further integrate our own last mile delivery service into our value chain, we would have to make investments into our delivery fleet by increasing the number of trucks leased by us and find and train potential drivers. While such investments would likely positively impact consumer satisfaction and retention, there can be no assurance that we would be able to recoup such investments. In addition, expanding our own last mile delivery service means that our fix cost base would increases, which might negatively affect our results if our business does not grow as expected.

We are subject to risks relating to the receipt and processing of online payments.

Customers who order through our mobile apps or our websites may choose from a range of payment methods, including, among others, credit cards, PayPal, direct debit, and invoice. Due to the variety and complexity of payment methods we offer, we face the risk of operational failures in our checkout process which could adversely affect the number of visitors to our mobile apps or websites who actually decide to purchase our products. For certain payment methods, including credit and debit cards, we pay bank and intermediary fees. These fees may increase over time and raise our operating costs and lower our margin. We rely on third parties to provide these payment processing services in relation to credit and debit card payments, and if these companies become unwilling or unable to provide these services or increase the costs of providing such services, our operations may be disrupted or become unreliable and our operating costs, including payment processing fees, could increase.

Furthermore, we are subject to payment card association operating rules, certification requirements, payment card industry data security standards, regulations concerning payment service providers and rules governing electronic funds transfers. Rules, requirements, standards or regulations with regard to providing payment services could change or be reinterpreted to make them more difficult or impossible to comply with, which could result in us becoming subject to fines or higher transaction fees and in extreme cases losing our ability to accept credit card payments from customers, process electronic funds transfers or facilitate other types of online payments. Moreover, if we offer new payment options to our customers, we may become subject to additional regulations and compliance requirements.

We face potential risks relating to customer claims if purchases or payments are not properly authorized or are transmitted in error, the risk that customers have insufficient funds and the risk of fraud. Any failure to avoid or limit losses from fraudulent transactions could negatively affect our operations and result in increased legal expenses and fees. High levels of payment card fraud could result in us having to comply with additional requirements or pay higher payment processing fees or fines. Furthermore, permitting further online payment options may increase the risk of fraud. In addition, our invoice and billing IT systems may malfunction due to new product implementations, data errors, faulty changes in the invoicing code or other IT configuration issues, which may also impair our ability to create correct invoices, avoid the recording of duplicate invoices or payments and collect payments in time or at all. If any of the aforementioned were to occur, our revenues and profitability would be negatively affected.

We rely on third parties to provide payment processing and data storage services, and if these third parties do not perform adequately or terminate their relationships with us, our costs may increase and our business and results of operations could be harmed.

Our success depends upon our relationships with third parties, which provide various services relevant for our business to us, such as picking, packaging, delivery, software, programming and payment processing or data host services. We rely on third party payment processors and encryption and authentication technology licensed from third parties that is designed to effect secure transmission of personal information provided by our customers. We also rely on third party data center hosts and network carriers to provide a reliable network backbone with the speed, data capacity, security and hardware necessary for reliable internet access and services and secure backup of data. If the relevant third parties would terminate their relationships with us or refuse to renew their agreements with us on commercially reasonable terms, or simply do not perform adequately we may have difficulty finding an alternate provider on similar terms and in an acceptable timeframe, our costs may increase, our business could be interrupted and/or our results of operations could be harmed. The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, reputation and results of operations.

In addition, even though we partner with payment processing service providers with fraud detection capabilities and continuously review our portfolio of payment methods, we may be subject to fraudulent transactions due to customers not having sufficient funds or themselves being subject to fraudulent conduct, such as identity theft. Failure to avoid or limit losses caused by fraudulent transactions could negatively affect the Company’s operations and result in increased legal expenses and fees and may even adversely affect our brand and thus our revenues and profitability.

We may face online and offline security breaches and service disruptions due to hacking, viruses, fraud and malicious attacks, which may materially and adversely affect our business and reputation.

We operate websites, apps and other data systems through which we collect, maintain, transmit and store information about our customers, suppliers and others, including credit card information and personal information, supplier details as well as other confidential and proprietary information through our mobile apps, websites, networks and other data systems. Our technology platform comprising our proprietary systems was migrated into Amazon Web Services in 2022. We also employ further third party service providers that store, process and transmit proprietary, personal and confidential information on our behalf. Furthermore, we rely on encryption and authentication technology licensed from third parties in an effort to securely transmit confidential and sensitive information, including credit card details.

Although we take steps to protect the security, integrity and confidentiality of the information we collect, store or transmit, we cannot preclude the risk of third parties or others breaking into our systems, either online or offline. We and our service providers might not have the resources or technical sophistication to anticipate or continue to prevent all types of attacks and techniques used to obtain unauthorized access to our systems. For example, employees or temporary employees that have access to our source code may leak some or all of it to the public and exploit weaknesses by using internal passwords to access third party tools or APIs or other parts of our network. Our IT security systems may prove to be insufficient. Therefore, we cannot guarantee that inadvertent or unauthorized use or disclosure will not occur, or that third parties will not gain unauthorized access to our IT systems or confidential information despite our efforts. Advances in computer capabilities, new technological discoveries or other developments could increase the frequency or likelihood of security breaches. In addition, security breaches can also occur as a result of non-technical issues, including intentional or inadvertent breaches by our employees or by persons with whom we have commercial relationships. For example, some of our customers have received emails containing malicious or fraudulent content that were purportedly sent by officers or employees of our Group. Security breaches may also result where our internal security practices are inadequate or where we have an inadequate IT architecture to prevent or limit the effects of external attacks. Our access management regarding our data systems may prove insufficient, resulting in, for example, misuse, unauthorized access to sensitive data and systems or manual inputs into systems leading to inaccurate data. The established procedure for amending supplier details in our data systems may prove to be inadequate resulting in unauthorized persons having access rights and being able to amend relevant supplier data, which implies the risk of unauthorized and fraudulent supply requests. In addition, we may not have adequate procedures in place to ensure that employees leaving us will be denied access to some of our applications in a timely manner. A leakage of customer or supplier data caused by hacking attacks, inadequate data protection or a former employee could lead to a misuse of data, e.g. in the form of unsolicited emails or other communications based on spam lists fed with such data. Inefficient management of administrator and user accounts may increase the risk of fraud, disclosure and malfunctions. In addition, any such occurrence could violate applicable privacy, data security and other laws, and cause significant legal and financial risks, adverse publicity and a loss of confidence in our security measures.

We may also need to devote significant resources to protect against security breaches or to address problems caused by breaches, diverting resources from the growth and expansion of our business. Since these techniques change frequently and often are not recognized until launched against a target, we may also not have the technical sophistication to provide adequate protection, at all. Therefore, we cannot guarantee that inadvertent or unauthorized use or disclosure will not occur, or that third parties will not gain unauthorized access to this information despite our efforts. Any such breach or unauthorized access could violate applicable privacy, data security or other laws and result in significant legal and financial exposure, a loss of confidence in the security of the products and services offered by us, regulatory action against us by public authorities and may damage our reputation, including the reputation of the companies not directly affected by the security breach. All of this would have adverse effects on our revenues, given that reputation is essential for our customer acquisition, as well as profitability with respect to lack of economies of scale if we were to lose customers.

Our future success depends in part on recruiting and retaining key personnel and if we fail to do so, it may be more difficult for us to execute our business strategy.

