



INDIVIDUAL FINANCIAL STATEMENTS

BERLIN 2017

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HELLOFRESH SE, BERLIN | BALANCE SHEET AS OF 31 DECEMBER 2017

Assets			31. December 2016
	EUR	EUR	EUR
A. Fixed assets			
I. Intangible assets			
1. Internally generated software	3.542.879,14		1.404.891,00
2. Concessions, industrial property rights and similar rights and assets, and licenses in such rights and assets	877.285,68		227.903,00 0,00
3. Assets under construction	208.979,03		
		4.629.143,85	1.632.794,00
II. Property, plant and equipment			
Other equipment, furniture and fixtures	1.029.995,25		617.188,00
		1.029.995,25	617.188,00
III. Financial assets			
1. Shares in affiliates	7.078.064,87		3.274.752,42
2. Loans to affiliates	265.986.336,61		226.792.103,77
3. Other financial assets	303.062,32		0,00
		273.367.463,80	230.066.856,19
		279.026.602,90	232.316.838,19
B. Current assets			
I. Receivables and other assets			
1. Trade receivables due from affiliates	19.611.240,40		0,00
2. Other assets	3.154.501,00		1.068.981,24
		22.765.741,40	1.068.981,24
II. Securities			
Other securities	0,00		2.559.372,77
		0,00	2.559.372,77
III. Cash on hand and bank balances		294.528.749,37	36.662.075,28
		317.294.490,77	40.290.429,29
C. Prepaid expenses		781.662,78	248.738,94
		597.102.756,45	272.856.006,42

Equity and liabilities				31. December 2016
		EUR	EUR	EUR
A. Equity				
I. Subscribed capital		160.987.210,00		126.983.480,00
less treasury shares		-692.109,00		-692.109,00
			160.295.101,00	126.291.371,00
II. Capital reserves			445.022.760,22	107.777.236,97
III. Accumulated losses			-50.410.349,91	-21.289.191,99
			554.907.511,31	212.779.415,98
B. Contributions made for capital increases				
			0,00	1.652.412,00
C. Provisions				
Other provisions			5.237.580,42	9.843.824,75
D. Liabilities				
1. Liabilities to banks		30.189.893,19		20.208.888,89
2. Trade payables		4.213.707,78		805.029,62
3. Liabilities to affiliates		2.082.448,11		360.757,59
4. Liabilities to shareholders		0,00		26.848.611,11
5. Other liabilities		471.615,64		357.066,48
thereof for taxes EUR 185.864,75 (prior year: EUR 110k)				
thereof for social security EUR 0,00 (prior year: EUR 37k)				
			36.957.664,72	48.580.353,69
			597.102.756,45	272.856.006,42

INCOME STATEMENT FOR THE FISCAL YEAR FROM 1 JANUARY TO 31 DECEMBER 2017

			31. December 2016
	EUR	EUR	EUR
Revenue	47.091.007,54		40.145.351,05
Cost of sales	46.356.958,10		39.101.463,96
Gross profit		734.049,44	1.043.887,09
General and administrative expenses	33.820.274,75		9.657.069,77
Other operating income	7.278.842,62		5.489.025,57
Other operating expenses	1.327.347,74		2.559.557,75
thereof expenses from currency translation: EUR 1.327.320,89 (Vj. EUR 2.365.530,85)			
		-27.134.730,43	-5.683.714,86
Other interest and similar income	5.499.494,77		
thereoff from affiliates EUR 2.438.417,96 (prior year: 401.027,74)			2.502.503,05
Interest and similar expenses	7.436.412,26		2.878.844,93
		-1.936.917,49	-376.341,88
Income taxes		49.510,00	0,00
Result after taxes		-29.121.157,92	-6.060.056,74
Other taxes		0,00	124,00
Net loss for the year		-29.121.157,92	-6.060.180,74
Loss carry forward from prior year		-21.289.191,99	-15.229.011,25
Accumulated loss		-50.410.349,91	-21.289.191,99

NOTES TO THE FINANCIAL STATEMENTS FOR FISCAL YEAR 2017

General

With effect from 14 December 2016, HelloFresh SE (the “Company” or “HelloFresh”) changed its legal form from a German stock corporation (“Aktiengesellschaft”) to a European company (Societas Europaea or “SE”). The Company is entered in the commercial register of Charlottenburg Local Court under HRB no. 182382. The Company’s head office is in Saarbrücker Strasse 37a, 10405 Berlin.

