

HELLOFRESH GROUP

HelloFresh SE

Berlin

ISIN DE000A161408

WKN A16140

Invitation to the Annual General Meeting 2025

(Unique identifier of the event: HFSE250601GM)

The Shareholders of our Company are hereby invited to the

Annual General Meeting 2025

on

Friday, June 6, 2025

at 10:00 a.m. (CEST)

at

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

to be held virtually

without the physical presence of the Shareholders or their proxies (with the exception of the proxies appointed by the Company) ("**virtual Annual General Meeting**"). The meeting venue within the meaning of the German Stock Corporation Act is the business premises of GRÜNEBAUM Event Services & Consulting GmbH & Co KG, Karl-Heinrich-Ulrichs-Straße 22-24, 10785 Berlin. Shareholders and their proxies (with the exception of the proxies appointed by the Company) have no right or opportunity to be physically present at

the venue of the meeting. All members of the Management Board and the Supervisory Board intend to attend the entire Annual General Meeting on site.

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I. Agenda

- 1. Presentation of the adopted annual financial statements and the consolidated financial statements approved by the Supervisory Board as at December 31, 2024, the combined management report for the Company and the Group for the 2024 financial year, the report of the Supervisory Board for the 2024 financial year and the explanatory report of the Management Board on the disclosures pursuant to Section 289a (1) and Section 315a (1) of the German Commercial Code (HGB)**

The Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Management Board, and the annual financial statements are thus adopted. A resolution by the Annual General Meeting on this Agenda Item 1 is therefore not planned or necessary. Instead, the above-mentioned documents are merely to be made available to the Annual General Meeting and explained by the Management Board or - in the case of the Supervisory Board's report - by the Chairman of the Supervisory Board.

- 2. Resolution on the appropriation of the balance sheet profit of HelloFresh SE for the financial year 2024**

The Management Board and Supervisory Board propose that the following resolution be adopted:

The balance sheet profit (*Bilanzgewinn*) of EUR 237,924,704.39 generated in the 2024 financial year and reported in the adopted annual financial statements of HelloFresh SE as of December 31, 2024 will be appropriated as follows

Distribution to Shareholders:	EUR 0,00
Allocation to retained income:	EUR 0,00
Profit carried forward (<i>Gewinnvortrag</i>):	EUR 237,924,704.39
<hr/>	
Balance sheet profit (<i>Bilanzgewinn</i>):	EUR 237,924,704.39

- 3. Resolution on the discharge of the members of the Management Board for the 2024 financial year**

The Management Board and Supervisory Board propose to grant discharge for the 2024 financial year to the members of the Management Board in office in the 2024 financial year.

4. Resolution on the discharge of the members of the Supervisory Board for the 2024 financial year

The Management Board and Supervisory Board propose to grant discharge for the 2024 financial year to the members of the Supervisory Board in office in the 2024 financial year

5. Resolution on the appointment of the auditor and Group auditor for the 2025 financial year and the auditor for any review of the condensed financial statements and the interim management report in the 2025 financial year and for any review of additional interim financial information in the 2025 and 2026 financial years and the auditor for the sustainability reporting for the 2025 financial year

On the recommendation of its Audit Committee, the Supervisory Board proposes to resolve as follows:

5.1 The PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Berlin, shall be appointed

- a) as auditor and Group auditor for the 2025 financial year;
- b) as auditor in the event of a review of the condensed financial statements and the interim management report (Sections 115 (5) and 117 No. 2 of the German Securities Trading Act (**WpHG**)) for the first half of the 2025 financial year; and
- c) as auditor in the event of an audit review of additional interim financial information (Section 115 (7), 5 WpHG) in the 2025 financial year and in the 2026 financial year until the next Annual General Meeting.

5.2 The PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Berlin, shall be appointed as auditor for the sustainability reporting for the 2025 financial year.

The appointment of the auditor for the sustainability reporting under Agenda Item 5.2 is made as a precautionary measure and conditional on the entry into force of a German implementation provision in which the German legislator provides for a separate appointment of the auditor or the audit firm for the purpose of the confirmation of the sustainability reporting in accordance with the Accounting Directive (Directive 2013/34/EU) by the Annual General Meeting and the audit of the sustainability reporting is not already the responsibility of the auditor (including through transitional provisions).

For reasons of efficiency, the audit of sustainability reporting should be carried out by the auditor.

The above Agenda Items 5.1 and 5.2 are to be voted on individually.

The Audit Committee has declared that its recommendation is free from undue influence by third parties and that no clause restricting the selection options within the meaning of Article 16 (6) of Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC (EU Statutory Audit Regulation) has been imposed on it.

6. Resolution on the election of the members of the Supervisory Board

In accordance with Articles 40 (2) and (3), 9 (1) lit. c) of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European company (SE) (hereinafter "**SE Regulation**") in conjunction with Section 17 of the Act Implementing Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European Company (SE) (hereinafter "**SE Implementation Act**") and Section 8 (1) of the Articles of Association, the Supervisory Board is composed of five members to be elected by the Shareholders. The Annual General Meeting is not bound by election proposals.

The term of office of the current members of the Supervisory Board ends at the end of the Annual General Meeting on June 6, 2025. The elections to the Supervisory Board required for this reason will be held as individual elections.

On the recommendation of its Executive and Nomination Committee, the Supervisory Board proposes that the following five persons be elected as members of the Supervisory Board:

6.1 Mr. John H. Rittenhouse, resident in Belvedere, California, United States of America, Chairman and Chief Executive Officer of Cavallino Capital, LLC, Tiburon, United States of America

Mr. John H. Rittenhouse has expertise in the areas of accounting and auditing.

In the event of re-election, Mr. John H. Rittenhouse is to be proposed as a candidate for Chairman of the Supervisory Board.

6.2 Mr. Michael Roth, resident in Seattle, Washington, United States of America, independent consultant and member of several boards of directors

6.3 Mr. Arjan Dijk, resident in Amsterdam, Netherlands, self-employed consultant

6.4 Mr. Florian Schuhbauer, resident in Frankfurt am Main, Germany, Co-CIO and Founding Partner of Active Ownership Capital S.à r.l. and Active Ownership Corporation S.à r.l.

Mr. Florian Schuhbauer has expertise in the field of accounting.

6.5 Mr. Oliver Tant, resident in London, United Kingdom, independent consultant

Mr. Oliver Tant has expertise in the areas of accounting and auditing.

Pursuant to Section 8 (2) of the Articles of Association, the appointment takes effect from the end of the Annual General Meeting on June 6, 2025 until the end of the Annual General Meeting that resolves on the discharge of the members of the Supervisory Board for the 2026 financial year.

The recommendations of the Executive and Nomination Committee and the corresponding election proposals of the Supervisory Board for this Agenda Item 6 take into account the objectives resolved by the Supervisory Board for its composition and thus also take into account the fulfillment of the competence profile developed by the Supervisory Board for the entire Board.

The Supervisory Board has verified with the candidates that they are able to devote the expected amount of time required for their work on the Supervisory Board.

Further information on the candidates proposed for election to the Supervisory Board, in particular the CVs of the candidates, which contain information on other mandates in accordance with Section 125 para. 1 sentence 5 of the German Stock Corporation **Act** (hereinafter "**AktG**") and in accordance with the recommendations of the German Corporate Governance Code, can be found at the end of the agenda at II.1

7. Resolution on the enlargement of the Supervisory Board and corresponding amendment to Section 8 (1) of the Articles of Association

In accordance with Section 8 (1) of the Articles of Association, the Company's Supervisory Board currently consists of five members who are to be elected by the

Shareholders. Following the IPO in 2017, the size of the Supervisory Board was reduced from seven to five members in 2018 with the departure of two previous Supervisory Board members. In the Company's experience, the legal and time requirements for Supervisory Board members have increased significantly since then, most recently due to the significant expansion of sustainability reporting. In addition, the international nature and complexity of the Company's business model has increased significantly since the IPO. The number of Supervisory Board members is therefore to be increased to six. This expansion should enable the Supervisory Board to contribute additional capacities and perspectives to future supervisory work.

Section 8 (1) of the Articles of Association currently reads as follows:

"The Supervisory Board consists of five (5) members who are elected by the Annual General Meeting."

The Management Board and Supervisory Board therefore propose the following resolution:

§ Section 8 (1) of the Articles of Association is repealed and reworded as follows:

"The Supervisory Board consists of six (6) members who are elected by the Annual General Meeting."

The Management Board is authorized to apply for the amendment to the Articles of Association to be entered in the commercial register independently of the other resolutions of the Annual General Meeting.

8. Resolution on a further election to the Supervisory Board with effect from the effective date of the amendment to the Articles of Association to increase the size of the Supervisory Board in accordance with Agenda Item 7

After the proposed amendment to the Articles of Association under Agenda Item 7 takes effect, the Supervisory Board of the Company will consist of six members to be elected by the Shareholders in accordance with Articles 40 para. 2 and 3, 9 para. 1 lit. c) SE Regulation in conjunction with Section 17 SE Implementation Act and Section 8 para. 1 of the Articles of Association. Therefore, if the proposed amendment to the Articles of Association is approved, the Annual General Meeting must elect an additional member of the Supervisory Board subject to the condition precedent that the amendment to the Articles of Association becomes effective upon entry in the commercial register. The Annual General Meeting is not bound by election proposals.

On the recommendation of its Executive and Nomination Committee, the Supervisory Board proposes that the following person be elected as a member of the Supervisory Board:

Ms. Melissa Kirmayer Eamer, resident in Seattle, Washington, United States of America, self-employed consultant

The appointment takes effect from the entry of the amendment to the Articles of Association proposed under Agenda Item 7 in the commercial register in accordance with Section 8 (2) of the Articles of Association until the end of the Annual General Meeting that resolves on the discharge of the members of the Supervisory Board for the 2026 financial year.

The recommendation of the Executive and Nomination Committee and the corresponding election proposal of the Supervisory Board on this Agenda Item 8 take into account the objectives resolved by the Supervisory Board for its composition and thus also take into account the fulfillment of the competence profile developed by the Supervisory Board for the entire Board.

The Supervisory Board verified with the candidate that the candidate is able to devote the expected amount of time required for the work on the Supervisory Board.

Further information on the candidate proposed for election to the Supervisory Board, in particular the candidate's curriculum vitae, which contains information on other mandates pursuant to Section 125 (1) sentence 5 AktG and in accordance with the recommendations of the German Corporate Governance Code, can be found at the end of the agenda at Section II.2

9. Resolution on the approval of the compensation report for the 2024 financial year

The compensation report prepared by the Management Board and the Supervisory Board for the 2024 financial year is to be submitted to the Annual General Meeting for approval. It was audited by PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Berlin, in accordance with Section 162 (3) AktG to determine whether the disclosures pursuant to Section 162 (1) and (2) AktG have been made.

The complete compensation report with the auditor's report will be available on the Company's website (<https://ir.hellofreshgroup.com/agm>) from the time the Annual

General Meeting is convened and will also be available there during the Annual General Meeting.

The Management Board and Supervisory Board propose that the compensation report for the 2024 financial year be approved.