We are a founder-led business and depend on the continued input and performance of our CEO Fabian Siegel as well as our other management board members. We are also dependent upon the continued services of key personnel, including members of the current Marley Spoon executive team who have extensive experience in their areas of responsibility. The loss of any one of these individuals could disrupt our operations or our strategic plans. Additionally, our future success will depend on, among other things, our ability to continue to hire and retain the necessary personnel, such as, for example, nutritionists, chefs, fulfillment workers as well as marketing personnel, for whom we compete with numerous other companies and organizations. If we lose key employees, if we are unable to attract or retain other qualified personnel, or if our management team is not able to effectively manage us through these events, our business, financial condition, and results of operations may be adversely affected.

Any failures to execute our business plan, such as failures to deliver on new brands or geographic expansion, may make it more challenging to recruit and retain qualified personnel. Further, turnover of executive officers may cause disruption in our business, strategic and employee relationships, which may significantly delay or prevent the achievement of our business objectives. Resulting leadership transitions can be difficult to manage and leadership changes may also increase the likelihood of turnover in other key officers and employees and may cause declines in the productivity of existing employees. The search for a replacement personnel may take many months or more, further exacerbating these factors. Identifying and hiring experienced and qualified senior personnel can be difficult. Periods of transition in senior personnel are often difficult as the new hires gain detailed knowledge of our operations and may result in cultural differences and friction due to changes in strategy and style. During the transition periods, there may be uncertainty among investors, employees, creditors and others concerning our future direction and performance.

We may be unable to successfully integrate, or achieve the expected benefits from, past or future acquisitions.

Since our inception, we have completed two relevant acquisitions. In 2015, we acquired an Austrian meal kit-provider with the name "Kochabo" to expand our product offering to Austria and, in 2022, as part of our multi-brand strategy we acquired Australian company Chefgood and, as a result, gained access to the ready-to-heat market in Australia. We may in the future selectively analyze and ultimately execute more acquisitions of existing companies. However, there can be no assurance that we will find suitable acquisition targets at reasonable prices or at all.

To the extent we are successful in making acquisitions, we may have to spend substantial amounts of cash or shares, incur debt, assume loss making divisions and incur other types of expenses. In particular, future acquisitions could result in increased indebtedness and significant commitment of management resources and in a dilution of our shareholders if the acquisition is structured fully or partially as a share for share deal. We might not achieve the cost savings, synergies or other benefits that we hope to achieve from acquisitions. In particular, we may be subject to unexpected claims in connection with the acquisition even though we may have included the relevant indemnity provisions in the underlying share purchase agreements or other transaction documents, which may result in an adverse effect on our profitability and cash flows.

We cannot guarantee that the integration of any future acquisitions will yield benefits to us that are sufficient to justify the expenses we will incur in completing such acquisitions. We may not be in a position to carry out substantive due diligence and any failure by us to identify, or to correctly assess, all of the problems, liabilities or other shortcomings or challenges of an acquired company or technology, including issues related to intellectual property, data protection, regulatory compliance, accounting practices or employee or customer issues could harm our business, and we could incur extraordinary or currently unexpected legal, regulatory, contractual, labor or other costs as a consequence of acquisitions. In particular, we cannot guarantee that the companies we may acquire hold all the necessary licenses and registrations for their operations.

If we were unable to successfully integrate or achieve the expected benefits from past or future acquisition, this would result in sunken costs and may adversely affect other growth initiatives we have planned, such as geographic expansions or other acquisitions. In addition, due to write downs or our management planning not reflecting such loss our profitability may be impeded.

Our international operations and expansion into new geographic markets or markets adjacent to our current products expose us to risks due to unfamiliar markets and legal systems that we might misunderstand or misinterpret.

After having been founded, we delivered our first meal kits in Germany in 2014 and in 2015 expanded to the United States and Australia. Taking into account our European expansion, we are represented on three continents and eight countries, to date. This diversity and breadth of operations expose us to a variety of local economic, political and social conditions in our countries of operation. We may also expand our operations into new geographic markets, either by opening up new subsidiaries or by acquiring companies, as we have done successfully in the past. However, an expansion into new geographic markets may not produce the results in the time required, or expected by us, resulting in us having to cease operations in such new market, as we did, for example, in the United Kingdom in 2016, and Sweden in 2023, due to unfavorable unit economics compared to our other countries.

In particular, our expansion into new geographic markets or adjacent markets (*e.g.*, alcohol delivery) may place us in unfamiliar competitive environments and involve various risks, including the need to invest significant resources and the possibility that returns on such investments will not be achieved for several years or at all. In some of our future markets we may have to operate in opaque or unfamiliar legal systems, which may contain conflicting regulatory requirements and are often subject to arbitrary enforcement by authorities. In general, unfamiliarity with the relevant markets and legal systems may potentially lead to misinterpretation or non-compliance with the relevant laws and regulations. Especially market expansions typically result in our obligations under various legal and regulatory regimes to become increasingly complex, and potentially conflicting. We may also face specific risks as a foreign owned company doing business in certain local markets, which often have regulations in place designed to restrict or limit the ability of foreign companies to conduct business. As we continue to grow, these challenges may intensify, and there is no guarantee that we can manage them effectively or at all.

Any failed expansion into geographic or adjacent markets or our non-compliance with certain laws and regulations in such markets, due to conflicting legal regimes, or errors on our part, would have adverse effects on our results of operations, in particular, our profitability and cash flows.

If we are unable to accurately assess our operating performance through certain key performance indicators, our ability to determine and implement appropriate business strategies may be impaired.

We assess our operating performance using a set of key performance indicators based around unit economics and the number of active subscribers (*i.e.*, customers who have ordered or skipped a Marley Spoon or Dinnerly meal kit, on an average weekly basis, during the quarter). In addition, we measure, among others, the number of meals delivered and our customer acquisition costs. As customer acquisition costs we categorize the costs of acquiring a customer, including marketing expenses such as media spend, calculated over a period per new customer acquired during a certain period.

Capturing accurate data is subject to various limitations and there is no assurance that our data collection technologies and tools are always accurate. Such data are also not subject to a statutory audit. Furthermore, because financial reporting frameworks lack standardized definitions for key performance indicators, the key performance indicators we use may not be comparable to those of our competitors or even between our own reporting segments. There is no guarantee that the information we have collected thus far is accurate or reliable. As a result, the key performance indicators that we use may not reflect our actual operating or financial performance and are not reliable indicators of our current or future revenue. Our management team and the development of our growth strategy depend on accurate measurement of the numbers of and trends in our key performance indicators, such as active subscribers and orders delivered. If our measurements of these key metrics are incomplete or inaccurate, our business and strategic decisions may be suboptimal or wrong. This may result in adverse effects on our revenues as well as profitability and cash flows.

Changes in foreign exchange rates could have material adverse effects on our financial result

Our reporting currency is euros. The majority of our revenue is, however, denominated in U.S. dollars and Australian dollars, as we generated from 49.20% of our revenues in 2022 in the United States and 38.46% in Australia. Our regional operations generally seek to match the expenses incurred and revenue generated in the respective currency, and thus the foreign currency risks we face that could be material to our results at the group level are primarily translational, not transactional.

Adverse translation effects may materially impact our revenues reported in euros. Translation effects are caused by the translation of financial results of our consolidated subsidiaries prepared in the respective local currencies into euros, our reporting currency, in the course of preparing the group's consolidated financial statements. Translation effects imply the risk, that, although the operations of a subsidiary may develop favorably, the contribution of the relevant subsidiary to the group's financial position may decrease due to a decrease in the value of the local currency compared to the euro. Thus, a weakening of the U.S. dollar or Australian dollar as well as the Danish Krone could reduce the euro denominated amount of sales generated in such currencies. For example, a weakening of the U.S. dollar may negatively impact reported revenue for our United States segment.