These financial statements were prepared in accordance with Sec. 242 et seq. and Sec. 264 et seq. HGB [“Handelsgesetzbuch”: German Commercial Code] as well as in accordance with the relevant provisions of the AktG [“Aktiengesetz”: German Stock Corporation Act] in conjunction with Art. 61 of EU Regulation No 2157/2001. The Company is subject to the requirements for large corporations. The income statement was prepared using the cost of sales method in accordance with Sec. 275 (3) HGB.

The financial statements were prepared in euros.

As the ultimate parent, HelloFresh SE prepares consolidated financial statements as of 31 December 2017 in accordance with IFRSs as adopted by the European Union.

Applying Sec. 315 (5) HGB, the financial statements and the combined management report for fiscal year 2017 are published in the *Bundesanzeiger* [German Federal Gazette] together with the auditor’s report.

Accounting policies

The following recognition and measurement policies, which remained unchanged in comparison to the prior year, were used to prepare the financial statements.

In accordance with the capitalization option under Section 248 sentence 2 HGB internally generated **intangible assets** are recognized at acquisition cost and are amortized. The amortization occurs on a straight-line basis over three years. Direct costs are included in the production costs.

Property, plant and equipment are recognized at acquisition or production cost and are depreciated if they have a limited life. Property, plant and equipment are depreciated over their estimated useful lives. All assets are depreciated using the straight-line method. Low-value assets with an individual net value not exceeding EUR 410.00 are fully expensed in the year of acquisition with their immediate disposal being assumed. All other depreciation of additions to property, plant and equipment is charged pro rata temporis.

With regard to **financial assets**, equity investments are recognized at the lower of cost or net realizable value, while loans are recognized at nominal value or fair value.

Receivables and other assets are stated at their nominal value. Specific bad debt allowances provide for all foreseeable valuation risks. The general credit risk is provided for by a general bad debt allowance.

The accounting par value of acquired **treasury shares** is deducted from subscribed capital on the face of the balance sheet. The difference between the accounting par value and the acquisition cost of treasury shares is

offset against the freely available capital reserves. Acquisition-related costs are recognized as expenses for the fiscal year.

Other provisions account for all uncertain liabilities. They are recognized at the settlement value deemed necessary according to prudent business judgment (i.e., including future cost and price increases). Provisions, due in more than one year, if any, are discounted.

The Company granted options to executives that entitle the beneficiaries to purchase shares in the Company after working for the Company for a certain period of time (equity-settled share-based compensation). The HGB does not explicitly stipulate how to recognize these compensation activities over the vesting period. The equity-settled share-based payment transaction was not recorded in the balance sheet, as it only involves the movement of assets among shareholders. For this reason, it is not recognized as a personnel expense in accordance with IFRS 2. If the intention or constructive obligation arises to fulfill virtual options by way of a cash settlement, these are recognized by recognizing an other provision taking into account the related personnel expense incurred in the fiscal year.

To determine **deferred taxes** arising due to temporary or quasi-permanent differences between the carrying amounts of assets, liabilities, prepaid expenses and deferred income in the statutory accounts and their tax carrying amounts or due to tax loss carryforwards, these differences are valued using the company-specific tax rates at the time they reverse; the amounts of any resulting tax charge and benefit are not discounted. Deferred tax assets and liabilities are offset. The option not to recognize any resulting net deferred tax assets was exercised.

Liabilities are recorded at the settlement value.

Foreign currency assets and liabilities were translated using the mean spot rate on the balance sheet date. If they had residual terms of more than one year, the realization principle (Sec. 252 (1) No. 4 Clause 2 HGB) and the historical cost principle (Sec. 253 (1) Sentence 1 HGB) were applied.

