

Marley Spoon Group SE
(Formerly 468 SPAC II SE)
Société européenne

**UNAUDITED INTERIM CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS**

**FOR THE FINANCIAL PERIOD ENDED
30 JUNE 2023**

Registered office: 9, rue de Bitbourg
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Marley Spoon Group SE

Unaudited interim condensed consolidated financial statements for the
financial period ended 30 June 2023

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Marley Spoon Group SE

Interim Management Report for the financial period ended 30 June 2023

The Management Board of Marley Spoon Group SE (formerly 468 SPAC II SE and hereafter the “**Company**”) submit its interim management report with the unaudited interim condensed consolidated financial statements of the Company and its subsidiaries (the “**Group**”) for the financial period ended 30 June 2023.

1. Overview

The Company is a special purpose acquisition company (otherwise known as a blank cheque company) incorporated in Luxembourg on 26 July 2021 and registered with the Luxembourg Trade and Companies Register on 4 August 2021. The Company’s initial corporate purpose was the acquisition of a business with principal business operations in a member state of the European Economic Area or the United Kingdom or Switzerland that is based in the technology and technology-enabled sector with a focus on the sub-sectors consumer technology and software & artificial intelligence through a merger, capital stock exchange, share purchase, asset acquisition, reorganization or similar transaction (the “**Business Combination**”). The Company intended to complete the Business Combination using cash from the proceeds of the private placement of the class A shares and class A warrants (see below).

2. Review and development of the Group’s business, financial performance and financial position

The Company completed its Private Placement (the “**Private Placement**”) on 18 January 2022 through the issuance of 21,000,000 redeemable class A shares with a par value of EUR 0.016 (the “**Public Shares**”) and 7,000,000 class A warrants (the “**Public Warrants**”). The Public Shares are admitted to trading on the Frankfurt Stock Exchange under the symbol “SPV2” (see Note 19 of the interim condensed consolidated financial statements) on 20 January 2022. Likewise, the Public Warrants are also admitted to trading on the Frankfurt Stock Exchange under the symbol “SPVW”. One Public Share and one-third (1/3) of a Public Warrant (each, a “**Unit**”), were sold at a price of €10.00 per unit representing a total placement volume of EUR 210 million.

The sponsors of the Company subscribed to class B shares without nominal value amounting to EUR 120,000.00. On 11 January 2022 and as subsequently amended on 17 January 2022, the Sponsors, the members of the Supervisory Board of the Company, directly or through their affiliates, as well as BD1 GmbH and Fabian Zilker (together, the “**Co-Sponsors**”) subscribed to an aggregate 5,140,000 class B warrants (the “**Sponsor Warrants**”) at a total price of EUR 7,710,000. The class B shares and Sponsor Warrants are not publicly traded securities. The Sponsor has agreed to a lock-up period running at least until the Business Combination, subject to customary exceptions described in the Company’s prospectus (the “**Prospectus**”).

On 25 April 2023, the Company signed a Business Combination Agreement with Marley Spoon SE, a leading global subscription-based meal kit provider. On 6 July 2023, the Company completed its Business Combination with Marley Spoon SE.

Financial performance highlights

As a blank cheque company, the Group did not have an active business as of 30 June 2023. The Group did not generate revenue during the period ended 30 June 2023. The Group’s activities for the financial period ended 30 June 2023, subsequently to the completion of the Private Placement and listing on the Frankfurt Stock Exchange, were those necessary to identify a target company for a Business Combination and the potential acquisition, described below (See Notes 1 and 19). The Group incurred expenses as a result of being a public company (for legal, financial reporting, accounting and auditing compliance, and directors’ fees).

The net loss of the Group for the financial period ended 30 June 2023 was EUR 1,961,527, mainly due to the operating expenses and finance costs offset by the net fair value gain on the warrants.

Financial position highlights

As at 30 June 2023, the Group's main asset accounts refer to the cash in escrow which are the proceeds from the Private Placement, including the additional sponsor subscription to cover the negative interest. Whereas on the liability section, the significant balances refer to redeemable class A shares and class A and B warrants.

3. Principal risk and uncertainties

The Group has analysed the risks and uncertainties to which its business is subject, and the Management Board of the Company has considered their potential impact, their likelihood, controls that the Group has in place and steps the Group can take to mitigate such risks. With regards to the risks previously identified in relation to the Business Combination, these are no longer applicable as, on 25 April 2023, the Company signed a Business Combination Agreement with Marley Spoon SE, a leading global subscription-based meal kit provider, and, on 6 July 2023, the Company completed its business combination with Marley Spoon SE following the extraordinary general meeting of shareholders. The Group's principal risks and uncertainties can be summarised as follows:

Risk	Likelihood	Mitigating factors
<p><i>Legal and regulatory</i> The Company may be adversely affected by changes to the regulations, law, account and general tax environment in Luxembourg and Germany as well as the jurisdiction which the target business is subject to.</p>	Low	The Company is undertaking continuous control and monitoring measure of the ongoing legal and regulatory landscape. Moreover, the management and the supervisory board is supported by leading service providers on the respective legal, accounting and tax domains.
<p><i>Market conditions</i> The Company may be adversely affected by market conditions and events (e.g., the conflict between Russia and Ukraine or the COVID-19 pandemic).</p>	Low	On 25 April 2023, the Company has signed a Business Combination Agreement with Marley Spoon SE, a leading global subscription-based meal kit provider. On 6 July 2023, the Company completed its business combination with Marley Spoon SE following the extraordinary general meeting of shareholders.

The other risks surrounding the Group as of 30 June 2023 are further disclosed in the Prospectus.

4. Financial risk management objectives and policies

As at 30 June 2023, the Group has EUR 1,445,554 in cash and cash equivalents (31 December 2022: EUR 1,665,134). The proceeds from the Private Placement, including the additional sponsor subscription to cover the negative interest, is presented as cash in escrow in the unaudited interim condensed consolidated financial statements, for an amount of EUR 210,411,275 (31 December 2022: EUR 210,411,275).

The Group has a negative equity of EUR 13,761,797 as at 30 June 2023 (31 December 2022: negative equity of EUR 11,800,270). The Management Board believes that the funds available to the Group outside of the secured deposit account are sufficient to pay costs and expenses incurred by the Group prior to the completion of the Business Combination. The Group has financial instruments which are presented as non-current liabilities which do not impose any liquidity issues to the Group. The class A warrants amounting to EUR 10,010,000 are redeemable at the option of the Company (See Note 12.2 to the unaudited interim condensed consolidated financial statements).

As at 30 June 2023, the Group conducted no operations and generated no revenue. The Group also does not have any foreign currency transactions.

Beside the above, the Group identified the related financial risks and has considered their potential impact, their likelihood, and controls in place to mitigate such risks. The applicable financial risks to the Group are liquidity risks and credit risks which are described in Note 16 of the interim condensed consolidated financial statements.

5. Related party transactions

Please see Notes 14 and 17 to the unaudited interim condensed consolidated financial statements.

6. Research and development

The Group did not have any activities in the field of research and development during the period ended 30 June 2023 or during the year ended 31 December 2022.

7. Corporate governance

As the parent of the Group is a Luxembourg governed company traded on the Frankfurt Stock Exchange, the Group is not required to adhere to the Luxembourg corporate governance regime applicable to companies that are traded in Luxembourg or to the German corporate governance regime applicable to listed companies in Germany. As these regimes have not been designed for special purpose acquisition companies ("SPAC") but instead for fully operational companies, the Company, as a SPAC, has opted to not apply the Luxembourg or German corporate governance regime on a voluntary basis either.

