

Virtual Annual General Meeting of HelloFresh SE on May 12, 2023

Explanations regarding the Rights of Shareholders pursuant to Articles 53, 56 of the SE Regulation, Section 50(2) of the German SE Implementation Act, Section 122(2), Section 126(1), Sections 127, 131(1), Section 130a, Section 118a of the German Stock Corporation Act

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The invitation to the Virtual Annual General Meeting already contains information on shareholders' rights according to Articles 56 and 53 of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE) ("**SE Regulation**"), Section 50(2) of the German act implementing the SE Regulation (*SE-Ausführungsgesetz*, "**SE Implementation Act**"), Section 122(2) of the German Stock Corporation Act (*Aktiengesetz*), Section 126(1) of the German Stock Corporation Act, Sections 127, 131(1) of the German Stock Corporation Act, Section 130a of the German Stock Corporation Act, Section 118a of the German Stock Corporation Act.

The relevant provisions of the German Stock Corporation Act for stock companies with their registered office in Germany apply to HelloFresh SE in accordance with the referring provisions of Articles 53 and 56 of the SE Regulation, to the extent that the provisions of the SE Regulation do not provide otherwise.

The Management Board of the Company, with the approval of the Supervisory Board, has resolved to hold this annual general meeting on May 12, 2023 as a virtual meeting without the physical presence of the Company's shareholders or their proxies (except for the

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company proxies) on the basis of the new Sections 118a of the German Stock Corporation Act in connection with 26n(a) of the Introductory Act to the Stock Corporation Act (*Einführungsgesetz zum Aktiengesetz*), which were introduced by the Act of July 20, 2022 to Introduce virtual general meetings of Stock Corporations and to Amend cooperative as well as insolvency and restructuring law provisions and Article 53 of the SE Regulation (BGBl. I No. 27 of July 26, 2022, p. 1166 *et seqq.*). A physical participation of shareholders or their proxies (except for the company proxies) in the Virtual Annual General Meeting is excluded.

Holding this annual general meeting of shareholders in the form of a virtual general meeting in accordance with Section 118a of the German Stock Corporation Act leads to modifications with respect to the procedures of the general meeting of shareholders as well as to the rights of the shareholders.

The following information complement the information already contained in the invitation to the Virtual Annual General Meeting and serve as an additional explanation of the shareholder's rights.

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1. **Motions by shareholders to supplement the agenda pursuant to Article 56 of the SE Regulation in conjunction with Section 50(2) of the SE Implementation Act, Section 122(2) of the German Stock Corporation Act**

Shareholders whose shares, alone or in the aggregate, represent one-twentieth of the share capital or amount to EUR 500,000.00 may demand that items are added to the agenda and published. Pursuant to Article 56 sentence 3 of the SE Regulation in conjunction with Section 50(2) of the SE Implementation Act, this quorum is required for supplementary requests by the shareholders of a European stock corporation (SE); the content of Section 50(2) of the SE Implementation Act corresponds to the provisions of Section 122(2) of the German Stock Corporation Act. However, the minimum holding period of days prior to the receipt of the motion and through the date of the decision by the Management Board on the motion, which applies to German stock corporations, is not applicable to shareholders of the Company. Each new item must be accompanied by a statement of reason or a draft resolution.

Motions to supplement the agenda must be received by the Company in writing at least 30 days before the Virtual Annual General Meeting – not taking into account the date of receipt and the date of the Virtual Annual General Meeting – *i.e.*, no later than by

Tuesday, April 11, 2023
(24:00 CEST).

Motions to supplement the agenda received thereafter will not be taken into account. The shareholders are kindly asked to direct such motions to supplement the agenda to the following address:

HelloFresh SE
– Management Board –
Prinzenstraße 89
10969 Berlin
Germany

Motions to supplement the agenda which must be published will be published in the Federal Gazette (*Bundesanzeiger*) promptly after receipt of the motion and forwarded for publication to such media as may be expected to spread the information throughout the European Union. They will also be announced promptly on the Company's website at

<https://ir.hellofreshgroup.com/agm>

and will be communicated to the shareholders pursuant to Article 53 of the SE Regulation in conjunction with Section 125(1) sentence 3 of the German Stock Corporation Act.

