

<p><b>Marley Spoon Group SE</b></p> <p><i>Société Européenne</i></p> <p>Registered office: 9, rue de Bitbourg, L-1273 Luxembourg</p> <p>RCS Luxembourg B257664</p>	
<p><b>Remuneration Policy</b></p> <p><b>of</b></p> <p><b>Marley Spoon Group SE</b></p>	

<p>Marley Spoon Group SE 9 Rue de Bitbourg L-1273 Luxembourg</p>	<p>Vorstand: Fabian Siegel (Vors., CEO), Jennifer Bernstein (CFO), Daniel Raab (COO) Aufsichtsrat: Christian Gisy (Vors.) Registre de Commerce et des Sociétés: B257664 St.-Nr.: 2021 8400 206</p>	<p>Banque Internationale à Luxembourg IBAN LU87 0020 1689 5641 7000 BIC Code: BILLULL</p>
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## Remuneration Policy of Marley Spoon Group SE

The remuneration policy of Marley Spoon Group SE ("**MSG**") has been drawn up and further revised in the financial year 2023, for the purposes of Article 7bis of the Luxembourg law of 24 May 2011 on the exercise of certain rights of shareholders at general meetings, as amended (the "**Shareholders' Rights Law**") and for the purposes of complying with customary principles of good corporate governance with respect to remunerations paid to the members of the management of MSG.

MSG's remuneration policy (the "**Remuneration Policy**") shall apply to the remunerations paid to the members of its management board (the "**Management Board**") (please see Section I.) as well as the members of the supervisory board (the "**Supervisory Board**") (please see Section II.) as from 1 January 2024.

This Remuneration Policy will be submitted to the advisory vote of MSG's shareholders during the annual general meeting of MSG shareholders to be held on 25 June 2024.

### I. Details of the remuneration for the Management Board

#### A. Business strategy and long-term interests and sustainability

MSG's purpose shall be the creation, holding, development, and realization of a portfolio, consisting of interests and rights of any kind and of any other form of investment in entities in the Grand Duchy of Luxembourg and in foreign entities, in particular in the food and food delivery sector.

#### B. Contribution of the remuneration policy to promote the business strategy, long-term interest, and sustainability of MSG

The Remuneration Policy promotes MSG's business strategy and long-term interests and thus contributes to MSG's long-term development.

MSG therefore provides for incentives linked to the development of MSG; that means:

- providing compensation to motivate the Management Board members towards the achievement of long-term goals in order to promote MSG's business strategy, long-term value and creation, and sustainability;
- providing adequate compensation in consideration of the responsibilities, competency, commitment, workload, time spent, and performance of each individual;
- reflecting the degree of required qualifications and experience of the Management Board members, the risks that they take personally, and honour the dedication and efforts that the Management Board members put into MSG; and

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- ensuring that MSG continues to attract and retain individuals who consistently perform at or above expected levels and contribute to the success of MSG.

## C. Overview of the remuneration components

The Remuneration Policy of the Management Board members, i.e., MSG's chief executive officer ("CEO"), MSG's chief financial officer ("CFO"), and MSG's chief operating officer ("COO"), comprises fixed and variable components as set out below.

The remuneration as set out below also covers the remuneration for the services of the members of the Management Board of the Company for the Company's subsidiary, Marley Spoon SE.

### 1. Fixed remuneration components

The fixed components of the remuneration of the Management Board members are granted irrespective of performance and comprise a fixed annual salary and fringe benefits.

#### a. Fixed annual salary

The fixed annual salary is payable in twelve monthly equal installments, each to be paid at the end of a month.

The fixed annual gross salary is EUR 530,000 for the CEO, EUR 350,000 for the CFO, and EUR 420,000 for the COO.

#### b. Fringe benefits

Additional benefits consist of incapacity to work benefits, sickness benefits, daily sickness benefits or daily hospital allowance, accident insurance, and D&O insurance. Furthermore, in the event that a Management Board member dies during the term of their service agreement, the spouse or registered partner of the Management Board member shall be entitled to payment of the fixed remuneration for the month of death and the following three months.

### 2. Variable remuneration components

The variable components of the remuneration of the Management Board members comprise an annual performance bonus as well as participation in an equity incentive plan, as explained further below.

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## a. Short-term Incentive

The Supervisory Board, in its sole discretion, may decide on granting an annual bonus as a short-term incentive, which would depend on the achievement of annual performance targets.

## b. Long-term Incentives

MSG operates an executive's equity program, in order to strengthen its commitment, to attract and retain competent and dedicated individuals, whose efforts will result in the growth and profitability of the MSG group, since the participation of management in the economic risks and opportunities of the relevant business operation is an important component of an internationally competitive remuneration system. MSG therefore implemented the 2024 management incentive plan (the "**2024 Plan**") to align the interests of the executives, among others, those of the members of the Management Board, with the interests of the shareholders of MSG in order to increase its value.

The 2024 Plan provides for awards granted to participants in the form of stock options, each option giving a right to subscribe to one share in MSG ("**Stock Options**"). The aggregate number of Stock Options that may be granted under this 2024 Plan amounts to 1,700,000.

