[Convenience Translation]

Marley Spoon SE

Berlin

registered in the commercial register of the Charlottenburg Local Court under HRB 250627 B

(hereinafter referred to as the "**Company**")

We hereby invite the shareholders of our Company to attend the

the 2026 Extraordinary General Meeting

on 26 January 2026 at 10:00 a.m. (CET)

at the offices of

GÖRG Partnerschaft von Rechtsanwälten mbB
23rd floor
Kantstraße 164
10623 Berlin
Germany

I.
Agenda

1. Notification by the Management Board pursuant to Section 92 of the German Stock Corporation Act (AktG) that the company has incurred a loss amounting to half of its share capital.

The General Meeting is notified that the company has incurred a loss amounting to more than half of its share capital.

In accordance with the statutory provisions, no resolution by the General Meeting is required regarding this notification.

The Management Board will report on the Company's situation at the General Meeting.

2. Resolution on the reduction of share capital through the redemption of shares in a simplified procedure and amendment of the Articles of Association.

In order to achieve a neat reduction ratio of 15 : 4 for the ordinary capital reduction proposed under item 3 of the agenda, one shareholder has agreed to transfer seven shares to the Company free of charge. These seven shares are to be redeemed and the share capital reduced accordingly from EUR 73,559,137.00 by EUR 7.00 to EUR 73,559,130.00.

The Management Board and Supervisory Board therefore propose that the following resolutions be passed:

a) The share capital of the Company of EUR 73,559,137.00 (in words: seventy-three million five hundred and fifty-nine thousand one hundred and thirty-seven euros) is increased by EUR 7.00 (in words: seven euros) to EUR 73,559,130.00 (in words: seventy-three million, five hundred and fifty-nine thousand, one hundred and thirty euros), divided into 73,559,130 registered no-par value shares. The capital reduction will be carried out by way of a simplified procedure in accordance with Section 237 (3) No. 1, (4) and (5) of the German Stock Corporation Act (AktG) by redeeming seven shares which the Company has acquired free of charge. The capital reduction by way of redemption is being carried out for the purpose of transferring the amount to the Company's capital reserves and to achieve a smooth reduction ratio of 15 : 4 for the ordinary capital reduction proposed under item 3 of the agenda. The proportionate amount of the share capital attributable to the seven shares to be redeemed, amounting to EUR 7.00, will be transferred to the Company's capital reserves.

b) The Management Board is authorised, with the approval of the Supervisory Board, to determine the further details of the reduction in share capital and its implementation.

c) In line with the above resolution, Section 3 (1) and (2) of the Articles of Association (Share Capital) shall be amended as follows with effect from the date on which the capital reduction takes effect:

"(1) Das Grundkapital der Gesellschaft beträgt EUR 73.559.130,00, (in Worten: dreiundsiebzig Millionen fünfhundertneunundfünfzigtausend einhundertdreißig Euro). Es wurde in Höhe von EUR 82.084,00 (in Worten: zweiundachtzigtausend-vierundachtzig Euro) durch Formwechsel gemäß §§ 190 ff. UmwG der im Handelsregister	*(1) The share capital of the Company is EUR 73,559,130.00 (in words: seventy-three million five hundred fifty-nine thousand one hundred thirty Euros). It has been provided in the amount of EUR 82,084.00 (in words: eighty-two thousand eighty-four Euros) by way of conversion pursuant to Sections 190 et seqq. of the German Conversion Act (Umwandlungsgesetz, "UmwG") of Marley Spoon GmbH with*

des Amtsgerichts Charlottenburg unter HRB 158261 B eingetragenen Marley Spoon GmbH mit Sitz in Berlin erbracht.

registered office in Berlin, registered with the commercial register of the local court number HRB 158261 B.

(2) Das Grundkapital der Gesellschaft ist eingeteilt in 73.559.130 Stückaktien (Aktien ohne Nennbetrag).

(2) The share capital of the Company is divided into 73,559,130 no-par-value shares (shares without nominal value).

3. Resolution on the reduction of the share capital in simplified form for the purpose of covering losses and transferring amounts to the capital reserve by consolidating shares and on the amendment of the Articles of Association.