The main provisions of the SE Regulation, the SE Implementation Act and the German Stock Corporation Act underlying these shareholders' rights are as follows:

Article 56 of the SE Regulation (Request to supplement the agenda)

One or more shareholders may request that one or more additional items are added to the agenda of any general meeting, provided their aggregate shares amount to at least 10% of the subscribed share capital. The procedure and time limits applicable to such requests are laid down by the national laws of the state where the SE is domiciled or,

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if no such provisions exist, by the articles of association of the SE. The articles of association or the laws of the state where the SE is domiciled may provide for a lower percentage under the same conditions as applicable to stock corporations.

Section 50(2) of the SE Implementation Act – Convening and Supplementing the agenda at the request of a minority

- (2) *One or more shareholders may request that one or more items be added to the agenda of a General Meeting, provided that his or her shareholding reaches 5 percent of the share capital or the pro rata amount of EUR 500,000.*

Section 122(2) of the German Stock Corporation Act – Convening the General Meeting upon a Corresponding Demand being Made by a Minority

- (2) *In the same manner, shareholders whose combined shares amount to at least one-twentieth of the share capital or a proportionate ownership of at least EUR 500,000 may request that items be placed on the agenda and be published. Each new item must be accompanied by a statement of reason or a draft resolution. The request within the meaning of sentence 1 must be received by the company no later than 24 days, in the case of stock exchange listed companies no later than 30 days prior to the meeting, excluding the day of receipt.*

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2. Countermotions and election proposals pursuant to Article 53 of the SE Regulation in conjunction with Sections 126, 127, 118a(1) sentence 2 no. 3 of the German Stock Corporation Act

In addition, shareholders may submit countermotions to proposals from the Management Board and/or the Supervisory Board for specific agenda items to the Company and submit proposals for the election of the auditor and for the election of members of the Supervisory Board. Countermotions and election proposals do not have to be supported by a reasoning.

Countermotions and election proposals by shareholders that have been received by the Company at the address specified below at least 14 days before the Virtual Annual General Meeting – the date of receipt and the date of the Virtual Annual General Meeting are taken into account –, *i.e.* no later than by

Thursday, April 27, 2023
(24:00 CEST)

will promptly be made available on the website of HelloFresh SE at

<https://ir.hellofreshgroup.com/agm>

along with the name of the shareholder as well as any reasoning and/or any statement by the administration (Article 53 of the SE Regulation in conjunction with Sections 126(1) sentence 3, 127 sentence 1 of the German Stock Corporation Act).

The Company may refrain from making available a countermotion (including any reasoning) or election proposal if circumstances for exclusion set forth in Section 126(2) of the German Stock Corporation Act (for countermotions and election proposals) or Section 127 sentence 3 of the German Stock Corporation Act (for election proposals) apply.

Countermotions along with any reasoning and election proposals by shareholders for the Virtual Annual General Meeting must be directed exclusively to one of the following addresses:

HelloFresh SE
– Legal Department –
Prinzenstraße 89
10969 Berlin
Germany

E-mail: cr@hellofresh.com

Countermotions/election proposals addressed otherwise will not be made available. Shareholders are requested to prove their shareholding as of the date they submit the countermotion or election proposal.

Countermotions or election proposals by shareholders that are to be made accessible by the Company in accordance with the above requirements, shall be deemed to have been made at the time they are made available. The Company will enable that these motions can be voted on as soon as the shareholders can prove that they meet the legal or statutory requirements for exercising their voting rights. If the shareholder who submitted the motion is not duly legitimized and registered for the Annual General

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Meeting, the motion does not have to be dealt with at the meeting (Section 126(4) of the German Stock Corporation Act). During the virtual Annual General Meeting, electronically connected shareholders can submit motions and election proposals by way of video communication at the meeting.

The provisions of the German Stock Corporation Act underlying these shareholders' rights, which also specify under which conditions counterproposals and election proposals need not be made available, are as follows:

Section 126 of the German Stock Corporation Act – Motions by shareholders:

- (1) *Motions by shareholders must be made accessible to the beneficiaries set out in section 125(1) to (3), subject to the pre-requisites listed therein, including the name of the shareholder, the reasons for which the motions are being made, and a statement, if any has been made, by the management regarding its position, provided that the shareholder has sent, at the latest fourteen days prior to the date of the general meeting, a countermotion opposing a proposal or guidance by the management board and the supervisory board regarding a certain item of business set out in the agenda, specifying the reasons therefor, to the address set out for this purpose in the invitation convening the general meeting. The date on which the countermotion is received shall not be included in calculating the period. In the case of companies listed on the stock exchange, the countermotion shall be made accessible via the company's website. Section 125(3) shall apply mutatis mutandis.*
- (2) *A counterproposal and its supporting information need not be made available if:*
 1. *the management board would become criminally liable by granting accessibility;*
 2. *the counterproposal would result in a resolution of the general meeting that would be illegal or would violate the articles of association;*
 3. *the reasoning contains statements which are obviously false or misleading in material respects or if it contains insults;*
 4. *a counterproposal of such shareholder based on the same facts has already been made available with respect to a general meeting of the company pursuant to section 125;*
 5. *the same counterproposal of such shareholder based on essentially the same reasoning was already made available pursuant to Section 125 to at least two general meetings of the company within the past five years and at such general meetings less than one-twentieth of the share capital represented voted in favor of such counterproposal;*
 6. *such shareholder indicates that he will neither attend nor be represented at the general meeting; or*
 7. *within the past two years at two general meetings such shareholder has failed to submitted, or cause to be submitted, a counterproposal he transmitted.*

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The supporting information need not be made available if it exceeds a total of 5,000 characters.

- (3) If several shareholders submit counterproposals with respect to the same resolution item, the management board may combine such counterproposals and the respective reasoning.*
- (4) In the case of a virtual General Meeting, motions to be made accessible in accordance with paragraphs 1 to 3 shall be deemed to have been made at the time they are made accessible. The Company shall enable the voting right on these motions to be exercisable as soon as the shareholders are able to prove that they meet the requirements for exercising their voting rights under applicable law or the Articles of Association. If the shareholder who has submitted the motion is not duly legitimized and, if registration is necessary for the Annual General Meeting, the motion does not have to be dealt with at the meeting.*

Section 127 of the German Stock Corporation Act – Election proposals by shareholders (excerpt):

Section 126 applies mutatis mutandis to a nomination by a shareholder for the election of members of the supervisory board or auditors. Such nomination need not be supported by a reasoning. The management board is not required to make such nomination accessible if the nomination does not contain information pursuant to section 124(3) sentence 4 and section 125(1) sentence 5.

Section 124(3) sentence 4 of the German Stock Corporation Act:

The proposal for the election of members of the supervisory board or auditors must state their names, practiced profession and place of residence.

Section 125(1) sentence 5 of the German Stock Corporation Act:

In case of publicly listed companies, any nomination for the election of members of the supervisory board must be accompanied by information on the membership in other legally required supervisory boards; information on their membership in comparable domestic and foreign controlling bodies of business enterprises should also be provided.

Section 118(1) sentence 2 no. 3 of the German Stock Corporation Act:

If a virtual general meeting is held, the following requirements must be met:

[...]

- 3. Shareholders electronically connected to the meeting shall be given a right to submit motions and election proposals at the meeting by way of video communication,*

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3. **Right to submit comments pursuant to Article 53 SE Regulation in conjunction with Sections 130a (1) to (4), 118(1) sentence 2 no. 6 of the German Stock Corporation Act**

Pursuant to Section 130a (1) to (4) AktG, shareholders who have duly registered for the Annual General Meeting have the right to submit comments on the agenda items in text form prior to the Annual General Meeting by means of electronic communication via the password-protected InvestorPortal at

<https://ir.hellofreshgroup.com/hv>

Comments must be submitted in text form as a file in PDF format and may not exceed 10,000 characters (including spaces). By submitting a statement, the shareholder or his proxy agrees to the statement being made available on the password-protected InvestorPortal under his name.

Comments must be submitted no later than five days before the meeting, i.e. no later than

Saturday, May 6, 2023
24:00 hours (CEST).

Unless it is permissible to dispense with publication in exceptional cases in accordance with Section 130a (3) sentence 4 AktG, comments submitted will be made available on the password-protected InvestorPortal no later than four days before the Annual General Meeting, i.e. no later than Sunday, May 7, 2023, 24:00 hours (CEST). Any comments by the management will also be published on the InvestorPortal.

Questions / requests for information and objections as well as countermotions and election proposals, on the other hand, are subject to the procedure described separately in the notice of the meeting. Please note that questions / requests for information, objections, countermotions or election proposals included in a comment but not submitted as described in the notice of the meeting shall be disregarded.