Furthermore, currency fluctuations can also have an impact on our financial position and cash flows. For example, cash balances held by us are translated using the exchange rate as of the relevant balance sheet date and, accordingly, will be impacted by exchange rate fluctuations. Also, the value of dividends companies in our group might upstream to us in the future, if any, would be dependent on foreign exchange rates, if the dividend paying company pays its dividend in a currency other than the euro.

Currency fluctuations can also have a significant impact on our ability to recoup our investments in the operations of its subsidiaries outside the Eurozone. Currently, our funding sources are predominantly denominated in U.S. dollars, and any funds invested in the operations of our subsidiaries must first be converted into the respective local currency. A long term strengthening of the euro relative to other currencies could reduce the euro denominated return on investments made when the euro was weaker. A long term strengthening of the euro could also reduce the euro denominated amount of any dividends paid to Marley Spoon by its subsidiaries outside the Eurozone.

Key Regulatory, Legal and Tax Risks Related to Marley Spoon

We are subject to numerous laws and regulations, including but not limited to those governing food safety, occupational safety, environmental protection and labor relations, and our compliance with these laws and regulations, as they currently exist or as modified in the future, may increase our costs, limit or eliminate our ability to sell certain products, raise regulatory enforcement risks not present in the past or otherwise adversely affect our business, results of operations and financial condition.

We operate under a business model that is relatively new to the food industry, in which we rapidly source, process, store and package meal ingredients, including fresh fruits and vegetables, poultry, beef and seafood, each of which may be subject to a unique regulatory regime, and ship them directly to consumers in the course of e-commerce transactions. Therefore we are subject to numerous health and safety as well as direct-to-consumer e-commerce laws and regulations which vary across jurisdictions. Our suppliers and contract manufacturers are also subject to certain of such laws and regulations.

Laws and regulations apply to many aspects of our business, including the ingredients of foods, produce and organic produce of our products, regulations relating to food suppliers, packaging, labeling, distribution, recycling of packaging materials, advertising, sale, quality, health and safety, as well as the health and safety of our employees. In particular, the handling of raw food items such as meat and produce is subject to strict regulations. There are also regulations concerning the preparation and packaging of prepared meals and other food items. For example, Regulation No. 1169/2011/EU on the provision of food information to consumers, provides that "food business operators" must provide certain information about sourcing and about allergens on non-pre-packed foods. We are also subject to rules on organic products, which facilitate the marketing of organically produced food, and provide assurance to our subscribers that such products meet consistent, uniform standards. In addition, we are subject to regulation and inspection by various local and national regulatory bodies, including regulators and supervisors of food safety, agriculture, occupational safety and environmental protection. Any inquiry or investigation from a food regulatory authority could have a negative impact on our reputation.

Compliance with such rules may require us to incur significant expenditures and may also place a significant burden on some of our suppliers, which may cause a disruption in some of our product offerings. If these laws and regulations were violated by our management, employees or suppliers, we could be subject to fines, penalties and sanctions, including injunctions against future shipment and sale of products, seizure and confiscation of products, restitution and disgorgement of profits, operating restrictions and criminal prosecution. Safeguards to discourage violations of applicable laws by our management and employees may prove less effective than anticipated, and there can be no assurance that our management and employees will not violate, or have not violated, legal or regulatory provisions. Also, there can be no assurance that our employees, agents or authorized persons, in connection with the negotiations of agreements, licenses, permits, regulatory approvals or inspections, have not accepted, granted or promised advantages or will not accept, grant or promise such advantages or have not engaged, currently engage or will not engage in unfair business practices. The rapid growth of our operations may further impair our ability to detect such violations.

In addition, modification of existing legislation or regulation, or the introduction of new legislative or regulatory initiatives may lead to increased compliance costs or delay the availability of a number of items and may also affect the market for such products. For example, a number of new or revised laws and regulations are placed in Europe and in the United States, such as those relating to genetically modified foods, which could result in additional compliance costs and the increased use of civil remedies to enforce such laws and regulations. Additionally, increased enforcement by government agencies could result in an increase in such costs and remedies, as well as the payment of fines or penalties imposed by such agencies. We cannot predict the nature of future laws, regulations, interpretations or applications, or determine what effect either additional government regulations or administrative orders, when and if promulgated, or disparate federal, state and local regulatory schemes would have on our business in the future. Further, even the current legal framework requires us to comply with a number of laws, rules and regulations. While we are currently not aware of any material breach by us of these laws, rules and regulations, we cannot rule out that we may not have been in full compliance with these provisions in the past.

There is no guarantee that we will comply with all of the numerous laws and regulations applicable to our business. In case of non-compliance with laws and regulations we might have to temporarily or permanently stop our operations and business, impeding revenues and profitability. In general, any additional regulations we have to adhere to have the potential to negatively impact our profitability due to increased compliance costs or other measures that need to be taken to meet new standards and requirements.

We may be subject to litigation or other proceedings that could disrupt and harm our business.

We may become involved from time to time in private actions, investigations and various other legal proceedings by customers, customer protection agencies, suppliers, competitors, employees, government agencies or others that stem from the nature of the online food delivery business being at the intersection of the grocery and restaurant industry, including potential claims related to our meal kits, delivery and quality.

Investigations by health authorities as well as labor law related issues or public law related issues (food law, environmental law), may also lead to legal claims against us. If we violate any applicable law or regulation, governmental authorities may take legal action against us or the members of our respective governing bodies or employees. The results of any such litigation, investigations and other legal proceedings are inherently unpredictable.

Any negative press coverage could negatively impact our reputation or the confidence that investors have in us. Any claims against us, whether meritorious or not, could be time consuming, result in costly litigation/class actions, damage our reputation, require significant amounts of management time and divert significant resources. If any of these legal proceedings were to be determined adversely to us, or if we were to enter into a settlement arrangement, we could be exposed to monetary damages or face limits on our ability to operate our business, which could have a material adverse effect on our business, financial condition and results of operations. Any unfavorable ruling may result in damage claims by third parties or other adverse legal consequences, including criminal and civil sanctions, injunctions against future conduct, profit disgorgement, occupational and employment bans, the loss of business licenses or permits or other restrictions. In addition to monetary and non-monetary sanctions, monitors could be appointed to review future business practices in order to ensure compliance with applicable laws, and we may otherwise be required to modify our business practices and our compliance program. The materialization of any of the risks described above could have a material adverse effect on our business, financial condition, cash flows, reputation and results of operations.

Product recalls and product liability claims brought by consumers could harm our reputation and business.

As a direct-to-consumer business we are subject to product recalls and product liability claims which, if brought, or to occur, could harm our reputation and business. For example, we may be sued if our meal kits cause injury such as allergic reactions or otherwise, are mispackaged, including the mislabeling of ingredients or packaging defects were to occur, including the absence of warnings on certain items or the meal kits in general.

If we cannot successfully defend ourselves against product liability claims, we may incur substantial liabilities. Even a successful defense would require significant financial and management resources. Regardless of the merits or eventual outcome, liability claims may result in:

- decreased demand for our existing or future products;
- injury to our reputation and significant negative media attention;
- costs to defend the related litigation;
- a diversion of management's time and our resources;
- regulatory investigations, product recalls, withdrawals or marketing or promotional restrictions;
- loss of revenue; and
- an increase in product liability insurance premiums or even an inability to maintain product liability insurance coverage.

We currently carry product liability insurance covering legal liability, in particular, relating to product liability and recalls. Although we maintain such insurance, any claim that may be brought against us could result in a court judgment or settlement in an amount that is not covered, in whole or in part, by our insurance or that is in excess of the limits of our insurance coverage. Our insurance policies also have various exclusions and deductibles, and we may be subject to a product liability claim for which we have no coverage. We will have to pay any amounts awarded by a court or negotiated in a settlement that exceed our coverage limitations or that are not covered by our insurance, and we may not have, or be able to obtain, sufficient capital to pay such amounts. Moreover, in the future, we may not be able to maintain insurance coverage at a reasonable cost or in sufficient amounts to protect us against losses.

