Remuneration Policy of Marley Spoon Group SE

The remuneration policy of Marley Spoon Group SE ("**MSG**") has been drawn up in the financial year 2023 and further revised in the financial year 2026, for the purposes of Article 7bis of the Luxembourg law of 24 May 2011 on the exercise of certain rights of shareholders at general meetings, as amended (the "**Shareholders' Rights Law**") and for the purposes of complying with customary principles of good corporate governance with respect to remunerations paid to the members of the management of MSG.

MSG's remuneration policy (the "**Remuneration Policy**") shall apply to the remunerations paid to the members of its management board (the "**Management Board**") (please see Section I.) as well as the members of the supervisory board (the "**Supervisory Board**") (please see Section II.) as from 1 January 2026.

This Remuneration Policy will be submitted to the advisory vote of MSG's shareholders during the annual general meeting of MSG shareholders to be held on 29 June 2026.

I. Details of the remuneration for the Management Board

A. Contribution of the remuneration policy to promote the business strategy, long-term interest, and sustainability of MSG

The Remuneration Policy promotes MSG's business strategy and long-term interests and thus contributes to MSG's long-term development.

MSG therefore provides for incentives linked to the development of MSG; that means:

- providing compensation to motivate the Management Board members towards the achievement of long-term goals in order to promote MSG's business strategy, long-term value and creation, and sustainability;
- providing adequate compensation in consideration of the responsibilities, competency, commitment, workload, time spent, and performance of each individual;
- reflecting the degree of required qualifications and experience of the Management Board members, the risks that they take personally, and honour the dedication and efforts that the Management Board members put into MSG; and
- ensuring that MSG continues to attract and retain individuals who consistently perform at or above expected levels and contribute to the success of MSG.

B. Overview of the remuneration components

The Remuneration Policy of the members of the Management Board comprises fixed and variable components as set out below. The remuneration as set out below also covers the remuneration for the services of the members of the Management Board of MSG for MSG's subsidiary, Marley Spoon SE.

The structure of the remuneration is designed such that fixed and variable remuneration components are appropriately balanced. The variable remuneration under the STI 2025 (payable in 2026) may represent up to 33,33% of the total target remuneration. The variable remuneration under the LTI for the period 2026-2028 payable to all participants is capped at EUR 5,85 Million (Sensitivity Case), respectively EUR 15,95 Million (Management Case). The short-term and long-term variable components are designed to promote both, annual performance and long-term sustainable value creation.

MSG may reduce or reclaim variable remuneration, in whole or in part, in cases of material misconduct or breach of duties by a member of the Management Board, a material misstatement of MSG's financial statements or other circumstances that would lead to a situation in which the variable remuneration would not have been granted or would have been lower if the relevant facts had been known.

1. Fixed remuneration components

The fixed components of the remuneration of the Management Board members are granted irrespective of performance and comprise a fixed annual salary and fringe benefits.

a. Fixed annual salary

The fixed annual salary is payable in twelve monthly equal instalments, each to be paid at the end of a month. The amount of the fixed annual salary is based on the tasks and the strategic and operative responsibility of the individual Management Board member and is determined on the basis of a market analysis in respect of remuneration paid by a selected group of peers (e.g., companies of a similar size and structure competing in the same over similar industries and markets).

b. Fringe benefits and reimbursement of costs

Fringe benefits may include, in particular: (i) reimbursement of reasonable business travel expenses and other necessary expenses incurred in the interest of MSG; for this purpose, MSG may provide a company credit card; (ii) provision of work equipment such as a mobile phone (including the related service contract) and a laptop, or reimbursement of reasonable fixed fees if a private mobile phone is used for business purposes; (iii) monthly allowances towards health insurance and long-term care insurance; (iv) accident insurance coverage (including death and invalidity coverage); and (v) D&O insurance (including the statutory mandatory

deductible), which may be maintained for a certain period after the end of the mandate. In case of temporary incapacity to work, continued payment of the salary package may be granted for up to six (6) months in accordance with the applicable service agreement. In the event of death during the term of the service agreement, the spouse/registered partner (or other designated dependent, as applicable) may be entitled to payment of the salary package for the month of death and the following six (6) months, in accordance with the applicable service agreement.