The provisions of the German Stock Corporation Act underlying these shareholders' rights are as follows:

Section 130a(1) to (4) of the German Stock Corporation Act – Right to submit comments in case of virtual general meetings

- (1) *In the event of a virtual shareholders' meeting, shareholders shall have the right to submit comments on the agenda items prior to the meeting by way of electronic communication using the address provided for this purpose in the notice convening the meeting. The right may be restricted to shareholders who have duly registered for the meeting. The scope of the comments may be appropriately limited in the notice convening the meeting.*
- (2) *Comments shall be submitted no later than five days before the meeting.*
- (3) *The comments submitted shall be made available to all shareholders no later than four days before the meeting. Such availability may be restricted to shareholders who have duly registered for the meeting. In the case of listed companies, such disclosure shall be made on the website of the company; in the case of sentence*

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2, disclosure may also be made on the website of a third party. Section 126(2) sentence 1 number 1, 3 and 6 shall apply *mutatis mutandis*.

- (4) Section 121(7) shall apply to the calculation of the time limits specified in paragraphs 2 and 3 sentence 1.

Section 121(7) of the German Stock Corporation Act (Excerpt) – General

- (7) *In the case of deadlines and dates calculated back from the meeting, the day of the meeting shall not be counted. A transfer from a Sunday, a Saturday or a public holiday to a preceding or following working day shall not be made. Sections 187 to 193 of the German Civil Code shall not apply mutatis mutandis.*

Section 118a(1) sentence 2 no. 6 of the German Stock Corporation Act

If a virtual general meeting is held, the following requirements must be met:

[...]

- 6. Shareholders are granted the right to submit comments in accordance with section 130a(1) to (4) by means of electronic communication,*

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4. Right to speak pursuant to Article 53 SE Regulation in conjunction with Sections 130a (5) and (6), 118a(1) sentence 2 no. 7 of the German Stock Corporation Act

Shareholders who have duly registered for the Annual General Meeting or their proxies who are connected electronically to the virtual Annual General Meeting have the right to speak at the Annual General Meeting by means of video communication. From the start of the Annual General Meeting, video communication will be available via the password-protected InvestorPortal at

<https://ir.hellofreshgroup.com/hv>

with the function for requesting to speak and submitting motions activated, via which duly registered shareholders or their proxies can register their speech or motion. The right to speak also includes, in particular, the right to submit motions and election proposals in accordance with Section 118a(1) sentence 2 no. 3 of the German Stock Corporation Act and to assert the right to information that exists at the Annual General Meeting and is described in “*5. Right to information pursuant to Article 53 SE Regulation in conjunction with Sections 131, 118a(1) sentence 2 no. 4 of the German Stock Corporation Act*” below.

The right to speak may also be exercised by authorized third parties of a shareholder. The proxies appointed by the Company do not exercise the right to speak on behalf of the shareholders authorizing them.

For electronic connection by way of video communication, shareholders or their authorized representatives require Internet access and an appropriate terminal device (e.g. laptop, PC, smartphone or tablet, each with camera and microphone that can be accessed from the browser).

Persons who have registered via the password-protected InvestorPortal to make a speech or submit a motion will be activated in the InvestorPortal for their speech or motion. The Company reserves the right to check the functionality of the video communication between the shareholder or proxy and the Company during the meeting and prior to the speech or the submission of the motion and to reject it if the functionality is not ensured.

Pursuant to Article 16(2) of the Company's Articles of Association, the chairman of the virtual Annual General Meeting may determine the order of speeches and is authorized pursuant to Article 16(3) of the Company's Articles of Association to impose reasonable time limits on the right to speak. In particular, he may set reasonable limits on speaking time, question time or combined speaking and question time, as well as the appropriate time frame for the entire course of the Annual General Meeting, for individual items on the agenda and for individual speakers at the beginning of or during the course of the

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Annual General Meeting; this includes in particular the possibility, if necessary, to close the list of speakers early and to order the end of the debate.