Notes to the balance sheet

Fixed assets

The development of the individual fixed asset items, including amortization, depreciation and write-downs, is shown in the statement of changes in fixed assets (exhibit to the notes). The fiscal year 2017, the Company recognized own work in the form of personnel expenses for software development of EUR 3,962k as intangible assets.

Information on shareholdings

	Currency	Share in capital	Equity	Net income/net loss
		%	in EUR k	in EUR k
Germany				
HelloFresh Deutschland Management GmbH, Berlin	EUR	100.0	25	-41.7
HelloFresh Deutschland SE & Co. KG, Berlin	EUR	100.0	-27,811	-27,770
HelloFresh Deutschland Produktions SE & Co. KG., Berlin	EUR	100.0	-	-1
Other countries				
HelloFresh Benelux B.V., Amsterdam, Netherlands	EUR	100.0	-3,718	-1.9
Grocery Delivery E-Services UK Ltd., London, UK	GBP	100.0	-31,723	-29,197
Grocery Delivery E-Services Australia Pty Ltd., Sydney, Australia	AUD	100.0	-13,283	-11,868
Grocery Delivery E-Services USA Inc., New York, USA	USD	100.0	-110,258	-108,130
HelloFresh Suisse AG, Zurich, Switzerland	CHF	99.1	584	-1.31
HelloFresh Canada Inc., Toronto, Ontario, Canada	CAD	97.1	218	-1.10
Cool Delivery B.V.	EUR	100	-5.13	-4.19

The information on equity and the companies' net income/loss for the year are taken from the financial statements prepared in accordance with the accounting regulations of the respective country as of 31 December 2016. Including the limited partnership interests held in trust, the Company holds 100% of the shares in HelloFresh Deutschland SE & Co. KG, Berlin, as well as HelloFresh Deutschland Produktions SE & Co. KG., Berlin.

The Company made use of the option afforded by Sec. 286 (3) No. 1 HGB not to disclose equity investments that are not material for the presentation of HelloFresh SE's assets, liabilities, financial position and financial performance.

Loans to affiliates are used to finance these affiliates. EUR 260,505k of loans to affiliates bear interest at a rate of 2.0 % p. a.; the Company has issued letters of subordination for these loans to Germany, the UK, the Netherlands and Australia. Trade receivables due from affiliates of EUR 5,481k are also included in loans. The services provided centrally by the parent company are allocated to the affiliates according to their origin. They are presented under loans in fixed assets, as they are used to finance the subsidiaries in the long term, and will gradually be replaced by loans.

Trade receivables due from affiliates mainly relate to financial receivables from the group-wide liquidity management program.

Other assets mainly comprise security deposits and funds subject to a restriction on disposal of EUR 2,514k.

Cash on hand and bank balances contains time deposits of EUR 127,918k for which the term is less than 3 months.

Equity

As of 31 December 2017, paid-in share capital amounted to EUR 160,987,210.00 (2016: EUR 126,983,480.00), of which the Company held shares with a nominal value of EUR 692,109.00 as treasury shares (2016: 692,109 shares with a nominal value of EUR 1.00 per share). The Management Board is authorized to increase the share capital on one or more occasions by 10 October 2022, with the approval of the Supervisory Board, by a maximum amount of EUR 54,262,715.00 by issuing up to a total of 54,262,715 new no-par value bearer shares (Authorized Capital 2017/I) and by a maximum amount of EUR 11,443,203.00 by issuing up to a total of 11,443,203 new no-par value bearer shares (Authorized Capital 2017/II). The Company's share capital has been conditionally increased by up to EUR 64,694,704.00 by issuing 64,694,704 new, no par value bearer shares (Conditional Capital 2017/II) to allow shares to be granted upon the exercise of convertible or warrant rights or to allow convertible or warrant obligations to be fulfilled in relation to the holders or creditors of bonds, convertible bonds, participating rights and/or income bonds. The Company's share capital was also conditionally increased by up to EUR 1,869,672.00 by issuing 1,869,672 no-par value bearer shares (Conditional Capital 2017/III). The Conditional Capital 2017/III serves to deliver shares in the Company to fulfill the virtual stock options granted to members of the Management Board and employees of the Company and to members of the management and employees of the Company's affiliates under the Company's virtual stock option plan (VSOP 2016). As of 31 December 2017, issued and approved share capital including conditional capital amounted to EUR 293,257,504.00 (2016: EUR 252,081,584.00).

