

# Reasons for proposing PWC as auditor for HelloFresh SE and its Group

- HelloFresh SE ("**HelloFresh**") considers it best practice to tender out its individual and its Group audit mandate at regular intervals to promote auditor independence and ensure an audit at current market terms.
- In preparation for the appointment of the auditor, HelloFresh carried out a selection procedure in accordance with Article 16 (3) of Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014 on specific requirements regarding statutory audit of public-interest entities ("**Statutory Audit Regulation**").
- The selection process was highly structured and transparent.
- Four reputable audit firms (including KPMG, which audited HelloFresh's 2023 financial statements) in particular held detailed live presentations, presented their complete audit teams and capabilities in two-to-three-hour sessions each in front of the entire Audit Committee of the Supervisory Board, the CFO of HelloFresh and senior members of HelloFresh's finance department.
- The presentations (and supplemental materials) were analyzed in detail and ranked on the basis of a clear catalogue of selection criteria, including, among others, the following: credentials, individual strength of lead partner and team members, strength and diligence in answering questions raised in the selection process, sector expertise and level of proposed fees.
- Following this procedure, the Audit Committee of the Supervisory Board submitted a reasoned recommendation to the Supervisory Board for PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Berlin ("**PWC**") and BDO AG Wirtschaftsprüfungsgesellschaft, Berlin, stating a preference for PWC.
- The reason for the Audit Committee's preference and for the Supervisory Board's proposal to appoint PWC as auditor was that PWC performed best in the selection process with the highest overall score based on the criteria mentioned above, including offering a lower fee than KPMG.
- The Audit Committee has declared that its recommendation is free from undue influence by third parties and that no clause of the kind referred to in Article 16 (6) of the Statutory Audit Regulation had been imposed on it.