

## Corporate Governance Statement

In this corporate governance statement in accordance with Sec. 289f of the German Commercial Code (“HGB” – *Handelsgesetzbuch*) and Sec. 315d HGB, the Management Board and Supervisory Board of HelloFresh SE (the “**Company**”) report on the general principles of corporate governance and on the Company’s corporate governance. In addition to the declaration of conformity with the German Corporate Governance Code pursuant to Sec. 161 of the German Stock Corporation Act (“AktG” – *Aktiengesetz*), this statement contains information on the relevant information on corporate governance practices, the composition and working practices of the Management Board, the Supervisory Board and the Supervisory Board’s committees. The statement on corporate governance in accordance with Sec. 289f HGB and Sec. 315d HGB is also part of the management report.

### The Corporate Governance Code and compliance with it

Corporate governance means the responsible leadership and management of entities with a view to long-term value creation. The German Federal Ministry of Justice published a German Corporate Governance Code for the first time in 2002. On December 16, 2019 the Commission “German Corporate Governance Code” adopted a new version of the German Corporate Governance Code (hereinafter also referred to as the “**GCGC**”), which entered into force upon its publication in the German Federal Gazette on March 20, 2020. The German Corporate Governance Code serves the purpose of making the German corporate governance system transparent and comprehensible and aims to increase the trust of international investors, customers, the workforce and the public in the management and supervision of German listed companies. The corporate governance and culture of HelloFresh SE conforms with the legal requirements and – with a few exceptions – the additional recommendations of the German Corporate Governance Code. The Management Board and Supervisory Board are committed to good corporate governance and all business units follow this guiding principle. Competence, transparency and sustainability are core values for the Company.

The Management Board and the Supervisory Board, again, diligently addressed compliance with the recommendations of the German Corporate Governance Code (in its current version and the version of the Corporate Governance Code of February 7, 2017, which was in effect until March 19, 2020) in fiscal year 2020 and issued their joint declaration of conformity pursuant to Sec. 161 AktG for fiscal year 2020. The declaration is published on the Company’s website ([https://ir.hellofreshgroup.com/download/companies/hellofresh/DeclarationofConformity/Declaration\\_of\\_Conformity\\_2020.pdf](https://ir.hellofreshgroup.com/download/companies/hellofresh/DeclarationofConformity/Declaration_of_Conformity_2020.pdf)).

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### Declaration of compliance

The Management Board and the Supervisory Board of HelloFresh SE declare in accordance with § 161 of the German Stock Corporation Act:

1. Since the publication of the previous declaration of conformity in December 2019, HelloFresh SE (the “**Company**”) – subject to the exceptions described below – has complied with the recommendations of the Commission “German Corporate Governance Code” in the version of February 7, 2017 (published in the German Federal Gazette on April 24, 2017 and the corrected version published in the German Federal Gazette on May 19, 2017) (the “**Code 2017**”):

- NO. 3.8 SENTENCE 5 OF THE CODE 2017: DEDUCTIBLE FOR THE SUPERVISORY BOARD

No. 3.8 sentence 5 of the Code 2017 recommends that if the corporation takes out a D&O policy for the supervisory board, a deductible of at least 10% of the loss up to at least the amount of one and a half times the fixed annual remuneration of the supervisory board member shall be agreed. The D&O policy of the Company does not foresee such a deductible for the members of the Supervisory Board as the members of the Supervisory Board do not need such incentive to fulfill their duty of care adequately.

- **NO. 4.1.3 SENTENCE 3 OF THE CODE 2017: OPPORTUNITY FOR EMPLOYEES TO REPORT SUSPECTED BREACHES OF THE LAW WITHIN THE COMPANY**

No. 4.1.3 sentence 3 of the Code 2017 recommends that employees shall be given the opportunity to report, in a protected manner, suspected breaches of the law within the company. The Company has already implemented various compliance measures, however, it has not yet implemented this specific recommendation of the Code 2017. The Company is of the opinion that sufficient ways currently exist within the Company to report breaches of the law.

- **NO. 4.2.3 SENTENCE 7, 12, 14 AND 15 OF THE CODE 2017: THE AMOUNT OF REMUNERATION SHALL BE CAPPED**

According to No. 4.2.3 sentence 7 of the Code 2017 the amount of remuneration for a member of a management board shall be capped with maximum levels, both as regards variable components and in the aggregate. According to No. 4.2.3 sentence 12 of the Code 2017 it shall be ensured that payments, including fringe benefits, made to a management board member due to an early termination of its contract do not exceed twice the annual remuneration (Severance Cap) and do not constitute remuneration for more than the remaining term of the employment contract. According to No. 4.2.3 sentence 14 of the Code 2017 the Severance Cap shall be calculated on the basis of the total remuneration paid for the previous financial year and, if appropriate, shall take into account the expected total remuneration for the current financial year. Moreover, No. 4.2.3 sentence 15 of the Code 2017 recommends that benefit commitments made in connection with the early termination of a management board member's activity due to a change of control (Change of Control) shall not exceed 150% of the Severance Cap.

