

**468 SPAC II SE**

*Société européenne*

Registered office: 9, rue de Bitbourg

L-1273 Luxembourg R.C.S. Luxembourg B 257664

(the "**Company**")

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**MINUTES OF THE MEETING OF THE SUPERVISORY BOARD OF THE COMPANY HELD IN LUXEMBOURG ON 25  
APRIL 2023**

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The undersigned:

- **Mr. Mato Perić**, member of the supervisory board, attending by conference call;
- **Ms. Katharina Jünger**, member of the supervisory board, attending by conference call;
- **Mr. Stefan Kalteis**, member of the supervisory board, attending by conference call;

being all the members of the supervisory board of the Company (the "**Supervisory Board**" and individually, a "**Member of the Supervisory Board**"),

In the presence of:

- Mr. Alexander Kudlich, member of the management board;
- Mr. Ludwig Ensthaler, member of the management board;
- Mr. Florian Leibert, member of the management board;
- Mr. Werner Weynand, member of the management board;
- Mr. Alexander Olliges, Arendt & Medernach SA.

The board meeting is opened at 11.53 (CEST) with Ms. Katharina Jünger in the chair (the "**Chairperson**"). The Chairperson designates as secretary Mr. Stefan Kalteis.

The Chairperson declares and the Supervisory Board agrees:

- that all the members of the Supervisory Board are present or represented and that all the members of the Supervisory Board have had notice and had knowledge of the agenda prior the meeting,
- each member of the Supervisory Board may hear the other participants in the conference and may be heard by such participants; and
- that the present meeting is duly constituted and can therefore validly deliberate on the following agenda:

## AGENDA

1. Proposal to the general meeting of shareholders of the Company to approve the business combination with Marley Spoon SE and the entering into, and performance of the business combination agreement by the Company.
2. Subject to the approval given by the shareholders of the Company in accordance with the first resolution, approval and, to the extent necessary, ratification of the entering into and performance of the documents relating to the business combination with Marley Spoon SE.
3. Approval of the Delegation.
4. Miscellaneous.

## Presentation and Discussion

Capitalised terms used but not otherwise defined herein shall have the meanings ascribed to them in the respective Documents (as defined below).

The Supervisory Board recalls that the Company's purpose is the acquisition of one operating business with principal business operations in a member state of the European Economic Area or the United Kingdom or Switzerland that is based in the technology and technology-enabled sector with a focus on the sub-sectors consumer technology and software & artificial intelligence through a merger, capital stock exchange, share purchase, asset acquisition, reorganisation or similar transaction.

The Chairperson notes that the Company has identified Marley Spoon SE, a European company incorporated under the laws of Germany and registered in the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Charlottenburg under HRB 250627 B with registered office at Paul-Lincke-Ufer 39-40, Berlin, Germany (the "**Target**") as a potential target for a business combination and further recalls the meeting of the management board of the Company held on 7 March 2023 approving, *inter alia*, the entering into a non-binding letter of intent with the Target.

The Target company is a meal kit delivery service that provides customers with pre-portioned ingredients and recipe cards to prepare their own meals at home. The Target operates in several countries, including several European countries, the United States and Australia. In 2018, the Target made an initial public offering to acquire fully paid CHESS Depository Interests ("**CDIs**") over the Target's Shares with ISIN AU0000013070 ("**MS CDIs**"). Under the laws of the Commonwealth of Australia, CDIs confer the beneficial ownership in foreign securities with the legal title to such shares being held by an Australian depository nominee. The MS CDIs are admitted for quotation at the Australian Securities Exchange.

The Chairperson reminds that the Company and the Target intend to achieve a business combination (the "**Acquisition**" or the "**Business Combination**"). Further, within the context of the Business Combination, the Company and the Target, amongst others, contemplate entering into a business combination agreement (the "**BCA**"), a copy of which has been provided to the Supervisory Board. Pursuant to the BCA, the Business Combination is to be effected by the acquisition of shares/CDIs in the Target from certain shareholders of the Target pursuant to the SPAs (as defined below). In accordance with the BCA, the consideration for the transfer of the shares or MS CDIs of the Target will be newly issued class A shares in the Company.

The Business Combination will be closed (the "**Closing**") upon the acquisition of MS Shares under the SPAs against the issuance of new shares in the Company. Following the Closing, (i) the Company will hold a certain number of shares in the Target, and (ii) the holders of MS CDIs who have entered into SPAs will become shareholders in the combined entity following the Closing. Holders of MS CDIs, who have not entered into SPAs will continue to hold their MS CDIs. Following the Closing and in accordance

with the BCA, the Company intends to further acquire shares or MS CDIs of the Target from the outstanding shareholders by way of a tender offer at the same economic terms as the SPAs.

In the interest of efficiency in relation to the Business Combination, it is preferable to appoint one member of the Supervisory Board as delegate of the Supervisory Board in relation to any decisions to be taken in relation to the Delegated Power (as defined below) in accordance with the BCA (the “**Delegation**”). The Board for such purpose intends to appoint Stefan Kalteis as delegate (the “**Delegate**”).

