

Company note to the reader: There is a typo in the below description of the deposit fee. The deposit fee shall be equal to 20 bps per annum.

468 SPAC II SE

Société Européenne

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

R.C.S. Luxembourg B 257664

(the "Company")

**CONVENING NOTICE TO THE ANNUAL GENERAL MEETING AND AN
EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE
COMPANY**

The annual general meeting of the shareholders of the Company (the "**Annual General Meeting**") is to be held on 30 June 2023 at 2.00 pm CEST on the premises of Arendt & Medernach SA at 41A, Avenue John F. Kennedy, L-2082 Luxembourg, Grand Duchy of Luxembourg.

I. AGENDA FOR THE ANNUAL GENERAL MEETING

1. Presentation of the combined consolidated management report of the management board of the Company 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 2022 and on the Company's annual accounts for the financial year ended 31 December 2022.
2. Approval of the Company's consolidated accounts for the financial year ended 31 December 2022.
3. Approval of the Company's annual accounts for the financial year ended 31 December 2022.
4. Acknowledgement of the result of the Company made for the financial year ended 31 December 2022 and allocation of the results of the Company for the financial year ended 31 December 2022.
5. Granting of discharge (*quitus*) to Mr. Alexander Kudlich, member of the management board of the Company, for the exercise of his mandate during the financial year ended 31 December 2022.
6. Granting of discharge (*quitus*) to Mr. Ludwig Ensthaler, member of the management board of the Company, for the exercise of his mandate during the financial year ended 31 December 2022.
7. Granting of discharge (*quitus*) to Mr. Florian Leibert, member of the management board of the Company, for the exercise of his mandate during the financial year ended 31 December 2022.
8. Granting of discharge (*quitus*) to Mr. Werner Weynand, member of the management board of the Company, for the exercise of his mandate during the financial year ended 31 December 2022.
9. Granting of discharge (*quitus*) to Mr. Mato Perić, member of the supervisory board of the Company, for the exercise of his mandate during the financial year ended 31 December 2022.

10. Granting of discharge (*quitus*) to Mr. Stefan Kalteis, member of the supervisory board of the Company, for the exercise of his mandate during the financial year ended 31 December 2022.
11. Granting of discharge (*quitus*) to Ms. Katharina Jünger, member of the supervisory board of the Company, for the exercise of her mandate during the financial year ended 31 December 2022.
12. Renewal of the mandate of Mazars Luxembourg S.A., with registered office at 5, rue Guillaume Kroll, L-1882 Luxembourg and 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 2024.

The Annual General Meeting shall be followed immediately by the extraordinary general meeting of the shareholders of the Company (the "**Extraordinary General Meeting**" and together with the Annual General Meeting, the "**General Meetings**"), which is to be held on 30 June 2023 at 2.30 pm CEST on the premises of Arendt & Medernach SA at 41A, Avenue John F. Kennedy, L-2082 Luxembourg, Grand Duchy of Luxembourg.

II. AGENDA FOR THE EXTRAORDINARY GENERAL MEETING

1. Approval of the proposed business combination with Marley Spoon SE on the terms set forth in the business combination agreement dated 25 April 2023 and certain share purchase agreements concluded with certain shareholders of Marley Spoon SE (the "**Business Combination**") and further approval and, to the extent necessary, ratification of the entering into, and performance of the documents relating to the Business Combination and the Consummation by the Company.
2. Amendment of the corporate purpose (*objet social*) of the Company and subsequent amendment to article 2 of the articles of association as follows, conditional upon the approval of item 1 of the agenda of this extraordinary general meeting of shareholders and with effect as of the Consummation:

"Article 2 Purpose

2.1 The Company's purpose shall be the creation, holding, development and realisation 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, whether such entities exist or are to be created, especially by way of subscription, by purchase, sale, or exchange of securities or rights of any kind whatsoever, such as equity instruments, debt instruments as well as the administration and control of such portfolio.

2.2 The Company may further grant any form of security for the performance of any obligations of the Company or of any entity in which it holds a direct or indirect interest or right of any kind or in which the Company has invested in any other manner or which forms part of the same group of entities as the Company and lend funds or otherwise assist any entity in which it holds a direct or indirect interest or right of any kind or in which the Company has invested in any other manner or which forms part of the same group of companies as the Company.

2.3 The Company may borrow in any form and may issue any kind of notes, bonds and debentures and generally issue any debt, equity and/or hybrid securities in accordance with Luxembourg law.

