

## **Disclaimer**

THIS IS A CONVENIENCE TRANSLATION, WHICH IS PROVIDED TO ENGLISH-SPEAKING SHAREHOLDERS OF HELLOFRESH SE FOR INFORMATIONAL PURPOSES ONLY. ONLY THE GERMAN VERSION OF THIS DOCUMENT IS LEGALLY BINDING ON HELLOFRESH SE. NO WARRANTY IS MADE AS TO THE ACCURACY OR COMPLETENESS OF THIS TRANSLATION AND HELLOFRESH SE ASSUMES NO LIABILITY WITH RESPECT THERETO

## **HelloFresh SE**

Berlin

ISIN DE000A161408WKN  
A16140

**Invitation to the Annual General Meeting 2022**  
(Unique identifier of the event: GMETHFG00512)

### **Annual General Meeting 2022**

to be held virtually on  
**Thursday, May 12, 2022**  
at 10:00 a.m. (CEST)

at

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

without the physical presence of the shareholders or their proxies ("**virtual General Meeting**"). The place of the meeting shall be the business premises of Grünebaum Gesellschaft für Event Logistik mbH, Leibnizstraße 38, 10625 Berlin.

### **Holding by way of a virtual General Meeting**

The Management Board of the Company, with the consent of the Supervisory Board, has resolved to hold the Annual General Meeting of the Company in the fiscal year 2022 as a virtual General Meeting without the physical presence of the shareholders of the Company or their proxies. These resolutions were made on the basis of the Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedure Law of March 27, 2020, which entered into force on March 28, 2020 and was last amended by the Act to Establish a Special Fund "Reconstruction Assistance 2021" and to Temporarily Suspend the Obligation to File for Insolvency Due to Heavy Rainfall and Floods in July 2021 and to Amend Other Laws of September 10, 2021 ("**COVID-19 Mitigation Act**").

**The physical presence of shareholders or their proxies at the Annual General Meeting is excluded.**

## Agenda

1. **Presentation of the adopted annual financial statements and the consolidated financial statements approved by the Supervisory Board as of December 31, 2021, the combined management report for the Company and the Group for the fiscal year 2021, the report of the Supervisory Board for the fiscal year 2021 and the explanatory report of the Management Board on the disclosures pursuant to Section 289a (1), Section 315a (1) of the German Commercial Code (*Handelsgesetzbuch* – "HGB")**
2. **Resolution on the appropriation of the balance sheet profit of HelloFresh SE for the fiscal year 2021**
3. **Resolution on the discharge of the members of the Management Board for the fiscal year 2021**
4. **Resolution on the discharge of the members of the Supervisory Board for the fiscal year 2021**
5. **Resolution on the appointment of the auditor of the annual financial statements and the auditor of the consolidated financial statements for the fiscal year 2022 as well as the auditor for the review, if any, of the condensed financial statements and the interim management report in the fiscal year 2022 and for a review, if any, of additional interim financial information in the fiscal years 2022 and 2023**
6. **Resolution on the approval of the compensation report for the fiscal year 2021**
7. **Resolution on the approval of the compensation system for the members of the Management Board**
8. **Resolution on the cancellation of the existing Authorized Capital 2021/I and the existing Authorized Capital 2017/I, the creation of a new Authorized Capital 2022/I with authorization to exclude subscription rights, and the corresponding amendment to Article 4 of the Articles of Association**
9. **Resolution on the cancellation of the existing authorization and the 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 possibility of excluding subscription rights, on the cancellation of the existing Conditional Capital 2021/I, on the creation of a new Conditional Capital 2022/I and on the corresponding amendment to Article 4 of the Articles of Association**
10. **Resolution on the authorization to acquire treasury shares and on the use thereof, including the authorization to cancel acquired treasury shares and capital reduction, and cancellation of the corresponding existing authorization**