Neither the aggregate, nor the variable components of remuneration of the members of the Management Board under their current service agreements are capped. The Company believes that the nature of variable remuneration components prevents this form of remuneration from being capped. The primary aim of the variable remuneration is to create shareholder value, which would be undermined if the variable part of the remuneration was capped. The Company believes that the management should participate in any increase in the value of the Company to the same extent as any other shareholder would do.

Also, the service agreements of the members of the Management Board do not contain a Severance Cap within the meaning of No. 4.2.3 sentence 12 of the Code 2017 in case of an early termination of a Management Board member's activity. In case of an early termination of a Management Board member's activity due to a Change of Control, the Management Board member receives 75% of his remaining fixed remuneration, however no further Severance Cap applies. Since an early termination of the contract or a Change of Control may occur outside of the scope of influence of the individual member of the Management Board the Supervisory Board does not think a cap is appropriate in the case of early termination and in case of a Change of Control, the Supervisory Board believes the cap of 75% is sufficient.

- **NO. 4.2.3 SENTENCE 9 OF THE CODE 2017: SUBSEQUENT AMENDMENTS TO PERFORMANCE TARGETS OR COMPARISON PARAMETERS OF VARIABLE REMUNERATION COMPONENTS SHALL BE EXCLUDED**

No. 4.2.3 sentence 9 of the Code 2017 recommends that subsequent amendments to the performance targets or comparison parameters of variable compensation components shall be excluded. Given the early nature of the Company's business, the Supervisory Board was and is able to adjust downwards in its discretion at a later point in time the performance targets of the Company's virtual stock option programs ("Virtual Stock Option Program 2018" and/or "Virtual Stock Option Program 2019"), if the business outlook differs meaningfully from the expectations at the point in time when such targets were determined. The Company included this provision since it is still a comparatively young company operating in a relatively new market and its business performance is therefore difficult to predict.

- NO. 4.2.5 SENTENCE 5 AND 6 OF THE CODE 2017: TOTAL COMPENSATION SHALL BE DISCLOSED INDIVIDUALLY

According to No. 4.2.5 sentence 5 and 6 of the Code 2017 the total compensation of every member of the management board shall be disclosed in the remuneration report on an individual basis, divided into fixed and variable compensation granted and received. The model tables provided as appendices to the Code 2017 shall be used to disclose this information.

In accordance with the resolution of the Company's shareholders' meeting held on October 11, 2017, the Company does not individually disclose the compensation for each member of the Management Board and therefore also refrains from using the model tables.

2. HelloFresh SE complies – subject to the exceptions described below – with all recommendations of the Commission "German Corporate Governance Code" in the version of December 16, 2019 (published in the German Federal Gazette on March 20, 2020) ("**Code 2020**") and intends to continue to comply with them in the future, subject to the following exceptions:

- RECOMMENDATION A.2 SENTENCE 2 OF THE CODE 2020: EMPLOYEES SHALL BE GIVEN THE OPPORTUNITY TO REPORT LEGAL VIOLATIONS WITHIN THE COMPANY

Recommendation A.2 sentence 2 of the Code 2020 recommends that employees shall be given the opportunity to report, in a protected manner, suspected breaches of the law within the enterprise. The Company has already taken various measures to ensure compliance with the various legal provisions at the Company. The specific recommendation of the Code 2020 has nevertheless not yet been implemented. However, the Company intends to implement the recommendation as soon as possible and to comply with it in the future.

- RECOMMENDATION B.3 OF THE CODE 2020: THE FIRST-TIME APPOINTMENT OF MANAGEMENT BOARD MEMBERS SHALL BE FOR A PERIOD OF NOT MORE THAN THREE YEARS

Recommendation B.3 of the Code 2020 stipulates that the first-time appointment of members of the management board shall be for a period of not more than three years. The first-time appointment of the member of the Management Board, Mr. Edward Boyes (Chief Commercial Officer), was for the period from January 1, 2020, to March 31, 2024, i.e. for a period of more than three years. Mr. Boyes has already been working for the HelloFresh Group since 2012. Since March 2020 until December 2019, Mr. Boyes was the Chief Executive Officer of the most significant US-American subsidiary of the Company (between March 2016 and November 2016 he was Co-CEO and thereafter he held the position of CEO on his own). Therefore, the

Supervisory Board was of the opinion that it was not necessary to limit the first-time appointment of Mr. Boyes as member of the Management Board to a period of three years.