10. Resolution on the approval of the compensation system for the members of the Management Board

Based on the recommendation of its Remuneration Committee and with the assistance of an external remuneration consultant, the Supervisory Board of the Company resolved in April 2025 on a new compensation system for the members of the Management Board (the "**Compensation System 2025**") in order to align the compensation structure even more closely with the Company's current strategy and the interests of its Shareholders and to adjust it to current market developments. In accordance with Section 120a (1) AktG, the Compensation System 2025 must be submitted to the Annual General Meeting for approval.

Compared to the previous compensation system approved by the Annual General Meeting on May 12, 2022, the following changes were made in particular:

1. Change in the plan type of short-term variable compensation to a less cash bonus to decrease complexity,
2. Change in the plan type and plan term of the long-term variable compensation to a performance-based Restricted Stock Unit Program in line with market developments,
3. Change in the payout cap for short-term variable compensation in order to achieve a better balance between opportunities and risks,
4. Adjustment of the financial performance targets to a defined catalog from the categories of liquidity, growth and profitability in order to allow more flexibility with regard to the objectives of variable compensation,
5. Introduction of different financial performance targets for short-term and long-term variable compensation in order to avoid double incentivization between these variable compensation components in line with investor expectations,

6. Introduction of bandwidths with regard to the weighting of the financial performance targets in order to allow more flexibility in the target setting of variable compensation, and
7. Restriction of the special right of termination of the Management Board member in the event of a change of control to cases in which the change of control also has significant detrimental consequences for the Management Board member.

Under the Compensation System 2025, the overall limited total compensation of the members of the Management Board thus consists of (i) a fixed basic salary agreed in individual contracts, (ii) fringe benefits (allowances for health and long-term care insurance, reimbursement of expenses and other expenses), (iii) a limited amount of performance-related short-term variable compensation in the form of a cash bonus and (iv) a long-term variable compensation, also limited in amount and also performance-related, in the form of performance-based Restricted Stock Units. As a result, the revised compensation system ensures Management Board compensation whose (1) variable compensation from the cash bonus and share price-based performance-based Restricted Stock Units, which is dependent on the achievement of certain performance criteria, makes up the majority of the total target compensation and is thus directly linked to the increase in company value, particularly with regard to long-term compensation, resulting in an alignment of interests with the Shareholders and (2) total target compensation is in line with relevant peer companies.

The Compensation System 2025 will be available on the Company's website (<https://ir.hellofreshgroup.com/agm>) from the time the Annual General Meeting is convened and will also be available there during the Annual General Meeting.

Based on the recommendation of its Remuneration Committee, the Supervisory Board proposes that the Compensation System 2025 for the members of the Management Board be approved.

11. Resolution on the authorization to acquire treasury shares and their use, including the authorization to redeem acquired treasury shares and reduce the share capital as well as the cancellation of the corresponding existing authorization

In accordance with Article 5 SE Regulation in conjunction with Section 71 para. 1 no. 8 AktG, the Company requires special authorization from the Annual General Meeting to acquire, use and redeem treasury shares, unless expressly permitted by law. Since the resolution of the Annual General Meeting on 2 May 2024 on the current authorization to

acquire and use treasury shares, the Company has repurchased a total of 9,961,707 treasury shares (5.75 % of the current share capital) on the stock exchange as part of the 2023/2024 buyback program and its current buyback program. To ensure that the Company can continue to buy back shares flexibly in the future to the extent permitted by law, a proposal is to be made to the Annual General Meeting to grant a new authorization to acquire and use treasury shares, cancelling the remaining authorization.

The Management Board and Supervisory Board therefore propose that the following resolution be adopted:

a) Cancellation of the existing authorization

The authorization to acquire treasury shares and to use them, including the authorization to redeem acquired treasury shares and to reduce the share capital, resolved by the Annual General Meeting of the Company on 2 May 2024 under Agenda Item 10 will be revoked at the time the new authorization proposed under the following lit.b) up to and including lit.f) of this Agenda Item 11 becomes effective.

b) Creation of a new authorization

The Management Board is authorized, with the approval of the Supervisory Board, to acquire treasury shares in the Company up to a total of 10% of the Company's share capital existing at the time the resolution is adopted or - if this amount is lower - at the time the authorization is exercised until June 5, 2028, subject to compliance with the principle of equal treatment (Article 9 para. 1 lit. c) (ii) SE Regulation in conjunction with Section 53a AktG). The shares acquired on the basis of this authorization, together with other treasury shares of the Company which the Company has already acquired and still holds or which are attributable to it in accordance with Article 5 of the SE Regulation in conjunction with Sections 71a et seq. of the German Stock Corporation Act (AktG), may not exceed 10% of the Company's share capital at any time.

The authorization may be exercised once or several times, in full or in partial amounts, in pursuit of one or several purposes by the Company, but also by Group companies or by third parties for the account of the Company or the Group companies.

The authorization may not be used for the purpose of trading in treasury shares.

c) Method and manner of acquiring treasury shares

At the discretion of the Management Board, the treasury shares will be acquired (i) via the stock exchange, (ii) by means of a public purchase offer addressed to all Shareholders of the Company or by means of a public invitation to Shareholders to submit offers to sell (the acquisition pursuant to (ii) hereinafter "**public purchase offer**") or (iii) by means of a public offer or a public invitation to submit an offer to exchange liquid shares that are admitted to trading on (another) organized market within the meaning of the German Securities Acquisition and Takeover Act ("**Exchange Shares**") for shares in the Company (the acquisition pursuant to (iii) hereinafter referred to as the "**Exchange Offer**").

aa) Acquisition of shares via the stock exchange

If treasury shares are acquired via the stock exchange, the purchase price per share paid by the Company (excluding ancillary acquisition costs) may not be more than 10% higher or lower than the price of a Company share in Xetra trading (or a corresponding successor system) as determined by the opening auction on the trading day; this does not imply a restriction of stock exchange acquisitions to Xetra trading.

bb) Public purchase offer, i.e. acquisition of the shares (1) by means of a public purchase offer or (2) by means of a public invitation to submit offers to sell.

In the event of an acquisition by way of a public purchase offer, the Company may set a fixed purchase price or a purchase price range per share (excluding incidental acquisition costs) within which it is prepared to acquire shares. In the public purchase offer, the Company may set a deadline for accepting or submitting the offer and the possibility and conditions for adjusting the purchase price range during the deadline in the event of more than insignificant changes in the share price. In the case of a purchase price range, the purchase price is determined on the basis of the selling prices stated in the acceptance or offer declarations of the Shareholders and the purchase volume determined by the Management Board after the end of the offer period.

- (1) In the event of a public purchase offer by the Company, the purchase price offered or the purchase price range may not be more than 10% higher or lower than the volume-weighted average

price of a share of the Company in Xetra trading (or a corresponding successor system) on the last five (5) stock exchange trading days prior to the day of the public announcement of the offer. In the event of an adjustment of the purchase price range by the Company, the last five (5) stock exchange trading days prior to the public announcement of the adjustment will be used as a basis.

- (2) In the event of an invitation to Shareholders to submit offers to sell, the purchase price (excluding incidental acquisition costs) per Company share determined on the basis of the offers submitted may not be more than 10% higher or lower than the volume-weighted average price of a Company share in Xetra trading (or a corresponding successor system) on the last five (5) stock exchange trading days prior to the date of publication of the invitation to submit offers to sell. In the event of an adjustment of the purchase price range by the Company, the last five (5) stock exchange trading days prior to the public announcement of the adjustment shall be used as a basis.

The volume of the purchase offer or the request to sell may be limited. If the shares offered for purchase by the Shareholders exceed the total amount of the Company's purchase offer or the request to sell, they will be considered or accepted in proportion to the total amount of the purchase offer or the request to sell in relation to the total number of shares offered by the Shareholders. However, provision may be made for small numbers of up to one hundred (100) shares offered per Shareholder to be acquired on a preferential basis. The offer to purchase or the invitation to sell may provide for further conditions.

- cc) Exchange Offer, i.e. acquisition of shares (1) by means of a public offer to exchange liquid shares or (2) a public invitation to submit an offer to exchange liquid shares that are admitted to trading on (another) organized market within the meaning of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*).

In the case of an acquisition by way of an Exchange Offer, the Company can either specify an exchange ratio or a corresponding exchange range at which it is prepared to acquire the Company's shares. A cash payment

may be made as a supplementary payment or to settle fractional amounts. In the Exchange Offer, the Company may specify a deadline for accepting or submitting the offer and the possibility and conditions for adjusting the exchange range during the deadline in the event of more than insignificant changes in the share price. In the event of an exchange range, the exchange ratio will be determined on the basis of the exchange ratios and/or other information specified in the acceptance or offer declarations of the Shareholders and the purchase volume determined by the Management Board after the end of the offer period.

- (1) In the event of an Exchange Offer by the Company, the exchange ratio or exchange range offered may not exceed the relevant value of a share in the Company by more than 10% or fall below it by more than 10%. For the calculation, the volume-weighted average of the prices of an exchange share and a share of the Company in Xetra trading (or a corresponding successor system) or on an (other) organized market within the meaning of the German Securities Acquisition and Takeover Act on the last five (5) stock exchange trading days prior to the day of the public announcement of the offer is to be used in each case. In the event of an adjustment of the exchange range by the Company, the last five (5) stock exchange trading days prior to the public announcement of the adjustment shall be used as a basis.
- (2) In the event of an invitation to Shareholders to submit offers for the exchange of liquid shares, the exchange ratio (excluding incidental acquisition costs) per Company share determined on the basis of the offers submitted may not exceed the relevant value of a Company share by more than 10% or fall below it by more than 10%. For the calculation, the volume-weighted average of the prices of an Exchange Share and a share of the Company in Xetra trading (or a corresponding successor system) or on an (other) organized market within the meaning of the German Securities Acquisition and Takeover Act on the last five (5) stock exchange trading days prior to the day of the public announcement of the offer is to be used. In the event of an adjustment of the exchange range by the Company, the last five (5) stock exchange trading days prior

to the public announcement of the adjustment shall be used as a basis.