Any reasonable and appropriate expenses of the members of the Management Board incurred when fulfilling their duties as members of the Management Board of MSG will be reimbursed.

2. Variable remuneration components

The variable components of the remuneration of the Management Board members may comprise an annual performance bonus as well as a participation in a long term incentive plan, as explained further below. These components shall motivate MB Members to achieve ambitious and challenging financial, operational and strategic goals during one or more financial years.

a. Short-term Incentive

The Supervisory Board, in its sole discretion, may decide on granting an annual bonus as a short-term incentive, which would depend on the achievement of annual performance targets to be set by the Supervisory Board.

In recognition of the Management Board's contributions during the 2025 financial year, a specific, one-time incentive plan has been established (the "**STI Plan 2025**"). This plan is issued by Marley Spoon SE.

- Strategic Objectives: The STI 2025 is primarily linked to critical strategic milestones, including the successful renegotiation of the Group's debt (Runway debt-restructuring) and securing the Group's financing.
- Payment Structure: The incentive is payable in two instalments, subject to the achievement of the respective targets.
- Cap: In line with this Remuneration Policy, the maximum payout under the STI Plan 2025 is capped at 50% of the individual annual base salary.
- Nature of Award: This STI is discretionary and non-recurring; it does not form part of any ongoing remuneration arrangement.

b. Long-term Incentives

To align the interests of the Management Board with the long-term sustainable value creation of the Group and to support the strategic transformation and refinancing goals, it is intended to establish a cash-based Long-Term Incentive Program (the "**LTI 2026**"). The LTI 2026 is to be issued by Marley Spoon SE (the "**Plan Issuer**"), a subsidiary of Marley Spoon Group SE.

Each member of the Management Board is assigned an individual cash-denominated target amount (the "**Target Award**"). The final payout is contingent upon the achievement of specific performance targets aligned with the Group's audited consolidated IFRS financials over a three-year performance period (2026–2028). The performance metrics include:

- Revenue Growth: Incentivizing the expansion of the business and market share.
- EBITDA Margin: Focusing on operational excellence and path to profitability.
- Refinancing Milestone: Ensuring the successful long-term financial stability of the Group.

Payouts under the LTI 2026 are generally capped at 200% of the member of the Management Board's individual Target Award (except for the CEO). The LTI 2026 includes an explicit retention component, structured as follows: 20% of the Target Award is notionally allocated to year 1 (2026), 30% to year 2 (2027) and 50% to year 3 (2028).

Upon the effective date of the LTI 2026, participation in the previous equity-based 2024 Management Incentive Plan ("**2024 Plan**") shall be discontinued for current Management Board members. In accordance with individual service agreements, existing entitlements under the 2024 Plan will terminate without replacement to ensure that no double compensation occurs for the same performance period. For any remaining participants not transitioning to the LTI 2026, the terms of the 2024 Plan (including vesting and exercise rules) remain applicable as a legacy program.

c. Additional special bonus

The Supervisory Board might resolve on granting an additional special bonus for extraordinary achievements to a member of the Management Board.

C. Remuneration-related legal acts

1. Terms and prerequisites for the termination of remuneration-related legal acts

The service agreements of the members of the Management Board have a fixed term of 3-5 years (subject to any amendment and/or extension).

During the fixed term, the ordinary termination of the service agreements is excluded. However, the right to declare an extraordinary termination with immediate effect remains unaffected.

2. Severance payments

The members of the Management Board might be entitled to receive a severance payment in the event of a premature removal of the Management Board member from his/her office as a member of MSG's Management Board. Any amount of a severance payment shall however (i) not exceed the value of two years' total

compensation and (ii) at most correspond to the fees for the remaining term of the service agreement.

