

Invitation and Agenda for the

**Extraordinary
General Meeting of**

Marley Spoon AG

with its registered seat in Berlin, Germany,

on November 2, 2018

Marley Spoon AG

with its registered seat in Berlin, Germany, registered with the commercial register of the
Local Court of Charlottenburg under HRB 195994 B (the “**Company**”)

We hereby invite the shareholders of our Company to the
Extraordinary Shareholders’ Meeting
on November 2, 2018, at 07:00 a.m. (CET) / 05:00 p.m. (AEDT),
in the Company’s business premises at
Paul-Lincke-Ufer 39-40,
10999 Berlin,
Germany

I. Agenda

1. Presentation of the approved and adopted individual financial statements together with the management report of Marley Spoon GmbH for the financial year 2016 as well as the report of the Supervisory Board for the financial year 2016

As of the convocation [i.e., the date of this invitation], the aforementioned documents are available on the Company's website at:

<https://ir.marleyspoon.com/investor-centre/>

Further, as of the convocation [i.e., the date of this invitation], the aforementioned documents will be available at the Company's business premises for inspection by the shareholders. Upon a corresponding demand being made, each shareholder will be provided with a copy of the documents submitted without undue delay.

The documents will also be available during the general meeting in the Company's business premises.

With respect to agenda item 1, a resolution by the general meeting is not required since the Supervisory Board (*Aufsichtsrat*) has approved the individual financial statements for the financial year 2016 drawn up by the Management Board (*Vorstand*). The individual financial statements for the financial year 2016 are therefore adopted.

2. Resolution on the revocation of the auditor for the individual financial statements and the consolidated financial statements for the financial year 2018

On April 13, 2018, in connection with the conversion of Marley Spoon GmbH into Marley Spoon AG, the shareholders' meeting of Marley Spoon GmbH appointed PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Berlin office, Germany, as the auditor of its individual financial statements and its consolidated financial statements as well as for a review of – if any – interim financial statements for the financial year ending on December 31, 2018.

It is proposed that the appointment of PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Berlin office, Germany, as auditor of the individual financial statements and the consolidated financial statements for the financial year 2018 be revoked.

The appointment of PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Berlin office, Germany, as auditor of the individual financial statements for the financial year 2017 and for a review of interim financial statements for the financial year ending on December 31, 2018 shall remain unaffected.

The Management Board and the Supervisory Board therefore propose [to the shareholders' meeting] to resolve as follows:

The appointment of PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Berlin office, Germany, as auditor of the individual financial statements and the consolidated financial statements for the financial year 2018 is revoked.

3. Resolution on the appointment of the new auditor for the individual financial statements and the consolidated financial statements for the financial year 2018

It is proposed that Ernst & Young GmbH, Wirtschaftsprüfungsgesellschaft, Stuttgart, Germany, be appointed as new auditor for the financial year 2018, instead of PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Berlin office, Germany.

The Supervisory Board therefore proposes [to the shareholders' meeting] to resolve as follows:

Ernst & Young GmbH, Wirtschaftsprüfungsgesellschaft, Stuttgart, Germany, is appointed as new auditor for the individual financial statements and the consolidated financial statements for the financial year 2018.

* * * *

II.

Additional information for shareholders

Availability on the Company's website

The invitation to the extraordinary general meeting of the Company on November 2, 2018 is also available on the Company's website at:

<https://ir.marleyspoon.com/investor-centre/>

Participation and exercise of voting rights in the general meeting

All shareholders who are entered into the share register of the Company on the day of the general meeting and who have registered themselves on time are eligible to attend the general meeting and cast votes. The registration must arrive by no later than October 26, 2018, 12:00 p.m. (midnight) (CEST) / October 27, 2018, 09:00 a.m. (AEDT), at the Company's address:

Marley Spoon AG
Paul-Lincke-Ufer 39-40
Attn: Dr. Mathias Hansen
10999 Berlin,
Germany

Email: mathias.hansen@marleyspoon.com

With copy to: Leanne.Ralph@boardroomlimited.com.au

Shareholders registered in the share register who cannot attend the general meeting in person may be represented by an authorized representative of their choice (or a proxy), including a financial institution or a shareholder association. The power of attorney is to be granted in text form (Section 16 para. 2 sentence 1 of the Constitution), i.e. in writing, via facsimile or email. The form requirement does not apply if a financial institution, a shareholder association or a person or institution that is considered equivalent pursuant to Sec. 135 para. 8 or Sec. 135 para. 10 in connection with Sec. 125 para. 5 of the German Stock Corporation Act is granted power of attorney, given that the aforementioned institutions or persons have to only keep a verifiable record of such power of attorney pursuant to Sec. 135 para. 1 sentence 2 of the German Stock Corporation Act.