The Company's articles of association (the "**Articles**") are available on the website of the Company (<https://ir.marleyspoongroup.com/>). The function of the audit committee is performed by the Supervisory Board as long as the Company qualifies as small and medium sized enterprises (SMEs) in accordance with article 2 (1), (f) of the directive 2003/71/EC of the European parliament and of the Council of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading and amending Directive 2001/34/EC. If the criteria are no longer fulfilled, the Supervisory Board will appoint an audit committee and adopt its terms of reference in accordance with applicable laws.

Until 6 July 2023, the Management Board was composed of four members: Alexander Kudlich (Chief Executive Officer), Ludwig Ensthaler (Chief Investment Officer), Florian Leibert (Chief Technology Officer) and Werner Weynand (Chief Administrative Officer). As from 6 July 2023, the Management Board is composed of Fabian Siegel (Chief Executive Officer) and Jennifer Bernstein (Chief Financial Officer). The Company is managed by the Management Board who perform their duties under the oversight of the Supervisory Board. The Management Board is vested with the broadest powers to act in the name of the Company and to take any action necessary or useful to fulfil the Company's corporate purpose, with the exception of the powers reserved to the Supervisory Board or the general meeting of shareholders by any laws or regulations or by the Articles of Association.

The Supervisory Board is in charge of the permanent supervision and oversight of the Company's management through the appointees to the Management Board. It may in no case interfere with such management. The Supervisory Board has an unlimited right to information regarding all operations of the Company and may inspect any of the Company's documents. It may request the Management Board to provide any information necessary for exercising its functions and may directly or indirectly proceed to all verifications which it may deem useful in order to carry out its duties. A member of the Management Board cannot be a member of the Supervisory Board concurrently.

The Supervisory Board regularly advises and governs the Management Board in its stewardship of the Company. It is involved in all decisions of fundamental importance for the Company.

The rules of procedures of the Management Board may provide for consent requirements of the Supervisory Board. Up until 6 July 2023, the Supervisory Board was composed of Stefan Kalteis, Mato Peric and Katharina Jünger. From 6 July 2023, the Supervisory Board is composed of Christian Gisy, Alexander Kudlich and Yehuda Shmidman.

8. Internal control and risk management systems in relation to the financial reporting process

The Group has implemented a system of internal controls over financial reporting. It aims to identify, evaluate and control any risks that could influence the proper preparation of the consolidated financial statements. As a core component of the accounting and reporting process, the system of internal controls over financial reporting comprises preventive, detective, monitoring, and corrective control measures in accounting and operational functions, which are designed to ensure a methodical and consistent process for preparing the Group's financial statements.

The control and risk management mechanisms include identifying and defining processes, introducing layers of approval, and applying the principle of segregation of duties including the use of external service providers diligently selected and monitored. The Group's internal controls over financial reporting include policies and procedures that pertain to the maintenance of records that, in reasonable detail, are designed to accurately and fairly reflect the transactions and dispositions of the assets of the Group, provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with the applicable accounting standards, provide reasonable assurance that the receipts and expenditures are being made only in accordance with authorisations of the Group's management and directors, and provide reasonable assurance regarding prevention or timely detection of the unauthorised acquisition, use or disposition of the Group's assets that could have a material effect on the Group's financial statements. Because of its inherent limitations, the Group's internal controls over financial reporting may not prevent or detect errors or misstatements in the Group's financial statements. The system of internal controls is regularly reviewed.

9. Transactions in own shares

The Group has not acquired or held any of its own shares during the period ended 30 June 2023 or during the year ended 31 December 2022.

10. Branches

The Group does not have any branches as at 30 June 2023 and 31 December 2022.

11. Outlook

Following the completion of the Business Combination, the Company now holds shares representing 84% of the Marley Spoon SE. The Company further intends to make a direct offer to acquire the outstanding CDIs from Marley Spoon SE CDI Holders in order to obtain 100% ownership of Marley Spoon SE.

12. Events after the reporting period

Since 30 June 2023, no additional significant events have taken place other than those disclosed in Note 19 to the unaudited interim condensed consolidated financial statements.

Luxembourg, 29 September 2023



Fabian Siegel

Chief Executive Officer



Jennifer Bernstein

Chief Financial Officer

Marley Spoon Group SE

Responsibility Statement by the Management Board for the period ended 30 June 2023

The Management Board of the Company reaffirm their responsibility to ensure the maintenance of proper accounting records disclosing the unaudited interim condensed consolidated financial position of the Group with reasonable accuracy at any time and ensuring that an appropriate system of internal controls is in place to ensure that the Group's business operations are carried out efficiently and transparently.

In accordance with Article 3 of the law of 11 January 2008 on transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market, the Management Board declares that, to the best of our knowledge, the unaudited interim condensed consolidated financial statements for the financial period ended 30 June 2023, prepared in accordance with International Financial Reporting Standards as adopted by the 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.

In addition, management's report includes a fair review of the development and performance of the Group's operations during the interim period and of business risks, where appropriate, faced by the Group.

Luxembourg, 29 September 2023



Fabian Siegel

Chief Executive Officer



Jennifer Bernstein

Chief Financial Officer

Marley Spoon Group SE

Unaudited interim condensed consolidated statement of comprehensive income for
the period ended 30 June 2023

		From 1 January 2023 to 30 June 2023	From 1 January 2022 to 30 June 2022
	Note(s)	EUR	EUR
Revenue		-	-
Other operating expenses	6	(4,721,038)	(2,721,170)
Operating loss		(4,721,038)	(2,721,170)
Finance costs	9, 13, 14.1	(1,428,414)	(1,486,335)
Fair value gain on class B warrants	12.1	8,737,925	462,600
Fair value loss on class A warrants	12.2	(4,550,000)	(3,780,000)
Loss before income tax		(1,961,527)	(7,524,905)
Income tax	7	-	-
Loss for the period		(1,961,527)	(7,524,905)
Other comprehensive income		-	-
Total comprehensive loss for the period, net of tax		(1,961,527)	(7,524,905)
Loss per share:	8		
Net earnings per share		(0.37)	(1.38)
Diluted earnings per share		(0.37)	(1.38)

The accompanying notes form an integral part of these unaudited interim condensed consolidated financial statements.

Marley Spoon Group SE

Unaudited interim condensed consolidated statement of financial position as at
30 June 2023

	Note(s)	30 June 2023 EUR	31 December 2022 EUR
ASSETS			
Current assets			
Cash in escrow	9	210,411,275	210,411,275
Cash and cash equivalents	10	1,445,554	1,665,134
Other prepayments		30,683	20,081
Investments at fair value through profit or loss		26,576	-
		211,914,088	212,096,490
Total assets		211,914,088	212,096,490
EQUITY AND LIABILITIES			
Equity			
	11		
Share capital		84,000	84,000
Share premium		958,600	958,600
Other reserves		2,070	2,070
Warrant reserve		121,400	121,400
Accumulated deficit		(14,927,867)	(12,966,340)
Total equity		(13,761,797)	(11,800,270)
Non-current liabilities			
Class B warrants at fair value	12.1	-	9,149,200
Class A warrants at fair value	12.2	10,010,000	5,460,000
		10,010,000	14,609,200
Current liabilities			
Redeemable Class A shares	13	209,865,351	208,437,072
Class B warrants at fair value	12.1	411,275	-
Shareholder loan	14.1	26,711	-
Payable to directors	14.2, 17	341,578	157,875
Trade and other payables	15	5,020,970	692,613
		215,665,885	209,287,560
Total liabilities		225,675,885	223,896,760
Total equity and liabilities		211,914,088	212,096,490

The accompanying notes form an integral part of these unaudited interim condensed consolidated financial statements.