A. Procedure to determine and implement, as well as to review the Remuneration Policy

The Supervisory Board adopted a clear and comprehensible Remuneration Policy for the Management Board members. The Supervisory Board reviews the Remuneration Policy at its due discretion but in any event every four years. The Supervisory Board particularly reviews the level of fixed annual remuneration regularly in order to ensure it is commensurate. In addition, when determining the remuneration and fringe benefit system for Management Board members, the Supervisory Board considered and considers the remuneration and employment conditions for the workforce of MSG, in particular how remuneration has developed and will develop over time.

The Supervisory Board presents the remuneration policy to the general meeting for approval each time there is a substantial change, but at least every four years. Should the general meeting not approve the remuneration policy, the Supervisory Board submits a revised remuneration policy to the general meeting for approval at the latest at the next annual general meeting. In case of such amendment, the revised remuneration policy shall describe and explain all significant changes and, where applicable, how the votes and views of the general meeting of shareholders on the remuneration policy and, as the case may be, the remuneration reports since the most recent vote on the remuneration policy by the general meeting of shareholders have been taken into account.

B. Measures to avoid and manage conflict of interests

The Supervisory Board takes adequate measures to ensure that possible conflicts of interest affecting the Supervisory Board members involved in advising and decision-making on the Remuneration Policy are avoided and, as the case may be, resolved. Each Supervisory Board member is under a duty to notify the chairman of the Supervisory Board of conflicts of interest. The chairman of the Supervisory Board discloses to the complete Supervisory Board any conflicts of interest affecting him. The Supervisory Board decides how to deal with an existing conflict of interest on a case-by-case basis. One option, in particular, would be for a Supervisory Board member affected by a conflict of interest not to participate in a meeting or in individual consultations and decisions of the Supervisory Board.

C. Exceptional circumstances

In exceptional circumstances, MSG can temporarily derogate from this Remuneration Policy regarding the remuneration of the Management Board members.

Exceptional circumstances are situations in which the derogation from this

Remuneration Policy is necessary to serve the long-term interest and the sustainability of MSG or to assure its viability. A derogation from this Remuneration Policy for the Management Board in the aforementioned exceptional circumstances requires a resolution of the Supervisory Board assessing the exceptional circumstances and the necessity of a derogation.

The Supervisory Board may temporarily deviate from the Remuneration Policy (procedure and regulations on remuneration structure) and its individual components, as well as with regard to the individual remuneration components of the Remuneration Policy, or introduce new remuneration components if this is necessary for the long-term wellbeing of MSG. The Supervisory Board reserves such deviations for exceptional circumstances, for example, an economic or company crisis.

II. Details of the remuneration for the Supervisory Board

The remuneration of the members of the Supervisory Board of MSG comprises a fixed component and the reimbursement of expenses as set out below and also covers the remuneration for the services of the members of the Supervisory Board of MSG for MSG's subsidiary, Marley Spoon SE, if applicable.

The fixed annual gross salary is EUR 120,000 for the chairman of the Supervisory Board, EUR 90,000 for the chairman of the Audit Committee, and EUR 60,000 for the other members of the Supervisory Board, subject to any changes implemented by the general meeting of shareholders. The remuneration for all members of the Supervisory Board is paid either by MSG, by its subsidiary Marley Spoon SE, or jointly by both entities and also covers the remuneration for the services of the members of the Supervisory Board of MSG for MSG's subsidiary, Marley Spoon SE.

Any reasonable and customary out-of-pocket expenses of the members of the Supervisory Board incurred when fulfilling their duties as members of the Supervisory Board of MSG will be reimbursed.

Under the articles of association of MSG, the Supervisory Board can establish certain committees. Furthermore, the Supervisory Board can resolve to award a fixed annual salary to a chairman of a committee created by the Supervisory Board of up to EUR 30.000 gross. Such remuneration may be increased as determined by the Supervisory Board on an as-needed basis, taking into consideration benchmarks against peer companies (e.g., companies of a similar size and structure competing in the same over similar industries and markets) to attract and retain high-quality and experienced individuals.