



PROXY AND INSTRUCTIONS TO THE COMPANY PROXIES

for the general meeting of HelloFresh SE on June 30, 2020

We kindly ask you to fill out this form and, **together with your proxy voting card**, directly send it to one of the following addresses by Monday, June 29, 2020, 24:00 CEST (time of receipt):

HelloFresh SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany

E-Mail: inhaberaktien@linkmarketservices.de

Please complete:

Principal's first and last name

Proxy voting card no.

Number of shares

I/We authorize **the proxies designated by HelloFresh SE**, Mr. Bernhard Orlik and Mr. Jörg Engmann, with their business address at Link Market Services GmbH, Munich, who are bound by instructions, each of them individually with the right to issue substitute powers of attorney, to represent me/us at the aforementioned general meeting while disclosing my/our name in the list of participants, and to exercise my/our voting right(s) or have such voting right(s) exercised with the following instructions:

Instructions to the company proxies

These instructions refer to the proposals by the management board and/or the supervisory board of HelloFresh SE as published in the German Federal Gazette (*Bundesanzeiger*) on June 5, 2020.

Agenda Item	Yes	No	Abstention
2. Resolution on the approval of the acts of the members of the Management Board for the financial year 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution on the approval of the acts of the members of the Supervisory Board for the financial year 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Resolution on the appointment of the auditor for the audit of HelloFresh SE's financial statements and the consolidated financial statements and for any audit review of the condensed financial statements and the interim management report as well as for any audit review of additional interim financial information	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Resolution on the change of the term of office of the members of the Supervisory Board as well as related amendments to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution on the election of the members of the Supervisory Board			
a) Election of Mr. Jeffrey Lieberman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Election of Mr. Ugo Arzani	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Election of Ms. Ursula Radeke-Pietsch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d) Election of Mr. John H. Rittenhouse	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e) Election of Mr. Derek Zissman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Resolution on the cancellation of the existing Authorized Capital 2018/I and of the existing Authorized Capital 2018/II, on the creation of an Authorized Capital 2020/I with the possibility to exclude subscription rights as well as on the associated amendment of § 4 of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Resolution on the cancellation of the existing authorization and granting of a new authorization to issue convertible bonds, bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments) with the option to exclude subscription rights, on the cancellation of the existing Conditional Capital 2017/III, the existing Conditional Capital 2018/I and the partial cancellation of the existing Conditional Capital 2018/II, on the creation of a new Conditional Capital 2020/I as well as on the corresponding amendment of § 4 of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

9. Resolution on the authorization to acquire the Company's own shares and to use them, including the authorization to redeem acquired own shares of the Company acquired and capital reduction, and cancellation of the existing authorization	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Resolution on the amendment of § 15(3) of the Articles of Association (confirmation of the right to participate in the general meeting)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Resolution on the amendment of § 10(2)(b) and (c) of the Articles of Association (transactions and measures requiring supervisory board approval)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If, within the statutory period, the company were to receive motions from shareholders that have to be made available, these will be made available on the company's website at

<http://ir.hellofreshgroup.com/websites/hellofresh/german/6000/annual-general-meeting.html>.

You may also issue voting instructions for such motions. To this end, please enter the name of the shareholder and, if applicable, the request in the table below. Do not forget to give your instructions by ticking the appropriate box.

Motions of Shareholders	Yes	No	Abstention
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place, Date

Signature(s) or other completion of the declaration in accordance with Section 126b of the German Civil Code



Information on Authorizing and Instructing the Company Proxies

Shareholders can individually authorize the proxies designated by HelloFresh SE, Mr. Bernhard Orlik and Mr. Jörg Engmann, each with their business address at Link Market Services GmbH, Munich, who are bound by instructions. The company proxies are only authorized to vote on your behalf if you have given them specific instructions regarding individual motions proposed by the management for the agenda items. The company proxies must follow your instructions when voting on the motions proposed by the management that were announced in the agenda.

You have the following options for authorizing the company proxies by using the form "Proxy and Instructions to the Company Proxies".

Alternatively, proxy can be issued using the password-protected Online Portal on the company's website at

<http://ir.hellofreshgroup.com/websites/hellofresh/English/6000/annual-general-meeting.html>

Transmission of proxy and instructions to the company proxies of HelloFresh SE by mail or e-mail

Please use the form "Proxy and Instructions to the Company Proxies". With this form, you authorize the aforementioned company proxies of HelloFresh SE and instruct them how your voting rights on the motions proposed by the management are to be exercised.

Then send (by mail or e-mail) your filled out form "Proxy and Instructions to the Company Proxies", together with the voting card, directly to one of the following addresses:

By mail to:

HelloFresh SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany

Or by e-mail to:

inhaberaktien@linkmarketservices.de



Important information

Please note that only shareholders who have registered in good time and who have the right to vote are entitled to authorize and instruct the company proxies of HelloFresh SE. Please submit the completed form, together with your proxy voting card, by Monday, June 29, 2020, 24:00 CEST (time of receipt).

If the company receives authorizations and instructions for company proxies by several means of transmission (mail, e-mail or Online Portal), the last formally valid proxy to the company proxies with the corresponding instructions received will be considered binding, irrespective of the means of transmission.

If instructions are not properly completed or not clearly given, the company proxies, depending on the voting procedure for the respective agenda item, will either abstain or not participate in the voting.

The company proxies are bound by instructions and are not permitted to voting rights on votes that were not announced prior to the general meeting (e.g., procedural motions). Depending on the voting procedure, the company proxies will either abstain or not participate in the voting in these cases. The company proxies cannot be instructed to raise objections, file motions or ask questions.

If you have any questions about the proxies, please call our

General Meeting Hotline

+49 (0)89 210 27 222

between 9.00 and 17.00 CEST, Monday to Friday (except for public holidays).