Marley Spoon Group SE

Unaudited interim condensed consolidated statement of changes in equity for the period ended 30 June 2023

	Share capital EUR	Share premium EUR	Other reserves EUR	Warrant reserve EUR	Accumulated deficit EUR	Total equity EUR
Balance, 1 January 2023	84,000	958,600	2,070	121,400	(12,966,340)	(11,800,270)
Results for the financial period	-	-	-	-	(1,961,527)	(1,961,527)
Balance, 30 June 2023	84,000	958,600	2,070	121,400	(14,927,867)	(13,761,797)

	Note(s)	Share capital EUR	Share premium EUR	Other reserves EUR	Warrant reserve EUR	Accumulated deficit EUR	Total equity EUR
Balance, 1 January 2022		120,000	1,080,000	-	-	(207,450)	992,550
Repurchase and cancellation of 2,250,000 class B shares	11	(36,000)	-	-	-	-	(36,000)
Allocation to warrant reserve	11	-	(121,400)	-	121,400	-	-
Capital contribution without issuance of shares	11	-	2,070	-	-	-	2,070
Issuance of 21,000,000 class A shares, net of transaction costs	11, 13	336,000	205,359,918	-	-	-	205,695,918
Reclassification of class A shares from equity to liability (IAS 32)	11, 13	(336,000)	(205,359,918)	-	-	-	(205,695,918)
Results for the financial period		-	-	-	-	(7,524,905)	(7,524,905)
Balance, 30 June 2022		84,000	960,670	-	121,400	(7,732,355)	(6,566,285)

The accompanying notes form an integral part of these unaudited interim condensed consolidated financial statements.

Marley Spoon Group SE

Unaudited interim condensed consolidated statement of cash flows for the period
ended
30 June 2023

		From 1 January 2023 to 30 June 2023	From 1 January 2022 to 30 June 2022
Note(s)		EUR	EUR
Cash flows from operating activities			
Loss before income tax		(1,961,527)	(7,524,905)
<i>Adjustments for non-cash items:</i>			
Finance cost	9, 13, 14.1	1,428,414	1,486,335
Fair value gain on Class B warrants	12.1	(8,737,925)	(462,600)
Fair value loss on Class A warrants	12.2	4,550,000	3,780,000
<i>Changes in working capital:</i>			
(Increase) / decrease in deferred costs and other prepayments		(10,602)	1,029,573
Increase in payable to directors	14.2	183,703	97,339
Increase in trade and other payables	15	4,328,357	1,143,352
Decrease in advance from sponsors		-	(40,701)
Interest paid		-	(187,411)
Net cash flows used in operating activities		(219,580)	(679,018)
Cash flows from investing activities			
Payments for investments at fair value through profit or loss		(26,576)	-
Net cash flows from investing activities		(26,576)	-
Cash flows from financing activities			
Repurchase of class B shares	11	-	(36,000)
Proceeds from additional capital contribution	11	-	2,070
Proceeds from issuance of class B warrants	12.1	-	7,383,342
Proceeds from issuance of class A shares and class A warrants, net of private placement costs	12.2, 13	-	205,765,918
Proceeds from Shareholder loan	14.1	26,576	-
Repayment of Shareholder loan		-	(34,500)
Net cash flows from financing activities		26,576	213,080,830
Net (decrease)/ increase in cash and cash equivalents of which:		(219,580)	212,401,812
Increase in restricted cash (Cash in Escrow)	9	-	(210,442,842)
Cash and cash equivalents, beginning		1,665,134	1,523,118
Cash and cash equivalents at end of period		1,445,554	3,482,088

The accompanying notes form an integral part of these unaudited interim consolidated financial statements.

Marley Spoon Group SE

Notes to the unaudited interim condensed consolidated financial statements for the period ended 30 June 2023

1. GENERAL INFORMATION

Marley Spoon Group SE (formerly 468 SPAC II SE and hereinafter the “Company” or “Parent” and the “Group” if taken together with its subsidiaries) was incorporated on 26 July 2021 (date of incorporation per the deed of incorporation as agreed between shareholders in front of the notary) in Luxembourg as a European company (“*Société Européenne*” or “SE”) based on the laws of the Grand Duchy of Luxembourg (“Luxembourg”). The Company is registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés*, in abbreviated “RCS”) under the number B257664 since 4 August 2021. The Company is a listed entity with its class A shares traded in the regulated market of Frankfurt Stock Exchange under the symbol “SPV2” since 20 January 2022 (See Notes 11, 13 and 19). Likewise, the Company’s class A warrants are also traded on the open market of the Frankfurt Stock Exchange under the symbol “SPVW” (See Note 12.2). The Company also has 5,250,000 class B shares and 5,140,000 class B warrants issued and outstanding as at 30 June 2023 that are not listed on a stock exchange (See Notes 11 and 12.1).

On 13 July 2023, the name of the Company was changed from 468 SPAC II SE to Marley Spoon Group SE. The registered office of the Company is located at 9, rue de Bitbourg, L-1273 Luxembourg.

The Company is managed by its management board (“Management Board”) under the supervision and control of the supervisory board (“Supervisory Board”). This two-tier governance structure was resolved by an extraordinary shareholders’ meeting of the Company held on 2 November 2021. Until 6 July 2023, the Management Board was composed of four members: Alexander Kudlich (Chief Executive Officer), Ludwig Ensthaler (Chief Investment Officer), Florian Leibert (Chief Technology Officer) and Werner Weynand (Chief Administrative Officer). As from 6 July 2023, the Management Board is composed of Fabian Siegel (Chief Executive Officer) and Jennifer Bernstein (Chief Financial Officer). 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.

The sponsors of the Company are TEIXL Investments GmbH, Ophelia Capital UG and Florian Leibert (the “Sponsors”). The members of the Supervisory Board of the Company, directly or through their affiliates, as well as BD1 GmbH (formerly BD Capital GmbH) and Fabian Zilker (together, the “Co-Sponsors”) have also provided funds to the Company.

The Company has been originally established for the purpose of acquiring one operating business with principal business operations in a member state of the European Economic Area or the United Kingdom or Switzerland that is based in the technology and technology-enabled sector with a focus on the sub-sectors consumer technology and software & artificial intelligence through a merger, capital stock exchange, share purchase, asset acquisition, reorganization or similar transaction (the “Business Combination”). The Group will not conduct operations or generate operating revenue unless and until the Company consummates the Business Combination. The Company will have 18 months from the date of admission to trading to consummate a Business Combination.

On 25 April 2023, the Company has signed a Business Combination Agreement with Marley Spoon SE, a leading global subscription-based meal kit provider. On 6 July 2023, the Company completed its business combination with Marley Spoon SE following the extraordinary general meeting of shareholders.

Upon closing of the Business Combination on 6 July 2023, the above Company’s purpose ceased to apply. The Company’s purpose shall now be the creation, holding, development and realisation of a portfolio, consisting of interests and rights of any kind and of any other form of investment in entities in the Grand Duchy of Luxembourg and in foreign entities, whether such entities exist or are to be created, especially by way of subscription, by purchase, sale, or exchange of securities or rights of any kind

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whatsoever, such as equity instruments, debt instruments as well as the administration and control of such portfolio.