The volume of the Exchange Offer or the invitation to submit an exchange offer may be limited. If the shares offered by the Shareholders for exchange exceed the total amount of the exchange offer or the invitation to submit an Exchange Offer, consideration or acceptance shall be in proportion to the total amount of the exchange offer or the invitation to submit an Exchange Offer to the total number of shares in the Company offered by the Shareholders. However, provision may be made for small numbers of up to one hundred (100) shares offered per Shareholder to be acquired on a preferential basis. The Exchange Offer or the invitation to submit an Exchange Offer may provide for further conditions.

d) Authorization of the Management Board to sell and otherwise use shares already held and acquired

The Management Board is authorized to use the treasury shares already held by the Company and the treasury shares acquired on the basis of the above authorization in the following manner in addition to a sale via the stock exchange or by means of an offer to all Shareholders:

- aa) They may be redeemed and the Company's share capital reduced by the portion of the share capital attributable to the redeemed shares without the redemption or its implementation, including the reduction of the share capital, requiring a further resolution by the Annual General Meeting. The Management Board may also redeem the shares in a simplified procedure without reducing the share capital, so that the proportion of the share capital represented by the remaining shares is increased as a result of the redemption. If the shares are redeemed using the simplified procedure without reducing the share capital, the Management Board is authorized to adjust the number of shares in the Articles of Association.
- bb) They may be granted to persons who are or were in an employment relationship with the Company or one of its affiliated companies, as well as members of the management bodies of the Company or of companies affiliated with the Company or their investment vehicles, holders of acquisition rights, in particular from call options (issued by the Company's

legal predecessors), holders of payment claims from virtual (share) options, Restricted Stock Units, holders of purchase rights, in particular from call options (issued by the legal predecessors of the Company), holders of payment entitlements from virtual (share) options, restricted stock units or other (employee) participation instruments (insofar as the Company has the right to choose to service them in shares and the Company exercises this right), which are or were issued by the Company, the Company's legal predecessors or their subsidiaries as part of (employee) participation programs, are offered and transferred for direct or indirect acquisition, whereby it is sufficient that the beneficiaries (e.g. with the involvement of a trustee) acquire the economic ownership. Shareholders' subscription rights are excluded in this respect. Insofar as members of the Company's Management Board are affected, this authorization applies to the Supervisory Board, which also determines the respective details (see lit. e) below).

- cc) They may be transferred to persons who are or were in an employment relationship with the Company or one of its affiliated companies on the basis of commitments in connection with the employment relationship. Shareholders' subscription rights are excluded in this respect.
- dd) With the approval of the Supervisory Board, they may be offered to and transferred to third parties in return for contributions in kind, in particular in the context of business combinations or for the (also indirect) acquisition of companies, operations, parts of companies or equity interests, as consideration for services provided by third parties not affiliated with the Company (in particular service providers) and for the (also indirect) acquisition of assets or claims to the acquisition of assets, including claims against the Company or its Group companies. The aforementioned shares may also be used for the termination or settlement of company law appraisal proceedings at affiliated companies of the Company. Shareholders' subscription rights are excluded in this respect.
- ee) They may be sold to third parties for cash with the approval of the Supervisory Board if the price at which the Company's shares are sold is not significantly lower than the stock market price of a Company share at the time of sale (Article 5 SE Regulation in conjunction with Section 186

para. 3 sentence 4 AktG). Shareholders' subscription rights are excluded in this respect.

- ff) They can be used to service acquisition obligations or acquisition rights to shares in the Company arising from and in connection with convertible bonds or bonds with warrants or profit participation rights with conversion or option rights or conversion or option obligations issued by the Company or one of its Group companies. Shareholders' subscription rights are excluded in this respect.

In total, the shares used on the basis of the authorizations under d) ee) and ff) above may not exceed 10% of the share capital, either at the time the resolution is adopted or - if this amount is lower - at the time the above authorizations are exercised, insofar as they are used in corresponding application of Article 5 SE Regulation in conjunction with Section 186 para. 3 sentence 4 AktG (with exclusion of subscription rights against cash payment not significantly below the stock market price). Shares issued or sold in direct or analogous application of Article 5 SE Regulation in conjunction with Section 186 para. 3 sentence 4 AktG during the term of this authorization up to this point in time are to be counted towards this limit. Shares issued to service convertible bonds or bonds with warrants or profit participation rights with conversion or option rights or conversion or option obligations or to be issued on the basis of the conversion price valid at the time of the Management Board's resolution on the exercise of the authorization are also to be included, provided that these bonds or profit participation rights were issued during the term of this authorization with the exclusion of subscription rights in accordance with Article 5 SE Regulation in conjunction with Section 186 para. 3 sentence 4 AktG.

e) Authorization of the Supervisory Board to use the acquired treasury shares

The Supervisory Board is authorized to use the treasury shares already held by the Company and those acquired on the basis of the authorization under lit.b) and c) above to issue shares to the Company's Management Board in accordance with the provisions contained in lit. d)bb) or dd) .

f) Other regulations

The authorizations to use treasury shares listed above at d) and e) may be exercised in full or in relation to partial volumes of the acquired treasury shares on

one or more occasions, individually or collectively. The authorizations under the above lit.d) may also be exercised by subordinate Group companies of the Company or by third parties for the account of the Company or its subordinate Group companies.

The use of the authorizations contained above under d)bb) to ff) and e) may not result in a total pro rata amount of 10% of the Company's share capital being exceeded, either at the time the resolution on the above authorizations is adopted by the Annual General Meeting or - if this amount is lower - at the time these authorizations are exercised. Shares issued from authorized capital during the term of the authorizations contained ind)bb) to ff) and e) with the exclusion of Shareholders' subscription rights are to be counted towards this 10% limit. Shares issued to service bonds (including profit participation rights) with conversion or option rights or a conversion obligation (or a combination of these instruments) or to be issued on the basis of the conversion price valid at the time of the resolution of the Management Board on the exercise of the authorization are also to be counted, provided that the bonds or profit participation rights were issued during the term of the authorizations contained above under lit. d)bb) to ff) and lit.e) with the exclusion of Shareholders' subscription rights.

12. Resolution on the cancellation of the existing authorization and the granting of a new authorization to the Management Board to hold an Annual General Meeting in virtual form (Section 14 (4) of the Articles of Association)

The Annual General Meeting on May 12, 2023, on the basis of the then newly inserted Section 118a para. 1 sentence 1 AktG in conjunction with Art. 53 SE Regulation, authorized the Management Board to provide for the Annual General Meeting to be held as a virtual Annual General Meeting for two years following the entry of this provision in the Company's commercial register. The corresponding entry in the commercial register was made on 24 July 2023, meaning that the existing authorization will no longer be available for future Annual General Meetings.

The Annual General Meeting on May 2, 2024 was held virtually on the basis of the new provisions of the German Stock Corporation Act at the time, while fully safeguarding Shareholders' rights. There were no technical or organizational difficulties that would have impaired the course of the meeting in any relevant way. All Shareholders were able to follow the Annual General Meeting without having to travel, regardless of their place of residence or whereabouts, and participate live by exercising their shareholder rights.

The Management Board did not make use of the option to request that Shareholders submit questions in advance by means of electronic communication no later than three days before the Annual General Meeting.

Following last year's positive experience and in view of HelloFresh's position as an internationally positioned technology company with strong sustainability ambitions, the authorization is to be extended. In accordance with Section 118a (5) no. 2 AktG, such an authorization of the Management Board can be granted for a maximum period of five years after registration of the amendment to the Articles of Association. In order to give Shareholders the opportunity to regularly review the authorization, the authorization period should again be limited to around two years. For better recognizability, the registration of the amendment to the Articles of Association should no longer be decisive in future, but a specific period should be stipulated in the Articles of Association. During this period, the Management Board is to decide separately for future Annual General Meetings, taking into account the circumstances of the individual case and the respective interests of the Company and its Shareholders, whether the authorization should be exercised and an Annual General Meeting held as a virtual Annual General Meeting.

Section 14 (4) of the Articles of Association currently reads as follows:

"The Management Board is authorized to provide for the Annual General Meeting to be held without the physical presence of Shareholders or their proxies at the venue of the Annual General Meeting (virtual Annual General Meeting). The authorization shall apply to the holding of virtual Annual General Meetings for a period of two years following the entry of this provision in the Company's commercial register."

The Management Board and Supervisory Board therefore propose that the following resolution be adopted:

§ Section 14 (4) of the Company's Articles of Association shall be repealed and reworded as follows:

"The Management Board is authorized to provide for the Annual General Meeting to be held without the physical presence of Shareholders or their proxies at the venue of the Annual General Meeting (virtual Annual General Meeting). The authorization applies to the holding of virtual Annual General Meetings that take place until June 30, 2027."

The Management Board is authorized to apply for the amendment to the Articles of Association to be entered in the commercial register independently of the other resolutions of the Annual General Meeting.

II. Reports and attachments to Agenda Items 6, 8 and 11

1. Further information on the Supervisory Board candidates proposed for election under Agenda Item 6

1.1 Mr. John H. Rittenhouse, resident in Belvedere, California, United States of America, Chairman and Chief Executive Officer of Cavallino Capital, LLC, Tiburon, California, United States of America

John H. Rittenhouse was born in Queens, New York, in 1956. Mr. Rittenhouse studied at Rollins College (Business Administration and Management), Haslam College of Business at the University of Tennessee (Executive Masters of Business Administration) and St. Patrick's Seminary & University (Theology). Mr. Rittenhouse has held leadership positions at Wal-Mart Stores, Inc, LVMH Moët Hennessy - Louis Vuitton, Michaels Stores, Inc. and Target Corporation and served as a national partner at KPMG. At Wal-Mart, he was Chief Operating Officer of the Wal-Mart.com segment with responsibility for technology, supply chain, logistics, customer care and operations. At LVMH Moët Hennessy, he was Senior Vice President Supply Chain and Finance with responsibility for tax and transfer pricing. At Target Corporation, he held the position of Vice President Supply Chain and Inventory Management, where he organized distribution center operations and managed special projects for the CEO. At Michaels Stores he was Vice President Operations and at KPMG he was a partner in the consulting department, advising clients on risk provisioning and operations. He also served as Chairman and Chief Executive Officer of VinAsset Inc. In 2007, Mr. Rittenhouse founded Cavallino Capital, LLC, where he currently serves as Chairman and Chief Executive Officer and is responsible for the firm's capital, advisory and investment businesses. His primary focus is on investments and advisory services.

Mr. Rittenhouse is not currently a member of other statutory supervisory boards within the meaning of Section 125 (1) sentence 5 half-sentence 1 AktG.

Mr. Rittenhouse is currently a member of the following comparable domestic and foreign supervisory bodies of commercial enterprises within the meaning of Section 125 (1) sentence 5 half-sentence 2 AktG:

- Flaviar, Inc. (not listed on the stock exchange; member of the Board of Directors).

Mr. Rittenhouse currently has the following other significant activities within the meaning of the German Corporate Governance Code:

- Cavallino Capital, LLC (unlisted; Chairman & Chief Executive Officer).

Mr. Rittenhouse has been a member of the Supervisory Board of HelloFresh SE since 2015.

In the opinion of the Supervisory Board, there are no personal or business relationships between Mr. Rittenhouse on the one hand and the companies of the HelloFresh SE Group, their executive bodies or a Shareholder directly or indirectly holding more than 10% of the voting shares in HelloFresh SE on the other hand that are relevant for the election decision of the Annual General Meeting.