All issued and outstanding shares were fully paid in as of 31 December 2017 and 2016. The shares have no nominal value.

As of 31 December 2017, 15,166,090 subscription rights, including virtual options, had been granted to employees and members of management.

The treasury shares were deducted from subscribed capital on the face of the balance sheet. The difference between the accounting par value (nominal value) (EUR 692,109.00) and the acquisition cost of treasury shares (EUR 10,000,916.00) is offset against the freely available capital reserves. Acquisition-related costs are recognized as expenses for the fiscal year.

On 29 December 2016, the Company concluded a new investment and shareholder agreement on additional financing of EUR 85.7m, of which EUR 1.7m had been paid in as of 31 December 2016 and recognized in the balance sheet as contributions made to execute the approved capital increases. The remaining amount was paid in in January 2017 and the new shares were issued on 13 January 2017.

Furthermore, the Company's share capital was increased by EUR 27.9m as part of the IPO on 2 November 2017 and the subsequent exercise of the green shoe option. In this context, EUR 257.7m was contributed to capital reserves; the transaction costs were recognized as expenses in the fiscal year.

The **accumulated loss** is the result of the net loss for the fiscal year and the carryforward from the preceding fiscal year.

As of the balance sheet date, the total amount **not distributable** pursuant to Sec. 268 (8) HGB came to EUR 2,155k. This amount is calculated as the book value of internally generated intangible assets as of 31 December 2017 of EUR 3,543k less the related deferred taxes of EUR 1,386k. Deferred taxes were calculated assuming a tax rate of 30.2%.

Other provisions include personnel-related obligations for vacation not taken in 2017 and bonuses EUR 660k. Furthermore, this item largely comprises provisions for outstanding invoices for marketing services (EUR 2,306k), other outstanding invoices (EUR 1,487k) and financial statement and audit costs for the separate and consolidated financial statements (EUR 524k).

Statement of liabilities as of 31 December 2017

	31 Dec 2017				31 Dec 2016			
	up to one year EUR	between 1 and 5 years EUR	more than 5 years EUR	Total EUR	up to one year EUR	between 1 and 5 years EUR	more than 5 years EUR	Total EUR
Liabilities to banks	189,893	30,000,000	0	30,189,893	208,889	20,000,000	0	20,208,889
Trade payables	4,213,708	0	0	4,213,708	805,030	0	0	805,030
Liabilities to affiliates	2,082,448	0	0	2,082,448	360,758	0	0	360,758
Liabilities to other investees and investors	0	0	0	0	0	26,848,611	0	26,848,611
Other liabilities	471,616	0	0	471,616	357,066	0	0	357,066
	6,957,665	30,000,000	0	36,957,665	1,731,743	46,848,611	0	48,580,354

Liabilities to banks are secured by pledges and assignments of industrial rights and shares in subsidiaries.

As in the prior year, **deferred taxes** were calculated using a combined income tax rate of 30.2 %. Deferred tax assets largely arose as a result of temporary differences in foreign currency items and tax loss carryforwards.

Contingent liabilities

The Company had the following contingent liabilities as of the balance sheet date:

EUR k	31 Dec 2017	31 Dec 2016
Guarantees	14.600	13.300
Warranty agreements	11.682	12.950
Contingent liabilities	26.282	26.250

Utilization of the contingent liabilities is regarded as unlikely in view of the beneficiary's past payment behavior and on the basis of the insight gained by the preparation date.

Other financial obligations

In addition to the contingent liabilities, there are other financial obligations from leases amounting to EUR 3,129k. The lease agreements expire between 2018 and 2020.

Notes to individual items of the income statement

Revenue of EUR 47,091k relates to proceeds from services provided to affiliates. Thereof, EUR 4.0m relates to Germany, EUR 13.3m to other EU countries and EUR 29.8m to non-EU countries.