Our operations are subject to increasing regulation geared towards consumer protection and data protection.

We are faced with increasing regulation concerning consumer and data protection. A number of European Union directives and national laws that implement or complement these directives impose extensive duties and responsibilities on online retailers. For example, online retailers must comply with extensive and formalized information requirements. They have to provide their customers with detailed and accurate information, including on price and payment details, on their return policy and on the right to withdraw from a contract (irrespective of any more beneficial return policy that may be afforded by the online retailers, on their general terms of sale and on statutory warranties). There can be no assurance that our operations have at all times been in compliance with applicable consumer and data protection laws and regulations.

Data protection laws impose additional restrictions on our operations. For example, we are required to comply with applicable data protection laws, including the European Union's General Data Protection Regulation ("**GDPR**") and the California Consumer Privacy Act of 2018 ("**CCPA**"), each as amended from time to time, which impose strict obligations and restrictions on the collection and use of personal data. The applicable data protection laws, such as the GDPR and the CCPA, are particularly relevant to us, as we store information about our customers, suppliers, employees and others, including credit card information and personal information as well as other confidential and proprietary information. In addition, we may have access to personal data, credit card information and/or other sensitive information during the ordinary course of our business.

Even though we have established processes and controls for the compliance with applicable data protection laws, including the GDPR and the CCPA, we cannot guarantee that we are, or will be, in compliance with all applicable international regulations as they are enforced now or as they evolve. For example, our privacy policies may be insufficient to protect any personal information we collect, or may not comply with applicable laws, in which case we may be subject to regulatory enforcement actions, lawsuits or reputational damage, all of which may adversely affect our business. In particular, there is significant uncertainty related to the manner in which data protection authorities will seek to enforce compliance with the GDPR, the CCPA and comparable laws. Such enforcement uncertainty and the costs associated with ensuring data privacy compliance may be onerous and divert our management's attention from business operations or, in the event of a breach, litigation or authority proceedings adversely affect our business, cash flow and profitability and thus our growth targets.

Any actual or suspected security breach or other compromise of our security measures or those of our third-party vendors, whether as a result of hacking efforts, denial-of-service attacks, viruses, malicious software, break-ins, phishing attacks, social engineering or otherwise, could harm our reputation and business, damage our brand and make it harder to retain existing customers or acquire new ones, require us to expend significant capital and other resources to address the breach, and result in a violation of applicable laws, regulations or other legal obligations. Our insurance policies taken out from time to time may not be adequate to reimburse us for direct losses caused by any such security breach or indirect losses due to resulting customer attrition.

We rely on email, text and other messaging services to connect with our existing and potential customers. Subject to certain exceptions, email advertisements may only be sent to addressees who have given their explicit prior consent. Similarly, the use of cookies is regulated by the Directive on Privacy and Electronic Communications (so-called "ePrivacy Directive"), which provides for an opt-in regime requiring the informed consent of the app or website user. In the course of our marketing efforts via emails we rely on email distribution tools, which automatically filter out individuals who have not given their consent to email advertisements. However, we cannot guarantee that individuals who have not given their consent do not receive advertisement emails due to malfunctions and errors in our systems or human misconduct, which could lead to governmental investigations and/or sanctions. A number of other European Union directives and national laws impose additional duties and responsibilities on online retailers. Our customers may as well be targeted by parties using fraudulent spoofing and phishing emails to misappropriate passwords, payment information or other personal information or to introduce viruses through Trojan horse programs or otherwise through our customers' computers, smartphones, tablets or other devices. Despite our efforts to mitigate the effectiveness of such malicious email campaigns through product improvements, spoofing and phishing may damage our brand and increase our costs. Any of these events or circumstances could materially adversely affect our business, financial condition and operating results.

Regulations concerning consumer and data protection have become increasingly detailed in recent years. Compliance with the current regulatory regime requires substantial resources, and we may not have been and in the future may not be in compliance with all applicable regulations at all times. In addition, any future initiatives may require us to devote substantial resources to adapting our operations and may even require us to restrict our operations. Any failure, or perceived failure, by us to comply with our posted privacy policy or with any laws, regulations, self-regulatory requirements, industry standards, or other legal obligations could result in claims, proceedings or actions against us by governmental entities, customers or others, or other liabilities, or could result in a loss of customers.

Government regulation of the internet and e-commerce is evolving and may change in a manner that is unfavorable, and we may fail to comply with applicable regulations.

Government regulation and legal uncertainties may place administrative and financial burdens on our business. As the internet continues to revolutionize commercial relationships on a global scale, and as the use of the internet and mobile devices in everyday life becomes more prevalent, new laws and regulations relating to the internet may be adopted. These laws and regulations may cover issues such as the collection and use of data from app or website visitors and related privacy issues, pricing, content, copyrights, trademarks, distribution and quality of goods and services. The adoption or modification of laws or regulations relating to the internet could adversely affect our business by increasing costs and administrative burdens. In addition, privacy related regulation of the internet could interfere with our strategy to collect and use personal information as part of our marketing efforts and operations.

The continued growth and development of the market for direct-to-consumer e-commerce may lead to more stringent consumer protection laws, which may impose additional burdens on us. Changes in privacy related laws, regulations, self-regulatory obligations and other legal obligations, or changes in industry standards or consumer sentiment could raise compliance costs or other costs of doing business, increase liability risks and require us to change our business practices, including changing, limiting or ceasing altogether the collection, use, sharing, or transfer of data relating to customers.

Any failure by us to comply with new or stricter regulations could result in claims, proceedings or actions against us by governmental entities, customers or others, or other liabilities, or could result in a loss of customers, and, thus, impeding our profitability.

We may not be able to adequately protect our intellectual property rights or may be accused of infringing the intellectual property rights of others.

Our business model is based on a multi-brand strategy around our brands including Marley Spoon, Dinnerly and Chefgood. We may expand our brand portfolio in the future and therefore rely on the intellectual property laws and regulations to protect us. Overall, we view our brands, customer lists and other consumer data, trademarks, service marks, domain names, copyrights, trade dress, trade secrets, know-how, proprietary technology and similar intellectual property as critical to our success.

Even though we maintain most of our intellectual property on a regular basis, in particular, our 5 patent applications in Germany, Australia, Europe and the United States relating to a "*device and method for providing ingredients for at least one dish"* as well as our approximately 63 different trademarks with respect to, among others, "Marley Spoon" and "Dinnerly", we may not be able to discover or determine the extent of any unauthorized use or infringement or violation of our intellectual property or proprietary rights. Third parties also may take actions that diminish the value of our proprietary rights or our reputation. The protection of our intellectual property may require the expenditure of significant financial and managerial resources. Moreover, the steps we take to protect our intellectual property may not adequately protect our proprietary rights or prevent third parties from continuing to infringe or misappropriate these rights. We also cannot be certain that others will not independently develop or otherwise acquire equivalent or superior technology or other intellectual property rights, which could materially adversely affect our business, financial condition and operating results. In addition, we also cannot be sure that the law might not change in a way that would affect the nature or extent of our intellectual property ownership.

With respect to our employees, suppliers and others we rely on confidentiality, supplier, license and other agreements. There is, however, no guarantee that these third parties will comply with these agreements and refrain from misappropriating our proprietary rights. Misappropriation of our proprietary rights could materially adversely affect our business, financial position and operating results.

