

## 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. The Company’s Declaration of Conformity from December 2020 is updated and supplemented as follows:

- RECOMMENDATION C.5, 2<sup>nd</sup> ALTERNATIVE OF THE CODE 2020: ANYONE WHO IS A MANAGEMENT BOARD MEMBER OF A LISTED COMPANY SHALL NOT CHAIR A SUPERVISORY BOARD OR PERFORM A COMPARABLE FUNCTION IN A NON-GROUP LISTED COMPANY

Recommendation C.5, 2<sup>nd</sup> alternative of the Code 2020 provides that a management board member of a listed company shall not hold more than two supervisory board mandates in non-group listed companies or comparable functions and shall not chair the supervisory board of a non-group listed company. Since 8 February 2021 Mr. Dominik Richter, CEO of the Company, has been Chairman of the Board of Directors (“**Chairman**”) of Tio Tech A, a company with limited liability (*company limited by shares*) incorporated under the laws of the Cayman Islands. Tio Tech A is a so-called “*Special Purpose Acquisition Company*” or “*SPAC*”, i.e., a shelf company whose shares become listed on a public stock exchange with the intention of merging the shelf company with a private company at a later point in time. On 8 April 2021, the initial public offering of Tio Tech A on NASDAQ took place. As Chairman of the now listed Tio Tech A, Mr. Dominik Richter performs a function comparable to that of a chairman of a supervisory board of a German listed company. The Supervisory Board of the Company has approved the assumption of office by Mr. Dominik Richter as Chairman of Tio Tech A and has, in particular, taken into account the anticipated time required by Mr. Dominik Richter to perform the activities as Chairman. The Supervisory Board came to the conclusion that Mr. Dominik Richter’s time commitments as Chairman will not impair his obligations vis-à-vis the Company.

Berlin, 8 April 2021

Management board of  
HelloFresh SE

Supervisory board of  
HelloFresh SE

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