2.4 The Company may carry out any commercial, industrial, financial, real estate or intellectual property activities which it may deem useful in accomplishment of these purposes.”

3. Change of the name of the Company to "**Marley Spoon Group SE**" and subsequent amendment of article 1 of the articles of association of the Company, conditional upon the approval of item 1 of the agenda of this extraordinary general meeting of shareholders, with effect as of five (5) business days as from the Consummation.
4. Amendment and full restatement of the articles of association of the Company, conditional upon the approval of item 1 of the agenda of this extraordinary general meeting of shareholders and with effect as of the Consummation.
5. Acknowledgment of the resignation of Mr. Alexander Kudlich and granting of discharge (*quitus*) to Mr. Alexander Kudlich, as member of the management board, for the performance of his duties as member of the management board, conditional upon the approval of item 1 of the agenda of this extraordinary general meeting of shareholders, with effect as of the Consummation.
6. Acknowledgment of the resignation of Mr. Ludwig Ensthaler and granting of discharge (*quitus*) to Mr. Ludwig Ensthaler, as member of the management board, for the performance of his duties as member of the management board, conditional upon the approval of item 1 of the agenda of this extraordinary general meeting of shareholders, with effect as of the Consummation.
7. Acknowledgment of the resignation of Mr. Florian Leibert and granting of discharge (*quitus*) to Mr. Florian Leibert, as member of the management board, for the performance of his duties as member of the management board, conditional upon the approval of item 1 of the agenda of this extraordinary general meeting of shareholders, with effect as of the Consummation.
8. Acknowledgment of the resignation of Mr. Werner Weynand and granting of discharge (*quitus*) to Mr. Werner Weynand, as member of the management board, for the performance of his duties as member of the management board, conditional upon the approval of item 1 of the agenda of this extraordinary general meeting of shareholders, with effect as of the Consummation.
9. Acknowledgment of the resignation of Mr. Mato Perić and granting of discharge (*quitus*) to Mr. Mato Perić, as member of the supervisory board, for the performance of his duties as member of the supervisory board, conditional upon the approval of item 1 of the agenda of this extraordinary general meeting of shareholders, with effect as of the Consummation.
10. Acknowledgment of the resignation of Mr. Stefan Kalteis and granting of discharge (*quitus*) to Mr. Stefan Kalteis, as member of the supervisory board, for the performance of his duties as member of the supervisory board, conditional upon the approval of item 1 of the agenda of this extraordinary general meeting of shareholders, with effect as of the Consummation.

11. Acknowledgment of the resignation of Ms. Katharina Jünger and granting of discharge (*quitus*) to Ms. Katharina Jünger, as member of the supervisory board, for the performance of her duties as member of the supervisory board, conditional upon the approval of item 1 of the agenda of this extraordinary general meeting of shareholders, with effect as of the Consummation.
12. Appointment of Mr. Christian Gysi as new member of the supervisory board, the whole conditional upon the approval of item 1 of the agenda of this extraordinary general meeting of shareholders and effective as of the date following the Consummation.
13. Appointment of Mr. Alexander Kudlich as new member of the supervisory board, the whole conditional upon the approval of item 1 of the agenda of this extraordinary general meeting of shareholders and effective as of the date following the Consummation.
14. Appointment of Mr. Yehuda Shmidman as new member of the supervisory board, the whole conditional upon the approval of item 1 of the agenda of this extraordinary general meeting of shareholders and effective as of the date following the Consummation.
15. Approval of the remuneration of the members of the supervisory board, conditional upon the approval of item 1 of the agenda of this extraordinary general meeting of shareholders and effective as of the date following the Consummation.
16. Confirmation of the granting of an irrevocable power of attorney to the management board to confirm compliance with conditions for (i) the conversion of all class B1 shares into redeemable class A shares at a ratio of one (1) into redeemable class A share for one (1) class B1 share on the trading day of the Consummation, (ii) the conversion of all class B2 shares into redeemable class A shares at a ratio of one (1) redeemable class A share for one (1) class B2 share on the date, post Consummation, on which the official closing price of the redeemable class A shares as reported on XETRA, or if at the relevant time the redeemable class A shares are no longer traded on XETRA, such other stock exchange or securities market on which the redeemable class A shares are mainly traded at the relevant time (the "**Closing Price**"), for any ten (10) trading days within any 30-trading day period exceeds ten euro (EUR 10.00) and the lock-up pursuant to article 7.6 of the articles of association of the Company has expired, (iii) the conversion of all class B3 shares into redeemable class A shares at a ratio of one (1) redeemable class A share per class B3 share on the date, post Consummation, on which the redeemable class A shares Closing Price for any ten (10) trading days within any 30-trading day period exceeds fifteen euro (EUR 15.00) and (iv) the conversion of all class B4 shares into redeemable class A shares at a ratio of one (1) redeemable class A share per class B4 share on the date, post Consummation, on which the class A shares Closing Price for any ten (10) trading days within any 30-trading day period exceeds twenty euro (EUR 20.00), to acknowledge occurrence of the Consummation and to make any statement, sign all documents, represent the shareholders in front of a Luxembourg notary and to do everything which is lawful, necessary or simply useful in view of the accomplishment and fulfilment of the resolutions approved by the extraordinary general meeting of shareholders, with effect as of the Consummation and conditional upon the approval of item 1 of the agenda of this extraordinary general meeting of shareholders.