We also cannot be sure that our intellectual property portfolio will not be infringed, violated or otherwise challenged by third parties or that we will be successful in enforcing, defending or combatting any such infringements, violations, or challenges. For example, in 2016, Fifty-Six Hope Road Music Limited ("**Fifty-Six Hope Road**") (*i.e.*, the heirs of musician Bob Marley) filed an opposition in the United States against certain of our existing application and registration of Marley Spoon trademarks and, in particular, alleged that we, by our applications and registrations, infringe their ownership in the word mark "Marley" for which in the United States trademarks exist in connection with restaurant services and take-out restaurant services. We decided to settle the opposition and entered into a co-existence agreement with Fifty-Six Hope Road pursuant to which we committed to, among others, use "Marley" only together with "Spoon" in respect of size and color, and further agreed not to expand our offering of goods and services beyond the product offering permitted by the agreement, which includes our current product offering, in particular, meal kits, advertising services, printed recipes, cookbooks, courier services and the delivery of meal kits, and consulting services in the field of culinary arts. In addition, we undertook to not use any trademarks related to Bob Marley as well as to not challenge these trademarks.

Despite avoiding intellectual property litigation in this instance, we have been and may be subject to intellectual property litigation in the future. Intellectual property litigation and, in particular, patent litigation can involve complex factual and legal questions, and its outcome is typically uncertain. Any claim relating to infringement of intellectual property that is successfully asserted against us may result in us having to pay substantial damages. Even if we were to prevail, any litigation could be costly and time-consuming and would divert our attention from our business. Some of our competitors may be able to sustain the costs of such litigation or proceedings more effectively than we can because of their substantially greater financial resources. Uncertainties resulting from the initiation and continuation of patent litigation or other proceedings could impair our ability to compete in the marketplace and negatively impact our reputation and the stock price.

We may be unable to acquire, use or maintain domain names for our websites in our targeted markets.

We are the registrants of word and figurative trademarks as well as internet domains in many of the jurisdictions in which we operate and a number of other jurisdictions. Domain names are generally regulated by internet regulatory bodies and are subject to trademark laws and other related laws of each jurisdiction. If we do not have or cannot obtain or maintain on reasonable terms the ability to use our registered trademarks or other trademarks that we may need in the future in a particular country, or to use or register our domain name or new domain names that we may require, we could be forced either to incur significant additional expenses to market our platforms and products within that country, including the development of a new brand and the creation of new promotional materials and packaging, or to choose not to operate in that country.

Furthermore, the regulations governing domain names and laws protecting trademarks and similar proprietary rights could change in ways that block or interfere with our ability to use relevant domains or our current brand. In addition, we may not be able to prevent third parties from registering, using or retaining domain names that interfere with our customer communications or infringe or otherwise decrease the value of our trademarks, domain names and other proprietary rights. Regulatory bodies may establish additional generic or country code top level domains or may allow modifications of the requirements for registering, holding or using domain names. As a result, we may not be able to register, use or maintain our domain names in all of the countries in which we currently conduct business or intend to conduct business in the future, which may result in us not being able to control our brand and, thus, our revenues or revenue potential being adversely affected.

We use standardized contracts and terms and conditions, increasing the risk if any clause is held to be void.

We maintain legal relationships with a large number of suppliers and customers. In this context, we also use standardized documents, standard form contracts and standardized terms and conditions. If such documents, contracts or terms and conditions are found to contain provisions which are interpreted in a manner disadvantageous to us, or if clauses in such documents or contracts are declared invalid and thus displaced by statutory provisions which are unfavorable to us, a large number of standardized documents, contracts or terms and conditions could be affected. Additionally, standardized terms have to comply with the statutory laws on general terms and conditions in the different jurisdictions in which we operate, which means that in many jurisdictions they are subject to rigid fairness control by the courts regarding their content and the way they, or legal concepts described therein, are presented to the other contractual party by the person using them. In the European Union, the standard is even stricter if they are used towards customers. As a general rule, standardized terms are invalid if they are not transparent, clearly worded, or if they are unbalanced or discriminate against the other party inappropriately. Due to the frequent changes to the legal framework, particularly with regard to court decisions relating to general terms and conditions, it is impossible to be fully protected against risks from the use of such standardized contractual terms. Even if documents, contracts and terms and conditions are prepared with legal advice, it is impossible for us to avoid problems of this nature from the outset or in the future, as the changes may continue to occur in the legal framework, particularly due to court decisions. This makes it impossible for us to avoid the ensuing legal disadvantages.

We are exposed to risks associated with the use of temporary staff, in particular, claims for past social contributions and wage tax burdens through a reclassification of temporary employees to permanent employee.

From time to time, we engage a number of temporary employees, including freelancers and employees of record, for certain activities. There can be no assurance that these temporary employees are as well trained, qualified or reliable as our permanent employees, which could result in a decline in service levels or an increase in product defect or occupational accident rates. There are also certain restrictions for temporary workers based on labor law, such as their working conditions in terms of equal treatment principle. Furthermore, some labor law regulations provide for a reclassification of temporary employees if certain restrictions are infringed or circumvented. This may result in us being sued by the temporary employees for permanent employment status meaning we would become liable for past social contributions, wage tax burdens and other benefits and may also become subject to administrative fines. We may also become subject to these if any governmental authority through random or annual audits determines that there have been infringements or circumvention of the regulations for temporary employees. If any such events occur, this could adversely affect our business, net assets, financial condition, cash flow, and results of operations.

Our business is subject to the general tax environment in the jurisdictions in which we operate and such tax environment may increase our tax burden.

Our business is subject to various general tax environments of the jurisdictions in which we are conducting our business. Our ability to use our tax loss carry forwards, interest expenses and other favorable tax provisions depends on the national tax legislation of the countries where we are subject to taxation. It cannot be excluded that the tax authorities take the view that the tax loss carry forwards of the Marley Spoon Group would have been (fully or partially) eliminated in connection with the Business Combination or other reorganizations that have been carried out in the past or that might be carried out in the future. Any such elimination would prevent us from offsetting certain tax loss carry forwards against future profits, if any, and result in a substantially higher effective tax rate on any such future profits as currently anticipated by us.

Changes in tax legislation, administrative practice or case law could have adverse tax consequences for us. In addition, amendments to applicable laws, orders and regulations may be issued or altered with retroactive effect within certain limits. Further, divergent interpretations of tax laws by the tax authorities or the tax courts are possible. These interpretations could change at any time with adverse effects in relation to our tax burden. Court decisions are often overruled by the tax authorities or tax courts and might lead to a higher tax burden as well as increased legal and tax advisory costs for us. It cannot be excluded for the future that tax authorities may disagree with our tax estimates or judgements and challenge our assessment in relation to tax filings or other tax-related documentation and their compliance with applicable tax laws. In addition, tax authorities might challenge the factual or legal basis for such tax filings or other tax-related documentation. The tax authorities may challenge our international tax positions. This includes, inter alia, assessments regarding the existence of permanent establishments in countries where temporary employees employed by us are located. The maintenance of a permanent establishment may result in us being subject to taxation in these states. This could have a material adverse effect on our financial condition and results of operations. As a consequence, it cannot be excluded for the future that the taxes actually assessed in a tax audit exceed the taxes already paid by us, which could result in us having to make significant additional tax payments.

We currently collect sales taxes under state or local laws in a number of jurisdictions in the United States, including states where we do not have a physical presence based on, for example, relationships with local marketing affiliates or the surpassing of sales thresholds into such states. An increasing number of other states where we currently do not collect sales taxes have considered or adopted laws or administrative practices that attempt to impose obligations on remote sellers and online marketplaces to collect taxes on their behalf. Additionally, the United States Congress is considering various approaches to legislation that would require companies engaged in e-commerce to collect sales taxes on internet revenue on a federal level. A successful assertion by one or more states requiring us to collect taxes where we do not do so or new legislation from the

United States Congress requiring the collection of sales taxes on internet revenue could result in substantial tax liabilities, including for past sales as well as penalties and interest.