The Company may further grant any form of security for the performance of any obligations of the Company or of any entity in which it holds a direct or indirect interest or right of any kind or in which the Company has invested in any other manner or which forms part of the same group of entities as the Company and lend funds or otherwise assist any entity in which it holds a direct or indirect interest or right of any kind or in which the Company has invested in any other manner or which forms part of the same group of companies as the Company.

The Company may borrow in any form and may issue any kind of notes, bonds and debentures and generally issue any debt, equity and/or hybrid securities in accordance with Luxembourg law.

The Company may carry out any commercial, industrial, financial, real estate or intellectual property activities which it may deem useful in accomplishment of these purposes.”

These unaudited interim condensed consolidated financial statements were authorized for issue in accordance with a resolution of the Management Board on 29 September 2023.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1. Basis of preparation

The Company's financial year starts on 1 January and ends on 31 December of each year, with the exception of the first financial year which started on 4 August 2021 (date of registration with the RCS) and ended on 31 December 2021.

The unaudited interim condensed consolidated financial statements have been prepared on a going concern basis (See Note 3) and in accordance with IAS 34 Interim Financial Reporting published by the International Accounting Standards Board (IASB) as adopted by the European Union. They are also prepared in Euros (EUR) which is the Group's presentation and functional currency and have been prepared under the historical cost convention, except for financial instruments that are measured at fair value.

2.2. Basis of consolidation

The interim condensed consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 30 June 2023.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

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Generally, there is the presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangements with the other vote holders of the investee;
- Rights arising from other contractual arrangements; and
- The Group's voting rights and potential voting rights.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the interim consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

2.3. Summary of significant accounting policies

International accounting standards include IFRS, IAS (International Accounting Standards) and their interpretations (Standing Interpretations Committee) and IFRICs (International Financial Reporting Interpretations Committee).

The repository adopted by the European Commission is available on the following internet site: https://finance.ec.europa.eu/capital-markets-union-and-financial-markets/company-reporting-and-auditing/company-reporting/financial-reporting_en#ifrs

a) New standards, amendments and interpretations that were issued but not yet applicable as at 30 June 2023 and that are most relevant to the Group

- **Amendments to IAS 1 - not yet endorsed by the EU:** Classification of Liabilities as Current or Non-current. In January 2020, the IASB issued amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments are effective for annual reporting periods beginning on or after 1 January 2024 and must be applied retrospectively.
- **Amendments to IAS 1 - not yet endorsed by the EU:** Non-current Liabilities with Covenants. In October 2022, the IASB issued Non-current Liabilities with Covenants, (Amendments to IAS 1), to clarify how conditions with which an entity must comply within twelve months after the reporting period affect the classification of a liability. The amendments are effective for reporting periods beginning on or after 1 January 2024.
- **Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments - not yet endorsed by the EU:** In May 2023, the IASB published 'Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7)' to add disclosure requirements, and 'signposts' within existing disclosure requirements, that ask entities to provide qualitative and quantitative

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information about supplier finance arrangements. The amendments are effective for reporting periods beginning on or after 1 January 2024.

The initial application of these standards, interpretations and amendments to existing standards is planned for the period of time from when its application becomes compulsory. Currently, the Management Board anticipates that the adoption of these Standards and Interpretations in future periods will have no material impact on the financial information of the Group.

b) New Standards Issued – effective from 1 January 2023

The Company applied for the first time certain standards, amendments and interpretations which are effective for annual periods beginning on or after 1 January 2023 (unless otherwise stated). The Company has not early adopted any other standard, amendment or interpretation that has been issued but not yet effective.

- **Amendments to IAS 1 and IFRS Practice Statement 2:** Disclosure of Accounting policies. In February 2021, the IASB issued amendments that are intended to help preparers in deciding which accounting policies to disclose in their financial statements. The amendments are effective for annual periods beginning on or after 1 January 2023.
- **Amendments to IAS 8:** Definition of Accounting Estimate. In February 2021, the IASB issued amendments to help entities to distinguish between accounting policies and accounting estimates. The amendments are effective for annual periods beginning on or after 1 January 2023.
- **Amendments to IAS 12 :** Deferred Tax related to Assets and Liabilities arising from a Single Transaction. In May 2021, the IASB amended the standard to reduce diversity in the way that entities account for deferred tax on transactions and events, such as leases and decommissioning obligations, that lead to the initial recognition of both an asset and a liability. The amendments apply for annual reporting periods beginning on or after 1 January 2023 and may be applied early.

The Group adopted these Standards and Interpretations in the current financial period and considered them to have no material impact on the financial information of the Group.

c) Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic

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circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IFRS 9 Financial Instruments, is measured at fair value with the changes in fair value recognised in the consolidated statement of comprehensive income in accordance with IFRS 9. Other contingent consideration that is not within the scope of IFRS 9 is measured at fair value at each reporting date with changes in fair value recognised in profit or loss.

When the amount of aggregate consideration transferred is in excess of the fair value of the net assets acquired a goodwill is recognized. Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests and any previous interest held over the net identifiable assets acquired and liabilities assumed). If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in profit or loss. After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

d) Foreign currencies

These interim consolidated financial statements are presented in EUR, which is the parent's and subsidiaries functional currency and presentation currency.

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the end of the period's exchange rates are generally recognized in the Statement of Comprehensive Income.

e) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Group recognises a financial asset or a financial liability when it becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date i.e. the date that the Group commits to purchase or sell the asset.

Financial assets: The Group classifies its financial assets as subsequently measured at amortised cost or measured at fair value through profit or loss on the basis of both:

- The entity's business model for managing the financial assets; and
- The contractual cash flow characteristics of the financial asset.

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The Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit and loss, transaction costs.

Financial assets measured at amortised cost: A debt instrument is measured at amortised cost if it is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Financial assets at amortised cost are subsequently measured using the effective interest rate (EIR) method and are subject to impairment. Gains and losses are recognised in profit and loss when the asset is derecognised, modified or impaired.

The Group includes in this category cash and cash equivalents, other receivables, and cash in escrow.

Financial liabilities: The financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or financial liabilities at amortised cost.

The Group's financial liabilities include trade and other payables, shareholder loan, payable to directors, redeemable class A shares, class A warrants at fair value and class B warrants at fair value.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial liabilities measured at amortised cost: After initial recognition, trade and other payables, shareholder loan, payable to directors and redeemable class A shares are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the consolidated statement of comprehensive income.

Financial liabilities through profit or loss: Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the interim consolidated statement of comprehensive income.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. The Group has not designated any financial liability as at fair value through profit or loss.

Derecognition: A financial asset is derecognised when the rights to receive cash flows from the asset have expired or the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on

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substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the consolidated statement of comprehensive income.

Impairment of financial assets: The Group has chosen to apply an approach similar to the simplified approach for expected credit losses (“ECL”) under IFRS 9 to its financial assets. Therefore the Group recognises a loss allowance based on lifetime ECLs at each reporting date. The Group’s approach to ECLs reflects a probability-weighted outcome, the time value of money and reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

f) Cash and cash equivalents

Cash and cash equivalents in the interim consolidated statement of financial position comprise cash at banks and on hand and short-term highly liquid deposits with a maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value. The carrying amounts of these approximate their fair value.