"**Consummation**" shall mean the acquisition and/or assumption of a controlling stake in the share capital of Marley Spoon SE by the Company pursuant to and in accordance with the terms of the business combination agreement dated 25 April 2023 entered into by the Company and Marley Spoon SE and certain share purchase agreements entered into in parallel to the business combination

agreement by the Company and certain shareholders of Marley Spoon SE, and the term "**Consummated**" shall be construed accordingly.

III. PARTICIPATION IN THE GENERAL MEETINGS

1. Record date

The rights of a shareholder to participate in the General Meetings and to vote shall be determined with respect to the shares held by that shareholder on 16 June 2023 at midnight CEST (the "**Record Date**"). Any transferee having become owner of any shares after the Record Date has no right to vote at the General Meetings.

Shareholders whose shares are held in book-entry form through the operator of a securities settlement system or with a professional depository or sub-depository designated by such depository must request from their account bank or custodian a certificate certifying the number of shares recorded in their account on the Record Date (the "**Proof of Holding Form**"). To participate in and vote at the General Meetings (regardless the manner they wish to participate, either by attendance in person, by representation through proxy or voting by correspondence), the Proof of Holding Form shall be submitted to the centralizing agent of the Company by e-mail to: as_agm@bil.com or at its registered office within the period from the Record Date until 27 June 2023 at 6.00 pm CEST.

A proof of holding form is provided on the website of the Company (<https://www.468spac2.com/>) which may be used.

2. Attendance

Shareholders may exercise their voting rights at the General Meetings, as applicable, in one of the following manners, as further described below:

- (i) by attending the meeting in person, in the manner described below; or
- (ii) by appointing a proxy representative, in the manner described below; or
- (iii) by voting by correspondence, in the manner described below.

The management board of the Company (the "**Management Board**") considers that shareholders who provide proof of their shareholding on the Record Date and submit their voting form as set forth in section 2.3. or provide a proxy as set forth in section 2.2. of the present convening notice do not have to undertake other formalities to comply with the obligation set out in Article 5(3) of the law of 24 May 2011 on the exercise of certain shareholders' rights at general meetings of listed companies. Notwithstanding the foregoing, in case of participation in person, the intention to participate in person shall be indicated as set forth in section 2.1.

2.1. Attendance in person

The intention of a shareholder to participate in person in the General Meetings shall be notified by such shareholder to the centralizing agent of the Company by e-mail to: as_agm@bil.com no later than 27 June 2023 at 6.00 pm CEST. An in-person attendance declaration form is provided on the website of the Company (<https://www.468spac2.com/>) which may be used.

Any shareholder participating in the General Meetings in person shall carry proof of identity.

Shareholders will have the opportunity to vote in person in the manner further specified at the General Meetings.

2.2. Representation through proxy

In the event that a shareholder appoints another person, shareholder or not, as his proxy to vote on his behalf, the completed and executed proxy form must be submitted to the centralizing agent of the Company by e-mail to: as_agm@bil.com no later than 27 June 2023 at 6.00 pm CEST.

The proxy form provided on the website of the Company (<https://www.468spac2.com/>) may be used and if used, only signed proxy forms will be taken into account (including for the avoidance of doubt, signed pursuant to a valid, legal and binding power of attorney and/or duly signed electronically). One person may represent more than one shareholder.

Shareholders having submitted a proxy form but who wish to revoke such proxy form may do so by timely providing a later dated proxy form or cancelling the proxy form in writing to the centralizing agent of the Company by e-mail to: as_agm@bil.com.