Due to the global nature of the internet, it is possible that various jurisdictions might attempt to impose additional or new regulation on our business or levy additional sales, income or other taxes relating to our activities. Tax authorities in various jurisdictions are currently reviewing the appropriate treatment of companies engaged in e-commerce. New or revised tax regulations may subject us or our customers to additional sales, income and other taxes. We cannot predict the effect of current attempts to impose sales, income or other taxes on e-commerce. New or revised taxes and, in particular, sales taxes, value added taxes and similar taxes would likely increase the cost of doing business online and decrease the attractiveness of selling products over the internet. New taxes could also create significant increases in internal costs necessary to capture data and collect and remit taxes.

Due to our operations in various jurisdictions, we are exposed to various tax risks, including risks based on transfer pricing rules which apply to cross-border business relationships. Pursuant to such transfer pricing rules, related enterprises are required to conduct any inter-company transactions per conditions which would also apply among unrelated third parties concluding comparable agreements (so-called "arm’s length principle") and to provide sufficient documentation thereof, subject to the rules applicable to them in the relevant jurisdiction. It cannot be excluded that one or more tax authorities might not agree with, and thus challenge the cross-jurisdictional transfer pricing model implemented by us. The consequence might be double taxation in two or more countries. Furthermore, transfer pricing risks may increase in the future in case the intra-group cross-border business grows or changes or since the tax authorities’ interpretation of the arm’s length principle might change from time to time. Our documentation may be considered to be insufficient by the relevant tax authorities or transfer prices may be considered to be inadequate or inadequately justified. This may result in penalties and additional tax payments.

Even though Marley Spoon is a company registered in Germany, it could be considered an Australian resident which would have a material adverse effect on our financial performance.

As a company registered in Germany, Marley Spoon is considered a non-resident for Australian income tax purposes based on the assessment that its place of effective management is in Germany. Our tax residency is subject to an ongoing test and, in the future, Marley Spoon may be considered an Australian tax resident, resulting in certain taxing events, such as the deemed disposal of assets from a German tax perspective and forfeiture of tax loss carry forwards which may otherwise be available to us. Therefore, to be considered an Australian tax resident may have a material adverse effect on our financial performance, in particular, our profitability.

Key Risks Related to the Public Shares

Upon conversion of the Public Warrants, the Sponsor Warrants and the Sponsor Shares into Public Shares, Public Shareholders may experience substantial dilution, i.e., a reduction in the value of existing Public Shareholders’ ownership interests in the Company.

In connection with its private placement on January 17, 2022, 468 SPAC sold 21,000,000 units at a price per unit of €10.00 to certain investors (“**Public Shareholders**”). Each unit consisted of one class A share (“**Public Share**”) and 1/3 class A warrant (“**Public Warrant**”) to subscribe for a Public Share. The Public Shareholders, therefore, in total received 21,000,000 Public Shares and 7,000,000 Public Warrants.

Further 5,250,000 class B shares (“**Sponsor Shares**”) were issued by 468 SPAC to TEIXL Investments GmbH (wholly-owned by Alexander Kudlich), Dyo Capital GmbH (wholly-owned by Dr. Ludwig Ensthaler), Florian Leibert (“**Sponsors**”) and the members of the supervisory board of 468 SPAC, directly or through their affiliates, as well as BD Capital GmbH, an affiliate of Bardo Droege, and Fabian Zilker (together, the “**Co-Sponsors**”). The Sponsor Shares will convert into Public Shares, with one Sponsor Share being converted to one Public Share, in accordance with the following schedule: (i) 5% upon consummation of the business combination between 468 SPAC and Marley Spoon (“**Business Combination**”), (ii) 28.3% of the Sponsor Shares upon the closing price of the Public Shares for any 10 trading days within any 30-trading day period exceeding €10.00 and a certain lock-up period for the sponsors has expired, (iii) 33.3% of the Sponsor Shares upon the closing price of the Public Shares for any 10 trading days within any 30-trading day period exceeding €15.00 and (iv) 33.3% of the Sponsor Shares upon the closing price of the Public Shares for any 10 trading days within any 30-trading day period exceeding €20.00 (the “**Promote Schedule**”).

In addition, 468 SPAC issued to the Sponsors and Co-Sponsors a total of 5,140,000 class B warrants ("**Sponsor Warrants**") at a price of €1.50 per warrant which entitle its holder to subscribe for one Public Share.

If all Public Warrants and Sponsor Warrants were to be exercised and the conversion of all Sponsor Shares were to occur, this will substantially dilute the economic and voting rights of Public Shareholders by [●]% and accordingly reduce the value of their interests.

Future capitalization measures could lead to substantial dilution of our Public Shareholders' ownership interests in the Company, in particular, if any existing pre-emptive rights are excluded.

We may require additional capital in the future to finance our business operations and growth or to repay debt or for other purposes. Both the raising of additional equity of the Company through the issuance of new Public Shares, either with or without warrants, and the potential exercise of conversion or option rights by holders of any convertible bonds or bonds with warrants that may be issued in the future may dilute Public Shareholders' ownership interests in the Company. The Company may issue all or part of its authorized shares without any action or approval by its shareholders and, under certain, limited conditions, without granting any pre-emptive rights to its shareholders.

If the Company issues additional Public Shares in the future, each Public Shareholder in order to retain its share in the Company, would need to participate in such rights offering pro rata its existing share in order to prevent any dilution. To enable each Public Shareholder to participate, the provisions of Luxembourg law provide that each shareholder of the Company is entitled to a pre-emptive right. However, the pre-emptive rights may be excluded based on, among others, a resolution of the general meeting of the Company. If the pre-emptive rights are excluded, the Public Shareholders are not able to participate in the rights offering and as a result their respective shares in the Company are diluted after the consummation of the rights offering.

Similarly, if a rights offering with pre-emptive rights is performed by the Company, a Public Shareholder may not be able to participate in the event that the pre-emptive rights and related Public Shares are not registered or qualified to be sold under the law and regulations of the jurisdiction, the Public Shareholder is domiciled or holding its Public Shares in. This may result in certain Public Shareholders outside of Luxembourg or the European Union not being able to exercise their pre-emptive rights or being awarded such rights for exercise, unless the Company decides to comply with the laws and regulations of the jurisdiction the Public Shareholder is domiciled or holding its Public Shares in. As a result, the Public Shareholder may suffer dilutions if he is not able to participate in any rights offering.

Public Warrants and Sponsor Warrants are accounted for as derivative liabilities with changes in fair value each period reported in earnings, which may have an adverse effect on the market price of the Public Shares.

The Public Warrants and Sponsor Warrants are treated as derivatives on our balance sheet, consistent with existing accounting interpretations under International Financial Reporting Standards as adopted by the European Union. The treatment of the Public Warrants and Sponsor Warrants as derivatives could result in volatility because the impact of marking-to-market on the financial results following the Business Combination is likely to be larger than any impact prior to the Business Combination. Any such volatility could have an adverse effect on the market price of the Public Shares.

There is no guarantee that following the Business Combination a liquid market for the Public Shares will develop and persist, and that the admission of the Shares of the Company to trading on the Frankfurt Stock Exchange while the Chess Depositary Interests of Marley Spoon are listed on the Australian Securities Exchange may result in adverse effects with respect to Public Shareholders' returns and due to multiple legal capital market law transparency requirements.