The Management Board and Supervisory Board propose that the following resolution be adopted:

a) The Company's share capital of EUR 73,559,130.00 (in words: seventy-three million five hundred and fifty-nine thousand one hundred and thirty euros) shall be reduced by EUR 53,943,362.00 (in words: fifty-three million nine hundred and forty-three thousand three hundred and sixty-two euros) to EUR 19,615,768.00 (in words: nineteen million six hundred and fifteen thousand seven hundred and sixty-eight euros), divided into 19,615,768 registered shares. The reduction shall be carried out in accordance with the provisions on simplified capital reduction (Sections 229 et seq. of the German Stock Corporation Act (AktG)) at a ratio of 15 : 4 in order to offset impairments totaling EUR appr. 214 million (in words: two hundred and fourteen million euros) and to cover other losses. It will be carried out by combining 15 registered shares into 4 registered shares.

b) The Executive Board is authorised, with the approval of the Supervisory Board, to regulate the further details of the implementation of the resolution.

c) In line with the above resolution, Section 3 (1)) and (2) of the Articles of Association (Share Capital) shall be amended as follows with effect from the date on which the capital reduction takes effect:

"(1) Das Grundkapital der Gesellschaft beträgt EUR 19.615.768,00 (in Worten: neunzehn Millionen sechshundertfünfzehntausend siebenhundertachtundsechzig Euro). Es wurde in Höhe von EUR 82.084,00 (in Worten:

(1) The share capital of the Company is EUR 19,615,768.00 (in words: nineteen million six hundred thousand seven hundred sixty-eight). It has been provided in the amount of EUR 82,084.00 (in words: eighty-two thousand

	zweiundachtzigtausend-vierundachtzig Euro) durch Formwechsel gemäß §§ 190 ff. UmwG der im Handelsregister des Amtsgerichts Charlottenburg unter HRB 158261 B eingetragenen Marley Spoon GmbH mit Sitz in Berlin erbracht.	*eighty-four euros) by way of conversion pursuant to Sections 190 et seq. of the German Conversion Act (Umwandlungsgesetz, "UmwG") of Marley Spoon GmbH with registered office in Berlin, registered with the commercial register of the local court number HRB 158261 B.*
(2)	*Das Grundkapital der Gesellschaft ist eingeteilt in 19.615.768 Stückaktien (Aktien ohne Nennbetrag).*	*(2) The share capital of the Company is divided into 19,615,768 no-par-value shares (shares without nominal value).*

4. Resolution on the adjustment and cancellation of the conditional capitals and authorised capitals and amendment of the Articles of Association

With regard to the simplified capital reduction proposed under agenda item 3, the Executive Board and Supervisory Board propose that the following resolutions be passed:

a) The existing authorisation of the Management Board to increase the Company's share capital by up to a total of EUR 828,848.00 by 30 May 2027 with the approval of the Supervisory Board by issuing up to 828,848 new registered no-par-value shares against cash and/or non-cash contributions on one or more occasions (in words: eight hundred and twenty-eight thousand eight hundred and forty euros) in one or more tranches in exchange for cash and/or non-cash contributions ("**Authorised Capital 2022/I"**) is limited to the issue of up to 221,026.00 new registered no-par value shares in exchange for cash and/or non-cash contributions up to a total of EUR 221,026.00 (in words: two hundred and twenty-one thousand twenty-six euros) for cash and/or non-cash contributions; any further authorisation of the Executive Board within the scope of Authorised Capital 2022/I is revoked.

b) The existing authorisation of the Management Board, with the approval of the Supervisory Board, to increase the Company's share capital by up to EUR 400,000.00 (in words: four hundred thousand euros) against cash and/or non-cash contributions on one or more occasions by issuing up to 400,000 new registered no-par value shares ("**Authorised Capital 2021/II**") is revoked.

c) The existing authorisation of the Management Board, with the approval of the Supervisory Board, to increase the Company's share capital by up to EUR 200,000.00 (in words: two hundred thousand euros) against cash and/or non-cash contributions on one or more occasions by issuing up to 200,000 new registered no-par value shares ("**Authorised Capital 2021/III**") is hereby revoked.

d) The existing authorisation of the Management Board, with the approval of the Supervisory Board, to increase the Company's share capital by up to EUR 100,000.00 (in words: one hundred thousand euros) against cash and/or non-cash contributions on one or more occasions by issuing up to 100,000 new registered no-par value shares ("**Authorised Capital 2022/II**") is hereby revoked.

e) The existing authorisation of the Executive Board, with the approval of the Supervisory Board, to increase the Company's share capital by up to EUR 9,300.00 (in words: nine thousand three hundred euros) against cash and/or non-cash contributions on one or more occasions by issuing up to 9,300 new registered no-par value shares ("**Authorised Capital 2022/III**") is hereby revoked.