For the purpose of the interim consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group’s cash management.

g) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the interim consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

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- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

h) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the consolidated statement of comprehensive income net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

i) Taxes

Income tax recognized in the consolidated statement of comprehensive income includes current and deferred taxes.

Current tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the consolidated statement of comprehensive income.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amount of assets and liabilities in the interim consolidated financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Deferred tax assets are tested for impairment on the basis of a tax planning derived from management business plans.

Such deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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j) Share-based payments

The Management Board is currently assessing whether certain class B shares and class B warrants issued to the Sponsor and Co-Sponsors of the Company are to be considered as falling in the scope of IFRS 2. The Management Board will notably adopt its position based on market discussions and/or positions adopted by market players, supervisory authorities and/or standard setters.

In any case, the class B shares and class B warrants do not carry a specified service period, but would be forfeited or otherwise expire worthless if a business combination is not consummated. Therefore, the Sponsor and Co-Sponsors only derive the value from the class B shares and class B warrants when they are converted into class A shares upon a successful business combination. Consequently, the grant date of these awards does not occur until the target is approved. As of 30 June 2023, irrespective of the conclusions of the ongoing assessment carried out by the Management Board, no amounts would have had to be accounted for until the occurrence of the Business Combination which was completed on 6 July 2023.

k) Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised in as part of other operating expenses in the consolidated statement of comprehensive income, together with a corresponding increase in equity, over the period in which the service and, where applicable, the performance conditions are fulfilled (the vesting period). The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the consolidated statement of comprehensive income for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the grant date fair value of the unmodified award, provided the original vesting terms of the award are met. An additional expense, measured as at the date of modification, is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the recipient of the share-based payment. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of these interim condensed consolidated financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses.

Actual results and outcomes may differ from management's estimates and assumptions due to risks and uncertainties, including uncertainty in the current economic environment in case of a new outbreak of a novel strain of the coronavirus ("COVID-19"), the military conflict between Ukraine and Russia, or as a result of the current turmoil in the Banking horizon due to the recent collapse of several banks.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

As at 30 June 2023, the significant areas of estimates, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in these interim condensed consolidated financial statements are:

- Going concern: Despite the EUR 13,761,797 negative equity of the Group as at 30 June 2023, these interim condensed consolidated financial statements have been prepared on a going concern basis for the following reasons:
 - The redeemable class A shares, amounting to EUR 209,865,351, that are presented as current liabilities (debt instruments) in accordance with IAS 32, are true equity of the Company from a legal standpoint (see Note 13);
 - The class A warrants amounting to EUR 10,010,000 (See Note 12.2) are redeemable at the option of the Company, hence, this does not pose any liquidity issues to the Group; and
 - The successful completion by the Company of the Business Combination on 6 July 2023.
- Deferred tax asset: A deferred tax asset in respect of the tax losses incurred has not been recognised as the Management Board estimates uncertainty in terms of future taxable profit against which the Group can utilise the benefits therefrom (See Note 7).
- Classification of Redeemable class A shares: The Management Board assessed the classification of redeemable class A shares in accordance with IAS 32 under which the redeemable class A shares do not meet the criteria for equity treatment and must be recorded as liabilities (See Note 13). The class A shares features certain redemption rights that are considered to be outside of the Company's control and subject to occurrence of uncertain future events. Accordingly, the Company classifies the Redeemable Class A shares as financial liabilities at amortised cost in accordance with IFRS 9. The transaction costs directly attributable to issuance of the redeemable class A shares which are subscribed via private placement ("Private Placement") are deducted against the initial fair value.
- Classification and measurement of Warrants: The Management Board assessed the classification of warrants in accordance with IAS 32 under which the warrants do not meet the criteria for equity treatment and must be recorded as derivatives. Accordingly, the Company classifies the class A warrants and class B warrants as liabilities at their fair value and adjust them to fair value at each reporting period. This liability is subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in the interim condensed consolidated statement of comprehensive income. The fair value of class A warrants is determined based on its quoted market price or independently valued using a combination of Monte Carlo and Binomial

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Tree valuation model for periods when there are no observable trades, as of each relevant date. Likewise, the class B warrants which are not listed on the stock exchange are also independently valued using a combination of Monte Carlo and Binomial Tree valuation model to determine their fair value.

- Class B shares and warrants as share-based payments: The Management Board is currently assessing whether certain class B shares and warrants issued to the Sponsor of the Company are to be considered as falling in the scope of IFRS 2. The Management Board will notably adopt its position based on market discussions and/or positions adopted by market players, supervisory authorities and/or standard setters.

In any case, the class B shares and class B warrants do not carry a specified service period, but would be forfeited or otherwise expire worthless if a business combination is not consummated. Therefore, the Sponsors and the Co-Sponsors only derive the value from the class B shares and class B warrants when they are converted into class A shares upon a successful business combination. Consequently, the grant date of these awards does not occur until the target is approved. As of 30 June 2023, irrespective of the conclusions of the ongoing assessment carried out by the Management Board, no amounts need to be accounted for at the reporting date given that the Business Combination occurred on 6 July 2023.

4. GROUP INFORMATION

Subsidiaries

The Group was established on 10 August 2021. The wholly-owned subsidiaries of the Group as at 30 June 2023 are 468 SPAC II Advisors Verwaltungs-GmbH, 468 SPAC II Advisors GmbH & Co. KG and 468 SPAC II Issuance GmbH & Co. KG.

The interim condensed consolidated financial statements of the Group include the Company, 468 SPAC II Advisors Verwaltungs-GmbH, 468 SPAC II Advisors GmbH & Co. KG and 468 SPAC II Issuance GmbH & Co. KG.

Please also refer to Note 19 in relation to the completion of the Business Combination with Marley Spoon SE.

The parent company

The parent company of the Group is Marley Spoon Group SE.

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Segment information

The Group is currently organised as one reportable segment. The Group has been deemed to form one reportable segment as the Parent and its subsidiaries have been established together for the purpose of acquiring one operating business i.e. the Business Combination (See Note 1).

5. ACQUISITION AND INCORPORATION OF SUBSIDIARIES

On 10 August 2021, the Company acquired 468 SPAC II Advisors Verwaltungs-GmbH ("468 II Advisors GmbH") and 468 SPAC II Advisors GmbH & Co. KG ("468 II Advisors KG") for an amount of EUR 28,800 which included cash balances of EUR 25,100 (thereof EUR 25,000 from 468 II Advisors GmbH and EUR 100 from 468 II Advisors KG) and acquisition related costs of EUR 3,700.

On 20 January 2022, the Company contributed proceeds from the Private Placement for an amount of EUR 210,630,000.00 into 468 SPAC II Advisors GmbH & Co. KG.

On 8 February 2022, the Company incorporated 468 SPAC II Issuance GmbH & Co. KG for an amount of EUR 500. The Company further contributed an amount of EUR 194,240 into 468 SPAC II Issuance GmbH & Co. KG.

The acquired companies are companies with no business. Consequently, the acquisition has been accounted for as acquisitions of assets that do not constitute a business combination.