1.2 Mr. Michael Roth, resident in Seattle, Washington, United States of America, independent consultant and member of several boards of directors

Michael Roth was born in Fulda, Germany, in 1966. Mr. Roth graduated from the University of Tübingen in 1994 with a degree in chemistry. From 1999 to 2019, Mr. Roth worked in various positions at Amazon in Germany, the USA, the United Kingdom, China and Luxembourg. He initially worked as Area Manager / Operations Manager for Amazon.de in Regensburg and Bad Hersfeld from July 1999 to June 2001. From July 2001 to December 2004, he was Senior Operations Manager Inbound and Outbound at a location in the USA and the United Kingdom, where he was able to significantly expand warehouse capacities and considerably increase productivity by improving the software and changing processes. Between December 2004 and April 2007, he worked as General Manager at LTN1 Marston Gate Fulfillment Center in the UK, where he developed the site's performance to one of the top five in the world in 2006. In December 2006, he was appointed Regional Director UK Fulfillment until October 2007 and Regional Director China Fulfillment from April 2007. As Director, Supply Chain Europe, he moved to Luxembourg in October 2007, where his responsibilities included the strategic expansion of the external fulfillment network as well as strategic and tactical capacity and inventory planning. In December 2008, as Vice President, Supply Chain Operations North America, he assumed supply chain responsibility for the North America Retail division with a network of more than 25 locations. In March

2010, he became Vice President, Supply Chain & Transportation Operations North America until January 2012, where he was responsible for the long-term capacity planning of a \$25 billion physical retail organization with budget responsibility for \$4 billion in annual supplier inbound transportation spend. He then assumed the position of Vice President, North American Operations, where he had operational responsibility for more than 60 fulfillment and sortation locations as well as transportation and supply chain operations for a \$45 billion retail organization. Most recently, in January 2016, he was promoted to Vice President, Global Customer Fulfillment with full budget responsibility for fulfillment, transportation and supply chain operations in Europe, India, Japan and the Americas. He held this position until his departure from Amazon in July 2019. Since then, he has worked as an independent consultant and been a member of several boards of directors.

Mr. Roth is currently not a member of any other statutory supervisory boards within the meaning of Section 125 (1) sentence 5 half-sentence 1 AktG.

Mr. Roth is currently a member of the following comparable domestic and foreign supervisory bodies of commercial enterprises within the meaning of Section 125 (1) sentence 5 half-sentence 2 AktG:

- Fleetpride, Dallas, Texas, USA (Director (non-executive));
- Rent the Runway, New York, New York, USA (Director (non-executive));
- and
- OnTrac, Vienna, Virginia, USA (Director (non-executive)).

Mr. Roth currently has the following other significant activities within the meaning of the German Corporate Governance Code:

- Independent consultant.

Mr. Roth has been a member of the Supervisory Board of HelloFresh SE since 2024.

In the opinion of the Supervisory Board, there are no personal or business relationships between Mr. Roth on the one hand and the companies of the HelloFresh SE Group, their executive bodies or a Shareholder directly or indirectly holding more than 10% of the voting shares in HelloFresh SE on the other hand that are relevant for the election decision of the Annual General Meeting.

1.3 Mr. Arjan Dijk, resident in Amsterdam, Netherlands, self-employed consultant

Born in the Netherlands in 1970, Arjan Dijk holds a Bachelor of Business Administration from Nyenrode Business University, a Master's degree in Sociology from Vrije University Amsterdam and a Master of Business Administration from INSEAD.

In March 2025, Mr. Dijk stepped down as Chief Marketing Officer at Booking.com. There, he led the company's global marketing initiatives and played a critical role in shaping marketing strategy and execution across multiple areas, including brand, social, performance, growth and AI marketing.

Prior to joining Booking.com, Mr. Dijk was Vice President of Global Marketing at Google for over 10 years. In this role, he led the global strategy and management of Google's marketing activities, with a particular focus on advertising product solutions and paid media campaigns. His career also includes key roles at Capital One in Europe, where he was Director of Marketing and a member of the Executive Leadership Team, and at Unilever in the ice cream and frozen food divisions.

Mr. Dijk is currently neither a member of other statutory supervisory boards within the meaning of Section 125 (1) sentence 5 half-sentence 1 AktG nor of comparable domestic and foreign supervisory bodies of commercial enterprises within the meaning of Section 125 (1) sentence 5 half-sentence 2 AktG.

Mr. Dijk currently has no other significant activities within the meaning of the German Corporate Governance Code.

Mr. Dijk is not yet a member of the Supervisory Board of HelloFresh SE.

In the opinion of the Supervisory Board, there are no personal or business relationships between Mr. Dijk on the one hand and the companies of the HelloFresh SE Group, their executive bodies or a shareholder directly or indirectly holding more than 10% of the voting shares in HelloFresh SE on the other hand that are relevant for the election decision of the Annual General Meeting.

1.4 Mr. Florian Schuhbauer, resident in Frankfurt am Main, Germany, Co-CIO and Founding Partner of Active Ownership Capital S.à r.l. and Active Ownership Corporation S.à r.l.

Florian Schuhbauer was born in Clausthal-Zellerfeld, Germany in 1975. He is Co-CIO and Founding Partner of Active Ownership Capital S.à r.l. and Active Ownership Corporation S.à r.l. (AOC) and has more than 20 years of investment experience as well as experience in operational management positions. He started his career at Dresdner Kleinwort Benson in risk management and equity research. Together with partners, he then built up the software company Newtron AG, which offers software for optimizing strategic procurement processes. Following the sale of Newtron, he became CFO and Executive Vice President at DHL Global Mail in the USA, a subsidiary of Deutsche Post AG. After his time at DHL, Florian Schuhbauer initially worked at General Capital Group, where he mainly focused on applying a private equity approach to listed companies, before building up the public equity business as a partner at Triton Partners before founding AOC. Florian Schuhbauer graduated from the Frankfurt School of Finance and Management with a Master in Finance and Business Administration

Mr. Schuhbauer is currently a member of the following other statutory supervisory boards within the meaning of Section 125 (1) sentence 5 half-sentence 1 AktG:

- FamiCord AG (listed, Chairman of the Supervisory Board - until the Annual General Meeting 2025)
- NFON AG (listed, member of the Supervisory Board).

Mr. Schuhbauer is currently a member of the following comparable domestic and foreign supervisory bodies of commercial enterprises within the meaning of Section 125 (1) sentence 5 half-sentence 2 AktG:

- H2Apex Group SCA (listed, member of the Supervisory Board - until the Annual General Meeting 2025)
- CI Games SE (listed, member of the Supervisory Board - until the 2025 Annual General Meeting)
- MTG AB (listed, non-executive member of the Board)
- Aonic MidCo S.à r.l. (not listed, Chairman of the Advisory Board)
- HomeToGo SE (listed, proposed for first-time election to the Supervisory Board at the Annual General Meeting on May 27, 2025).

Mr. Schuhbauer currently has the following other significant activities within the meaning of the German Corporate Governance Code:

- Co-CIO and Founding Partner of Active Ownership Capital S.à r.l. and Active Ownership Corporation S.à r.l.

Mr. Schuhbauer is not yet a member of the Supervisory Board of HelloFresh SE.

In the opinion of the Supervisory Board, there are no personal or business relationships between Mr. Florian Schuhbauer on the one hand and the companies of the HelloFresh SE Group, their executive bodies or a Shareholder directly or indirectly holding more than 10% of the voting shares in HelloFresh SE on the other hand that are relevant for the election decision of the Annual General Meeting. As a precautionary measure, however, it is pointed out that Mr. Florian Schuhbauer indirectly controls Active Ownership Corporation S.à r.l. and Active Ownership Fund SICAV SIF SCS, which, taking into account the shares and instruments held by them, have a material interest in the Company.

1.5 Mr. Oliver Tant, resident in London, United Kingdom, independent consultant

Oliver Tant holds a Bachelor of Science (1st Class Honors) in Economics and Business Economics from the University of Southampton. Following his studies, he worked in various positions at KPMG in London between 1982 and 2013. During this time he built three successful operational teams in three different major business areas and led the development of KPMG's junior staff in the global financial advisory practice. Amongst others, he led a group of around 10 partners and 200 staff as Managing Director - Travel, Leisure and Tourism Market Segments from 1996 to 1997, rebuilt KPMG's private equity advisory practice between 1997 and 2005 as Managing Director - Private Equity Market Segment and made it the fastest growing business. Between 2005 and 2008, as Joint Global Managing Director - Advisory Division, he led the financial advisory business (M&A, forensics and turnaround business) in 50 countries. Following the financial crisis and during the sovereign debt crisis, he led KPMG's audit division with 3,500 employees as Managing Director - Audit Division. From 2012 to 2013, as Vice Chairman, he overhauled KPMG's key account activities and developed and implemented a new go-to-market strategy. In 2013, he joined Imperial Brands as Group Chief Financial Officer, where he supported the transformation of the business to next generation products. Other key transformation topics during his

tenure until 2021 were the realignment of the finance department, a new IT strategy, M&A activities, financing and cost optimization. Between 2022 and 2023, Oliver Tant worked as interim CFO for the Modulaire Group, a portfolio company of Brookfield Asset Management..

Mr. Tant is currently not a member of any other statutory supervisory boards within the meaning of Section 125 (1) sentence 5 half-sentence 1 AktG.

Mr. Tant is currently a member of the following comparable domestic and foreign supervisory bodies of commercial enterprises within the meaning of Section 125 para. 1 sentence 5 clause 2 AktG:

- B&M European Value Retail S.A. (listed company, independent member of the Board of Directors (Senior Independent Non-Executive Director) and Chairman of the Audit and Risk Committee)
- Forvis Mazars UK (non-listed, non-executive Chair of the Audit Board).
- The Copse House Cider Company Limited (not listed, Director)
- Landshire Estates Limited (not listed, Director)
- Stellar Martineau Estates LP (not listed, Director)
- Cobalt Data Centres 2 LP (not listed, Director).

Mr. Tant currently has no other significant activities within the meaning of the German Corporate Governance Code.

Mr. Tant is not yet a member of the Supervisory Board of HelloFresh SE.

In the opinion of the Supervisory Board, there are no personal or business relationships between Mr. Tant on the one hand and the companies of the HelloFresh SE Group, their executive bodies or a Shareholder directly or indirectly holding more than 10% of the voting shares in HelloFresh SE on the other hand that are relevant for the election decision of the Annual General Meeting.

2. Further information on the Supervisory Board candidate proposed for election under Agenda Item 8

Ms. Melissa Kirmayer Eamer, resident in Seattle, Washington, United States of America, self-employed consultant

Melissa Kirmayer Eamer is an entrepreneur and executive with experience leading companies at various stages, from early stage startups to large corporations. She

holds an MBA degree from the University of Michigan's Ross School of Business and a Bachelor of Arts degree. Ms. Kirmayer Eamer began her career as the owner of Chequers Restaurant in Richmond, Vermont, USA. From 2000 to 2019, she held various leadership positions at Amazon. As Vice President of Amazon Devices, she was involved in product development and sales for Kindle and Echo. As Vice President of Retail, she oversaw operations that generated over USD 12 billion in sales and helped launch programs such as the Amazon Treasure Truck. She also held leadership roles in Kindle and Retail and contributed to product expansion and innovation. In 2019 and 2020, Ms. Kirmayer Eamer was Chief Operating Officer at Glossier, where she focused on growth and operational improvements. Her work in pricing and marketing contributed to an 80% year-over-year increase in revenue, and her leadership on the technology and product teams led to improved website performance. From 2020 to 2024, she was CEO and founder of Modern Age, a longevity-focused healthcare company. Under her leadership, Modern Age raised \$40 million in funding, opened two clinics in Manhattan and expanded a virtual practice to 15 states in the US, serving over 10,000 clients. The company experienced significant early growth, with revenue increasing six-fold in the first year.