Cost of sales includes cost of materials of EUR 40,838k, which relates exclusively to purchased services. Personnel expenses amount to EUR 16,238k and comprise wages and salaries of EUR 13,213k and social security costs of EUR 3,024k.

Financial results

The financial result mainly comprises EUR 3,752k from interest expenses from loans, EUR 3,206k from currency translation expenses, EUR 4,057k from interest income from loans to affiliated companies and extraordinary income in connection with stabilization measures in the amount of EUR 1,215k.

Extraordinary income

Other operating income includes income from the reversal of provisions for virtual options to be settled in cash (EUR 5,640k)

Other notes

As the ultimate parent company, the Company prepares consolidated financial statements for the largest and smallest group of companies. These consolidated financial statements are published in accordance with Sec. 325 (3) HGB and are available in the Bundesanzeiger [German Federal Gazette] under <http://www.unternehmensregister.de>.

The Company had an average of 273 employees in fiscal year 2017, of whom 189 employees were male and 84 female.

Related party transactions

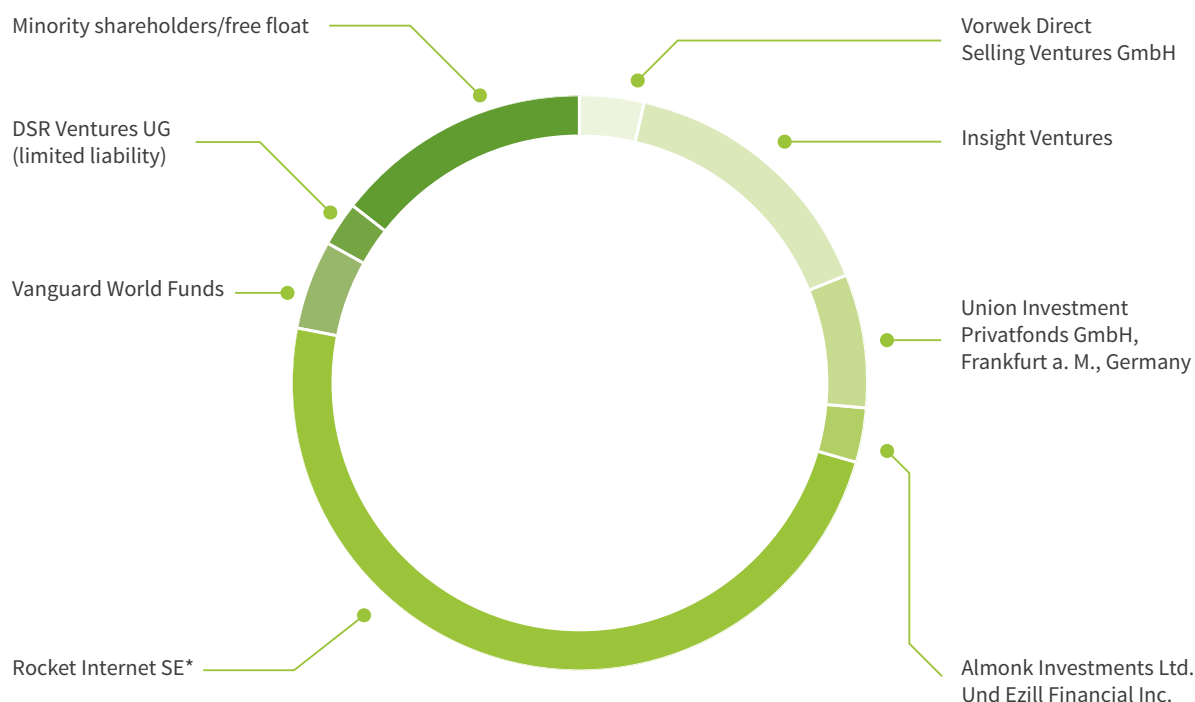
The following significant arm's-length transactions were concluded with related parties and were not transactions with or between directly or indirectly wholly owned companies included in the consolidated financial statements: On 21 November 2017, a loan facility of EUR 27.5m was repaid.