The provisions of the German Stock Corporation Act underlying these shareholders' rights are as follows:

Section 130a(5) and (6) of the German Stock Corporation Act – Right to speak at virtual general meetings

- (5) *Shareholders connected electronically to the meeting shall be granted the right to speak at the meeting by means of video communication. The form of video communication offered by the Company shall be used for the speeches. Motions and election proposals pursuant to Section 118a(1) sentence 2 number 3, the request for information pursuant to Section 131(1), follow-up questions pursuant to Section 131(1d) and further questions pursuant to Section 131(1e) may be part of the speech. Section 131(2) sentence 2 shall apply mutatis mutandis.*
- (6) *In the convening notice, the Company may reserve the right to check the functionality of the video communication between the shareholder and the Company in the meeting and before the speech and to reject the speech if the functionality is not ensured.*

Section 118a(1) sentence 2 no. 7 of the German Stock Corporation Act

If a virtual general meeting is held, the following requirements must be met:

[...]

- 7. Shareholders connected electronically to the meeting shall be granted the right to speak at the meeting by means of video communication in accordance with section 130a (5) and (6),*

The provisions of the Company's Articles of Association underlying these shareholders' rights are as follows:

Sections 16(2) and (3) of the Articles of Association of HelloFresh SE

- (2) *The chairman of the general meeting chairs the proceedings of the meeting and directs the course of the proceedings at the general meeting. He may, particularly in exercising rules of order, make use of assistants. He shall determine the sequence of speakers and the consideration of the items on the agenda as well as the form, the procedure and the further details of voting; he may also, to the extent permitted by law, decide on the bundling of factually related items for resolution into a single voting item.*
- (3) *The chairman of the general meeting is authorized to impose a reasonable time limit on the right to ask questions and to speak. In particular, he may establish at the beginning of or at any time during the general meeting, a limit on the time allowed to speak or ask questions or on the combined time to speak and ask questions, determine an appropriate time frame for the course of the entire general meeting, for individual items on the agenda or individual speakers; he may also, if necessary, close the list of requests to speak and order the end of the debate.*

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5. Right to information pursuant to Article 53 SE Regulation in conjunction with Sections 131, 118a(1) sentence 2 no. 4 of the German Stock Corporation Act

In connection with the Annual General Meeting, shareholders who have duly registered have the right to request information on the Company's affairs from the Management Board by means of electronic communication, to the extent that such information is necessary for a proper evaluation of the item on the agenda. This duty of the Management Board to provide information also extends to the legal and business relations of the Company with an affiliated company and to the situation of the Group and the companies included in the consolidated financial statements.

If information has been provided to a shareholder outside the Annual General Meeting due to his capacity as a shareholder, it must be provided to any other shareholder upon request at the Annual General Meeting, even if it is not necessary for the proper assessment of the item on the agenda. Any shareholder connected electronically to the Annual General Meeting may submit such a request by means of electronic communication.

The Management Board may refuse to provide information under certain conditions set out in more detail in Section 131 (3) of the German Stock Corporation Act. The conditions under which the Management Board may refuse to provide information are set forth below.

The Management Board has not made use of the option provided by Section 131(1a) sentence 1 of the German Stock Corporation Act to stipulate that shareholders' questions must be submitted by electronic communication no later than three days before the meeting. It is therefore neither necessary nor possible to submit questions in advance of the Annual General Meeting. However, requests for information may be part of a speech as described in "4. *Right to speak pursuant to Article 53 SE Regulation in conjunction with Sections 130a (5) and (6), 118a(1) sentence 2 no. 7 of the German Stock Corporation Act*" above. It is intended that the chairman of the meeting will determine in accordance with Section 131(1f) of the German Stock Corporation Act that the right to information is to be exercised exclusively via the video communication offered by the Company in the password-protected InvestorPortal, which means that shareholders must be electronically connected to the Annual General Meeting in order to exercise this right. To exercise this right, each shareholder or his proxy must first submit a request to speak via the request to speak function provided in the password-protected InvestorPortal. This is only possible on the day of the Annual General Meeting from 10:00 a.m. (CEST) until the time set by the chairman of the meeting. No other submission of questions by electronic or other means of communication is envisaged either before or during the Annual General Meeting.

The right to information may also be exercised by authorized third parties of a shareholder. The proxies appointed by the Company do not exercise the right to information on behalf of the shareholders authorizing them.

The Company reserves the right to check the functionality of the video communication between the shareholder or proxy and the Company at the meeting beforehand and to reject the request to speak if the functionality is not ensured.

