



HELLOFRESH
GROUP

AGM 2022: Convenience Overview

Virtual, 12 May 2022

Streaming virtually at **10:00 AM CEST, 12 May 2022**

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

Shareholder Participation

- Registration (together with proof of share ownership):
 - Deadline - 24:00 CEST, 5 May 2022
 - *Inter alia* via inhaberaktien@linkmarketservices.de
- Record Date:
 - 00:00 CEST, 21 April 2022
- Voting by Shareholder:
 - Portal - <https://ir.hellofreshgroup.com/hv>
 - Email - inhaberaktien@linkmarketservices.de
 - Postal - See AGM Invitation
- Voting by Proxy:
 - See AGM Invitation

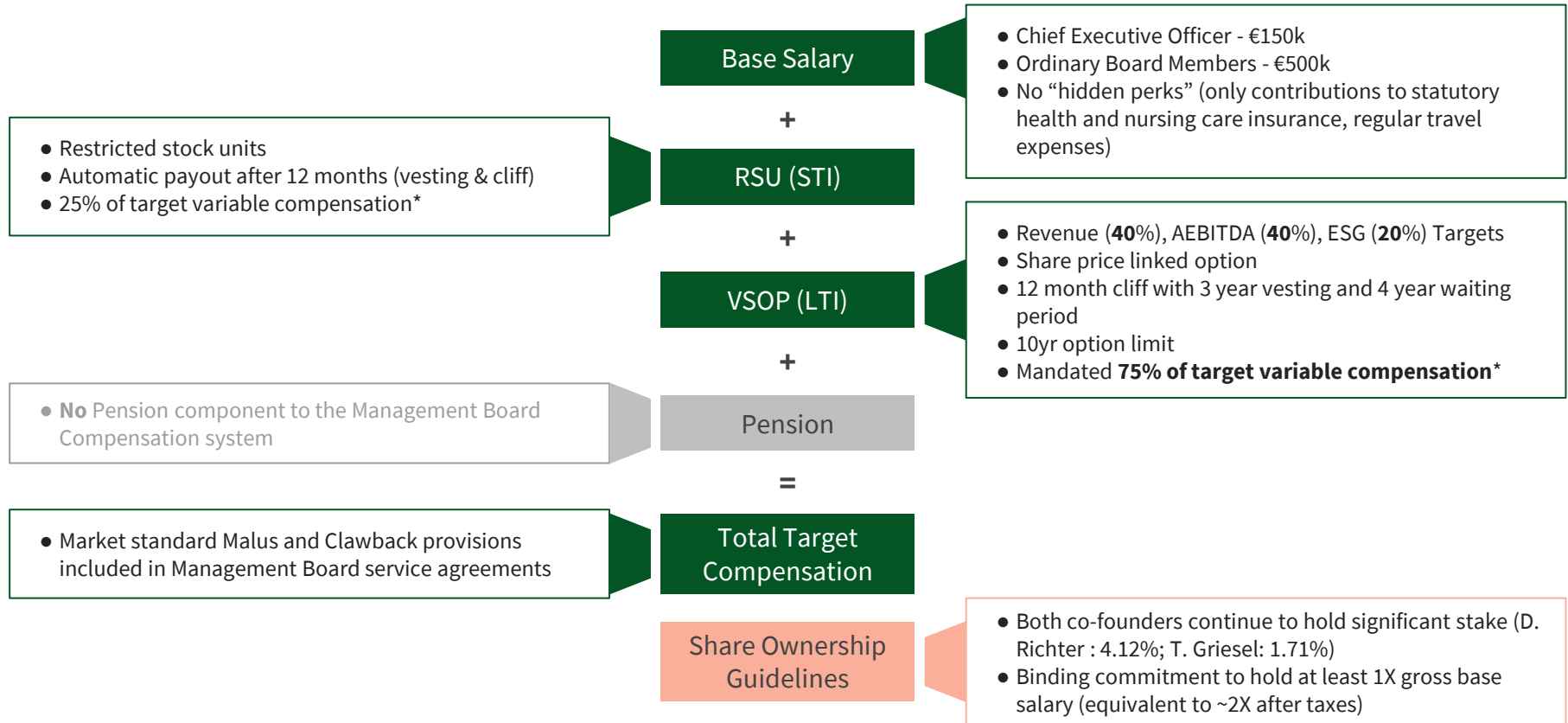
Selected Further Rights of Shareholders

- Additions to the Agenda via post:
 - Written form
 - 5% of share capital or 500,000 shares
 - Statement of reasons or draft resolution
 - Deadline - 24:00 CEST, 11 April 2022
 - HelloFresh SE, Attn: Management Board, Prinzenstraße 89, 10969 Berlin, Germany
- Countermotions by Shareholders
 - Deadline - 24:00 CEST, 27 April 2022
 - HelloFresh SE, Attn: Legal Department, Prinzenstraße 89, 10969 Berlin, Germany
 - Email: cr@hellofresh.com
- Right to ask Questions (in German)
 - After registration and proof of share ownership only
 - Deadline - 24:00 CEST, 10 May 2022
 - Via Portal: <https://ir.hellofreshgroup.com/hv>