The shares of Marley Spoon have not been publicly traded, only their CHESS (*i.e.*, Clearing House Electronic Subregister System) Depositary Interests on the Australian Securities Exchange. There is no guarantee that following the Business Combination an active and liquid market for the Public Shares will develop and persist. Consequently, investors may not be able to sell their Public Shares at or above the price at which they acquired the Public Shares. In addition, the lack of trading history of the Public Shares of 468 SPAC as a holding company with respect to Marley Spoon's business will make it harder for investors to assess the future volatility of the price of the Public Shares. The development of the price of the Public Shares may be volatile and investors may lose all or part of their investments.

In addition, the admission to listing and trading on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) of the Public Shares upon consummation of the Business Combination will result in a listing of both, the CHESS Depositary Interests of Marley Spoon, then a subsidiary of 468 SPAC which contains the business operations of the Group, on the Australian Securities Exchange as well as the listing of the Public Shares of 468 SPAC, as a holding company of Marley Spoon Group and its business operations, on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*). This may result in the price of CHESS Depositary Interests and the Public Share being not of equal relative value with respect to their relevant share in the combined entities value as the trading volume and the interest of investors, as well as the access of investors to the relevant stock exchange, may be different and, thus, create trading price imbalances. Besides different quotations of the CHESS Depositary Interests and the Public Shares due to investor demand and market forces, the price of these securities may also differ because of exchange rate fluctuations. All of these factors could result in material differences in the attributable equity of the Group per Public Share and CHESS Depositary Interest, in particular, with respect to any dividend distributions, which could lead to investors getting back less than they invested or a total loss of their investment.

Furthermore, after the admission of the Public Shares to trading on the regulated market of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), the Company will be subject to the legal requirements for public companies listed on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), and, in addition, Marley Spoon, as a subsidiary of the Company, will have to comply with the legal requirements as set forth for companies listed on the Australian Securities Exchange, which may deviate from the legal requirements for a listing of the Company on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*). Any failure to comply with either of these legal requirements could expose the Company or Marley Spoon to a delisting of its Public Shares or CHESS Depositary Interests, respectively, on the relevant stock exchange and may further result in significant fines, sanctions and other regulatory action and potentially civil litigation, all of which may impair the results of operations and cash flows of the Company.

If securities or industry analysts do not publish or cease to publish research reports on the Company or its business, or adversely change or make negative recommendations regarding the outstanding securities of the Company, or if the Company may be subject of "short-selling attacks", the market price and trading volume of the Public Shares could decline.

As only CHESS Depositary Interests of Marley Spoon have been listed before on the Australian Securities Exchange, there is no guarantee that securities analysts or industry analysts will cover the Company, which is a holding company for Marley Spoon and its business. In general, any press, media and analyst coverage increases the visibility of the Company and promotes the existence of a liquid market for the Public Shares. In addition, any lack of analyst coverage, or if analyst coverage may cease to exist, due to whatever reason, or the number of research reports on the Company decreases, the loss of visibility of the Company in the public market may lead to a decline in the market price or trading volume of its outstanding securities, such as the Public Shares.

In addition, if securities analysts do not make positive or buy recommendations regarding the Company's outstanding securities, or if negative research or reports are published on the Company, its business, industry or its geographic markets, market price or trading volume of the outstanding securities of the Company may equally decline. This would likely be in particular the case, if the Company or its outstanding securities become subject of negative research reports, such as short-selling reports, or, in general, short-selling measures performed by certain investors, which are predominantly geared towards short-term profits. Measures taken by such investors may, besides a forced market price decrease of the Company's outstanding securities, undermine investors' confidence in our outstanding shares, by, for example, increasing volatility, depress the market value of the Company and, consequently, make it more difficult for the Company to raise capital through rights offerings or otherwise, such as with equity-linked instruments.

We may not be able to or may decide not to pay dividends, and the size of any dividend payments may fluctuate.

We currently do not have a dividend policy. The payment of future dividends will depend on our business, results of operations, financial condition and prospects. Of the annual net profits of 468 SPAC, 5% at least shall be allocated to the legal reserve. This allocation shall cease to be mandatory as soon and as long as the aggregate amount of such reserve amounts to 10% of the share capital of 468 SPAC. Upon recommendation of the management board of 468 SPAC, the general shareholders' meeting of 468 SPAC will decide on how the remainder of the profits of 468 SPAC shall be used (including the payment of dividends). Furthermore, the management board may proceed with the payment of interim dividends subject to the provisions of Luxembourg law and the provisions of the articles of association of 468 SPAC.

We currently intend to retain all available funds and any future earnings to support our operations and to finance the growth and development of our business. Therefore, we currently do not intend to pay dividends for the foreseeable future. Any future decision to pay dividends will be made in accordance with applicable laws and will be based on our particular situation at the time, including our results of operations, financial condition, capital expenditure needs and the availability of distributable capital. In addition, some future financing arrangements may contain restrictions and covenants relating to leverage ratios and restrictions on dividend distributions upon a breach of any covenant. Any of these factors, individually or in combination could restrict our ability to pay dividends.

Claims of Public Shareholders in connection with the Public Shares are subordinated to claims by all other third parties, including creditors, employees and debt investors, so that Public Shareholders may not be able to recover parts or all of their investments if we become insolvent.

If we become insolvent, investments in the Public Shares are not secured by collateral and the claims by all other third parties, including creditors, employees and debt investors. This means that only after the claims of other third parties have been paid, any remaining assets may be distributed to shareholders. Accordingly, if we become insolvent, it is highly likely that investors would lose a significant part or all of their investments.

Key Risks Related to the Business Combination

The Business Combination might fail to achieve the envisioned benefits.

The process of listing a company on an European stock exchange by means of a business combination with a special purpose acquisition company ("**SPAC**") involves by virtue of its structure and deal specifics, various risks for investors that are difficult or impossible to mitigate. While 468 SPAC's management believes that it exercised appropriate diligence in its search for a target company, there is always a risk that the benefits expected from the Business Combination will not materialize.

468 SPAC has no operating or financial history, and its results of operations may differ significantly from the pro forma financial data.

468 SPAC is a recently formed development stage company with no operating results, and it has not engaged in activities other than organizational activities. Because 468 SPAC lacks an operating history, investors will take the experience and track record of the 468 SPAC's Sponsors and Co-Sponsors as well as the management team to a greater extent into account. These ultimately include, among others, Alexander Kudlich, Dr. Ludwig Ernsthaler, Florian Leibert as well as Bardo Droege and Fabian Zilker.

468 SPAC and Marley Spoon will incur significant transaction and transition costs in connection with the Business Combination.

468 SPAC and Marley Spoon have incurred and expect to incur a number of significant non-recurring implementation and restructuring costs associated with combining the operations of the two companies. In addition, 468 SPAC and Marley Spoon have incurred significant legal, accounting and other transaction fees and costs related to the Business Combination. Additional costs in excess of currently anticipated costs may also be incurred in connection with the integration of the businesses of 468 SPAC and Marley Spoon. 468 SPAC and Marley Spoon estimate that an aggregate of approximately €[8.8] million (excluding VAT) of auditors, banking, legal and other professional fees and costs related to the Business Combination will be incurred from the initiation of the Business Combination through its consummation. Any cost savings or other efficiencies related to the integration of the businesses that could offset these transaction and transition costs over time may not be achieved in the near-term, or at all. In addition, the timeline in which cost savings are expected to be realized is lengthy and may not be achieved. Failure to offset these transaction and transition costs by realizing the synergies and cost reductions and other efficiencies in a timely manner or at all could have a material adverse effect on our profit and cash flows.