- RECOMMENDATIONS G.I ff. OF THE CODE 2020: REMUNERATION OF THE MANAGEMENT BOARD

Section G.I. of the Code 2020 contains new recommendations regarding the remuneration of the members of the Management Board. In accordance with the rationale of the Code 2020 and the transitional provisions of the German Stock Corporation Act (*Aktiengesetz - AktG*) for the amendments by the Act Implementing the Second Shareholder Rights Directive (ARUG II), to which the new recommendations of the Code 2020 relate, the new recommendations of the Code 2020 have not yet been implemented into the existing Management Board service contracts. The Management Board and the Supervisory Board of the Company will propose to the Annual General Meeting in 2021 a compensation system for the members of the Management Board of HelloFresh SE which, in principle, takes into account the recommendations of the Code 2020 on management board remuneration, but from which deviations may be made in justified cases and which will apply to all service contracts with members of the Management Board of HelloFresh SE which will be concluded or extended after the Annual General Meeting 2021.

Berlin, December 2020

Management Board of  
HelloFresh SE

Supervisory Board of  
HelloFresh SE

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### Relevant information on corporate governance practices

The corporate governance of HelloFresh SE is primarily determined by legal requirements, – with a limited number of exceptions – the recommendations of the German Corporate Governance Code and the Company’s internal policies.

Lawful and responsible conduct by all employees and executives, and mutual respect and trust form the basis of our corporate success. All of HelloFresh SE’s employees are bound by the *Code of Conduct* to act in a risk-aware and responsible manner. The *Code of Conduct* encompasses significant guidance and principles and also contains ethical and legal standards to be upheld by all employees. The *Code of Conduct* is published on the investor relations website of the Company under the section “Governance”

(<https://ir.hellofreshgroup.com/websites/hellofresh/English/4000/corporate-governance.html>).

In order to strengthen its corporate governance, HelloFresh SE has a range of institutions in place, including but not limited to various compliance officers, a risk monitoring system as part of a comprehensive risk and opportunities management system and an accounting-related internal control system. Detailed information on efforts related to environmental matters, employee matters, social and

human rights matters, as well as on the fight against corruption and bribery and other related topics are published in the combined non-financial reports for HelloFresh SE and the HelloFresh Group.

The corporate governance of HelloFresh SE is as follows:

### **Working practices of the Management Board and Supervisory Board**

The Company is a dualistic European stock corporation (*Societas Europaea* (SE)) with its registered office in Berlin. As an SE with its registered office in Germany, the Company is subject to European and German SE regulations and continues to be subject to German stock corporation law. The management and control of the Company are carried out via a two-tier management system. The Management Board and Supervisory Board work closely together for the benefit of the Company and maintain regular contact. The Management Board is the management body and is responsible for managing the Company. The Supervisory Board is the controlling and supervising body of the Company, advising and monitoring the Management Board in its management of the business.

### **Working practices of the Management Board**

The Management Board manages the Company at its own responsibility in accordance with the legal provisions, the Articles of Association of HelloFresh SE (the “**Articles of Association**”) and the rules of procedure for the Management Board dated December 18, 2020 (“**Management Board Rules of Procedure**”). It is obligated to protect the Company’s interest, in particular to increase its long-term business value. The Management Board develops the Company’s strategy and regularly discusses and agrees on it with the Supervisory Board and ensures that it is implemented. It also ensures appropriate risk management and risk controlling in the Company as well as appropriate measures aligned with the Company’s risk profile (compliance management system). In addition, the Company’s Management Board is obliged to regularly and in a timely manner provide comprehensive reporting to the Supervisory Board.

The Management Board performs its management function as a collective body. Notwithstanding their overall responsibility for management, the individual members of the Management Board manage the areas assigned to them on their own responsibility within the framework of the Management Board’s resolutions. The allocation of responsibilities among the members of the Management Board is defined in the Management Board Rules of Procedure, according to which the members of the Company’s Management Board were responsible for the following areas in fiscal year 2020:

#### **RESPONSIBILITIES:**

##### **I. Company: Dominik Richter**

- Strategy
- Marketing
- Technology
- Analytics
- US-market

##### **II. Operations: Thomas Griesel**

- International markets (with Germany, without US market)
- Supply chain
- Operations
- Human Resources
- ESG Matters (as of December 18, 2020)

### III. Finance: Christian Gärtner

- Global finance, accounting, financial planning and controlling
- Investor Relations
- Legal
- Compliance

### IV. Sale: Edward Peter Henry Boyes

- Global corporate development
- Innovation and new business models
- Customer retention
- Global PR

The Management Board's work is precisely stated in the Management Board Rules of Procedure. Art. 4 stipulates, amongst others, that the strategy of the enterprise, fundamental issues of the business policy and any other matters, especially national or international business relations, which are of material importance and scope for the Company and/or its group companies, as well as the annual and multi-year business planning for the enterprise and, in particular, the related investment and financial planning must be decided by the Management Board as a whole. Furthermore, the Management Board Rules of Procedure and the Articles of Association stipulate that certain transactions of fundamental importance require the prior approval of the Supervisory Board or one of its committees.