Ms. Kirmayer Eamer is currently neither a member of other statutory supervisory boards within the meaning of Section 125 (1) sentence 5 half-sentence 1 AktG nor of comparable domestic and foreign supervisory bodies of commercial enterprises within the meaning of Section 125 (1) sentence 5 half-sentence 2 AktG.

Ms. Kirmayer Eamer currently has no other significant activities within the meaning of the German Corporate Governance Code.

Ms. Kirmayer Eamer is not yet a member of the Supervisory Board of HelloFresh SE.

In the opinion of the Supervisory Board, there are no personal or business relationships between Ms. Kirmayer Eamer on the one hand and the companies of the HelloFresh SE Group, their executive bodies or a shareholder directly or indirectly holding more than 10% of the voting shares in HelloFresh SE on the other hand that are relevant for the election decision of the Annual General Meeting.

3. Report of the Management Board on Agenda Item 11 (Resolution on the authorization to acquire treasury shares and their use, including the authorization

to redeem acquired treasury shares and reduce the share capital as well as the cancellation of the corresponding existing authorization)

In accordance with Article 5 SE Regulation in conjunction with Section 71 para. 1 no. 8 sentence 5 in conjunction with Section 186 para. 4 sentence 2 AktG, the Management Board submits the following report on Agenda Item 11 of the Annual General Meeting on June 6, 2025 on the reasons for the authorization to exclude Shareholders' subscription rights when selling treasury shares:

The Management Board and Supervisory Board propose that the Management Board be authorized, with the approval of the Supervisory Board, to acquire treasury shares in the Company until 5 June 2028 in an amount of up to 10% of the share capital existing at the time the resolution is adopted by the Annual General Meeting or - if this amount is lower - of the share capital existing at the time the authorization is exercised.

This authorization is intended to create the possibility of share buybacks and the use of treasury shares. Since the resolution of the Annual General Meeting on 2 May 2024 on the current authorization to acquire and use treasury shares, the Company has repurchased a total of 9,961,707 treasury shares (5.75 % of the current share capital) on the stock exchange as part of the 2023/2024 buyback program and its current buyback program. To ensure that the Company can continue to buy back shares flexibly in the future to the extent permitted by law, a proposal is to be made to the Annual General Meeting to grant a new authorization to acquire and use treasury shares, cancelling the remaining authorization.

The treasury shares may be acquired via the stock exchange or by way of a public purchase or exchange offer. The principle of equal treatment of shareholders pursuant to Article 9 para. 1 lit. c) (ii) SE Regulation in conjunction with Section 53a AktG must be observed in the acquisition. The proposed acquisition via the stock exchange or by way of a public acquisition or exchange offer takes this into account. If, in the case of a public purchase or exchange offer, the number of shares tendered exceeds the purchase volume envisaged by the Company, the purchase or exchange of the tendered shares per Shareholder will be carried out proportionally in the same ratio as the total amount of the purchase offer or the request to sell is to the total number of shares in the Company offered by the Shareholders. However, irrespective of the shares tendered by the Shareholder, a preferential purchase or exchange of small quantities of up to one hundred (100) shares per Shareholder may be provided for. Shares with a tender price determined by the Shareholder at which the Shareholder is prepared to sell the shares

to the Company and which is higher than the purchase price determined by the Company are not taken into account in the acquisition; this applies accordingly in the case of an exchange ratio determined by the Shareholder at which the Company would have to deliver and transfer more exchange shares for shares in the Company than at the exchange ratio determined by the Company.

- a) The proposed authorization stipulates that acquired treasury shares can be redeemed without a further resolution by the Annual General Meeting or can be resold on the stock exchange or by way of a public offer to all Shareholders. The redemption of treasury shares generally leads to a reduction in the Company's share capital. However, the Management Board is also authorized to redeem treasury shares without reducing the share capital in accordance with Article 5 SE Regulation in conjunction with Section 237 para. 3 no. 3 AktG. This would increase the proportion of the remaining shares in the share capital in accordance with Article 5 SE Regulation in conjunction with Section 8 para. 3 AktG (calculated nominal amount) on a pro rata basis. The two aforementioned alternatives comply with the principle of equal treatment under stock corporation law.
- b) In addition, the Management Board (or the Supervisory Board, if members of the Management Board are affected) should be able to use treasury shares in connection with various remuneration or bonus programs. The remuneration or bonus programs serve to incentivize the program participants in a targeted manner and to create an alignment of interests between Shareholders and program participants, while at the same time binding the latter to the Company:
 - aa) They may be granted to persons who are or were in an employment relationship with the Company or one of its affiliated companies, as well as members of the Company's management bodies or of companies affiliated with the Company or their investment vehicles, holders of acquisition rights, in particular from call options (issued by the Company's legal predecessors), holders of payment claims from virtual (stock) options, Restricted Stock Units or other (employee) participation instruments (insofar as the Company has the right to choose to service them in shares and the Company exercises this right), which are or have been issued by the Company, the Company's legal predecessors or their subsidiaries as part of (employee) participation programs, are offered and transferred for direct or indirect acquisition, whereby it is sufficient that

the beneficiaries (e.g. with the involvement of a trustee) acquire beneficial ownership. Shareholders' subscription rights are to be excluded in this respect.

- bb) They may be transferred to persons who are or were in an employment relationship with the Company or one of its affiliated companies on the basis of commitments in connection with the employment relationship. Shareholders' subscription rights are to be excluded in this respect.
- c) The Management Board should also be able, with the approval of the Supervisory Board, to offer and transfer treasury shares in return for non-cash contributions, in particular in the context of business combinations or for the (also indirect) acquisition of companies, operations, parts of companies or equity interests, as consideration for services provided by third parties not affiliated with the Company (in particular service providers) and for the (also indirect) acquisition of assets or claims to the acquisition of assets, including claims against the Company or its Group companies. The aforementioned shares may also be used for the termination or settlement of company law appraisal proceedings at affiliated companies of the Company. Shareholders' subscription rights are to be excluded in this respect. The proposed authorization is intended to strengthen the Company in the competition for interesting acquisition targets and enable it to react quickly, flexibly and in a way that preserves liquidity to opportunities for acquisition that arise. The proposed exclusion of Shareholders' subscription rights takes this into account. The decision as to whether treasury shares or shares from authorized capital are used in individual cases is made by the Management Board, which is guided solely by the interests of the Company and its Shareholders. When valuing treasury shares and the consideration for them, the Management Board will ensure that the interests of the Shareholders are adequately safeguarded. In doing so, the Management Board will take into account the stock market price of the Company's shares; a schematic link to a stock market price is not envisaged, in particular so that negotiation results once achieved cannot be called into question again by fluctuations in the stock market price.
- d) The acquired treasury shares may also be sold by the Management Board, with the approval of the Supervisory Board, to third parties for cash, excluding Shareholders' subscription rights, provided that the selling price per share is not significantly lower than the stock market price of the Company's shares at the

time of the sale. This authorization makes use of the option of simplified exclusion of subscription rights permitted in Article 5 SE Regulation in conjunction with Section 71 para. 1 no. 8 sentence 5 AktG in corresponding application of Section 186 para. 3 sentence 4 AktG. This enables the Management Board to quickly and flexibly exploit the opportunities presented by favorable stock market situations and to achieve the highest possible resale price by setting a price close to the market, thereby regularly strengthening equity or attracting new groups of investors. The authorization is subject to the proviso that the shares sold with the exclusion of subscription rights may not exceed a total of 10% of the share capital, either at the time the resolution is adopted or - if this amount is lower - at the time the authorization is exercised. Shares issued or sold during the term of the resale authorization in direct or analogous application of Article 5 SE Regulation in conjunction with Section 186 para. 3 sentence 4 AktG are to be counted towards this limit. This also includes shares issued to service convertible bonds or bonds with warrants or profit participation rights with conversion or option rights or conversion or option obligations or to be issued on the basis of the conversion price valid at the time of the Management Board's resolution on the exercise of the authorization, insofar as these bonds or profit participation rights were issued during the term of this authorization up to this point in time with the exclusion of subscription rights in accordance with Article 5 SE Regulation in conjunction with Section 186 para. 3 sentence 4 AktG. The financial and voting right interests of the Shareholders are adequately safeguarded in this way of selling treasury shares. In principle, Shareholders have the option of maintaining their shareholding quota at comparable conditions by purchasing shares on the stock exchange.

- e) In addition, the Company should also be able to use treasury shares to service acquisition obligations or acquisition rights to shares in the Company arising from and in connection with convertible bonds or bonds with warrants or profit participation rights with conversion or option rights or conversion or option obligations issued by the Company or one of its Group companies. Shareholders' subscription rights must be excluded for this purpose. This also applies in the event of a sale of treasury shares by means of a public offer to all Shareholders for the possibility of also granting the creditors of such instruments subscription rights to the shares to the extent to which they would be entitled if the respective conversion or option rights or conversion or option obligations had already been exercised (protection against dilution). This authorization is subject to the proviso

that the shares used with the exclusion of subscription rights may not exceed a total of 10% of the share capital, either at the time the resolution is passed or - if this amount is lower - at the time the authorization is exercised. Shares issued or sold during the term of the resale authorization in direct or analogous application of Article 5 SE Regulation in conjunction with Section 186 para. 3 sentence 4 AktG are to be counted towards this limit. This also includes the shares issued to service convertible bonds or bonds with warrants or profit participation rights with conversion or option rights or conversion or option obligations or to be issued on the basis of the conversion price valid at the time of the Management Board's resolution on the exercise of the authorization, insofar as these bonds or profit participation rights were issued during the term of this authorization up to this point in time with the exclusion of subscription rights in accordance with Article 5 SE Regulation in conjunction with Section 186 para. 3 sentence 4 AktG.

The use of the authorizations explained above under b) to e) may not result in a total pro rata amount of 10% of the Company's share capital being exceeded, either at the time of the resolution by the Annual General Meeting on the above authorizations or - if this amount is lower - at the time these authorizations are exercised. Shares issued from authorized capital with the exclusion of Shareholders' subscription rights during the term of the authorizations explained under b) to e) are to be counted towards this 10% limit. Shares issued to service bonds (including profit participation rights) with conversion or option rights or a conversion obligation (or a combination of these instruments) or to be issued on the basis of the conversion price valid at the time of the Management Board's resolution on the exercise of the authorization must also be included, provided that the bonds or profit participation rights were issued during the term of the authorizations contained under b) to e) above with the exclusion of Shareholders' subscription rights.

The Management Board will report on any use of this authorization at the next Annual General Meeting in accordance with Article 5 SE Regulation in conjunction with Section 71 para. 3 sentence 1 AktG.