If the centralizing agent of the Company receives more than one proxy form from a shareholder, only the last proxy form received by the centralizing agent of the Company no later than 27 June 2023 at 6.00 pm CEST will be considered.

2.3. Voting by correspondence

Shareholders who do not wish to participate in person or to be represented through a proxy may vote through a voting form (including electronically) in the General Meetings. The completed and executed voting form must be submitted to the centralizing agent of the Company by e-mail to: as_agm@bil.com or in any other form, and in particular by any other electronic means made available no later than 27 June 2023 at 6.00 pm CEST.

The voting form provided by the Company on its website (<https://www.468spac2.com/>) may be used and if used, only signed voting forms will be taken into account (including for the avoidance of doubt, signed pursuant to a valid, legal and binding power of attorney and/or duly signed electronically).

Shareholders having submitted a voting form but who wish to revoke such voting form may do so by timely providing a later dated voting form or cancelling the voting form in writing to the centralizing agent of the Company by e-mail to: as_agm@bil.com.

If the centralizing agent of the Company receives more than one voting form from a Shareholder, only the last voting form received by the centralizing agent of the Company no later than 27 June 2023 at 6.00 pm CEST will be considered.

3. **Quorum and majority requirements**

Annual General Meeting

Pursuant to the Company's articles of association and the Luxembourg law dated 10 August 1915 on commercial companies, as amended, resolutions regarding (i) items 2 to 12 of the agenda of the Annual General Meeting will be passed at a simple majority of the votes validly cast, regardless of the portion of capital represented and (ii) item 1 of the agenda of the Annual General Meeting does not require any votes from the shareholders of the Company.

Extraordinary General Meeting

Pursuant to the Company's articles of association and the Luxembourg law dated 10 August 1915 on commercial companies, as amended, resolutions regarding (i) items 1 and 5 to 16 of the agenda of the Extraordinary General Meeting will be passed at a simple majority of the votes validly cast, regardless of the portion of capital represented, and (ii) items 2 to 4 of the agenda will be passed at a majority of 2/3 of the votes validly cast and only if a quorum of at least half of the share capital is present or represented.

4. **Share capital and voting rights**

At the time of convening the General Meetings, the Company's share capital is set at four hundred twenty thousand euro (EUR 420,000), represented by (i) two hundred sixty-two thousand five hundred (262,500) class B1 shares, (ii) one million four hundred eighty-seven thousand five hundred (1,487,500) class B2 shares, (iii) one million seven hundred fifty thousand (1,750,000) class B3 shares, (iv) one million seven hundred fifty thousand (1,750,000) class B4 shares and (v) twenty-one million (21,000,000) redeemable class A shares without nominal value, all of which are fully paid up. Each share entitles the holder to one vote.

5. **Contact details of the centralizing agent of the Company**

The contact details of the centralizing agent duly mandated by the Company to receive (i) the Proof of Holding Form, (ii) the in-person attendance declaration form (where applicable), (iii) the proxy form (where applicable) and (iv) the voting form (where applicable) and any questions about the General Meetings pursuant to this convening notice are as follows:

Attn: Agency Services Team (Desk 408D)

Address: 69, route d'Esch
L-2953 Luxembourg

Tel: +352 4590 4597

Email: as_agm@bil.com

Swift Address: BILLULL

6. **Redemption process of Class A Shares**

In the event holders of redeemable class A shares wish to exercise their redemption rights in accordance with the articles of association, such redeemable class A shareholders shall follow the following procedure:

1. a redemption notice shall be submitted to the Company and/or the centralizing agent of the Company by mail, e-mail or in any other form, and in particular by any other electronic means made available no later than 28 June 2023 at 6.00 pm CEST. The redemption notice provided on the website of the Company (<https://www.468spac2.com/>) may be used and if used, only signed proxy forms will be taken into account (including for the avoidance of doubt, signed pursuant to a valid, legal and binding power of attorney and/or duly signed electronically). For the avoidance of doubt, in case of conflicting redemption notices, the latest redemption notice received by the Company and/or the centralizing agent of the Company but no later than on 28 June 2023 at 6.00 pm CEST shall be taken into account;
2. any redeemable class A shares tendered for redemption shall be blocked on the account of the redeeming shareholder and/or transferred no later than 28 June 2023 at 6.00 pm CEST to the securities account of the Company.