Type of transaction	Type of relationship	Shareholder	Subsidiaries	Key management personnel
		EUR k	EUR k	EUR k
Purchase of services		100	-	-
Contribution of equity to subsidiaries		-	4,026	-

Disclosures pursuant to Sec. 160 (1) No. 8 AktG

The shares and voting rights reported generally correspond to the equity investments reported by the shareholders in accordance with Secs. 21 and 22 WpHG [“Wertpapierhandelsgesetz”: German Securities Trading Act]. It should be noted that the ownership interest may since have changed within the respective thresholds without a duty to report to HelloFresh SE arising on the part of the shareholders. The percentages presented in the chart below relate to HelloFresh SE’s share capital as of 31 December 2017 of EUR 160,987,210.00.

Shareholder structure as of 31 December 2017



*This share takes into account the 7,478,803 shares held by Rocket Internet SE, indirectly via Bambino 53, V VG (limited liability) (4.65%)

According to the voting rights announcement, Insight Ventures' shares only include the shares held by HF Main Insight S.à r.l. and HF Del Insight S.à r.l. The shares of HF Main Insight S.à r.l. are attributed to Insight Venture Partners VIII, L.P. The shares of HF Del Insight S.à r.l. are attributed to Insight Venture Partners (Delaware) VIII, L.P. The shares of Insight Venture Partners VIII, L.P. and Insight Venture Partners (Delaware) VIII, L.P. are attributed to Jeff Horing as the beneficial owner through a chain of subsidiaries (Insight Venture Associates VIII, L.P.; Insight Venture Associates VIII, Ltd.; Insight Holdings Group LLC).

The shares of Union Investment Privatfonds GmbH are attributed to this company in accordance with Sec. 22 WpHG in the amount of 4,833,200 shares. The remaining 400,000 shares take the form of a securities lending agreement.

The shares of Rocket Internet SE comprise the 70,523,600 shares which Rocket Internet SE holds directly (Sec. 21 WpHG) and the 7,478,803 shares attributed to Rocket Internet SE through its wholly owned subsidiary Bambino 53. V V UG (limited liability) (Sec. 22 WpHG).

The beneficial owners of the shares held by Almonk Investments Ltd. and Ezill Financial Inc. are Dmitry Falkovich and Albert Avdolyan and are attributed to these persons through a chain of subsidiaries; for Dmitry Falkovich, these are Phenomen Ventures LP and Phenomen Ventures Management and for Albert Avdolyan, these are Phenomen Ventures LP and Vusoll Investments Inc.

The shares of Vorwerk Direct Selling Ventures GmbH are attributed to Vorwerk & Co. KG through a chain of subsidiaries (Vorwerk & Co. Eins GmbH; Aug. Mittelstein Scheid & Söhne GmbH).

The beneficial owner of the shares held by DSR Ventures UG (limited liability) is Dominik Sebastian Richter. DSR Ventures UG (limited liability) holds 763,264 shares directly in HelloFresh SE and 3,307,547 through Bambino 53. V V UG (limited liability). The latter shares held through Bambino 53. V V UG (limited liability) are therefore included in the voting rights announcement of Rocket Internet SE and consequently in the investment reported there.

Minority shareholders/free float relate to investments in HelloFresh SE of less than 3%.

Corporate bodies

Management Board

Dominik S. Richter, Chief Executive Officer

Thomas W. Griesel, Chief Operating Officer and Chief Executive Officer International

Christian Gaertner, Chief Financial Officer

Tobias Hartmann, Chief Strategy Officer and President North America

Supervisory Board

Jeffrey Lieberman, managing director of Insight Venture Partners, Chairman

Oliver Samwer, CEO of Rocket Internet SE, Deputy Chairman

John H. Rittenhouse, CEO of Cavallino Capital, LLC

Derek Zissman, Chairman of the Audit Committee

Dmitry Falkovich, founder of Phenomen Ventures

Ursula Radeke-Pietsch, Global Head of Corporate Finance & Group Treasury, Siemens Gamesa Renewable Energy

Ugo Arzani, Head of the Retail and Consumer Department, Qatar Investment Authority

Memberships Board

Dominik S. Richter - DSR Ventures (managing director), Tripmonkey GmbH (managing director)

Thomas W. Griesel - TWG Ventures GmbH (managing director)

Tobias Hartmann - DCT Industrial Trust Inc (board member)

Total remuneration of the Management Board and Supervisory Board

The total remuneration of the members of the Management Board of HelloFresh SE came to EUR 786k for fiscal year 2017. The Management Board was also granted a share-based payment component. Its value was set at EUR 5,267k. The Supervisory Board's remuneration amounted to EUR 78k.