Pursuant to Article 16(2) of the Company's Articles of Association, the chairman of the meeting may determine the order of speeches and, pursuant to Article 16(3) of the Company's Articles of Association, is authorized to impose reasonable time limits on the right to ask questions. In particular, he may set reasonable limits on the time allowed

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to speak, the time allowed to ask questions or the combined time allowed to speak and ask questions, as well as the appropriate time frame for the entire course of the Annual General Meeting, for individual items on the agenda and for individual speakers at the beginning of or during the course of the Annual General Meeting; this includes in particular the possibility, if necessary, to close the list of speakers early and to order the end of the debate.

Shareholders at the Annual General Meeting have the right to ask follow-up questions on all answers given by the Management Board in accordance with Section 131(1d) of the German Stock Corporation Act. The above statements apply accordingly to this right to ask further questions, in particular with regard to the reasonable time limit imposed by the chairman of the meeting.

The provisions of the German Stock Corporation Act underlying these shareholders' rights, which also determine the conditions under which the Management Board may refrain from answering questions, are as follows:

Section 131 – Shareholder's right to information

- (1) *Upon request, each shareholder shall be provided with information at the Annual General Meeting by the Management Board on the Company's affairs to the extent that such information is necessary to permit a proper evaluation of the item on the agenda. The duty to provide information also extends to the Company's legal and business relations with an affiliated company. If a company makes use of the simplifications under Section 266(1) sentence 3, Section 276 or Section 288 of the German Commercial Code (Handelsgesetzbuch), each shareholder may demand that the annual financial statements be presented to him at the Annual Stockholders' Meeting on the annual financial statements in the form that would have been used if these simplifications had not been made. The duty of the management board of a parent company (Section 290(1), (2) of the German Commercial Code) to provide information at the shareholders' meeting to which the consolidated financial statements and the group management report are submitted also extends to the situation of the Group and the companies included in the consolidated financial statements.*
- (1a) *In the case of the virtual shareholders' meeting, subsection 1 sentence 1 shall apply subject to the proviso that the Management Board may stipulate that shareholders' questions must be submitted by electronic communication no later than three days before the meeting. Section 121(7) shall apply to the calculation of the deadline. Questions not submitted in due time need not be taken into account.*
- (1b) *The scope of the submission of questions may be appropriately limited in the notice convening the meeting. The right to submit questions may be restricted to shareholders duly registered for the meeting.*
- (1c) *The Company shall make duly submitted questions available to all shareholders prior to the meeting and answer them no later than one day prior to the meeting; Section 121(7) shall apply to the calculation of the deadline. In the case of listed companies, the questions shall be made available and answered via the Company's website. Section 126(2) sentence 1 number 1, 3 and 6 shall apply mutatis mutandis to the making available of the questions. If the answers are continuously accessible one day before the start of and at the meeting, the*

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Management Board may refuse to provide information on these questions at the meeting.

- (1d) Every shareholder who is electronically connected to the meeting shall be granted a right of inquiry at the meeting by means of electronic communication regarding all answers given by the Board of Management before and at the meeting. Paragraph 2 sentence 2 also applies to the right to ask further questions.*
- (1e) In addition, every shareholder who is electronically connected to the meeting shall be granted the right at the meeting by means of electronic communication to ask questions on matters which have only arisen after the expiry of the period pursuant to subsection 1a sentence 1. Paragraph 2 sentence 2 shall also apply to this right to ask questions.*
- (1f) The chairman of the meeting may determine that the right to information pursuant to subsection 1, the right to ask questions pursuant to subsection 1d and the right to ask questions pursuant to subsection 1e may be exercised at the shareholders' meeting exclusively by means of video communication.*
- (2) The information provided must correspond to the principles of conscientious and faithful accounting. The articles of association or the rules of procedure pursuant to Section 129 may authorize the chairman of the meeting to impose reasonable time limits on the shareholder's right to ask questions and to speak, and may also allow him to make further determinations concerning the details in this regard.*
- (3) The management board may refuse a request for information,*
 - 1. To the extent the provision of the information, when adjudged applying prudent business judgment, is suited to cause a greater than insignificant disadvantage to the company or an affiliated enterprise;*
 - 2. To the extent it refers to carrying values for tax purposes or the amount of individual taxes;*
 - 3. Regarding the difference between the value at which objects were stated in the annual balance sheet and a higher value of such objects, unless the general meeting approves and establishes the annual accounts;*
 - 4. Regarding the accounting and valuation methods insofar as it suffices to cite these methods in the notes in order to accurately represent the company's assets, financial position, and revenue situation in keeping with its actual circumstances in the sense of section 264(2) HGB; this shall not apply if the general meeting approves and establishes the annual accounts;*
 - 5. To the extent the management board would be liable to punishment under law were it to provide the information;*
 - 6. To the extent, in the case of a credit institution, a financial services provider or a securities institute, no information need be provided regarding the accounting and valuation methods applied, nor regarding the netting performed in the annual accounts, management report, consolidated financial statements, or consolidated management report;*

