



Nomination and Remuneration Committee Charter

Marley Spoon AG (**Company**)

Adopted by the Supervisory Board on February 25, 2020

NOMINATION AND REMUNERATION COMMITTEE CHARTER

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1. Purpose and authority

1.1. Purpose

The purpose of this Nomination and Remuneration Committee Charter is to specify the authority delegated to the Nomination and Remuneration Committee (Committee) by the Supervisory Board of the Company (Supervisory Board) and to set out specific roles and responsibilities, membership and operation of the Committee.

1.2. Authority

The Committee is a committee of the Supervisory Board established in accordance with the Company's constitution (Constitution) and authorised by the Supervisory Board to assist it in fulfilling its statutory, fiduciary and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this charter and granted to it under any separate resolutions of the Supervisory Board from time to time. For the avoidance of any doubt, nothing in this charter shall have any effect on the rights and obligations that the Supervisory Board and the Committee have under applicable law. In particular, as provided for by German law and the ASX Listing rules, the Committee shall ensure that the Company must not increase the total aggregate amount of fees payable to all of its members of the Supervisory Board without the approval of its shareholders.

2. Role of the Committee

2.1. Nomination

The Committee assists and advises the Supervisory Board on:

- (a) Supervisory Board succession planning generally;
- (b) induction and continuing professional development programs for members of the Supervisory Board;
- (c) the development and implementation of a process for evaluating the performance of the Supervisory Board, its committees and members;
- (d) the process for recruiting new members of the Supervisory Board, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Supervisory Board and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment;
- (e) ensuring there are plans in place to manage the succession of the Chief Executive Officer (CEO) and other members of the Management Board,

to ensure that the Supervisory Board is of a composition conducive to making appropriate decisions, with the benefit of a variety of perspectives and skills and in the best interests of the Company as a whole.

2.2. Remuneration

The Committee also assists and advises the Supervisory Board on remuneration policies and practices for the Supervisory Board, the CEO, the chief financial officer and any other member of the Management Board.

The policies and practices are designed to:

- (a) enable the Company to attract, retain and motivate members of the Supervisory Board and Management Board who will create value for the Company within an appropriate risk management framework, by providing remuneration packages that are competitive;
- (b) be fair and appropriate in regard to the performance of the Company and the relevant members of the Supervisory Board and Management Board;
- (c) comply with relevant legal requirements; and
- (d) encourage the creation of an 'Employer of Choice' culture within the Company.

3. Nomination responsibilities

The Committee is responsible for:

- (a) identifying and making recommendations regarding the necessary and desirable competencies of members of the Supervisory Board;
- (b) developing and reviewing the process for preparation of the selection, appointment and re-election of members of the Supervisory Board;
- (c) identifying and making recommendations to the Supervisory Board for the appointment of new Supervisory Board candidates, having regard to their skills, experience and expertise;
- (d) conducting appropriate checks into a candidate's background and experience and disclosing to the Supervisory Board and to Shareholders whether those checks have revealed any information of concern;
- (e) co-ordinating with the Supervisory Board to ensure that the Company meets its commitment to becoming a diverse and inclusive workplace with respect to the composition of the Management Board and of the Supervisory Board;
- (f) identifying ways to promote a culture supportive of diversity including recruitment from a diverse pool of candidates;
- (g) reviewing nomination practices against measurable objectives for achieving gender diversity;
- (h) developing and reviewing induction procedures for new appointees to the Supervisory Board to enable them to effectively discharge their duties, including increasing their knowledge about the Company and the industry within which the Company operates;
- (i) developing, implementing and reviewing continuing education measures to enhance member competencies and to update and enhance members' knowledge and skills including on key developments affecting the Company and the industry and environment in which it operates;
- (j) overseeing the development and implementation of a process for the evaluation of the performance of the Supervisory Board, Supervisory Board committees, and members individually, using both measurable and qualitative indicators;
- (k) reviewing the time required to be committed by Supervisory Board members to properly fulfil their duties to the Company and whether Supervisory Board members are meeting these requirements;

- (l) assisting the Supervisory Board in assessing the independence of each Supervisory Board member;
- (m) reviewing Supervisory Board and Management Board succession plans and processes, including for the CEO and being conscious of each member's tenure, to maintain an appropriate balance of skills, experience, expertise and diversity; and
- (n) reviewing the performance of the chairperson of the Supervisory Board and reporting the results of the evaluation to the Supervisory Board.

4. Diversity

- (a) developing and suggesting measurable objectives to achieve gender diversity in the composition of the Supervisory Board and Management Board, senior executives and workforce generally and in accordance with the Company's Diversity Policy;
- (b) monitoring, reviewing and reporting to the Supervisory Board on the Company's progress towards achieving those objectives in respect of gender diversity;
- (c) reviewing the Company's Diversity Policy at least annually to assess the effectiveness of the policy and make recommendations to the Supervisory Board as to any strategies required to address Supervisory Board and Management Board diversity;
- (d) reviewing and reporting to the Supervisory Board at least annually on the relative proportion of women and men on the Supervisory Board and Management Board, in senior executive positions and across the whole workforce; and
- (e) reviewing and making recommendations to the Supervisory Board on remuneration by gender.

5. Remuneration responsibilities

5.1. General

The Committee is responsible for developing, reviewing and making recommendations to the Supervisory Board on:

- (a) the Company's remuneration framework for members;
- (b) the remuneration packages to be awarded to members of the Management Board;
- (c) incentive compensation, including, equity based remuneration plans for members of the Management Board; and
- (d) superannuation arrangements for members of the Management Board.