The Supervisory Board wishes now to determine the scope of powers and authority vested with the Delegate in relation to any decision that may be useful and/or necessary to be taken by the Delegate, acting for and on behalf of the Supervisory Board, in connection with the Business Combination, the BCA (and the transactions envisaged therein and in any documents entered into in connection with the BCA), the completion of the Business combination (the “**Consummation**”), the issuance of new shares or instruments convertible into class A shares in connection with the Business Combination or in the connection with any other transactions completed on or around the date of the Consummation (as described in the prospectus prepared in connection with the admission to listing of additional class A shares of the Company on the Frankfurt Stock Exchange (the “**Listing**”)), including but not limited to:

- The approval of any share issuance within the context of the Consummation;
- The approval of any share issuance to the holders of MS CDIs who accepted the Direct Offer or contributed them under the Private Placement;
- The approval of any related party transaction within the meaning of article 7*quater* of the shareholders’ rights law dated 24 May 2011;
- The approval of any other issuance of class A shares, granting options to subscribe for class A shares and to issue other instruments, such as convertible warrants, giving access to shares under the authorized capital, to the extent applicable in the context of the Consummation (including in particular the new employee stock options plan);
- The appointment of the new members of the management board of the Company and the determination of the terms of their appointment and their respective remuneration, all in accordance with the BCA;
- The adoption of the new rules of procedure of the Supervisory Board, if needed;
- The setup of an audit committee in accordance with the Luxembourg law of 23 July 2016 on the audit profession, if needed;
- The appointment of the new members of the audit committee and the determination of the terms of their appointment, if needed;
- The adoption of the terms of reference of the audit committee, if needed; and
- The approval of any other decision necessary and as may be required in connection with or as contemplated by the Consummation, the Business Combination and the BCA, the Listing or the implementation thereof,

such powers and authorities of the Delegate described herein above being hereinafter referred to as the “**Delegated Powers**”.

Within the context of the Business Combination, the Supervisory Board acknowledges the decisions to be taken by the management board of the Company on the date hereof, as attached hereto (the “**MB Resolutions**”) and notes that for some of them, the Supervisory Board’s consent is required. Unless defined herein, capitalised terms used in these resolutions shall have the meaning attributed to them in the MB Resolutions.

The Supervisory Board further notes that the MB Resolutions as well as any agreements and documents listed or referred to in them or entered into in relation thereto or in furtherance thereof are hereinafter collectively referred to as the “**Documents**” and the Acquisition, the Business Combination, the Consummation, the Delegation and transactions contemplated under the Documents, as well as any documents or agreements in relation thereto, are collectively referred to as the “**Business Combination**”.

The Supervisory Board confirms that the latest version of the Documents as well as all necessary information in connection with the Business Combination have been sent to or are known by the members of the Supervisory Board and such persons have carefully considered such information and such Documents and are familiar with their content.

The Supervisory Board recalls that the entering into the Business Combination require the additional consent of the shareholders of the Company and that the Business Combination will ultimately be approved by the shareholders of the Company at the extraordinary general meeting (the “**EGM**”).

After due consideration, the Supervisory Board is of the opinion that the matters referred in the present resolutions are in the best corporate interest of the Company.

Due to their participation and holding of a certain amount of class B shares in the Company, the Supervisory Board notes that all members of the Supervisory Board have potential conflicts of interest in respect of the approval of the Business Combination and the BCA, and therefore do not deliberate and/or vote on the approval of the Business Combination and the BCA. Due to such conflicts, the Supervisory Board notes that it does not fulfil the legally required quorum and majority requirements in order to validly resolve upon the approval of the Business Combination and the BCA, but further acknowledges that the Business Combination and the BCA will ultimately be approved by the shareholders of the Company at the EGM.

Therefore, after having duly considered and discussed the various items of the agenda, the Supervisory Board unanimously resolves:

#### **First resolution**

In accordance with article 16 of the articles of association of the Company, the Supervisory Board resolves to propose to the general meeting of shareholders of the Company to approve the entering into, and performance of the BCA by the Company and the consummation of the Business Combination with the Target in accordance with the terms and conditions of the BCA.

The Supervisory Board acknowledges that the BCA shall be signed and on or about the date hereof.

#### **Second resolution**

Subject to the approval given by the shareholders of the Company at the EGM to consume the Business Combination pursuant to and in accordance with the BCA (as proposed by the first resolution herein), the Supervisory Board approves and, to the extent necessary, ratifies the entering into, and performance of the documents relating to the Business Combination and in particular the SPAs, the BCA Related Documents and the Ancillary Documents and Transactions by the Company.

The Supervisory Board acknowledges that the New ESOP shall be proposed to the annual general meeting of shareholders of the Company to be held in 2024.

### **Third resolution**

The Supervisory Board approves the Delegation of the Delegated Powers and the appointment of the Delegate.

There being no further business, the meeting is closed at 12.14 pm (CEST).

*[the rest of the page is left blank, the signature page follows]*

[Signature page of the minutes of the supervisory board meeting of 468 SPAC II SE relating to the approval of the BCA]

<b>Name</b>	<b>Title</b>	<b>Signature</b>
Katharina Jünger	<b>Chairperson</b>	DocuSigned by: <i>Katharina Jünger</i> 22D1F9B8E5F4428...
Stefan Kalteis	<b>Secretary</b>	DocuSigned by: <i>Stefan Kalteis</i> 2ED10C2AC545408...

**Attachment: MB Resolutions**