4. Report of the Management Board on the utilization of the authorization to acquire treasury shares and on their use

Based on the resolution of the Annual General Meeting on 2 May 2024, the Management Board was authorized, among other things, with the approval of the Supervisory Board, to acquire treasury shares in the Company until 1 May 2027 in compliance with the principle of equal treatment (Article 9 (1) (c) (ii) SE Regulation in conjunction with Section

53a AktG) up to a total of 10% of the Company's share capital existing at the time of the resolution or - if this value is lower - at the time the authorization is exercised.

As part of this authorization by the Annual General Meeting, the Company has so far bought back a total of 9,961,707 treasury shares (5.75 % of the current share capital) via the stock exchange as part of the 2023/2024 buyback program and its current buyback program. The acquisition via the stock exchange took account of the principle of equal treatment of Shareholders. In accordance with the provisions of Commission Delegated Regulation (EU) 2016/1052 of March 8, 2016, the Company reports on the buy-backs on an ongoing basis.

By the same resolution of the Annual General Meeting on 2 May 2024, the Management Board was also authorized to use the treasury shares already held by the Company and the treasury shares acquired on the basis of the resolution of the Annual General Meeting on 2 May 2024 in the following manner, among others:

- a) They may be issued to persons who are or were in an employment relationship with the Company or one of its affiliated companies, as well as to members of the Company's management bodies or of companies affiliated with the Company or their investment vehicles, holders of acquisition rights, in particular from call options (issued by the Company's legal predecessors), holders of payment claims from virtual (stock) options, Restricted Stock Units or other (employee) participation instruments (insofar as the Company has the right to choose to service them in shares and the Company exercises this right), which are or have been issued by the Company, the legal predecessors of the Company or its subsidiaries as part of (employee) participation programs, are offered and transferred for direct or indirect acquisition, whereby it is sufficient that the beneficiaries (e.g. with the involvement of a trustee) acquire beneficial ownership.
- b) They may be transferred to persons who are or were in an employment relationship with the Company or one of its affiliated companies on the basis of commitments in connection with the employment relationship.
- c) With the approval of the Supervisory Board, they may be offered to and transferred to third parties in return for contributions in kind, in particular for the (also indirect) acquisition of assets or claims to the acquisition of assets, including receivables from the Company or its Group companies.

- d) They may be sold to third parties for cash with the approval of the Supervisory Board if the price at which the Company's shares are sold is not significantly lower than the stock market price of a Company share at the time of sale (Article 5 SE Regulation in conjunction with Section 186 para. 3 sentence 4 AktG).

Shareholders' subscription rights were excluded by the Annual General Meeting in each case.

In total, the shares used on the basis of the authorization under d) above may not exceed 10% of the share capital, either at the time the resolution is adopted or - if this amount is lower - at the time the above authorizations are exercised, insofar as they are used in corresponding application of Article 5 SE Regulation in conjunction with Section 186 para. 3 sentence 4 AktG (with exclusion of subscription rights against cash payment not significantly below the stock market price). Shares issued or sold in direct or analogous application of Article 5 SE Regulation in conjunction with Section 186 para. 3 sentence 4 AktG during the term of this authorization up to this point in time are to be counted towards this limit. Shares issued to service convertible bonds or bonds with warrants or profit participation rights with conversion or option rights or conversion or option obligations or to be issued on the basis of the conversion price valid at the time of the Management Board's resolution on the exercise of the authorization are also to be included, provided that these bonds or profit participation rights were issued during the term of this authorization with the exclusion of subscription rights in accordance with Article 5 SE Regulation in conjunction with Section 186 para. 3 sentence 4 AktG.

Within the scope of this authorization, since May 2, 2024

- 1,269,022 treasury shares (0.73% of the share capital) were transferred on the basis of resolutions passed by the Company's Management Board on May 7, 2024, July 3, 2024, September 19, 2024, December 9, 2024 and February 6, 2025, with the approval of the Supervisory Board on May 7, 2024, July 3, 2024, September 19, 2024, December 6, 2024 and February 6, 2025, excluding shareholders' subscription rights, to participants in the Company's employee participation programs (Virtual Stock Option Program and Restricted Stock Unit Program) to service payment claims that have fallen due under the programs.
- 325,771 treasury shares (0.19% of the share capital) were transferred to Joh. Berenberg, Gossler & Co KG on the basis of a firm underwriting agreement at the Xetra closing price of the HelloFresh share on May 7, 2024, excluding shareholders' subscription rights, on

the basis of a resolution passed by the Company's Management Board on May 7, 2024 with the approval of the Supervisory Board on the same day less a discount of 1.5% as well as costs and expenses (for resale) in order to generate the necessary proceeds to service payment claims of the beneficiaries of the Company's Restricted Stock Unit Program 2019 in the amount of EUR 1,938,328.92.

It was therefore used for the purposes intended by the Annual General Meeting, for which the Annual General Meeting had already excluded shareholders' subscription rights. The limitation of the scope of the utilization with the exclusion of subscription rights against cash payment to 10% of the Company's share capital provided for in the authorization was complied with. As part of the sale, the share price was not significantly lower than the Xetra closing price on the day of the resolution on the utilization in accordance with the explanatory memorandum to Section 186 para. 3 sentence 4 AktG.

III. Further information on the convocation

The provisions applicable to stock corporations with their registered office in Germany, in particular the German Commercial Code (HGB) and the German Stock Corporation Act (AktG), apply to HelloFresh SE on the basis of the reference provisions of Article 5, Article 9(1)(c)(ii), Article 53 and Article 61 of the SE Regulation, unless otherwise provided for in specific provisions of the SE Regulation.

1. Total number of shares and voting rights at the time of convening the Annual General Meeting

At the time the Annual General Meeting is convened, the Company's share capital amounts to EUR 173,190,562.00 and is divided into 173,190,562 no-par value shares. Each no-par value share grants one vote at the Annual General Meeting. However, at the time of convening, the Company holds 14,021,472 treasury shares itself or through third parties acting on its behalf. The total number of shares with voting rights at the time the Annual General Meeting is convened is therefore 159,169,090.

2. Holding the Annual General Meeting as a virtual Annual General Meeting without the physical presence of Shareholders or their proxies

The Management Board of the Company has decided to hold the Annual General Meeting of the Company in the 2025 financial year as a virtual Annual General Meeting without the physical presence of the Company's Shareholders or their proxies. This resolution was passed on the basis of Section 14 (4) of the Company's Articles of Association in conjunction with § Section 118a AktG and Art. 53 of the SE Regulation.

The physical presence of Shareholders or their proxies (with the exception of the proxies appointed by the Company) at the Annual General Meeting is excluded.

Shareholders have the opportunity to exercise their voting rights themselves or by proxy by means of electronic communication, as well as their right to submit statements, their right to information and their right to object by means of electronic communication. They can follow the entire Annual General Meeting by means of video and audio transmission on the password-protected website provided by the Company (the "**Event Portal**") at

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

The members of the Supervisory Board are entitled to follow the activities of the Supervisory Board, exercise their right to speak by means of video communication and submit motions and election proposals to the meeting by means of video communication.

For questions regarding the virtual Annual General Meeting and the use of the event portal, an Annual General Meeting hotline will be available from May 16, 2025 from Monday to Friday (excluding public holidays) between 9:00 a.m. (CEST) and 5:00 p.m. (CEST) at +49 (0)30 814533828.

We ask Shareholders to pay particular attention to the following information on registering for the Annual General Meeting, on joining and exercising the right to speak, vote and obtain information, and on other shareholder rights.

3. Requirements for exercising voting rights and other shareholder rights

Shareholders who have registered in good time are entitled to participate in the Annual General Meeting (by electronic connection to the Annual General Meeting) and to exercise their voting rights and other shareholder rights associated with participation. Registration must be received by the Company no later than the end of Friday, May 30, 2025, 24:00 hours (CEST), at one of the following addresses (registration office)

HCE Consult AG
Registration office HelloFresh SE
P.O. Box 820335
81803 Munich
Germany

E-mail: anmeldestelle@hce-consult.de

and the bearer Shareholders must have provided the Company with special proof of share ownership that they were Shareholders of the Company at the close of business on the 22nd day before the Annual General Meeting, i.e. on Thursday, May 15, 2025, 24:00 hours (CEST) (record date) (Section 123 para. 4 sentence 2 AktG in conjunction with Art. 53 SE Regulation and Section 15 para. 3 sentence 2 of the Company's Articles of Association). Art. 53 of the SE Regulation and Section 15 para. 3 sentence 2 of the Company's Articles of Association). A special proof of share ownership prepared by the custodian bank must be provided for the proof of share ownership; in any case, proof pursuant to § 67c para. 3 AktG is sufficient.

Proof of share ownership must be received by the Company at the aforementioned address no later than the end of Friday, May 30, 2025, 24:00 hours (CEST). The registration and proof of shareholding must be in text form (Section 126b of the German Civil Code (hereinafter "**BGB**")) and must be in German or English.

After proper registration, registration confirmations for the Annual General Meeting, including the access data for the password-protected event portal, will be sent by the Company. In order to ensure timely receipt of the registration confirmation, Shareholders are requested to ensure that they register and send proof of their shareholding to the Company in good time.

On its website (<https://ir.hellofreshgroup.com/agm>), the Company will maintain an event portal starting from May 16, 2025. Duly registered Shareholders and their proxies can use the event portal to exercise their voting rights, grant powers of attorney and submit questions, among other things. In order to use the event portal, Shareholders must log in using the access code they receive with their registration confirmation. The various options for exercising shareholder rights then appear in the form of buttons and menus on the user interface of the event portal.

4. Significance of the record date

In relation to the Company, only those who have provided special proof of share ownership are considered Shareholders for the purposes of attending the Annual General Meeting and exercising shareholder rights. The scope of voting rights is determined solely by the shareholding on the record date. The record date is not associated with a block on the saleability of the shareholding. Even in the event of a complete or partial sale of the shareholding after the record date, only the shareholding of the Shareholder on the record date is relevant for the exercise of shareholder rights

(i.e. sales of shares after the record date have no effect on the exercise of shareholder rights). The same applies to purchases and additional purchases of shares after the record date. Persons who do not yet hold any shares on the record date and only become Shareholders after this date are only entitled to participate and vote for the shares they hold if and to the extent that they are authorized by the person entitled on the record date or authorized to exercise rights.

5. Procedure for voting via the Shareholders

Shareholders can only exercise their voting rights by postal vote, either by post, electronic communication by e-mail or by using the event portal, as well as by granting a proxy. Only those Shareholders who are duly registered by the end of Friday, May 30, 2025, 24:00 hours (CEST) at the latest and who have duly provided proof of share ownership (as described above) are entitled to exercise their voting rights by postal vote and to grant a proxy. The voting rights exercised are based on the number of shares held as of the record date.

Subject to voting on the event portal, votes may be cast by postal vote in text form (Section 126b BGB) in German or English by post or by electronic communication (e-mail) at one of the following addresses

HCE Consult AG
Registration office HelloFresh SE
P.O. Box 820335
81803 Munich
Germany

E-mail: anmeldestelle@hce-consult.de

Shareholders can exercise their voting rights by postal vote using the postal vote form on the registration confirmation. An absentee voting form can also be downloaded from the Company's website (<https://ir.hellofreshgroup.com/agm>).