Motions and election proposals

Each shareholder is entitled to submit counter-motions or election proposals with respect to the agenda items. The Company will make motions by shareholders, including the shareholder's name, explanation and statement of the administration, if any, available, if the shareholder has sent to the following address at least 14 days prior to the extraordinary general meeting, i.e. by no later than October 18, 2018, 12:00 p.m. (midnight) (CEST) /

October 19, 2018, 09:00 a.m. (AEDT), a counter-motion against a proposal by the Management Board and/or the Supervisory Board regarding a certain agenda item together with an explanation:

Marley Spoon AG
Attn: Dr. Mathias Hansen
Paul-Lincke-Ufer 39-40,
10999 Berlin,
Germany
Email: mathias.hansen@marleyspoon.com
With copy to: Leanne.Ralph@boardroomlimited.com.au

These regulations apply *mutatis mutandis* to election proposals submitted by a shareholder. The election proposal does not have to be supported by a statement of grounds. The right of each shareholder to submit counter-proposals with respect to agenda items or election proposals during the general meeting also without a prior submission to the Company remains unaffected.

The decisive text of this invitation is the German text version. The English text is a convenience translation only.

Live transmission of the extraordinary general meeting

As determined by the Chairman of the general meeting, the entire extraordinary general meeting on November 2, 2018 will be webcast live to shareholders and CDI-holders of Marley Spoon AG over the internet starting at 07:00 a.m. (CET) / 05:00 p.m. (AEDT). In due time prior to the extraordinary general meeting, shareholders and those CDI-holders applying for that will be sent a link and confidential access data with which they will be able to access the online transmission of the extraordinary general meeting on November 2, 2018 beginning at 07:00 a.m. (CET) / 05:00 p.m. (AEDT). The live transmission of the extraordinary general meeting does not allow for a participation in the general meeting within the meaning of Sec. 118 para. 1 sentence 2 of the German Stock Corporation Act.

CDI holders wishing to access the online transmission of the extraordinary general meeting can request the link and the confidential access data by sending their name and CDI holder number to:

Marley Spoon AG
Attn: Dr. Mathias Hansen
Paul-Lincke-Ufer 39-40,
10999 Berlin,
Germany
Email: mathias.hansen@marleyspoon.com

LODGE YOUR INSTRUCTION



ONLINE

www.linkmarketservices.com.au



BY MAIL

Marley Spoon AG
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

CDI VOTING INSTRUCTION FORM

Note: Voting instructions in accordance with Option A will only be valid and accepted if this form, executed by you, is received in accordance with the instructions above by no later than **9.00am Australian Eastern Daylight Time on Saturday, 27 October 2018**. To ensure that any proxy appointed under Option B is eligible to vote in accordance with your instructions, you should also ensure that this form, executed by you with the box in Option B completed, is received in accordance with the instructions above by no later than that time.

STEP 1: OPTION A

DIRECTION TO CHESSE DEPOSITARY NOMINEES PTY LTD

I/We being a holder of CHESSE Depository Interests (**CDIs**) of Marley Spoon AG (**Company**) hereby direct CHESSE Depository Nominees Pty Ltd (**CDN**) to vote the shares underlying my/our CDI holding at the Extraordinary General Meeting of shareholders of the Company to be held at **7:00am (Central European Time) on Friday, 2nd November 2018 at Paul-Lincke-Ufer 39-40, 10999 Berlin, Germany**, and at any adjournment or postponement of that Meeting, in accordance with the following directions. By execution of this CDI Voting Instruction Form the undersigned hereby authorises CDN to appoint such proxies, attorneys or their substitutes in their discretion to vote in accordance with the directions set out below.

STEP 1: OPTION B

PROXY APPOINTMENT – this only needs to be completed if you wish to attend the Meeting or appoint another person to attend the Meeting as your proxy. Leave this box blank if you wish to have votes cast in accordance with Option A.