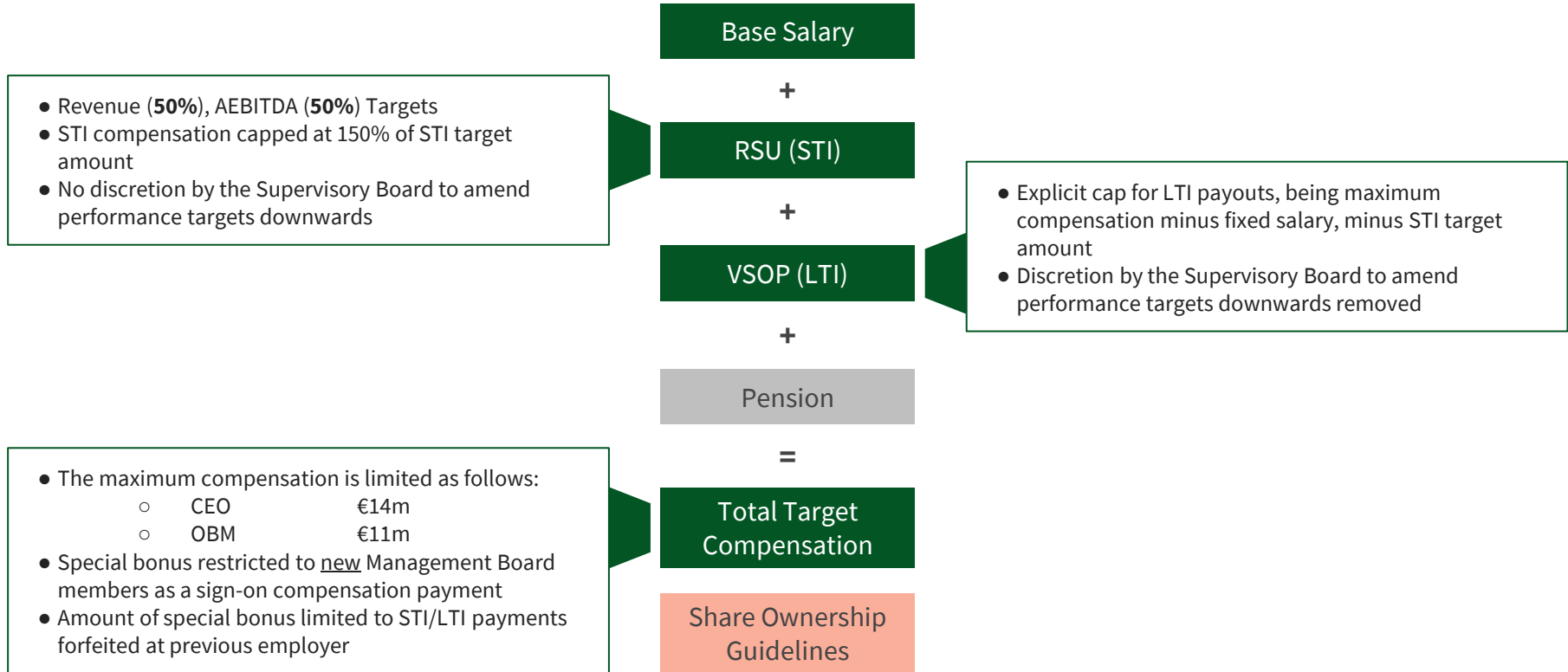
Resolutions

2. Appropriation of Balance Sheet Profit for FY 2021
3. Management Board Discharge for FY 2021
4. Supervisory Board Discharge for FY 2021
5. Appointment of KPMG as Auditor for FY 2022
6. Approval of Compensation Report for FY 2021
7. Approval of the Management Board Compensation System (Slide 4/5)
8. Cancellation and re-creation of Authorized Capital (Slide 6)
9. Cancellation and re-creation of authorization to issue bonds and
cancellation and re-creation of Conditional Capital (Slide 6)
10. Authorisation to acquire and use of Treasury Shares

Elements of former Management Board Compensation System 2021



New Management Board Compensation System 2022 (changes)



Share Capital - Reducing additional capital to 40% of issued share capital with up to 10% exclusion of subscription rights

	As of 5 April 2022	AGM 2022 Proposal	
Issued Share Capital*	173,942,278	173,942,278	
Authorized Capital 2017/I	50,926,467	Cancel	
Authorized Capital 2021/I	13,541,434	Cancel	
Conditional Capital 2018/II	5,000,000	5,000,000	Underlying shares for Convertible Bond issued in May 2020. 3.45m shares are under option, subject to potential adjustments of the conversion price
Conditional Capital 2021/I	17,386,441	Cancel	
Authorized Capital 2022/I	-	47,182,684	To 11 May 2025 (3 year approval)
Conditional Capital 2022/I	-	17,394,227	To 11 May 2025 (3 year approval)
<i>Additional Capital % of Issued</i>	<i>50%</i>	<i>40%</i>	<i>Exclusion of subscription rights up to a maximum of 10% of Issued Share Capital (for conditional and authorized capital combined).</i>