Postal votes cast in this manner must be received by the Company no later than the end of Thursday, June 5, 2025, 24:00 hours (CEST). Postal votes already cast may also be changed or revoked in the aforementioned manner up to this date.

Votes can also be cast by postal vote from May 16, 2025 using the password-protected event portal on the Company's website (<https://ir.hellofreshgroup.com/agm>).

In this way, postal votes can still be cast, amended and revoked during the Annual General Meeting. If multiple declarations are received, the last vote received takes precedence. If divergent declarations are received by different means of transmission and it is not possible to determine which declarations were received last, the declarations received by email will be taken into account unless a vote is cast on the event portal.

The casting of votes by postal vote is limited to voting on the resolutions proposed by the Management Board and/or Supervisory Board announced in the invitation to the Annual General Meeting and on any resolutions proposed by Shareholders announced with any additions to the agenda in accordance with Article 56 sentence 3 SE Regulation in conjunction with Section 50 para. 2 SE Implementation Act.

6. Procedure for voting by proxy

Shareholders may also have their voting rights exercised by a proxy, for example an intermediary, a shareholders' association, a proxy advisor or a person who offers to exercise voting rights at the Annual General Meeting on a commercial basis ("**commercial agent**"), after granting the appropriate power of attorney. The timely registration of the Shareholder and timely proof of share ownership as described above are also required if a Shareholder is represented.

Even proxies cannot physically attend the Annual General Meeting themselves, but are restricted to exercising their voting rights as described in Section III.5 of this invitation. They must therefore exercise their votes as described above for the Shareholders themselves by postal vote or by granting a proxy and issuing instructions to the Company's proxies. With regard to the exercise of further shareholder rights, Section III.8 of this convocation applies equally to authorized representatives of Shareholders.

The granting of a proxy, its revocation and proof of authorization to the Company must be in text form (Section 126b BGB) if neither an intermediary nor, in accordance with Article 53 SE Regulation in conjunction with Section 135 para. 8 AktG, a shareholders' association, a voting rights advisor or a person acting in a professional capacity is authorized to exercise voting rights.

If a proxy to exercise voting rights is granted to an intermediary, a shareholders' association, a proxy advisor or a person acting in a professional capacity, there is no text form requirement; however, the proxy declaration must be verifiably recorded by the proxy. It must also be complete and may only contain declarations associated with the exercise of voting rights. Shareholders who wish to authorize an intermediary, a

shareholders' association, a proxy advisor or a person acting in a professional capacity are requested to consult with the proxy holder about the form of the proxy. These persons may also exercise their voting rights by postal vote as described in Section III.5 of this convocation or by sub-proxy, subject to the aforementioned deadlines.

If the Shareholder authorizes more than one person, the Company may reject one or more of these proxies.

Shareholders who wish to authorize a proxy are requested to use the form provided by the Company for this purpose. A proxy form can also be found on the registration confirmation that is sent to the Shareholder after successful registration. In addition, a form for granting a proxy will be available for download on the Company's website (<https://ir.hellofreshgroup.com/agm>).

The granting of the power of attorney, its revocation and proof of authorization must be received by the Company in text form (Section 126b BGB) in German or English by no later than the end of Thursday, June 5, 2025, 24:00 hours (CEST), by post or by electronic communication at one of the following addresses:

HCE Consult AG
Registration office HelloFresh SE
P.O. Box 820335
81803 Munich
Germany

E-mail: anmeldestelle@hce-consult.de

Via the Event Portal at <https://ir.hellofreshgroup.com/agm>.

A proxy can only follow the Annual General Meeting via the event portal if he or she receives the access code sent with the registration confirmation from the authorizing party. Intermediaries, shareholders' associations, proxy advisors or persons acting in a professional capacity who represent a majority of Shareholders are recommended to contact the Company at the above-mentioned contact address in advance of the Annual General Meeting regarding the exercise of voting rights.

7. Procedure for voting by Company proxies

In addition, the Company offers its Shareholders the opportunity to authorize persons appointed by the Company as proxies bound by instructions. The proxies are obliged to

vote in accordance with instructions; they cannot exercise voting rights at their own discretion. It should be noted that the proxies can only exercise voting rights on those items on the agenda for which Shareholders issue clear instructions and that the proxies do not accept instructions on procedural motions either before or during the Annual General Meeting. The proxies also do not accept instructions on requests to speak, to lodge objections to resolutions of the Annual General Meeting or to ask questions or propose motions.

The granting of such a proxy with instructions to the proxies is possible in advance of the Annual General Meeting using the proxy and instruction form, which the duly registered Shareholders receive on the registration confirmation for the Annual General Meeting. A corresponding form is also available for download on the Company's website (<https://ir.hellofreshgroup.com/agm>).

The granting, amendment and revocation of voting proxies and instructions to the proxies appointed by the Company must be received by the Company in text form (Section 126b BGB) in German or English by no later than the end of Thursday, June 5, 2025, 24:00 hours (CEST), by post or by means of electronic communication (e-mail) at one of the following addresses:

HCE Consult AG
Registration office HelloFresh SE
P.O. Box 820335
81803 Munich
Germany

E-mail: anmeldestelle@hce-consult.de

The granting, amendment and revocation of voting proxies and instructions to the Company's proxies can be made from May 16, 2025, also using the password-protected event portal on the Company's website (<https://ir.hellofreshgroup.com/agm>).

In this way, the granting, amendment and revocation of voting proxies and instructions to the Company's proxies can still take place during the Annual General Meeting.

8. Further rights of Shareholders

a) Motions by Shareholders to add items to the agenda pursuant to Article 56 SE Regulation in conjunction with Section 50 (2) SE Implementation Act, Section 122 (2) AktG

In accordance with Article 56 sentence 3 SE Regulation in conjunction with Section 50 para. 2 SE Implementation Act and Section 122 para. 2 AktG, one or more Shareholders whose shares together amount to five percent of the share capital or the proportionate amount of EUR 500,000.00 (this corresponds to 500,000 shares) may request that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution. Upon request in accordance with Section 122 para. 2 sentence 1 AktG, the Annual General Meeting may also reduce the maximum remuneration for the Management Board set in accordance with Section 87a para. 1 sentence 2 no. 1 AktG (Section 87 para. 4 AktG).

Such a supplementary request must be addressed to the Management Board in writing and must be received by the Company at least 30 days prior to the Annual General Meeting, not counting the day of receipt and the day of the Annual General Meeting, i.e. by the end of Tuesday, May 6, 2025, 24:00 hours (CEST). Requests for supplements received later will not be considered.

Any requests for supplements can be sent to the following address:

HelloFresh SE
- Management Board -
Prinzenstrasse 89
10969 Berlin

Additions to the agenda that are to be announced will be published in the Federal Gazette immediately after receipt of the request and forwarded for publication to those media that can be expected to disseminate the information throughout the European Union, unless they are already announced with the notice of the meeting. They will also be made available immediately on the Company's website (<https://ir.hellofreshgroup.com/agm>). and notified to the Shareholders in accordance with Article 53 SE Regulation in conjunction with Section 125 (1) sentence 3 AktG.

b) Countermotions by Shareholders pursuant to Article 53 SE Regulation in conjunction with Section 126 (1) AktG

Every Shareholder has the right to submit a counter-motion against the proposals of the Management Board and/or Supervisory Board on specific items on the agenda.

Countermotions received by the Company at the address given below at least 14 days prior to the Annual General Meeting, not including the day of receipt and the day of the Annual General Meeting, i.e. by the end of Thursday, May 22, 2025, 24:00 hours (CEST) at the latest, including the name of the Shareholder and any reasons and/or comments by the management, will be made available immediately on the Company's website (<https://ir.hellofreshgroup.com/agm>) (see Article 53 SE Regulation in conjunction with Section 126 para. 1 sentence 3 AktG).

In Section 126 para. 2 of the German Stock Corporation Act (AktG), the law states reasons why a counter-motion and any grounds for it do not have to be made available on the website. These reasons are described on the Company's website (<https://ir.hellofreshgroup.com/agm>). In particular, any justification need not be made accessible if it exceeds a total of 5,000 characters.

The following addresses are exclusively authoritative for the transmission of counter-motions together with any grounds:

HelloFresh SE
- Legal Department -
Prinzenstraße 89
10969 Berlin

E-Mail: cr@hellofresh.com

Countermotions addressed otherwise will not be made accessible. Shareholders are requested to provide proof of their shareholder status. Shareholders connected to the Annual General Meeting electronically may also submit countermotions by means of video communication at the meeting.

c) Nominations by Shareholders pursuant to Article 53 SE Regulation in conjunction with Sections 126, 127 AktG

Every Shareholder has the right to make proposals for the election of the auditor (Agenda Item 5) and for the election of members of the Supervisory Board (Agenda Items 6 and 8)

Nominations from Shareholders received by the Company at the address below at least 14 days prior to the Annual General Meeting, not including the day of receipt and the day of the Annual General Meeting, i.e. by the end of Thursday, May 22, 2025, 24:00 hours (CEST) at the latest, will be made available immediately on the Company's website (<https://ir.hellofreshgroup.com/agm>).

Nominations by Shareholders need not be made accessible if they do not include the name, profession and place of residence of the nominee. Election proposals do not need to be substantiated.

Article 53 of the SE Regulation in conjunction with Section 127 sentence 1 AktG in conjunction with Section 126 para. 2 AktG and Article 53 of the SE Regulation in conjunction with Section 127 sentence 3 AktG in conjunction with Section 124 para. 3 sentence 4 and Section 125 para. 1 sentence 5 AktG state further reasons why Shareholders' election proposals do not have to be made available on the website. These reasons are described on the Company's website (<https://ir.hellofreshgroup.com/agm>).

Only the following addresses are relevant for the submission of election proposals:

HelloFresh SE
- Legal Department -
Prinzenstraße 89
10969 Berlin

E-Mail: cr@hellofresh.com

Nominations sent to any other address will not be made available. Shareholders are requested to provide proof of their Shareholder status. Shareholders connected electronically to the Annual General Meeting may also submit election proposals by means of video communication at the meeting.

d) Right to submit statements in accordance with Article 53 SE Regulation in conjunction with Section 130a (1) to (4) AktG

In accordance with Section 130a (1) to (4) AktG, Shareholders who have duly registered for the Annual General Meeting have the right to submit statements on the agenda items in text form prior to the Annual General Meeting by means of electronic communication via the password-protected event portal (<https://ir.hellofreshgroup.com/agm>).

Statements must be submitted in text form in the text field provided on the event portal and may not exceed 10,000 characters (including spaces). By submitting a statement, the Shareholder or his/her authorized representative agrees that the statement will be made accessible in the password-protected event portal, stating his/her name.