5.2. Incentive schemes and equity based remuneration

For any incentive schemes or equity based plans with regard to members of the Management Board which are adopted (as appropriate to the Company), the Committee is responsible for:

- (a) reviewing their terms (including any performance hurdles);
- (b) overseeing their administration (including compliance with applicable laws);
- (c) considering whether shareholder approval is required for the schemes or plans and for any changes to them; and

- (d) ensuring that payments and awards of equity are made in accordance with their terms and any shareholder approval.

5.3. Structure of remuneration

In fulfilling these responsibilities, the Committee will ensure that (as is appropriate to the Company):

- (a) the compensation structure is oriented toward sustainable growth of the Company;
- (b) a clear distinction is maintained between the structure of remuneration for members of the Supervisory Board and members of the Management Board;
- (c) a proportion of the Management Board members' remuneration is structured in a manner designed to link rewards to corporate and individual performance (reflecting short and long-term performance objectives appropriate to the Company's circumstances and goals);
- (d) any engagement of a remuneration consultant is approved by the Supervisory Board or the Committee (and must be independent of the Management Board, and also the Company) and the remuneration consultant must report its recommendation directly to either or both of the members of the Supervisory Board or members of this Committee;
- (e) the Committee and the Supervisory Board are satisfied with the arrangements put in place to ensure that any remuneration recommendation made by the remuneration consultant is made free from undue influence from any member of the key management personnel to whom the recommendation relates; and
- (f) the Committee will provide the Supervisory Board with information sufficient to ensure that the Supervisory Board makes an informed decision in relation to the Committee's recommendations.

6. Reporting and disclosure

The Committee will liaise with the Supervisory Board in relation to the Company's remuneration related reporting in the financial statements and remuneration report required by applicable law (in each case, as applicable to the Company).

The Committee will make recommendations to the Supervisory Board regarding the process for evaluating performance of the Supervisory Board (including, individual members) and its committees.

7. Membership

7.1. Composition and size

The Committee will consist of at least three members of the Supervisory Board, the majority of which must be independent (as defined by the ASX Corporate Governance Council).

The Company will disclose the relevant qualifications and experience of the members of the Committee.

Each member must be free from any interest, position, association or relationship which, in the opinion of the Supervisory Board, could, or could reasonably be perceived to, materially interfere with the exercise of his or her independent judgement as a member of the Committee.

Each member is expected to possess adequate remuneration, regulatory and industry knowledge to carry out his or her responsibilities as a member of the Committee.

The term of service of Committee members will be reviewed by the chairperson of the Committee at least annually, with a view to rotating members periodically, but without losing the continuity of experience and knowledge gained by the members of the Committee.

7.2. Chairperson

The chairperson of the Committee is appointed by the Supervisory Board. If, for a particular Committee meeting, the Committee chairperson is not present, the Committee may elect a chairperson for the meeting.

The chairperson must be independent chair and will be either the chairman of the Supervisory Board or an independent member of the Supervisory Board. If the chairperson of the Committee is also the chairman of the Supervisory Board, then a separate chairperson will be appointed to chair any discussions by the Committee involving succession planning for the role as chairman of the Supervisory Board.

7.3. Secretarial responsibilities

The chairperson of the Committee will be responsible for the secretarial function of the Committee, and may delegate that function as the chairperson thinks appropriate.

8. Committee meetings and process

8.1. Meetings

Meetings and proceedings of the Committee are governed by the provisions in the Constitution and the rules of procedure for the Supervisory Board in so far as they are applicable.

8.2. Frequency and calling of meetings

The Committee will meet as frequently as required to undertake its role effectively. The chairperson must call a meeting of the Committee if requested by any member of the Committee, or the chairperson of the Supervisory Board.

8.3. Quorum

At least half of the members of the Committee constitute a quorum for meetings of the Committee.

8.4. Attendance by management and advisers

The Committee chairperson may invite the CEO, chief financial officer, any other member of the Management Board and external advisers and experts to attend meetings of the Committee.

8.5. Notice, agenda and documents

The chairperson of the Committee determines the meeting agenda after appropriate consultation.

Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda of items to be discussed and supporting documentation, will be circulated by the chairperson of the Committee to each Committee member and any other individual invited to attend.

8.6. Minutes

The chairperson of the Committee will keep minute books to record the proceedings and resolutions of Committee meetings.

The chairperson of the Committee, or delegate, will report to the Supervisory Board after each Committee meeting. Minutes of Committee meetings will be included in the papers for the next Supervisory Board meeting after each Committee meeting.

The Committee must refer any matter of significant importance to the Supervisory Board for its consideration and attention.

8.7. Access to information and advisers

The Committee has within the limits of applicable law direct and unlimited access to all resources necessary to discharge its duties and responsibilities, including engaging counsel, accountants or other experts as it considers appropriate. This may include requesting management or engaging external remuneration consultants to provide information to the Committee.

The Committee also has within the limits of applicable law the authority to conduct or direct any investigation required to fulfil its responsibilities.

9. Committee's performance evaluation

The Committee will review its performance at least annually, or earlier if circumstances dictate, and whenever there are major changes to the Management Board of the Company.

The performance evaluation will have regard to the extent to which the Committee has met its responsibilities in terms of this charter.

Committee members must be available to meet with external bodies if requested to do so in accordance with relevant laws, regulations or prudential standards.

10. Information to the Supervisory Board

The Committee will regularly inform the Supervisory Board on the work of the Committee.

11. Review and publication of the charter

The Supervisory Board will review this charter from time to time to ensure it remains relevant to the current needs of the Company. The charter may be amended by resolution of the Supervisory Board.

The charter is available on the Company's website.