6. OTHER OPERATING EXPENSES

The other operating expenses consist of the following:

	From 1 January 2023 to 30 June 2023	From 1 January 2022 to 30 June 2022
	EUR	EUR
Legal fees	2,708,868	1,160,376
Other professional fees	710,936	693,041
Audit fees (see below)	407,823	80,226
Other consulting fees	262,643	-
Accounting and corporate fees	165,413	160,451
Tax advisory fees	123,498	129,336
Directors' fees	99,034	373,514
Regulatory fees	71,081	53,147
Notarial and similar fees	2,482	9,244
Bank charges	1,472	14,084
Travel expenses	-	47,525
Other expenses	167,788	226
Total	4,721,038	2,721,170

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The total audit fees paid break down as follows:

	From 1 January 2023 to 30 June 2023	From 1 January 2022 to 30 June 2022
	EUR	EUR
Statutory audit of the annual accounts	34,707	80,266
Audit-related fees	373,116	-
Total	407,823	80,226

The Company did not have any employees during the period ended 30 June 2023 (30 June 2022: nil).

7. INCOME TAXES

The reconciliation between actual and theoretical tax expense is as follows:

	From 1 January 2023 to 30 June 2023	From 1 January 2022 to 30 June 2022
	EUR	EUR
Loss for the period before tax	(1,961,527)	(7,524,905)
Theoretical tax charges, applying the tax rate of 22.80%	447,228	1,715,678
Tax effect of adjustments from local GAAP to IFRS ¹	629,199	(322,071)
Unrecognized deferred tax assets	(1,076,427)	(1,393,607)
Income tax	-	-

The tax rate used in the reconciliation above is the Luxembourgish tax rate (22.80%) as the Company is domiciled in Luxembourg. Deferred tax assets have not been recognised in respect of the loss incurred during the period ended 30 June 2023 because it is not probable that future taxable profit will be available against which the Group can utilise the benefits therefrom. Unused tax losses of the Company can be used within a period of 17 years as per Luxembourg tax law.

8. EARNINGS/(LOSS) PER SHARE

Basic earnings/(loss) per share ("EPS") is calculated by dividing the profit/(loss) for the year by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS is calculated by dividing the profit/(loss) for the year by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

¹ Income taxes payable to / recoverable from the tax authorities are determined based on the financial results of Marley Spoon Group SE and its subsidiaries as shown in their stand-alone financial statements prepared in local GAAP. Hence adjustments from local GAAP to IFRS may lead to higher / lower taxable result in the consolidated financial statements as compared to that determined based on the stand-alone financial statements.

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The following table reflects the income and share data used in the basic and diluted EPS calculations:

	From 1 January 2023 to 30 June 2023	From 1 January 2022 to 30 June 2022
Loss for the period	EUR (1,961,527)	EUR (7,524,905)
Weighted average number of ordinary shares for EPS	5,250,000	5,450,000
Basic and diluted EPS	EUR (0.37)	EUR (1.38)

	From 1 January 2023 to 30 June 2023	From 1 January 2022 to 30 June 2022
Weighted average number of potential ordinary shares which are antidilutive:		
Redeemable Class A shares	21,000,000	19,016,667
Warrants (Class A and B)	12,140,000	11,193,333
Total	33,140,000	30,210,000

There have been no other transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of authorisation of these unaudited interim condensed consolidated financial statements.

9. CASH IN ESCROW

Cash in escrow of EUR 210,411,275 (31 December 2022: EUR 210,411,275) consists of the gross proceeds from the Private Placement and Additional Sponsor Subscription. The cash held in escrow from the Additional Sponsor subscription is used to cover the negative interest on the escrow (See Note 12.1). The cash held in escrow from the gross proceeds on the Private Placement is set aside to pay the following, in case of Business Combination: i) payment of class A shares for which the redemption right was exercised, net of any interest, fees and taxes, ii) fixed deferred listing commission and if any, discretionary deferred listing commission (See Note 18), and iii) any remainder values will be returned to the Company.

The fair value of cash in escrow approximates its carrying value as at 30 June 2023 (level 3).

10. CASH AND CASH EQUIVALENTS

The amount of cash and cash equivalents is EUR 1,445,554 as at 30 June 2023 (31 December 2022: EUR 1,665,134).

The fair value of cash and cash equivalents approximates its carrying value as at 30 June 2023 and 31 December 2022 (level 3).

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11. ISSUED CAPITAL AND RESERVES

Share capital

On 4 August 2021, the subscribed share capital amounts to EUR 120,000 consisting of 12,000,000 class B shares without nominal value.

On 24 November 2021, following the extraordinary general meeting of shareholders the Company created four share classes within the class B shares and converted the existing 12,000,000 class B shares into 375,000 class B1 shares without nominal value, 2,125,000 class B2 shares without nominal value, 2,500,000 class B3 shares without nominal value and 2,500,000 class B4 shares without nominal value.

On 17 January 2022, it was resolved to reduce the share capital of the Company by redeeming 2,250,000 class B shares for EUR 0.016 per share or EUR 36,000 in total.

Upon and following the completion of the Business Combination, the class B shares existing at that point in time shall convert into class A shares in accordance with the conversion schedule (the "Promote Conversion" in the "Glossary" of the Prospectus).

The class B shares will only have nominal economic rights (i.e., reimbursement of their par value, at best, in case of liquidation). The class B shares shall not be part of the contemplated Private Placement and will not be listed on a stock exchange.

Share capital – Class A shares

On 18 January 2022, the Company issued 21,000,000 redeemable class A shares with a par value 0.016, together with class A warrants (together, a "Unit") for an aggregate price of EUR 10 per Unit, the nominal subscription price per class A warrant being EUR 0.01. The total proceeds allocated to class A shares, with the share premium amounts to EUR 209,930,000 before Private Placement costs. Because the class A shares are redeemable under certain conditions, the Management Board concluded that the class A shares do not meet the definition of an equity instrument as per IAS 32. Hence, the class A shares are considered as debt instruments (See Note 3 and 13).

Share premium

On 8 December 2021, it was resolved to raise additional funding for the Company in the form of an equity contribution in cash without the issuance of new shares (account 115 of the standard chart of accounts) for a total amount of EUR 1,080,000 in order to cover operating expenses.

On 14 January 2022, the Management Board resolved to allocate EUR 121,400 from the share premium, in accordance with the articles of association to the warrant reserve (see below).

Other reserves

On 17 January 2022, the Co-Sponsors made an additional equity contribution in cash without issuance of new shares in the amount of EUR 2,070.

Authorised capital

The authorized capital, excluding the issued share capital, of the Company is set at EUR 11,607,456 consisting of 725,466,000 class A shares without nominal value.

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Legal reserves

The Company is required to allocate a minimum of 5% of its annual net profit to a legal reserve, until this reserve equals 10% of the subscribed share capital. This reserve may not be distributed.

Warrant reserve

Pursuant to Article 31 of the amended Articles of Association, the Management Board shall create a specific reserve in respect of the exercise of any class A warrants or class B warrants issued by the Company (the "Warrant Reserve") and allocate and transfer sums contributed to the share premium and/or any other distributable reserve of the Company to such Warrant Reserve. The Management Board may, at any time, fully or partially convert amounts contributed to such Warrant Reserve to pay for the subscription price of any class A Shares to be issued further to an exercise of class A warrants or class B warrants issued by the Company. Only in case of failure by the Company to secure a Business Combination before the expiry of the Acquisition Period, the Warrant Reserve may be used for redemption of class A shares, in case where other available reserves are not sufficient. The Warrant Reserve is not distributable or convertible prior to the exercise, redemption or expiration of all outstanding class A warrants and class B warrants and may only be used to pay for the class A shares issued pursuant to the exercise of such class A warrants and class B warrants; thereupon, the Warrant Reserve will become a distributable reserve.

As at 30 June 2023, EUR 121,400 has been allocated to warrant reserve from available reserves (31 December 2022: EUR 121,400).