The redeemable class A shares will be redeemed against the payment of the redemption price. The redemption price for each of the redeemable class A shares shall amount to (a) the aggregate amount on deposit in the escrow account established with Joh. Berenberg, Gossler & Co. KG by 468 SPAC II Advisors GmbH & Co. KG, an affiliate of the Company, containing the proceeds from the private placement of the redeemable class A shares and class A warrants as well as the proceeds from the issuance of class B warrants (the “**Escrow Account**”), reduced by the portion of the subscription price of class B warrants on deposit in the Escrow Account, if any, that has not been used to cover negative interest on the Escrow Account divided by (b) the number of the then outstanding redeemable class A shares, subject to (i) the availability of sufficient amounts on the Escrow Account and (ii) sufficient distributable profits and reserves of the Company. The amounts held in the Escrow account will be used notably to pay the redemption of redeemable class A shares and any pro rata (positive) interest on, or other income generated from investment of, any amounts deposited on the Escrow Account, after deduction of the deposit fees equal to 2% per annum and of taxes paid or, in the judgement of the account holder to be paid, on such interest or income.

Holders of redeemable class A shares having submitted their redemption notices to the Company and/or the centralizing agent of the Company may withdraw such redemption notice in respect of all or a portion of the redeemable Class A Shares tendered for redemption by delivering a withdrawal notice to the Company and/or centralizing agent of the Company by mail, e-mail or in any other form, and in particular by any other electronic means made available no later than on or prior to no later than 28 June 2023 at 6.00 pm CEST. Withdrawal notices provided on the website of the Company (<https://www.468spac2.com/>) may be used and if used, only signed proxy forms will be taken into account (including for the avoidance of doubt, signed pursuant to a valid, legal and binding power of attorney and/or duly signed electronically).

Any redeemable class A shares in respect of which such redemption notice is validly withdrawn (i) will not be redeemed, (ii) will be temporarily held by the Company on behalf of such redeemable class A shareholder and, if any redeemable class A shares have already been transferred to a trust depository account of the Company, (iii) will be returned to the account

specified by such redeemable class A shareholder following the Extraordinary General Meeting.

Redemptions of redeemable Class A Shares are subject to the approval and Consummation of the Business Combination. If the Business Combination is not consummated, any shares already transferred will be returned to the shareholders having tendered them for redemption.

7. Language

The General Meetings will be held in English. The (i) the Proof of Holding Form, (ii) the in-person attendance declaration (where applicable), (iii) the proxy form (where applicable) and (iv) the voting form (where applicable) shall be provided by the shareholders in English.

IV. AVAILABILITY OF THE DOCUMENTATION

The following information is available as from the day of the publication of this convening notice in the Luxembourg official gazette RESA (*Recueil Electronique des Sociétés et Associations*) and at least until and including the day of the General Meetings on the Company's website (<https://www.468spac2.com/>):

- this convening notice for the General Meetings;
- the draft resolutions in relation to each of the items included in the agenda to be adopted at the General Meetings, or, where no resolution is proposed to be adopted, a comment from the Management Board;
- the total number of shares in issue and voting rights at the date of the convening notice;
- all documents made available by the Company at the General Meetings;
- forms of the in-person attendance declaration form, the proof of holding form, the proxy form and the voting form, which may be used by the shareholders for the purpose of the General Meetings.

The shareholders may obtain without charge a copy of the full text of any of the above documents upon request to the centralizing agent of the Company by e-mail to: as_agm@bil.com or download them from the Company's website (<https://www.468spac2.com/>).

V. REVISED AGENDA

Shareholders providing evidence that they hold individually or collectively at least five percent (5%) of the issued share capital of the Company as of the Record Date are entitled to (i) request the addition of items to the agenda of the Annual or Extraordinary General Meeting and (ii) to table draft resolutions for items included or to be included in the agenda of the respective General Meeting.

Such rights must be exercised by sending such request by 8 June 2023 at the latest, to the e-mail address of the centralizing agent of the Company: as_agm@bil.com.

Where the requests entail a new item in the agenda for the respective General Meeting already communicated to the shareholders, the Company will publish a revised agenda on or before 15 June 2023 at the latest.

VI. RESULTS

Subject to compliance with the threshold notification obligations provided for by the Luxembourg law of 11 January 2008 on transparency requirements for issuers of securities, as amended, there is no limit to the maximum number of votes that may be exercised by the same person, whether in its own name or by proxy. The results of the vote will be published on the Company's website (<https://www.468spac2.com/>) within fifteen (15) days following the General Meetings.

Luxembourg, 31 May 2023

For the Management Board

Mr. Alexander Kudlich

Title: Member of the Management Board

Mr. Werner Weynand

Title: Member of the Management Board