

Update and supplementation of the declaration of conformity from December 2020

The last annual Declaration of Conformity of the Management Board and Supervisory Board of HelloFresh SE (hereinafter also the “**Company**”) regarding the recommendations of the Commission “German Corporate Governance Code” in the version of 16 December 2019 (published in the German Federal Gazette on 20 March 2020) (“**Code 2020**”) was published in December 2020 and updated and supplemented on 8 April 2021 and on 18 April 2021. The Company’s Declaration of Conformity from December 2020, in the version updated and supplemented on 8 April 2021 and on 18 April 2021, is updated with regard to the recommendations of the Code 2020 as follows:

- In the meantime, the Company has set up a whistleblower system that gives employees of the Company the opportunity to report, in a protected manner, suspected breaches of the law within the company. The Company therefore now complies with recommendation A.2 sentence 2 of the Code 2020 and intends to continue to comply with it in the future.

Also, the Company’s Declaration of Conformity from December 2020, in the version updated and supplemented on 8 April 2021 and on 18 April 2021, is updated and supplemented with regard to the recommendations of the Code 2020 as follows:

- **RECOMMENDATION B.4 CODE 2020: THE REAPPOINTMENT OF MANAGEMENT BOARD MEMBERS BEFORE THE END OF ONE YEAR PRIOR TO THE END OF THE TERM OF APPOINTMENT WITH SIMULTANEOUS TERMINATION OF THE CURRENT APPOINTMENT SHALL ONLY TAKE PLACE IN SPECIAL CIRCUMSTANCES**

Recommendation B.4 of the Code 2020 provides that reappointment of Management Board members before the end of one year prior to the end of the term of appointment with simultaneous termination of the current appointment shall only take place in the event of special circumstances. Mr. Dominik Richter, Mr. Thomas Griesel, Mr. Christian Gärtner and Mr. Edward Boyes and the Supervisory Board of the Company (the latter by resolution dated 17 May 2021) have mutually agreed that the current appointments of all members of the Management Board shall be terminated. At the same time, the Supervisory Board appointed all members of the Management Board, with their respective consent, in the resolution dated 17 May 2021 for the period from 17 May 2021 to April 30, 2026, each as a member of the Company’s Management Board; Mr. Dominik Richter was again reappointed as Chairman of the Management Board. With regard to Mr. Dominik Richter, Mr. Christian Gärtner and Mr. Edward Boyes, the termination of their current appointment and reappointment took place one year before the end of their appointment. The members of the Supervisory Board agreed on the early termination and reappointment by mutual consent with the members of the Management Board in order to achieve an early implementation of the provisions of the remuneration system resolved by the Supervisory Board on 15 April 2021 and which is to be submitted to this year’s Annual General Meeting on 26 May 2021 for resolution, into the Management Board service agreements of the members of the Management Board. As the current service agreements of the members of the Management Board are subject to grandfathering, the Supervisory Board cannot unilaterally enforce the implementation of the provisions of the remuneration system. Following intensive negotiations, the Supervisory Board and the members of

the Management Board, Mr. Dominik Richter, Mr. Thomas Griesel, Mr. Christian Gärtner and Mr. Edward Boyes, have therefore agreed that the provisions of the remuneration system should for the most part already be implemented in the Management Board service contracts. As the Company also has a strong interest in the further long-term commitment of the members of the Management Board to the Company, the Supervisory Board considers the early termination of the current appointment and reappointment of the members of the Management Board to be appropriate.

Berlin, the 17 May 2021

Management Board of
HelloFresh SE

Supervisory Board of
HelloFresh SE

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