f) In accordance with the above resolutions, Section 3 (3) subparagraph 1 and paragraphs 8, 9, 11 and 12 of the Articles of Association are amended as follows:

"(3) Der Vorstand ist ermächtigt, das Grundkapital der Gesellschaft bis zum 30. Mai 2027 mit Zustimmung des Aufsichtsrats durch Ausgabe von bis zu 221.026 *neuen, auf den Namen lautenden Stückaktien gegen Bar- und/oder Sacheinlage einmalig oder mehrmals um bis zu insgesamt EUR 221.026,00 (in Worten: zweihunderteinundzwanzigtausend sechsundzwanzig Euro) zu erhöhen („**Genehmigtes Kapital 2022/I**“).*	*(3) The Management Board is authorised until 30 May 2027 to increase the share capital of the Company on one or more occasions with the approval of the Supervisory Board by a total of up to EUR 221,026 (in words: two hundred twenty-one thousand twenty-six euros) by issuing up to 221,026 new no-par-value registered shares against contribution in cash and/or in kind ("**Authorised Capital 2022/I**").*
(8) (Aufgehoben)	*(8) (Revoked)*
(9) (Aufgehoben)	*(9) (Revoked)*

(11)	*(Aufgehoben)*	*(11)*	*(Revoked)*
(12)	*(Aufgehoben)*	*(12)*	*(Revoked)*

g) The Management Board and Supervisory Board are instructed not to submit the resolution on agenda items 4 a) to f) (adjustment and cancellation of conditional capitals and authorised capitals and amendment to the Articles of Association) to the Commercial Register for entry until the implementation of the resolutions of the General Meeting on agenda item 3 (reduction of share capital) has been entered in the Commercial Register.

5. Resolution on the election of a member of the Supervisory Board

In accordance with Art. 40 (2), (3) of Regulation (EC) No. 2157/2001 (SE Regulation), § 17 (1) SEAG, § 21 SEBG in conjunction with § 8 (1) of the Company's Articles of Association, the Company's Supervisory Board currently consists of four members, all of whom are Supervisory Board members representing the shareholders. The Company is not subject to co-determination. All members of the Company's Supervisory Board are elected by the General Meeting. The General Meeting is not bound by election proposals.

Supervisory Board member Erika Söderberg Johnsson resigned from her position as a member of the Supervisory Board with effect from the end of this Extraordinary General Meeting.

In view of this, the Supervisory Board proposes

> Dr. Ralph Kudla, resident in Berlin, Federal Republic of Germany, Managing Director of Kerkhoff Group GmbH,

for a term of office beginning at the end of the Extraordinary General Meeting and ending at the end of the General Meeting that decides on the discharge of the Supervisory Board for the second financial year after the beginning of the term of office (not counting the financial year in which the term of office begins).

Dr Ralph Kudla is Managing Director at the international consulting firm Interpath, headquartered in London. Previously, he was responsible for Kerkhoff Consulting, a management consultancy for purchasing and supply chain management, which he successfully sold to Interpath in early 2025 and integrated as a centre of excellence. From 2007 to 2021, he was a partner at CMP Capital Management-Partners, a private equity investor in medium-sized companies in special situations. During this time, he repeatedly took on roles as managing director for finance and restructuring and as an advisory board member in various companies (including Bavaria Yachtbau). Dr. Kudla began his career in management consulting at Roland Berger. He holds a degree in business administration (Westf. Wilhelms-Universität Münster) and a doctorate from the University of Rostock.

6. Resolution on the expansion of the Supervisory Board through a corresponding amendment to the Articles of Association

The Company's Supervisory Board currently consists of four members, all of whom are Supervisory Board members representing the shareholders, in accordance with Art. 40 (2), (3) of Regulation (EC) No. 2157/2001 (SE Regulation), § 17 (1) SEAG, § 21 SEBG in conjunction with § 8 (1) (1) of the Company's Articles of Association, all of whom are Supervisory Board members representing the shareholders. The Company is not subject to co-determination. All members of the Company's Supervisory Board are elected by the General Meeting. The General Meeting is not bound by election proposals.