12. WARRANTS

12.1 Class B warrants at fair value

	No. of class B warrants	30 June 2023 EUR	31 December 2022 EUR
Sponsor Capital At-Risk	4,720,000	-	8,401,600
Additional Sponsor Subscription	420,000	411,275	747,600
Total	5,140,000	411,275	9,149,200

On 11 January 2022, the Sponsors, Co-Sponsors and the Company entered into a Sponsor Warrant Purchase Agreement. The Sponsors and the Co-Sponsors agreed to initially subscribe to class B warrants as follows:

- 4,966,667 class B warrants at a price of EUR 1.50 per warrant or EUR 7,450,000 in total for the Sponsor Capital At-Risk and;
- 500,000 class B warrants at a price of EUR 1.50 per warrant or EUR 750,000 in total for the Additional Sponsor Subscription.

On 17 January 2022, the Sponsors, Supervisory Board members and the Company entered into a Share and Warrant Repurchase Agreement, wherein the Sponsors and Supervisory Board members sold a total of 326,667 class B warrants to the Company, for a purchase price of EUR 1.50 per warrant (EUR 490,000 in total).

The Sponsor Capital At-Risk is used to finance the Company's working capital requirements (including due diligence costs in connection with the Business Combination) and Private Placement

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and listing expenses, except for the deferred listing commission which will be paid from the escrow account. The Additional Sponsor Subscription is used to cover the negative interest on the escrow account. For any excess portion of the Additional Sponsor Subscription remaining after the consummation of the Business Combination, the Sponsors and the Co-Sponsors may elect to either (i) request repayment of the remaining cash portion of the Additional Sponsor Subscription by redeeming the corresponding number of class B warrants subscribed for under the Additional Sponsor Subscription or (ii) keep the class B warrants subscribed for under the Additional Sponsor Subscription.

Each class B warrant entitles its holder to subscribe for one class A share, with a stated exercise price of EUR 11.50.

Class B warrants are identical to the class A warrants underlying the Units sold in the Private Placement, except that the class B warrants are not redeemable and may always be exercised on a cashless basis while held by the Sponsor or their Permitted Transferees (defined in the prospectus). Class B warrants are not part of the Private Placement and are not listed on a stock exchange.

On the issue date, the fair value of class B warrants was determined to be EUR 1.46 per warrant using the Black-Scholes option pricing model (level 3). The breakdown is as follows:

- Class B warrants issued as Sponsor Capital At-Risk is valued at EUR 6,891,200 and;
- Class B warrants issued as Additional Sponsor Subscription is valued at EUR 613,200.

The above valuation resulted in the recognition of a gain of EUR 205,600.

On 25 April 2023, the Sponsors and Co-Sponsors, concurrently with the execution of the Business Combination Agreement, entered into a voting, non-redemption and sponsor economics amendment agreement with the Company (“Voting, Non-Redemption and Sponsor Economics Amendment Agreement”), pursuant to which, among others, the Sponsors and Co-Sponsors agreed by means of an irrevocable undertaking to not exercise any Sponsor Warrants and take all actions reasonably required to amend the exercise price for the Sponsor Warrants in the terms and conditions of the Sponsor Warrants to EUR 500. This agreement only concerned the Class B warrants issued as Sponsor Capital At-Risk, which are valued at EUR 0 in the interim condensed consolidated financial statements as of 30 June 2023 based on the terms of this agreement.

Regarding the Class B warrants issued as Additional Sponsor Subscription, these are valued at EUR 411,275 which is the remaining cash portion, after covering the effects of negative interest rates on the escrow account, that the Sponsor has requested for repayment. This will be settled after the reporting period.

The above valuation resulted in the recognition of a net fair value gain of EUR 8,737,925 for the financial period ended 30 June 2023.

12.2 Class A warrants at fair value

On 18 January 2022, the Company issued 7,000,000 class A warrants (the “Class A warrants”) together with the class A shares (together, a “Unit”) for an aggregate price of EUR 10 per Unit, the nominal subscription price per Class A warrant being EUR 0.01. Hence, total proceeds in relation to the issue of the warrants amount to EUR 70,000. Class A warrants has International Securities Identification Number (“ISIN”) LU2380748785. Each Class A warrant entitles its holder to subscribe for one Class A share, with a stated exercise price of EUR 11.50, subject to customary anti-dilution adjustments. Holders of Class A warrants can exercise the warrants on a cashless basis unless the Company elects to require exercise against payment in cash of the exercise price.

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On the issue date, the fair value of Class A warrants was estimated at EUR 4,830,000 (EUR 0.69 per warrant) using Monte Carlo valuation model (level 3), resulting in the recognition of a loss of EUR 4,760,000.

As at 30 June 2023, the fair value of Class A warrants was estimated to be EUR 10,010,000 (EUR 1.43 per warrant) using a combination of Monte Carlo and Binomial Tree valuation model (level 3), resulting in the recognition of a net fair value loss of EUR 4,550,000 for the financial period ended 30 June 2023. The significant inputs to the valuation model include the contractual terms of the warrants (i.e. exercise price, maturity), risk-free rates of German government bonds and volatility of the warrants by reference to traded warrants issued by similar listed special purpose acquisition companies.

Class A warrants may only be exercised for a whole number of class A shares. Class A warrants will become exercisable 30 days after the completion of a Business Combination. Class A warrants will expire five years from the date of the consummation of the Business Combination, or earlier upon redemption or liquidation. The Company may redeem Class A warrants upon at least 30 days' notice at a redemption price of EUR 0.01 per Class A warrant if (i) the closing price of its class A shares for any 20 out of the 30 consecutive trading days following the consummation of the Business combination equals or exceeds EUR 18.00 or (ii) the closing price of its class A shares for any 20 out of the 30 consecutive trading days following the consummation of the Business Combination equals or exceeds EUR 10.00 but is below EUR 18.00, adjusted for adjustments as described in the section of redemption of warrants in the prospectus. Holders of Class A warrants may exercise them after the redemption notice is given.

13. REDEEMABLE CLASS A SHARES

On 18 January 2022, the Company issued 21,000,000 redeemable class A shares (the "Class A shares") with a par value of EUR 0.016, with ISIN code LU2380748603. The Class A shares are issued together with the Class A warrants (together, a "Unit") for an aggregate price of EUR 10 per Unit. Holders of Class A shares are entitled to one vote for each share. On the issue date, the redeemable Class A shares is measured at amortised cost valued at EUR 205,849,130, net of transaction costs amounting to EUR 4,080,870.

Transaction costs, which are incremental costs that are directly attributable to the issuance of the Class A shares and its subsequent listing to the Frankfurt Stock Exchange, were deducted from its initial fair value. The transaction costs includes Listing Fee (See Note 18), legal fees, audit fees, accounting and administration fees, agency fees and CSSF fees.

As at 30 June 2023, the amortized cost of the redeemable Class A shares amounts to EUR 209,865,351 after amortisation of EUR 4,016,220 calculated using the EIR method. This amortization is presented as part of finance cost in the interim condensed consolidated statement of comprehensive income. As at 30 June 2023, the fair value of Redeemable Class A shares is estimated at EUR 210,000,000 which is the nominal value of the redemption price of the shares (level 3).

