

Marley Spoon Group SE

Société européenne

Registered office: 9, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg

R.C.S. Luxembourg B 257664

(the "**Company**")

**PROXY AND VOTING FORM FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
THE COMPANY TO BE HELD ON 25 JUNE 2024 AT 10 am CEST**

Important instructions regarding the attendance and the exercise of your voting rights at the annual general meeting of shareholders of the Company to be held on 25 June 2024 at 10 am CEST at 41A, Avenue John F. Kennedy, L-2082 Luxembourg, Grand Duchy of Luxembourg (the "**Annual General Meeting**").

Shareholders may exercise their voting rights at the Annual General Meeting in one of the following manners, as further described in the convening notice to the Annual General Meeting published on 25 May 2024: i) by attending the Annual General Meeting in person; ii) by appointing a proxy representative; or iii) by voting by correspondence.

Section A. Appointment of proxy or vote by correspondence

Option 1. Appointment of a proxy representative.

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

In order to exercise your voting rights at the Annual General Meeting, these instructions shall be read together with the information set out in the convening notice to the Annual General Meeting published on 25 May 2024.

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

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

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

- any member of the management board, with full power of substitution,

OR

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

The undersigned,

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

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

holding

_____ shares of the Company on 11 June 2024 at midnight CEST, being the date that is 14 days before the date of the Annual General Meeting (the “**Record Date**”), hereby gives an irrevocable proxy to the Proxy Representative named above to represent the undersigned at the Annual General Meeting of the Company to be held on 25 June 2024 at 10 am CEST at 41A, Avenue John F. Kennedy, L-2082 Luxembourg, Grand Duchy of Luxembourg, in order to deliberate and vote all of my shares on the items of the agenda of the Annual General Meeting in accordance with the instructions and as set forth otherwise in Section B below.

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

In case of a conflict of interest, the Proxy Representative shall disclose certain specified facts which may be relevant for the undersigned in assessing any risk that the Proxy Representative might pursue any interest other than the interest of the undersigned. In consideration of this requirement, please note that the Proxy Representative is a member of the management board (the “**Management Board**”).

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

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

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

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

Instructions:

The shareholders whose shares are in book entry form held on a securities account shall submit by no later than 21 June 2024 at 6.00 pm CEST a form from their depository bank or financial institution showing their number and ownership of shares as at the Record Date.

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

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

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

The undersigned,

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

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

holding

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

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

Instructions:

The shareholders whose shares are in book entry form held on a securities account shall submit by no later than 21 June 2024 at 6.00 pm CEST a form from their depository bank or financial institution showing their number and ownership of shares as at the Record Date.

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

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

Agenda Item 1

Presentation of the management report of the management board of the Company (the "**Management Board**") and of the report of the independent auditor (*réviseur d'entreprises agréé*) on the Company's consolidated accounts for the financial year ended 31 December 2023 and on the Company's annual accounts for the financial year ended 31 December 2023.

PROPOSED RESOLUTION	
[No resolution required.]	No vote required

Agenda Item 2

Approval of the Company's consolidated accounts for the financial year ended 31 December 2023.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
"The general meeting of shareholders resolves to approve the Company's consolidated accounts for the financial year ended 31 December 2023."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 3

Approval of the Company's annual accounts for the financial year ended 31 December 2023.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
"The general meeting of shareholders resolves to approve the Company's annual accounts for the financial year ended 31 December 2023."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 4

Acknowledgement of the result of the Company made for the financial year ended 31 December 2023 and allocation of the results of the Company for the financial year ended 31 December 2023.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
"The general meeting of shareholders resolves to acknowledge a loss of one hundred fifty-three million eight hundred five thousand eight hundred thirty-seven euro and eleven cents (EUR 153,805,837.11) made for the financial year ended 31 December 2023 and to allocate the results of the Company for the financial year ended 31 December 2023 as follows:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

- Results brought forward of the previous financial year: EUR - 7,630,067.57			
- Results of the financial year 2023: EUR - 153,805,837.11			
- Results to be carried forward to the following financial year: EUR - 161,435,904.68”			

Agenda Item 5

Granting of discharge (*quitus*) to Mr. Fabian Siegel, member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2023.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) to Mr. Fabian Siegel, member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2023.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 6