The Management Board and Supervisory Board propose to amend Section 8 (1) of the Articles of Association and to reword it as follows:

"(1) Der Aufsichtsrat besteht aus sechs Mitgliedern, die von der Hauptversammlung gewählt werden.	*(1) The Supervisory Board shall consist of six members who are elected by the General Meeting."*

7. Election of two additional Supervisory Board members

If the Extraordinary General Meeting approves the expansion of the Supervisory Board proposed under agenda item 6, two new members must be elected to the Supervisory Board, which will then consist of six members. These members shall become members of the Supervisory Board upon entry of the amendment to the Articles of Association regarding the expansion of the Supervisory Board in accordance with agenda item 6 in the Commercial Register.

Following the entry of the amendment to the Articles of Association in accordance with the resolution of the Extraordinary General Meeting on agenda item 6 in the Commercial Register, the Supervisory Board shall consist of six Supervisory Board members representing the shareholders, who shall be elected by the General Meeting in accordance with Art. 40 (2), (3) of Regulation (EC) No. 2157/2001 (SE Regulation), Section 17 (1) SEAG and Section 21 SEBG, the Supervisory Board shall consist of six Supervisory Board members representing the shareholders, who shall be elected by the General Meeting. The General Meeting is not bound by any election proposals.

That being said, the Supervisory Board proposes

a) Mr Greg Greifeld, resident in New York, New York State / United States of America, Chief Investment Officer of Runway Growth Capital LLC, and

b) Ms Avisha Khubani, resident in New York, New York State / United States of America, Managing Director of Portfolio Analytics at Runway Growth Capital LLC,

be elected as members of the Supervisory Board for a term beginning at the entry of the amendment to the Articles of Association in accordance with the resolution of the Extraordinary General Meeting on agenda item 6 in the Commercial Register and ending at the end of the General Meeting that decides on the discharge of the Supervisory Board for the fifth financial year after the beginning of the term of office (not counting the financial year in which the term of office begins).

Greg Greifeld has been with Runway Growth Capital since 2015 and currently serves as Chief Investment Officer. Previously, Greg worked for HPS Investment Partners (formerly Highbridge Principal Strategies) as a member of the CFO/COO office. HPS is a global alternative investment firm with $33 billion in assets under management, focusing on direct lending. Prior to joining HPS, he worked in various departments at J.P. Morgan. Greg Greifeld holds a Bachelor of Arts degree from Bard College.

Avisha Khubani joined Runway Growth Capital in 2018 and serves as Managing Director of Portfolio Analytics. In this role, Ms. Khubani is responsible for monitoring the performance of portfolio companies. She has served on three boards of directors as a director or observer. Prior to joining Runway, Ms. Khubani was a Vice President in the Portfolio Valuation group at Duff & Phelps, where she performed valuations of illiquid private equity fund portfolios and assessed complex portfolios of private credit and equity investments, including senior secured and subordinated debt, convertible preferred and common stock, warrants and other derivatives. Ms. Khubani holds an M.B.A. from New York University's Stern School of Business and a bachelor's degree from Montclair State University. She is also a Chartered Financial Analyst.

8. Resolution on an amendment to the Articles of Association concerning virtual general meetings

The Act on the Introduction of Virtual General Meetings of Stock Corporations and Amendment of Cooperative, Insolvency and Restructuring Law Provisions (Federal Law Gazette I No. 27 2022, p. 1166 ff.) now permanently regulates virtual general meetings in the German Stock Corporation Act (AktG). Pursuant to Section 118a (1) sentence 1 AktG, the Articles of Association may provide or authorise the Management Board to provide that General Meetings may be held without the physical presence of the shareholders or their proxies at the venue of the General Meeting (virtual General Meeting). Such authorisation of the Management Board is to be resolved.

The Management Board and Supervisory Board therefore propose that the following resolution be adopted:

Section 16 of the Company's Articles of Association shall be supplemented after paragraph (3) with the following new paragraph (4):

"(4)	*Der Vorstand ist ermächtigt, vorzusehen, dass die Hauptversammlung ohne physische Präsenz der Aktionäre oder ihrer Bevollmächtigten am Ort der Hauptversammlung abgehalten wird (virtuelle Hauptversammlung). Diese Ermächtigung gilt für einen Zeitraum von fünf Jahren nach Eintragung dieser Satzungsbestimmung in das Handelsregister der Gesellschaft.*	*(4)*	*The Management Board is authorised to arrange for the General Meeting to be held without the physical presence of shareholders or their proxies at the venue of the General Meeting (Virtual General Meeting). This authorisation shall be valid for a period of five years after this provision of the Constitution has been entered in the Company's commercial register."*

9. Resolution on an amendment to the Articles of Association concerning the virtual participation of Supervisory Board members in Annual General Meetings

According to Section 118 (3) sentence 1 AktG, the members of the Supervisory Board should participate in the Annual General Meeting in person. However, pursuant to Section 118 (3) sentence 2 AktG, the Articles of Association may provide for certain cases in which members of the Supervisory Board may participate by means of video and audio transmission. The Company would like to make use of this option and, in particular, enable Supervisory Board members to participate in a virtual Annual General Meeting by means of video and audio transmission.