Loans and advances granted to members of the Management Board and the Supervisory Board

No loans or advances were granted to members of the Management Board or Supervisory Board.

As of the balance sheet date, no contingent liabilities had been assumed on behalf of members of the Supervisory Board.

Auditor's fees

The auditor's fees billed for the fiscal year do not have to be disclosed because they are included in the disclosures in the consolidated financial statements of HelloFresh SE.

Events after the reporting period

On March 20, 2018, HelloFresh group has signed an agreement to acquire 100% of Green Chef Corporation, a US company offering organic meal kit plans in the United States. Green Chef Corporation has c. 600 employees, two production facilities and is expected to represent less than 10% of HelloFresh's US business by revenues in 2018.

Declaration of compliance with the German Corporate Governance Code

The Management Board and the Supervisory Board has made the declaration of compliance with the German Corporate Governance Code required under Sec. 161 AktG available to shareholders on a permanent basis on the Company's website under ir.hellofreshgroup.com. The declaration of compliance is also reproduced in the 2017 annual report.

Profit appropriation

In agreement with the Supervisory Board, the Management Board proposes carrying forward the accumulated loss for the year of EUR 50,410,349.91 to new account.

Berlin, 20 March 2018

The Management Board

HelloFresh SE

(Place) (date) Dominik S. Richter

(Place) (date) Thomas W. Giesel

(Place) (date) Christian Gärtner

(Place) (date) Tobias Hartmann

Statement of changes in fixed assets for fiscal year 2017

	Accumulated amortization, depreciation and write-downs			Acquisition and production cost			Net book value	Net book value
	01.01.2017 EUR	Additions EUR	31.12.2017 EUR	01.01.2017 EUR	Additions EUR	31.12.2017 EUR	31.12.2017 EUR	31.12.2016 EUR
Intangible asset								
Internally generated software	1.865.514,68	3.961.630,58	5.827.145,26	460.623,68	1.823.642,44	2.284.266,12	3.542.879,14	1.404.891,00
Concessions, industrial property rights and similar rights	309.202,20	833.172,84	1.142.375,04	81.299,20	183.790,16	265.089,36	877.285,68	227.903,00
Assets under construction	0,00	208.979,03	208.979,03	0,00	0,00	0,00	208.979,03	0,00
	2.174.716,88	5.003.782,45	7.178.499,33	541.922,88	2.007.432,60	2.549.355,48	4.629.143,85	1.632.794,00
Property, plant and equipment								
Other equipment, furniture and fixtures	858.702,40	707.514,56	1.566.216,96	241.514,40	294.707,31	536.221,71	1.029.995,25	617.188,00
	858.702,40	707.514,56	1.566.216,96	241.514,40	294.707,31	536.221,71	1.029.995,25	617.188,00
Financial assets								
Shares in affiliates	3.274.752,42	3.803.312,45	7.078.064,87	0,00	0,00	0,00	7.078.064,87	3.274.752,42
Loans to affiliates	226.792.103,77	39.194.232,84	265.986.336,61	0,00	0,00	0,00	265.986.336,61	226.792.103,77
Other financial assets	0,00	303.062,32	303.062,32	0,00	0,00	0,00	303.062,32	0,00
	230.066.856,19	43.300.607,61	273.367.463,80	0,00	0,00	0,00	273.367.463,80	230.066.856,19
	233.100.275,47	49.011.904,62	282.112.180,09	783.437,28	2.302.139,91	3.085.577,19	279.026.602,90	232.316.838,19

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