The Stock Options granted to a participant will vest over a period of four years, 25% of the Stock Options on each anniversary of the relevant vesting commencement date (provided that no leaver event has occurred prior to the relevant vesting date). In case of a change of control, the Stock Options will however become immediately vested irrespective of the year in which the change of control occurs.

The Stock Options may be exercised, in whole or in part, at any time after the relevant vesting date. However, the 2024 Plan also provides for clawback and recoupment provisions.

The members of the Management Board are eligible to participate in the 2024 Plan. According to individual agreements, they are granted Stock Options as follows:

- 400,000 Stock Options granted to the CEO, with an exercise price of EUR 4;
- 100,000 Stock Options granted to the CFO, with an exercise price of EUR 4;  
and
- 200,000 Stock Options granted to the COO, with an exercise price of EUR 4.

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## c. Additional voluntary bonus

The Supervisory Board might resolve on granting an additional voluntary bonus for extraordinary achievements to the members of the Management Board.

## D. Remuneration-related legal acts

### 1. Terms and prerequisites for the termination of remuneration-related legal acts

The service agreements with the members of the Management Board have a fixed term, expiring on 31 August 2028 for the CEO, on 31 March 2026 for the CFO, and on 30 September 2026 for the COO (subject to any amendment and/or extension).

During the fixed term, the ordinary termination of the service agreements is excluded. However, the right to declare an extraordinary termination with immediate effect remains unaffected.

### 3. Severance payments

The members of the Management Board might be entitled to receive a severance payment in the event of a premature removal of the Management Board member from his/her office as a member of MSG's Management Board. Any amount of a severance payment shall however (i) not exceed the value of two years' total compensation and (ii) at most correspond to the fees for the remaining term of the service agreement.

## E. Procedure to determine and implement, as well as to review the Remuneration Policy

The Supervisory Board adopted a clear and comprehensible Remuneration Policy for the Management Board members. The Supervisory Board reviews the Remuneration Policy at its due discretion but in any event every four years. The Supervisory Board particularly reviews the level of fixed annual remuneration regularly in order to ensure it is commensurate. In addition, when determining the remuneration and fringe benefit system for Management Board members, the Supervisory Board considered and considers the remuneration and employment conditions for the workforce of MSG, in particular how remuneration has developed and will develop over time.

The Supervisory Board presents the remuneration policy to the general meeting for approval each time there is a substantial change, but at least every four years. Should the general meeting not approve the remuneration policy, the Supervisory Board submits a revised remuneration policy to the general meeting for approval at the latest at the next annual general meeting. In case of such amendment, the revised remuneration policy shall describe and explain all significant changes and, where applicable, how the votes and views of the general meeting of shareholders on the remuneration policy and, as the case may be, the

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remuneration reports since the most recent vote on the remuneration policy by the general meeting of shareholders have been taken into account.

## F. Measures to avoid and manage conflict of interests

The Supervisory Board take adequate measures to ensure that possible conflicts of interest affecting the Supervisory Board members involved in advising and decision-making on the Remuneration Policy are avoided and, as the case may be, resolved. Each Supervisory Board member is under a duty to notify the chairman of the Supervisory Board of conflicts of interest. The chairman of the Supervisory Board discloses to the complete Supervisory Board any conflicts of interest affecting him. The Supervisory Board decides how to deal with an existing conflict of interest on a case-by-case basis. One option, in particular, would be for a Supervisory Board member affected by a conflict of interest not to participate in a meeting or in individual consultations and decisions of the Supervisory Board.

## G. Exceptional circumstances

In exceptional circumstances, MSG can temporarily derogate from this Remuneration Policy regarding the remuneration of the Management Board members.

Exceptional circumstances are situations in which the derogation from this Remuneration Policy is necessary to serve the long-term interest and the sustainability of MSG or to assure its viability. A derogation from this Remuneration Policy for the Management Board in the aforementioned exceptional circumstances requires a resolution of the Supervisory Board assessing the exceptional circumstances and the necessity of a derogation.

The Supervisory Board may temporarily deviate from the Remuneration Policy (procedure and regulations on remuneration structure) and its individual components, as well as with regard to the individual remuneration components of the Remuneration Policy, or introduce new remuneration components if this is necessary for the long-term wellbeing of MSG. The Supervisory Board reserves such deviations for exceptional circumstances, for example, an economic or company crisis.

## II. Details of the remuneration for the Supervisory Board

The remuneration of the members of the Supervisory Board of MSG comprises a fixed component and the reimbursement of expenses as set out below and also covers the remuneration for the services of the members of the Supervisory Board of the Company for the Company's subsidiary, Marley Spoon SE, if applicable.

The fixed annual gross salary is EUR 120,000 for the chairman of the Supervisory Board and EUR 60,000 for the other members of the Supervisory Board. The remuneration for the chairman of the Supervisory Board is paid by both the Company and its subsidiary, Marley

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Spoon SE while the remunerations of the other members of the Supervisory Board are paid only by the Company.

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 MSG will be reimbursed.

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