Statements must be submitted no later than five days prior to the Annual General Meeting, i.e. no later than the end of Saturday, May 31, 2025, 24:00 hours (CEST). Submitted statements will be made available in the password-protected event portal by no later than four days before the Annual General Meeting, i.e. by no later than the end of June 1, 2025, 24:00 hours (CEST), unless publication may be waived in exceptional cases in accordance with Section 130a (3) sentence 4 AktG. Any statements by the management will also be made available on the event portal.

However, the procedure described separately in this convocation applies to requests for information and objections as well as counter motions and election proposals. It should be noted that requests for information, objections, counter motions or election proposals that are contained in a statement but have not been submitted as described in this convening notice will not be considered.

e) Right to speak in accordance with Article 53 SE Regulation in conjunction with Section 130a (5) and (6) AktG

Shareholders 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, which is exercised by means of video communication. From the start of the Annual General Meeting, at the password-protected event portal at <https://ir.hellofreshgroup.com/agm>, the function for requesting the right to speak and submitting motions is activated, via which duly

registered Shareholders or their authorized representatives can register their speech or motion. In particular, the right to speak also includes the right to submit motions and election proposals in accordance with Section 118a para. 1 sentence 2 no. 3 AktG and to exercise the right to information at the Annual General Meeting as described in the following section.

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.

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

Persons who have registered via the password-protected event portal for a speech or submission of a motion will be activated in the event portal for their speech or submission of a motion. The Company reserves the right to check the functionality of the video communication between the Shareholder or authorized representative and the Company during the meeting and before the speech or submission of a motion and to reject it if the functionality is not ensured.

In accordance with Article 16 para. 2 of the Company's Articles of Association, the chairman of the meeting can determine the order of speeches and is authorized in accordance with Article 16 para. 3 of the Company's Articles of Association to impose reasonable time limits on the right to speak. In particular, he may impose reasonable restrictions on speaking time, question time or the combined speaking and question time as well as the appropriate time frame for the entire Annual General Meeting, for individual items on the agenda and for individual speakers at the beginning or during the course of the Annual General Meeting; this also includes, in particular, the possibility of closing the list of speakers early if necessary and ordering the end of the debate.

f) Right to information in accordance with Article 53 SE Regulation in conjunction with Sections 131, 118a para. 1 sentence 2 no. 4 AktG

In connection with the Annual General Meeting, Shareholders who have duly registered have the right to request information on Company matters from the Management Board by means of electronic communication, insofar as the

information is necessary for a proper assessment of the agenda item. This duty of the Management Board to provide information also extends to the Company's legal and business relationships with an affiliated company and to the situation of the Group and the companies included in the consolidated financial statements.

If a Shareholder has been provided with information outside the Annual General Meeting in his capacity as a Shareholder, this information must be provided to any other Shareholder upon request at the Annual General Meeting, even if it is not necessary for a proper assessment of the agenda item. 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) AktG. A detailed description of the conditions under which the Management Board may refuse to provide information can be found on the Company's website (<https://ir.hellofreshgroup.com/agm>).

It is not possible to submit questions in advance of the Annual General Meeting. Requests for information may form part of a speech in accordance with Section III.8.e). It is intended that the chairman of the meeting will stipulate in accordance with Section 131 para. 1f AktG that the right to information is to be exercised exclusively via the video communication offered by the Company in the password-protected event portal, which means that Shareholders must be connected electronically to the Annual General Meeting in order to exercise this right. To exercise this right, each Shareholder or their proxy must first submit a request to speak using the request to speak function provided in the password-protected event portal. This is only possible from the beginning of the Annual General Meeting until the time set by the chairman of the meeting. No other submission of questions by means of electronic or other communication is intended 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.

In accordance with Article 16 para. 2 of the Company's Articles of Association, the chairman of the meeting can determine the order of speeches and is authorized in accordance with Article 16 para. 3 of the Company's Articles of Association to impose reasonable time limits on the right to ask questions. In particular, he may set reasonable limits on speaking time, question time or the combined speaking and question time as well as the appropriate time frame for the entire Annual General Meeting, for individual items on the agenda and for individual speakers at the beginning or during the course of the Annual General Meeting; this also includes, in particular, the possibility of closing the list of speakers early if necessary and ordering the end of the debate.

Shareholders at the Annual General Meeting have the right to ask questions about all answers given by the Management Board in accordance with Section 131 (1d) AktG. The above statements apply accordingly to this right to ask questions, in particular with regard to the reasonable time limit imposed by the chairman of the meeting.

g) Further explanations

Further information on the rights of Shareholders in accordance with Articles 56 and 53 SE Regulation in conjunction with Section 50 (2) SE Implementation Act in conjunction with Section 122 (2), Section 126 (1), Sections 127, 131 (1), Section 130a, Section 118a AktG can be found on the Company's website (<https://ir.hellofreshgroup.com/agm>).

9. Video and audio transmission of the entire Annual General Meeting

Duly registered Shareholders of the Company and their proxies can connect to the Annual General Meeting electronically and watch the entire Annual General Meeting on Friday, June 6, 2025, from 10:00 a.m. (CEST) after entering their access data in the password-protected event portal on the Company's website (<https://ir.hellofreshgroup.com/agm>).

An internet connection and an internet-enabled device are required to follow the virtual Annual General Meeting, to use the event portal and to exercise shareholder rights. A stable internet connection with a sufficient transmission speed is recommended in order

to be able to optimally reproduce the video and audio transmission of the Annual General Meeting.

To access the event portal, Shareholders require their confirmation of registration, which will be sent to them once they have duly registered. This registration confirmation contains individual access data that Shareholders can use to log in to the event portal.

Shareholders will be provided with further details on the event portal together with their registration confirmation and on the Company's website (<https://ir.hellofreshgroup.com/agm>).

The Company cannot guarantee the functionality and constant availability of the Internet services used, the third-party network elements used, the video and audio transmission or the availability of the event portal at all times. The Company therefore recommends that Shareholders make use of the above-mentioned options, in particular for exercising their voting rights, at an early stage.

10. Objection to resolutions

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 must be submitted by the end of the Annual General Meeting via the event portal at <https://ir.hellofreshgroup.com/agm> by means of electronic communication for the record of the notary.

The proxies of the Company cannot declare any objections to resolutions of the Annual General Meeting for the minutes of the notary certifying the Annual General Meeting.

11. Publications on the website

From the time the Annual General Meeting is convened and during the time of the Annual General Meeting, the documents, forms and other information to be made available to the Annual General Meeting are made available on the Company's website (<https://ir.hellofreshgroup.com/agm>).

The aforementioned documents will also be available during the virtual Annual General Meeting on June 6, 2025.

Any countermotions, election proposals and requests for additions to the agenda received by the Company in good time in accordance with the aforementioned deadlines

and subject to publication will also be made available on the above-mentioned website. The information pursuant to Section 125 AktG in conjunction with Commission Implementing Regulation (EU) 2018/1212 of September 3, 2018, laying down minimum requirements for implementing the provisions of Directive 2007/36/EC of the European Parliament and of the Council as regards shareholder identification, the transmission of information and the facilitation of the exercise of shareholders' rights can also be found there.

After the Annual General Meeting, the voting results will be published at the above mentioned Internet address. There you will also find information on the issuing of a confirmation of the vote count in accordance with Section 129 (5) AktG, which the voter can request within one month of the date of the Annual General Meeting.

This invitation has been forwarded for publication to those media that can be expected to disseminate the information throughout the European Union.

12. Information on data protection for Shareholders

The controller within the meaning of Article 4 No. 7 of Regulation (EU) 2016/679 of the European Parliament and of the Council of April 27, 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation) ("**GDPR**"), which determines the purposes and means of the processing of personal data, is:

HelloFresh SE
Prinzenstrasse 89
10969 Berlin
Phone: +49 (0) 160 9638 2504
E-Mail: cr@hellofresh.com

Shareholders can contact the Company's data protection officer (also for questions relating to data protection) as follows:

HelloFresh SE
- Data Protection Officer -
Prinzenstrasse 89
10969 Berlin
E-mail: datenschutz@hellofresh.de

The following categories of personal data are regularly processed as part of the preparation, implementation and follow-up of the Annual General Meeting:

- First and last name, title, address, e-mail address;
- Number of shares, class of shares, type of ownership of the shares and registration confirmation number, including access data for the virtual Annual General Meeting;
- In the case of a proxy nominated by a Shareholder, also the Shareholder's personal data (in particular the Shareholder's name and place of residence);
- When contacting the Company, also those personal data that are necessary to respond to any concerns (such as the contact details provided by Shareholders or their representatives, such as telephone numbers and e-mail addresses); and
- Information on attendance, motions, questions, election proposals and requests from Shareholders.

In the case of countermotions, election proposals and requests for additions to the agenda that are to be made accessible, these will also be made available on the Internet, including the name of the Shareholder, at

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

In addition, personal data is made available to Shareholders and shareholder representatives in accordance with the statutory provisions, namely via the list of participants. The list of participants can be viewed by Shareholders and shareholder representatives for up to two years after the Annual General Meeting (Article 53 SE Regulation in conjunction with Section 129 para. 4 sentence 2 AktG).

The legal basis for the processing of personal data pursuant to Article 6 para. 1 lit. c GDPR in conjunction with Article 53 SE Regulation are the provisions of the AktG, in particular Sections 118 et seq. AktG, in order to prepare, conduct and follow up the Annual General Meeting and to enable Shareholders to exercise their rights in connection with the Annual General Meeting. In addition, personal data is processed in accordance with Article 6 para. 1 lit. f GDPR on the basis of the Company's legitimate interest in the proper conduct of the Annual General Meeting, including enabling the exercise of shareholder rights and communication with Shareholders.

The Company's service providers, which are used for the purpose of organizing the Annual General Meeting by way of order processing, receive from the Company only such personal data as is necessary for the execution of the commissioned service and process the data exclusively in accordance with the Company's instructions.

The Company or the service providers commissioned to do so generally receive a Shareholder's personal data via the registration office from the intermediary that the Shareholder has commissioned to hold their shares in the Company (custodian bank).

The storage period for data collected in connection with the Annual General Meeting is generally up to three years, unless the Company is obliged to store the data for a longer period by law or the Company has a legitimate interest in storing the data, for example in the event of judicial or extrajudicial disputes arising from the Annual General Meeting. After the relevant period has expired, the personal data will be deleted.

Under certain legal conditions, Shareholders have rights of access (Article 15 GDPR), rectification (Article 16 GDPR), erasure (Article 17 GDPR), restriction of processing (Article 18 GDPR) and objection (Article 21 GDPR) with regard to their personal data or the processing thereof. Furthermore, Shareholders have a right to data portability in accordance with Article 20 GDPR.

Shareholders can assert these rights against the Company free of charge by contacting the Company's data protection officer named above.

In addition, Shareholders have the right to lodge a complaint with the data protection supervisory authorities in accordance with Article 77 GDPR.

The data protection supervisory authority responsible for the Company is:

Berlin Commissioner for Data Protection and Freedom of Information
Alt-Moabit 59-61
10555 Berlin
Phone: + 49 (0) 30 13889-0
E-mail: mailbox@datenschutz-berlin.de.

Berlin, April 2025

HelloFresh SE

The Management Board

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