

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**")

AGENDA AND PROPOSED RESOLUTIONS OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY TO BE HELD ON 25 June 2024 AT 10 am CEST

AGENDA

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

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.
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.
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.
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.
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.
15. Presentation of and advisory vote on the remuneration report for the financial year ended 31 December 2023.
16. Presentation of and advisory vote on the amended remuneration policy for the Company.
17. Ratification of the remuneration of the members of the Supervisory Board for the financial year ended 31 December 2023.
18. Approval of the remuneration of the members of the Supervisory Board for the financial year ending on 31 December 2024.
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.

First Resolution

[No resolution required.]

Second Resolution

The general meeting of shareholders resolves to approve the Company's consolidated accounts for the financial year ended 31 December 2023.

Third Resolution

The general meeting of shareholders resolves to approve the Company's annual accounts for the financial year ended 31 December 2023.

Fourth Resolution

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:

- 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

Fifth Resolution

The general meeting of shareholders resolves to grant 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.

Sixth Resolution

The general meeting of shareholders resolves to grant 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.

Seventh Resolution

The general meeting of shareholders resolves to grant 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.

Eighth Resolution

The general meeting of shareholders resolves to grant discharge (*quitus*) 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 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.

Nineth Resolution

The general meeting of shareholders resolves to grant 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 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.

Tenth Resolution

The general meeting of shareholders resolves to grant 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 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.

Eleventh Resolution

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.

Twelfth Resolution

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.

Thirteenth Resolution

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

Fourteenth Resolution

The general meeting of shareholders resolves to renew 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.

Fifteenth Resolution

The general meeting of shareholders resolves to approve, on an advisory basis, the remuneration report for the financial year ended 31 December 2023.

Sixteenth Resolution

The general meeting of shareholders resolves to approve, on an advisory basis, the amended remuneration policy for the Company.

Seventeenth Resolution

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:

Prior 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:

- Katharina Jünger received EUR 3,000 gross;
- Stefan Kalteis received EUR 6,000 gross; and
- Mato Peric received EUR 3,000 gross.

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:

- 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.

Eighteenth Resolution

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:

Each member of the Supervisory Board receives an annual fixed remuneration based on the tasks and responsibilities of each member of the Supervisory Board and the reimbursement of expenses as set out below:

- 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.

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.

Nineteenth Resolution

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**").

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.

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.