Subsequent to the consummation of the Business Combination, 468 SPAC may be required to take write-downs or write-offs, restructuring and impairment or other charges that could have a significant negative effect on its financial condition, results of operations and share price, which could cause investors to lose some or all of their investment.

Although 468 SPAC has conducted a due diligence review on Marley Spoon, 468 SPAC cannot assure that this review revealed all material issues that may be present in Marley Spoon's business, that it would be possible to uncover all material issues through a customary amount of due diligence, or that factors outside of 468 SPAC's and Marley Spoon's control will not later arise. As a result, subsequent to the consummation of the Business Combination, we may be forced to write down or write off assets, restructure our operations, or incur impairment or other changes that could result in losses. Even if 468 SPAC's due diligence successfully identifies certain risks, unexpected risks may arise and previously known risks may materialize in a manner not consistent with 468 SPAC's preliminary risk analysis. Even though these charges may be non-cash items and may not have an immediate impact on our liquidity following the Business Combination, the fact that we report charges of this nature could contribute to negative market perceptions about our business or our securities. In addition, charges of this nature may cause us to be unable to obtain future financing on favorable terms or at all.

The process of listing a company on an European stock exchange by means of a business combination with a SPAC is different from listing a company through an underwritten offering and may create risks for our unaffiliated investors.

An underwritten offering involves a company engaging underwriters to place shares with investors. The process of listing a company on an European stock exchange via a business combination with a SPAC does not involve any underwriter nor a book-building process as is the case in an underwritten offering. In any underwritten offering, the initial value of a company is set by investors, who indicate the price at which they are prepared to purchase shares from the underwriters. In the case of a SPAC transaction, the value of the company is established by means of negotiations between the target company and the SPAC. The process of establishing the value of a company in a SPAC business combination may be less effective than the book-building process in an underwritten offering and also does not reflect events that may have occurred between the date of the business combination agreement and the closing of the transaction. In addition, underwritten offerings are frequently oversubscribed, resulting in additional potential demand for shares in the aftermarket following the underwritten offering. There is often no such book of demand built up in connection with a SPAC transaction and no underwriters with the responsibility of stabilizing the share price, which may result in the share price being harder to sustain after the consummation of the Business Combination.

Despite 468 SPAC's management entered into the business combination with Marley Spoon by applying the due diligence, 468 SPAC's Management Board and supervisory board may not have properly valued Marley Spoon.

Despite 468 SPAC's management having conducted a due diligence review of Marley Spoon, suitable to publicly-listed companies and in-line with market standards, 468 SPAC may not have identified all material issues or liabilities related to Marley Spoon. In this case, the Company may later be forced to write down or write off assets, restructure its operations or incur impairment or other charges that could result in its reporting losses.

The Business Combination may not result in 468 SPAC acquiring 100% of the outstanding share capital of Marley Spoon because of the outstanding CHESS Depositary Interests, which may result in corporate law limitation for the Company to exercise control.

Following the consummation of the Business Combination, 468 SPAC (to be renamed Marley Spoon Group SE) will be the parent company of publicly-listed Marley Spoon SE. Based on the terms and conditions of the business combination agreement entered into on April 25, 2023 between 468 SPAC and Marley Spoon SE, as well as its adjacent and ancillary agreements ("**Acquisition Agreements**"), 468 SPAC will, subject to the consummation of the Business Combination, acquire [83]% of the equity interests in Marley Spoon SE.

In addition, following the consummation of the Business Combination, 468 SPAC will launch a direct unsolicited offer ("**Subsequent Direct Offer**") to all remaining holders of CHESS Depositary Interests in Marley Spoon SE, which will be subject to the same economic terms and conditions 468 SPAC has agreed with Marley Spoon SE shareholders selling their shares to 468 SPAC under the Acquisition Agreements. The holders of CHESS Depositary Interests who accept the Subsequent Direct Offer will receive newly issued Public Shares in 468 SPAC and, thus, become shareholders of the combined entity following the closing of the Subsequent Direct Offer.

Not all holders of CHESS Depositary Interests may, however, accept the Subsequent Direct Offer. This may result in 468 SPAC not acquiring 100% of the equity interests in Marley Spoon SE. As a Germany based company Marley Spoon SE is subject to German corporate law. Under such, even though the management board of Marley Spoon SE will be mainly equal in terms of members and composition as the management board of 468 SPAC, the legal ability of the parent company (*i.e.*, 468 SPAC, to be renamed Marley Spoon Group SE) to issue directions to its subsidiaries (*i.e.*, Marley Spoon SE) may be limited, even if it owns 100% of the equity interests, unless a domination and profit and loss agreement were to be concluded. Consequently, 468 SPAC, as holding company, may fail to implement the desired operational or structural measures on the level of Marley Spoon SE, which as operational entity holds the business operations of Marley Spoon Group SE (*i.e.*, 468 SPAC to be renamed Marley Spoon Group SE after the consummation of the Business Combination).

One of the Company's shareholders, or a group of shareholders acting in concert, may, in the future, acquire control of the Company and become subject to mandatory takeover bid requirements, in which case our shareholders would have the choice between accepting the mandatory takeover bid or to remain invested in a company that will be controlled by one shareholder or a group of shareholders acting in concert, unless the CSSF grants a derogation.

Under Luxembourg law, any person acting alone or in concert who acquires 33.33% or more of the Company's share capital with voting rights attached is required to launch a mandatory takeover bid for the remainder of our shares. If a single shareholder or a group of shareholders acting in concert acquire more than 33.33% of the shares in our Company, they will be subject to mandatory takeover bid requirements. Unless the shareholder or the group of shareholders acting in concert apply with the CSSF for a derogation from the mandatory takeover bid requirement and obtain such derogation from the CSSF, our other shareholders will have to choose between tendering their shares or to remain invested in a company controlled by one shareholder or a group of shareholders acting in concert. In case the CSSF grants the derogation by such shareholder or group of shareholders acting in concert, there will be no mandatory takeover offer and our shareholders might not have the option to sell their shares to such controlling shareholder or group of shareholders acting in concert

The Prospectus includes certain financial, operational and market information or projections relating to Marley Spoon that are based on estimates and assumptions and may prove to be inaccurate.

We provide certain information or projections relating to our business operations on a regular basis to inform and update our investors and the general public, which we partly also incorporated into this Prospectus. This particularly relates to information and projections on our markets, the annual peak sales potential of our product portfolio, commercial launch dates and the expansion of our product offering into other markets. While we deem the provision of such information and projections necessary in order to keep our investors and the public adequately informed, any such information or projection reflects numerous estimates and assumptions made by management, including assumptions with respect to our specific as well as general business, regulatory, economic, market and financial conditions and other matters, all of which are difficult to predict and many of which are beyond our control. In addition, information on our industry and/or relevant markets is scarce and there is no single comprehensive source available, such as a market study, covering all relevant products and/or important industry parameters such as market sizes or trends. We therefore assess our market environment ourselves based on assumptions and estimates derived from various different information sources, which we often have to further analyze and interpret in order to come to meaningful results. However, such self-collected market information may be flawed by errors in processing and analyzing such data, and there is no guarantee that our results or estimates accurately reflect our market environment.

Accordingly, there is a risk that all the assumptions made in preparing such information and projections, or the information or projections themselves, will prove inaccurate. As a result, there may be differences between the actual development and the projected development of our business operations, which could be material in nature, and any such difference, particularly in relation to the development of our markets, the annual peak sales potential of our product portfolio or product launches, may be perceived negatively by the public and lead to a decline of our share price so that the value of the investment of our shareholders may be subject to devaluation.