Class A Shareholders may request redemption of all or a portion of their Class A shares in connection with the Business Combination, subject to the conditions and procedures set forth in the Articles of Association. Class A shares will only be redeemed under the following conditions, (i) the Business Combination is approved by the general meeting of shareholders and subsequently consummated, (ii) a holder of Class A shares notifies the Company of its request to redeem a portion or all of its Class A shares in writing by completing a form approved by the Management Board for this purpose that will be included with the convening notice for the general meeting of shareholders and such notification is received by the Company not earlier than the publication of the notice convening the

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general meeting of shareholders for the approval of the Business Combination and (iii) the holder of Class A shares transfers its Class A shares to a trust depository account specified by the Company, (ii) and (iii) both not later than two business days prior to the date of the general meeting of shareholders convened for the purpose of approving the Business Combination.

Each Class A share that is redeemed shall be redeemed in cash for a price equal to the aggregate amount on deposit in the escrow account related to the proceeds from the Private Placement of the Class A shares and warrants, divided by the number of the then outstanding Class A Shares, subject to (i) the availability of sufficient amounts on the escrow account and (ii) sufficient distributable profits and reserves of the Company.

Because the Class A Shares are redeemable under certain conditions, the Management Board concluded that the Class A shares do not meet the definition of an equity instrument as per IAS 32. Hence, the Class A shares are considered as debt instruments (See Note 3).

14. PAYABLES TO RELATED PARTIES

14.1 Shareholder loan

Shareholder loan in the amount of EUR 26,711 as at 30 June 2023 (31 December 2022: nil) pertains to an interest bearing loan up to an amount of EUR 500,000 from Teixl Investment GmbH. The loan bears 5% interest per annum and is repayable on 25 November 2023.

14.2 Payable to directors

The Management Board and Supervisory Board received remuneration during the period ended 30 June 2023 as disclosed in Note 6. The outstanding balance as at 30 June 2023 amounted to EUR 341,578 (31 December 2022: EUR 157,875).

15. TRADE AND OTHER PAYABLES

Trade and other payables amount to EUR 5,020,970 as at 30 June 2023 (31 December 2022: EUR 692,613).

Trade and other payables are related to legal and other services received by the Group. The carrying amount of these approximate their fair value (level 3) as at 30 June 2023 and 31 December 2022.

16. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group conducted no operations and currently generated no revenue. They do not have any foreign currency transactions. Hence, currently the Group does not face foreign currency risks nor any interest rate risks as the financial instruments of the Group bear a fixed interest rate.

Liquidity risks

Liquidity risk is the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due.

The Company has completed its Private Placement and listing on the Frankfurt Stock exchange. The proceeds from the Private Placement as well as the Additional Sponsor Subscription is deposited in an escrow account. The amount held in the escrow account will only be released in connection with

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the completion of the Business Combination or the Company's liquidation. As at 30 June 2023, the Management Board believes that the funds available to the Group outside of the escrow account are sufficient to pay costs and expenses incurred by the Group prior to the completion of the Business Combination. Furthermore, the Group has financial instruments which are presented as non-current liabilities which does not impose any liquidity issues to the Group. The Class A warrants amounting to EUR 10,010,000 are redeemable at the option of the Company (See Note 12.2).

The maturity of Group's financial liabilities, excluding the warrants as described above, based on contractual undiscounted payments amounting to EUR 5,389,258 (31 December 2022: EUR 850,488) will mature in less than 3 months, and the redeemable class A shares in the amount of EUR 210,000,000 in less than 3 months from the reporting date.

Capital management

The Management Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. In order to meet the capital management objective described above, the Group has raised funds through a Private Placement reserved to certain qualified investors inside and outside of Germany, and had the Class A shares and Class A warrants issued in the context of this Private Placement admitted to listing and trading on the Frankfurt Stock Exchange. The above-mentioned financial instruments issued as part of this Private Placement represent what the entity is managing as capital, although these instruments are considered as debt instruments from an accounting standpoint.

Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is currently exposed to credit risk from its financing activities, including deposits with banks and financial institutions. No specific counterparty risk is being assessed as cash and cash equivalents are mostly deposited with a P-1 (Moody's) or A-2 (S&P's) rated bank.

17. RELATED PARTIES DISCLOSURES

Parties are considered to be related if one party has the ability to control the other or exercise significant influence over the other party in making financial or operational decisions.

Terms and conditions of transactions with related parties

There have been no guarantees provided or received for any related party receivables or payables as at 30 June 2023. Please see Note 14 for the related party balances outstanding as at 30 June 2023 and 31 December 2022.

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Commitments with related parties

There are no commitments with related parties, except for the provision of basic capitalization by the Parent to 468 II Advisors KG in the amount of EUR 700,000 (31 December 2022: EUR 700,000).

Transactions with key management personnel

There are no advances or loans granted to members of the Management Board as at 30 June 2023 and 31 December 2022.

The Management Board and Supervisory Board received remuneration during the period ended 30 June 2023 in the amount of EUR 99,034 (six months ended 30 June 2022: EUR 373,514) as disclosed in Note 6. The outstanding balance as at 30 June 2023 amounted to EUR 341,578 (31 December 2022: EUR 157,875).

18. COMMITMENTS AND CONTINGENCIES

On 13 January 2022, the Company entered into an underwriting agreement with John Berenberg, Gossler & Co. KG, as the sole global coordinator and sole bookrunner in the context of the Private Placement. Under this agreement, the Company, upon completion of the Business Combination, is liable to pay the following:

- Deferred listing commission of EUR 950,000;
- Non-redemption fee of EUR 909,795; and
- M&A fee of EUR 50,000.

19. EVENTS AFTER THE REPORTING PERIOD

The following are the significant events after the reporting date:

- On 30 June 2023, the shareholders of the Company approved the Business Combination with Marley Spoon SE;
- On 5 July 2023, the Company converted 262,500 class B shares into class A shares;
- On 6 July 2023, the Business Combination with Marley Spoon SE was successfully completed. The Company now holds shares representing 84% of the Marley Spoon SE in exchange for the Company's issuance of 7,912,290 class A shares without nominal value for an aggregate subscription price of EUR 79,122,900, of which EUR 126,596.64 was allocated to the share capital and EUR 78,996,303.36 to share premium;
- Effective 6 July 2023, the composition of the Management Board and Supervisory Board of the Company was changed, respectively;
- On 6 July 2023, the Company redeemed 20,012,470 of its own class A shares at a redemption price of EUR 10 per share and currently holds them as treasury shares leading to redemption payments to redeeming shareholders in an aggregate amount of approximately EUR 200 million;
- On the day of the consummation of the Business Combination, i.e., 6 July 2023, all 262,500 class B1 shares were automatically converted into class A shares of the Company at a ratio of 1 class B1 share to 1 class A share. The Company has also applied for listing and admission of the 13,162,290 new Class A shares, which includes the convertible class B1, B2, B3 and B4 shares to trading on the regulated market (regulierter Markt) of the Frankfurt Stock Exchange.

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- Effective 11 July 2023, the Class A shares of the Company are trading on the Frankfurt Stock Exchange under the new trading symbol "MS1";
- On 13 July 2023, the name of the Company was changed from 468 SPAC II SE to Marley Spoon Group SE;
- The Company further intends to make a direct offer to acquire the outstanding CDIs from Marley Spoon SE CDI Holders and in order to obtain 100% ownership of Marley Spoon SE. On 4 September 2023, the Company made a Small Holding Offer to Marley Spoon CDI Holders as at 1 September 2023 to receive cash in the amount of A\$0.11 per CDI for up to 10,000 CDIs held by each of them.

There are no other events or conditions after the reporting period requiring disclosure in or adjustment to the interim condensed consolidated financial statements.