If you wish to attend the Meeting in person or appoint another person or company other than CDN, who need not be a stockholder, to attend and act on your behalf at the Meeting or any adjournment or postponement thereof, please insert their name(s) in this box.

Link will then send you a legal form of proxy which will grant you or the person specified by you the right to attend and vote at the Meeting as CDN's proxy. Please remember that a legal proxy is subject to all terms and conditions that apply to proxies and authorised representatives as outlined in the *Notice of Extraordinary General Meeting* including any cut off time for receipt of valid proxies.

STEP 2

VOTING INSTRUCTIONS

Please read the voting instructions overleaf before marking any boxes with an

Resolutions

2 Resolution on the revocation of the auditor for the individual financial statements and the consolidated financial statements for the financial year 2018

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Resolution on the appointment of the new auditor for the individual financial statements and the consolidated financial statements for the financial year 2018.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* If you do not mark the "For", "Against" or "Abstain" box your vote will not be counted.

** If you wish to vote a portion of your CDI's see voting instructions overleaf.

STEP 3

SIGNATURE OF CDI HOLDERS – THIS MUST BE COMPLETED

CDI Holder 1 (Individual)

Joint CDI Holder 2 (Individual)

Joint CDI Holder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the CDI Holder in accordance with the instructions overleaf.

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HOW TO COMPLETE THIS CDI VOTING INSTRUCTION FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's CDI register. If this information is incorrect, please make the correction on the form. CDI Holders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your CDIs using this form.**

DIRECTION TO CHESSE DEPOSITARY NOMINEES PTY LTD

Each CHESSE Depositary Interest (CDI) is evidence of an indirect ownership in the Company's shares of common stock (Shares). The underlying Shares are registered in the name of CHESSE Depositary Nominees Pty Ltd (CDN). As holders of CDIs are not the legal owners of the Shares, CDN is entitled to vote at the Meetings of shareholders on the instruction of the registered holders of the CDIs. In addition, by executing this CDI Voting Instruction Form, the CDI Holder authorises CDN to appoint such proxies or their substitutes in their direction to vote in accordance with the instructions provided by the CDI Holder.

APPOINTMENT OF A PROXY

If you wish to attend the Meeting in person or appoint some person or company other than CDN, who need not be a stockholder, to attend and vote at the Meeting or any adjournment or postponement thereof, please insert your name(s) as CDN's proxy or the name of your chosen appointee in the box in Step 1: Option B. Link will then send you a legal form of proxy which will grant you or the person specified by you the right to attend and vote at the Meeting. Please remember that a legal proxy is subject to all terms and conditions that apply to proxies as outlined in the *Notice of Extraordinary General Meeting*.

VOTES ON ITEMS OF BUSINESS

You may direct CDN or your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your CDIs will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage you wish to vote in the appropriate box or boxes. If the portion of votes indicated is less than 100% only the indicated portion will be voted. If the portion of votes indicated exceeds 100%, the excess above 100% will be ignored in the manner determined by CDN or your appointed proxy in their discretion. If you do not mark any of the boxes on the items of business, your vote will not be counted. If you mark more than one box on an item your vote on that item will be invalid except where validly allocating portion of votes in more than one box for that item.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either holder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with Link. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: with respect to an Australian company, where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place. With respect to a U.S. company or other entity, this form may be signed by one officer. Please give full name and title under the signature.

LODGEMENT OF A CDI VOTING INSTRUCTION FORM

Voting instructions in accordance with Option A will only be valid and accepted if this form, executed by you, is received in accordance with the instructions below by no later than **9.00am Australian Eastern Daylight Time on Saturday, 27 October 2018**. To ensure that any proxy appointed under Option B is eligible to vote in accordance with your instructions, you should also ensure that this form, executed by you with the box in Option B completed, is received in accordance with the instructions below by no later than that time. In either case if you are signing under a Power of Attorney, you must also lodge that document with Link.

CDI Voting Instruction Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the CDI Voting Instruction Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the CDI Voting Instruction Form).



BY MAIL

Marley Spoon AG
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* in business hours (Monday to Friday, 9:00am–5:00pm)

DISCRETION RETAINED

To the extent permitted by applicable laws and the rules of the Australian Securities Exchange and its subsidiaries, the Company and CDN retain the discretion to correct any errors or complete any blanks in this form or waive any procedural or time requirements in relation to this form to the extent necessary to give effect to a voting instruction in Step 2.