Granting of discharge (*quitus*) to Ms. Jennifer Bernstein, member of the Management Board, for the exercise of her mandate during the financial year ended 31 December 2023.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) to Ms. Jennifer Bernstein, member of the Management Board, for the exercise of her mandate during the financial year ended 31 December 2023.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 7

Granting of discharge (*quitus*) to Mr. Daniel Raab, member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2023.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) to Mr. Daniel Raab, member of the Management Board, for the exercise of his mandate during the financial year ended 31 December 2023.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 8

Granting of discharge (*quitus*) to Mr. Christian Gisy, member of the supervisory board of the Company (the "**Supervisory Board**"), for the exercise of his mandate during the financial year ended 31 December 2023 and confirmation of the duration of his mandate as a member of the Supervisory Board for a period ending at the general meeting of shareholders approving the annual accounts relating to the financial year ending on 31 December 2027 to be held in 2028.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>"The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) to Mr. Christian Gisy, member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2023 and confirm the duration of his mandate as member of the Supervisory Board for a period ending at the general meeting of shareholders approving the annual accounts relating to the financial year ending on 31 December 2027 to be held in 2028."</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 9

Granting of discharge (*quitus*) to Mr. Alexander Kudlich, member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2023 and confirmation of the duration of his mandate as a member of the Supervisory Board for a period ending at the general meeting of shareholders approving the annual accounts relating to the financial year ending on 31 December 2027 to be held in 2028.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>"The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) to Mr. Alexander Kudlich, member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2023 and confirm the duration of his mandate as a member of the Supervisory Board for a period ending at the general meeting of shareholders approving the annual accounts relating to the financial year ending on 31 December 2027 to be held in 2028."</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 10

Granting of discharge (*quitus*) to Mr. Yehuda Shmidman, member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2023 and confirmation of the duration of his mandate as a member of the Supervisory Board for a period ending at the general meeting of shareholders approving the annual accounts relating to the financial year ending on 31 December 2027 to be held in 2028.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>"The general meeting of shareholders resolves to grant discharge (<i>quitus</i>) to Mr. Yehuda Shmidman, member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2023 and confirm the duration of his mandate as a member of the</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Supervisory Board for a period ending at the general meeting of shareholders approving the annual accounts relating to the financial year ending on 31 December 2027 to be held in 2028.”			
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Agenda Item 11

Appointment of Mr. Ludwig Ensthaler as new member of the Supervisory Board with effect as of the date of this Annual General Meeting and for a period ending at the general meeting of shareholders approving the annual accounts relating to the financial year ending on 31 December 2027 to be held in 2028.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to appoint Mr. Ludwig Ensthaler as a new member of the Supervisory Board with effect as of the date of this Annual General Meeting and for a period ending at the general meeting of shareholders approving the annual accounts relating to the financial year ending on 31 December 2027 to be held in 2028.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 12

Appointment of Ms. Erika Söderberg Johnsson as a new member of the Supervisory Board with effect as of the date of this Annual General Meeting and for a period ending at the general meeting of shareholders approving the annual accounts relating to the financial year ending on 31 December 2027 to be held in 2028.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to appoint Ms. Erika Söderberg Johnsson as a new member of the Supervisory Board with effect as of the date of this Annual General Meeting and for a period ending at the general meeting of shareholders approving the annual accounts relating to the financial year ending on 31 December 2027 to be held in 2028.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 13

Appointment of Ms. Judith Jungmann as a new member of the Supervisory Board with effect as of the date of this Annual General Meeting and for a period ending at the general meeting of shareholders approving the annual accounts relating to the financial year ending on 31 December 2027 to be held in 2028.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to appoint Ms. Judith Jungmann as a new member of the Supervisory Board with effect as of the date of this Annual General Meeting and for a period ending at the	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

general meeting of shareholders approving the annual accounts relating to the financial year ending on 31 December 2027 to be held in 2028.”			
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Agenda Item 14

Renewal of the mandate of Mazars Luxembourg S.A. (*société anonyme*), having its registered office at 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B159962, as independent auditor (*réviseur d'entreprises agréé*) of the Company for a period ending at the annual general meeting of shareholders of the Company to be held in 2025.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to renew the mandate of Mazars Luxembourg S.A. (<i>société anonyme</i>), having its registered office at 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B159962, as independent auditor (<i>réviseur d'entreprises agréé</i>) of the Company for a period ending at the annual general meeting of shareholders of the Company to be held in 2025.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 15