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7. *To the extent such information is continuously accessible on the company's website for at least seven days prior to commencement of the general meeting, and also in its course.*

Any refusal to provide information for other than the grounds set out above is not permissible.

- (4) *Where information has been provided to a shareholder because of his capacity as such, and this was done outside of the general meeting, it must be provided to every other shareholder making a corresponding request at the general meeting, even if such information is not required in order to appropriately adjudge the item of business set out in the agenda. In the case of a virtual general meeting, it must be ensured that each shareholder electronically connected to the meeting may submit its request pursuant to sentence 1 by way of electronic communication. The management board may not refuse to provide the information in accordance with paragraph (3) sentence 1, nos. 1 to 4. Sentences 1 to 3 shall not apply if a subsidiary company (Section 290(1) and (2) of the German Commercial Code), a joint venture (Section 310(1) of the German Commercial Code) or an associated enterprise (Section 311(1) of the German Commercial Code) issues the information to a parent company (Section 290(1) and (2) of the German Commercial Code) for purposes of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.*
- (5) *Where a shareholder's request for information is refused, he may demand that his question and the grounds for refusing to provide the information be included in the minutes of the meeting. In the case of a virtual general meeting, it must be ensured that each shareholder electronically connected to the meeting may submit its request pursuant to sentence 1 by way of electronic communication.*

Section 118a(1) sentence 2 no. 4 of the German Stock Corporation Act

If a virtual general meeting is held, the following requirements must be met:

[...]

4. *Shareholders are granted a right to information pursuant to section 131 by way of electronic communication.*

The provisions of the Company's Articles of Association underlying these shareholders' rights are as follows:

Sections 16(2) and (3) of the Articles of Association of HelloFresh SE

- (2) *The chairman of the general meeting chairs the proceedings of the meeting and directs the course of the proceedings at the general meeting. He may, particularly in exercising rules of order, make use of assistants. He shall determine the sequence of speakers and the consideration of the items on the agenda as well as the form, the procedure and the further details of voting; he may also, to the extent permitted by law, decide on the bundling of factually related items for resolution into a single voting item.*
- (3) *The chairman of the general meeting is authorized to impose a reasonable time limit on the right to ask questions and to speak. In particular, he may establish at*

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the beginning of or at any time during the general meeting, a limit on the time allowed to speak or ask questions or on the combined time to speak and ask questions, determine an appropriate time frame for the course of the entire general meeting, for individual items on the agenda or individual speakers; he may also, if necessary, close the list of requests to speak and order the end of the debate.

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6. Right to object pursuant to Article 53 SE Regulation in conjunction with Section 118a(1) sentence 2 no. 8 of the German Stock Corporation Act

Shareholders connected electronically to the Annual General Meeting are granted the right to object to a resolution of the Annual General Meeting by means of electronic communication. The objection may be submitted during the whole virtual Annual General Meeting up to its end by means of electronic communication to the record of the notary public via the InvestorPortal at

<https://ir.hellofreshgroup.com/hv>

The notary public has authorized the Company to receive objections via the InvestorPortal and will also receive these objections via the InvestorPortal.

The proxies of the Company may not declare any objections to resolutions of the Annual General Meeting to the record of the notary public certifying the Annual General Meeting.

The provisions of the German Stock Corporation Act underlying these shareholders' rights are as follows:

Section 118a(1) sentence 2 no. 8 of the German Stock Corporation Act

If a virtual general meeting is held, the following requirements must be met:

[...]

8. Shareholders connected electronically to the meeting are granted a right to object to a resolution of the Annual General Meeting by means of electronic communication,

Berlin, April 2023

HelloFresh SE
– The Management Board –

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