The Supervisory Board and Management Board therefore propose that the following resolution be adopted:

Section 17 of the Company's Articles of Association shall be supplemented after paragraph (4) with the following new paragraph (5):

"(5)	*Mitgliedern des Aufsichtsrats ist die Teilnahme an der Hauptversammlung im Wege der Bild- und Tonübertragung gestattet, (i) wenn ihr Wohnsitz außerhalb der Bundesrepublik Deutschland oder in großer Entfernung vom Versammlungsort liegt, (ii) wenn sie*	*(5)*	*Members of the Supervisory Board are permitted to participate in the General Meeting by means of video and audio transmission (i) if they reside outside the Federal Republic of Germany or at a considerable distance from the venue of the meeting, (ii) if they are prevented*

aus beruflichen oder gesundheitlichen Gründen verhindert sind, in der Hauptversammlung physisch anwesend zu sein, oder (iii) wenn die Hauptversammlung als virtuelle Hauptversammlung ohne physische Präsenz der Aktionäre oder ihrer Bevollmächtigten am Ort der Hauptversammlung abgehalten wird (§ 16 Abs. (4)).

from being physically present at the General Meeting for professional or health reasons, or (iii) if the General Meeting is held as a Virtual General Meeting without the physical presence of shareholders or their proxies at the venue of the General Meeting (Section 16 para. (4)).”

II.
Further information for shareholders

1. Availability on the Company's website

The invitation to the Company's Extraordinary General Meeting on 26 January 2026 can be viewed at the Company's offices: Marley Spoon SE, Wrangelstraße 100, 10997 Berlin, Germany, and is also available on the Company's website:

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

2. Participation and exercise of voting rights at the Annual General Meeting

All shareholders who are entered in the Company's share register on the day of the Extraordinary General Meeting and who have registered in good time to participate are entitled to participate and vote. The registration must be received by the Company no later than 19 January 2026, by midnight (CET), at the following address:

Marley Spoon SE
Attn: Peter Lorenz
Wrangelstraße 100
10997 Berlin
Germany
Email: legal@marleyspoon.com

Shareholders who are entered in the share register but are unable to attend the Annual General Meeting in person may be represented by a proxy of their choice, including a credit institution or a shareholders' association. The power of attorney must be issued in text form (Section 126b of the German Civil Code (BGB)) (Section 17 (2) sentence 1 of the Company's Articles of Association), i.e. in particular in writing or by email. The written

form requirement does not apply to the authorisation of an intermediary, a shareholders' association or a person or institution equivalent to these pursuant to Section 135 (8) AktG (German Stock Corporation Act) ; in this case, the power of attorney must merely be verifiably recorded in accordance with Section 135 (1) sentence 2 AktG.

3. Counter-motions and election proposals

Every shareholder is entitled to submit counter-motions to proposals made by the Management Board and/or Supervisory Board on items on the agenda or to submit election proposals. The Company will make counter-motions received in good time, including the name of the shareholder, a statement of reasons and any comments from the management, available if they are submitted to the following address at least 14 days before the Extraordinary General Meeting, i.e. by 11 January 2026, 24:00 (CET):

Marley Spoon SE
Attn: Mr Peter Lorenz
Wrangelstraße 100, 10997 Berlin
Germany
Email: legal@marleyspoon.com

The above rules apply accordingly to election proposals. However, no justification is required for this. The right of each shareholder to submit counter-motions or election proposals at the Annual General Meeting, even without prior notification to the Company, remains unaffected.

4. Information on data protection

When you register for the Annual General Meeting or issue a proxy, we collect personal data about you and/or your proxy. This is done to enable shareholders to exercise their rights at the Annual General Meeting. Marley Spoon SE processes your data as the controller in compliance with the provisions of the EU General Data Protection Regulation (GDPR) and all other relevant laws. Details on the handling of your personal data and your rights under the GDPR can be found on the website for the Annual General Meeting at:

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

Berlin, December 2025

Marley Spoon SE
The Executive Board