Presentation of and advisory vote on the remuneration report for the financial year ended 31 December 2023.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to approve, on an advisory basis, the remuneration report for the financial year ended 31 December 2023.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 16

Presentation of and advisory vote on the amended remuneration policy for the Company.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
“The general meeting of shareholders resolves to approve, on an advisory basis, the amended remuneration policy for the Company.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 17

Ratification of the remuneration of the members of the Supervisory Board for the financial year ended 31 December 2023.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>“The general meeting of shareholders resolves to ratify the remuneration of the members of the Supervisory Board for the financial year ended 31 December 2023 as follows:</p> <p>Prior to the Company business combination, each member of the Supervisory Board received a fixed compensation per meeting of the Supervisory Board for the performance of their mandate as set out below:</p> <ul style="list-style-type: none"> - Katharina Jünger received EUR 3,000 gross; - Stefan Kalteis received EUR 6,000 gross; and - Mato Peric received EUR 3,000 gross. <p>After the Company business combination, each member of the Supervisory Board received an annual fixed remuneration based on the tasks and responsibilities of each member of the Supervisory Board as set out below:</p> <ul style="list-style-type: none"> - Christian Gisy received EUR 120,000 gross paid by the Company and its subsidiary; - Alexander Kudlich received EUR 60,000 gross paid by the Company; and - Yehuda Shmidman received EUR 60,000 gross paid by the Company.” 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda Item 18

Approval of the remuneration of the members of the Supervisory Board for the financial year ending on 31 December 2024.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>“The general meeting of shareholders resolves to approve the remuneration of the members of the Supervisory Board for the financial year ending on 31 December 2024 as follows:</p> <p>Each member of the Supervisory Board receives an annual fixed remuneration based on the tasks and responsibilities of each member of</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<p>the Supervisory Board and the reimbursement of expenses as set out below:</p> <ul style="list-style-type: none"> - Christian Gisy received EUR 120,000 gross paid by the Company and its subsidiary; - Alexander Kudlich received EUR 60,000 gross paid by the Company; and - Yehuda Shmidman received EUR 60,000 gross paid by the Company. <p>Any reasonable and customary out-of-pocket expenses of the members of the Supervisory Board incurred when fulfilling their duties as members of the Supervisory Board of the Company will be reimbursed.”</p>			
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Agenda Item 19

Decision to authorise the Management Board to acquire up to twenty percent (20%) of the total number of the Company's class A shares in issue at the date of the Annual General Meeting within a period of 5 (five) years as from the date of the Annual General Meeting for a consideration which may not exceed by more than twenty percent (20%) the fair market value of such Company's class A shares consisting of the official closing price of the Company's class A shares as reported on XETRA on the day preceding the day of the decisions of the Management Board to repurchase such Company's class A shares.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>“The general meeting of shareholders resolves to authorise the Management Board to acquire up to twenty percent (20%) of the total number of the Company's class A shares in issue at the date of the Annual General Meeting within a period of 5 (five) years as from the date of the Annual General Meeting for a consideration which may not exceed by more than twenty percent (20%) the fair market value of such Company's class A shares consisting of the official closing price of the Company's class A shares as reported on XETRA on the day preceding the day of the decisions of the Management Board to repurchase such Company's class A shares (the “BuyBack”).</p> <p>Without prejudice to (i) the principle of equal treatment of all shareholders of the Company who are in the same position and (ii) the applicable market abuse rules, the Buyback shall occur in one or several transactions with or without cancellation of the acquired Company's class A shares.</p> <p>The Annual General Meeting shall further authorise the Management Board to take all measures and execute any formalities which may be necessary in relation to the BuyBack.”</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Any lack of a clearly expressed choice in relation to one or more of the various voting instruction options provided above and any contradictory choice will be considered as an instruction or a decision, as applicable, to abstain from voting in respect of the proposed resolution.

Important: Please send this form to the Company by no later than 21 June 2024 at 6.00 pm CEST by email to: agm@linkmarketservices.de

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

Signed in _____, on _____ 2024.

Shareholder: _____

By:

Title: