

I. Structure and general remarks

Marley Spoon Group SE, a European company (*Societas Europaea*) incorporated and existing under the laws of the Grand Duchy of Luxembourg with its registered office at 9 Rue de Bitbourg, 1273 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Trade and Companies Register under number B257664, is a Luxembourg-governed company, whose class A shares are listed on the regulated market of the Frankfurt Stock Exchange (**General Standard**), (the “**Company**”). The corporate governance of the Company is established in accordance with the relevant Luxembourg Law, the Company's articles of association (referred to as the “**Articles of Association**”), and the rules of procedure governing the Company's management board (referred to as the “**Management Board**”, with its corresponding rules known as the “**Rules of Procedure of the Management Board**”), as well as the rules of procedure governing the Company's supervisory board (referred to as the “**Supervisory Board**”, and its corresponding rules known as the “**Rules of Procedure of the Supervisory Board**”). Corporate governance covers the whole system of managing and monitoring a company, the principles, processes, and guidelines that shape the way that it is managed, and the system of internal and external control and monitoring mechanisms. The Management Board and the Supervisory Board believe that corporate governance is essential to the Company's long-term success. Compliance with these standards also promotes the trust that investors, employees, business partners, and the public have in the management and supervision of the Company.

Structure of the Corporate Governance Regimes applicable to the Company

The corporate governance of the Company is essentially determined by the provisions of the Luxembourg law of 10 August 1915 on commercial companies, as amended. Being a company with a certain class of its shares listed on a regulated market, the Company is also subject to the law of 24 May 2011 on the exercise of certain shareholders' rights at general meeting in listed companies, as amended. However, the Company is not required to adhere to the Luxembourg corporate governance regime applicable to companies whose shares are traded in Luxembourg or to the German corporate governance regime applicable to listed companies in Germany. The Company has opted not to apply the Luxembourg or German corporate governance regime in its entirety voluntarily, either. Nonetheless, the Company remains committed to applying and implementing a high standard of corporate governance throughout its organization and has therefore chosen to establish its own set of corporate governance rules, detailed in the subsequent paragraphs, to build up a corporate governance structure, that aligns the specific needs and interests of the Company.

2. Code of Conduct and Compliance

The Company has also issued a corporate code of conduct (the “Code of Conduct”).¹ Under the Code of Conduct, all employees of the Marley Spoon group (the “**Group**”) are required to abide by applicable laws and practice a culture of integrity. The Code of Conduct outlines the core values of the Company.

In every business interaction, the employees and teams of the Group collaborate transparently, demonstrating respect and engaging in positive cooperation with both internal colleagues and external business partners. This cultivates a workplace culture and environment that enables each employee to excel in their work and ensures a secure working atmosphere. The employees of the Group are made aware of the problem of possible conflicts of interest and are bound by rules on how to behave in the event of actual or potential conflicts of interest.

The Group acknowledges its general responsibility as a corporate citizen for respecting human rights worldwide. In its employment and commercial relationships – and therefore both internally and with its business partners – the Group views human rights as the minimum standard to be upheld

¹ Through its operating subsidiary Marley Spoon SE.

as a matter of course. It follows the definition set out in the United Nations' Guiding Principles on Business and Human Rights, i.e. in the Universal Declaration of Human Rights (available on the UN website), as codified by the signatory states in the International Covenant on Civil and Political Rights (ICCPR), the International Covenant on Economic, Social and Cultural Rights (ICESCR), and the eight principles and rights at work prescribed in the fundamental conventions of the International Labour Organization (ILO) (available from the ILO website).

As the Company operates digital platforms, it recognizes the distinct responsibility associated with data protection and IT security. To protect all personal data of its employees, customers, suppliers, and business partners, the Company adheres to the applicable provisions and requirements under the relevant data protection laws. It is particularly dedicated to fundamental principles such as purpose limitation, storage limitations, and the accountability of the person responsible for processing the data. The Company has implemented suitable technical and organizational measures to prevent its data from unauthorized access. Furthermore, the Company attaches importance not to disclose confidential information, which may include, inter alia, technical and financial data or business strategies.

As a worldwide Company, we are aware that regulations intended to ensure that no relationships are entered into with sanctioned persons/companies or that financial resources are linked to money laundering practices or serve the financing of terrorism are of particular relevance to us and must be taken into account accordingly.

The Company's compliance system contributes to the effective implementation of the aforementioned values, principles, and rules. Employees are encouraged to be alert, and observant and to express concerns if they suspect a violation of a corporate governance rule. Concerns can be addressed to office superiors and/or the General Counsel. Furthermore, suspected wrongdoing can be reported through the Company's internal communication channels, on an anonymous basis via our whistleblowing system if preferred.

3. Procedures of the Management Board and the Supervisory Board

Management Board Procedures

The Management Board manages the Company. The Management Board is under the supervision of the Supervisory Board. Endowed with the broadest powers, the Management Board is empowered to act in the name of the Company and to take any action necessary or useful to fulfill the Company's corporate purpose, except the powers reserved to the Supervisory Board or the general meeting of shareholders of the Company by any laws or regulations or by the Articles of Association.

The Management Board is responsible for managing the Company in the Company's interest, i.e. taking account of shareholders, customers, employees, and other stakeholders with the aim of creating sustainable added value. It develops the Company's strategy, discusses it with the Supervisory Board, and ensures that it is implemented. The Management Board as a whole is collectively responsible for the Company's business, determines the budget and the allocation of resources, and makes key operational decisions. The three members of the Management Board work collaboratively and maintain constant communication about any significant measures and events within their area of responsibility.

The guidelines for collaboration and responsibilities of the Management Board members are specified in the Rules of Procedure of the Management Board. In terms of the day-to-day administration of the Company's affairs as well as the representation of the Company in relation to such daily management, the Management Board may delegate such responsibilities to one or several members of the Management Board, officers, or agents but not a member of the Supervisory Board. Under the Articles of Association, the Company is bound towards third parties by the joint signature of any two members of the Management Board, or by the sole signature or joint signature of any person(s) to whom such signatory power may have been delegated by the Management Board within the limits of such delegation. Within the limits of the daily management, the Company shall be bound towards third parties by the signature of any person(s) to whom such power may have been delegated, acting individually or jointly in accordance within the limits of such delegation.

The Management Board shall endeavour to meet at least once every half year. Additional meetings shall be convened if necessary. The Management Board shall regularly inform the Supervisory Board via its chairman of any other important event and business matters which may have a significant impact on the situation of the Company without undue delay. An important event shall be deemed to include business matters at an affiliated company of which the Management Board has become aware which may have a significant impact on the Company's situation. The information to be provided to the Supervisory Board shall be issued, to the extent possible, in due time and, in general, in written form. The Management Board shall at least address a written report to the Supervisory Board every three months.

Conflicts of interest between the governing bodies and other decision-makers in the Company or significant shareholders go against the principles of good corporate governance and may be harmful to the Company. Any member of the Management Board who has, directly or indirectly, a financial interest conflicting with the interest of the Company in connection with a transaction falling within the responsibility of the Management Board must have his declaration recorded in the minutes of the Management Board meeting, shall disclose such conflict of interests immediately to the Supervisory Board, and inform the other members of the Management Board thereof. The relevant member of the Management Board may neither take part in the discussions relating to such transaction nor vote on such transaction. Any such conflict of interest must be reported to the next general meeting of shareholders prior to such meeting taking any resolution on any other item in such general meeting of shareholders. The authorization of the Supervisory Board is also required for such transactions.

Supervisory Board Procedures

The Supervisory Board appoints the members of the Management Board and advises and monitors the Management Board in its management of the Company, without interfering with such management. The Supervisory Board shall oversee the Management Board's implementation of the Company's strategic objectives and the Company's values and the Management Board's performance generally, in particular with a view to creating long term sustainable value for its shareholders. The Supervisory Board shall supervise the development, implementation, compliance with and effectiveness of the Company's overall framework of governance, internal control and compliance, continuous disclosure, securities trading, remuneration, code of conduct, diversity, external communications, access to management and information, internal reporting and whistle blowing.

There is also a list of transactions provided in the Articles of Association, and the Rules of Procedure of the Supervisory Board for which the Management Board requires the express consent and/or ratification of the Supervisory Board. The Management Board and the Supervisory Board have a close and trusting working relationship focused on ensuring the sustained success of the Company. The Supervisory Board possesses an unrestricted right to access information related to all aspects of the Company's operations. A member of the Management Board cannot be a member of the Supervisory Board at the same time.

The Supervisory Board is involved in all decisions of substantial significance for the Company. The Supervisory Board conducts its business in accordance with the applicable law, the Articles of Association, and the Rules of Procedure of the Supervisory Board. It cooperates closely in an atmosphere of trust with the other corporate bodies of the Company, in particular with the Management Board, in the best interest of the Company. Under the Rules of Procedure of the Supervisory Board, the Supervisory Board must be composed of at least three members, with at least one member being independent. Currently, the Supervisory Board comprises three members, one of whom is independent.

The Supervisory Board has adopted the Rules of Procedure of the Supervisory Board, which govern the procedures and responsibilities of the Supervisory Board. The Supervisory Board shall endeavor to hold at least one meeting in each calendar quarter. Additional meetings are convened if necessary. The Supervisory Board reviews the efficiency of its activities at least annually.

Moreover, the Supervisory Board is bound by the same conflict of interest regulations as outlined for the Management Board in the previous description.

4. Composition of the Management Board and the Supervisory Board

Composition of the Management Board and respective changes

According to the Rules of Procedure of the Supervisory Board, diversity is considered when appointing members to the Management Board. Members of the Management Board must not exceed the age limit of 69.

The following table lists the current members of the Management Board:

Name	Nationality	Age	Position	Start of Term	Expected End of Term
Gilbert Fabian Siegel	German	48	CEO	2023	2028
Jennifer Bernstein	American	51	CFO	2023	2028
Daniel Raab	German	42	COO	2023	2026

Until 6 July 2023, the Management Board was composed of four members: Alexander Kudlich, Ludwig Ensthaler, Florian Leibert, and Werner Weynand. Gilbert Fabian Siegel and Jennifer Bernstein have been appointed as members of the Management Board with effect as of 7 July 2023 and Daniel Raab with effect as of 1 October 2023.

Composition of the Supervisory Board and respective changes

According to the Rules of Procedure of the Supervisory Board, each member of the Supervisory Board must have the required knowledge, abilities, and expert experience to fulfill his or her duties properly. At least one member of the Supervisory Board must have knowledge in the field of accounting and auditing. Each member of the Supervisory Board must ensure that he or she has sufficient time to perform his or her mandate. The members of the Supervisory Board are required to take responsibility for undertaking any training or professional development measures necessary to fulfill their duties. The Company shall adequately support them in this regard.

In the Rules of Procedure of the Supervisory Board, the Supervisory Board has specified the following goals for its composition and the following profile of skills and expertise for its members:

- The Supervisory Board members taken together shall have the required knowledge, abilities, and expert experience required to successfully complete their tasks.
- At least one member of the Supervisory Board shall not have any board position, consulting or representation duties with main suppliers, lenders, or other business partners of the Company.
- The Supervisory Board members must not exercise directorships or similar positions or advisory tasks for material competitors of the Company.
- The age limit for members of the Supervisory Board is 75.

According to the Rules of Procedure of the Supervisory Board, proposals by the Supervisory Board to the Company's general meeting for its composition must aim at fulfilling the aforementioned overall profile of the required skills and expertise.

The following table shows the current members of the Supervisory Board:

Name	Nationality	Age	Profession	Start of Term	Expected End of Term
Christian Gisy	German	57	Chairman of the board of AtHome Group	2023	2027
Alexander Kudlich	German	44	General Partner at 468 Capital	2023	2027
Yehuda Shmidman	American	42	Chairman and CEO of WHP Global, LLC	2023	2027

Until 6 July 2023, the Supervisory Board was composed of Stefan Kalteis, Mato Peric and Katharina Jünger. As from 6 July 2023, the Supervisory Board is composed of Christian Gisy, Alexander Kudlich and Yehuda Shmidman.

5. Corporate Governance Statement by the Management Board for the period ended 31 December 2023

The Management Board reaffirms its responsibility to ensure the maintenance of proper accounting records disclosing the consolidated financial position of the Company with reasonable accuracy at any time. It also emphasizes the implementation of an appropriate internal control system to ensure the efficient and transparent conduct of the Company's business operations.

In compliance with Article 3 of the Luxembourg law of 11 January 2008 on transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market, as amended, the Management Board declares that, to the best of their knowledge, the audited consolidated financial statements for the period ended 31 December 2023, prepared following International Financial Reporting Standards as adopted by European Union, give a true and fair view of the assets, liabilities, financial position as of that date and results for the period then ended.

Furthermore, the management's report provides a fair review of the development and performance of the Company's operations throughout the period. It also addresses business risks, where appropriate, faced by the Company along with other information required by Article 68ter of the Luxembourg law of 19 December 2002 on the Trade and Company Register and companies and on bookkeeping and annual accounts of companies and amending certain legal dispositions, as amended.



Fabian Siegel
CEO

Jennifer Bernstein

Jennifer Bernstein (30. April 2024 23:45 GMT+2)

Jennifer Bernstein
CFO