In accordance with Art. 6 (1) of the Management Board Rules of Procedure, the Management Board generally meets every two weeks and whenever it is necessary for the Company's benefit..

The Management Board informs the Supervisory Board pursuant to Art. 7 of the Management Board Rules of Procedure regularly, timely and comprehensively on all relevant issues relating to strategy, planning, business development and risk management relevant for the entity.

To date, the Company has not pursued its own diversity concept with regard to the composition of the Management Board. However, the internal organization and further development of an open and inclusive corporate culture plays an important role in the day-to-day work of the Management Board.

### Supervisory Board

The Supervisory Board advises and oversees the Management Board. It works closely with the Management Board for the benefit of the Company and is involved in all decisions of fundamental importance (see also above).

The rights and responsibilities are governed by the legal requirements, the Articles of Association, the rules of procedure for the Supervisory Board dated 18 December 2020 (the "**Supervisory Board Rules of Procedure**") and the Management Board Rules of Procedure. **It appoints and, if necessary, dismisses the members of the Management Board and, together with the Management Board, ensures that there is a long-term succession planning by discussing it with the members of the Management Board at an early stage in advance of any extension of a service contract or new appointments. When selecting suitable candidates for a new Management Board position, such as the expansion of the Management Board to include a fourth member since January 1, 2020, the Supervisory Board attaches particular**

importance to the professional qualifications for the area of responsibility to be taken over, the leadership qualities, the past performance as well as the acquired skills and knowledge of the business of HelloFresh SE. Only persons who have not reached the age of 65 at the time of appointment shall be appointed as a member of the Management Board by the Supervisory Board.

The work of the Supervisory Board takes place in plenary meetings and in its committees (see below). The work of the committees is aimed at improving the efficiency of the Supervisory Board's work. The chairpersons report regularly to the Supervisory Board on the work of the respective committee. According to its rules of procedure (Art. 6 (1) Sentence 1), the Supervisory Board must meet at least twice every six months. In addition, it convenes whenever it is in the Company's interest to do so. Five (5) regular Supervisory Board meetings are currently scheduled for 2021.

### **Composition, profile of skills and expertise and diversity concept for the Supervisory Board**

Only persons who are younger than 70 years of age on the date of election and who have regularly been a member of the Supervisory Board for less than twelve years may be nominated for election as members of the Company's Supervisory Board. The stipulations on the age limit and the standard limit for the length of membership to the Supervisory Board are adhered.

The selection of candidates to be proposed to the Annual General Meeting for election to the Supervisory Board of the Company is made, in particular, based on their knowledge, capabilities, professional aptitude and the profile of skills and expertise. The aim of the profile of skills and expertise is to ensure that the Supervisory Board has all the knowledge and experience considered essential in view of the Company's business activities. This includes, in particular, in depth knowledge and skills (i) in the management of a large internationally operating company; (ii) in the fast moving consumer goods (FMCG) industry and in the value creation alongside various value added chains; (iii) in the internet selling business, in particular in the technologies relevant to the business or similar businesses; (iv) in the areas of production, marketing, distribution, digitalization and innovation; (v) in the relevant markets the HelloFresh Group is active in; (vi) in bookkeeping and accounting; (vii) regarding publicly listed companies; (viii) in controlling/risk management; and (ix) in the area of Corporate Governance/Compliance. In addition, with respect to diversity, the Supervisory aims for a diversified composition to reflect different professional and international experiences including, in particular, an appropriate membership of both genders (regarding the stipulations to promote the participation of women in leadership roles see below). In the opinion of the Supervisory Board, its current composition meets the objectives regarding its composition and fulfills the profile of skills and expertise as well as the diversity concept. The Company thus complies with the recommendations in C.1 of the GCGC, according to which the Supervisory Board shall determine specific objectives regarding its composition, and shall prepare a profile of skills and expertise for the entire Supervisory Board while taking the principle of diversity into account, and furthermore, proposals by the Supervisory Board to the general meeting shall take these objectives into account.

The Supervisory Board has also defined in its Rules of Procedure the target that at least one independent member of the Supervisory Board must have expert knowledge of financial reporting or auditing (Art. 47 (2) a) of Council Regulation (EC) No 2157/2001 on the Statute for a European company (SE), as amended from time to time ("**SE Regulation**") in conjunction with Sec. 100 (5) AktG). Furthermore, the Rules of Procedure stipulate that a member of the Supervisory Board who is not a member of the management board of a listed company shall not hold more than a total of five supervisory board mandates at non-group listed companies or comparable functions, with an appointment as chairman of a supervisory board counting twice. In addition, any Supervisory Board member who is also a Management Board member of a listed company shall not, besides the Supervisory Board mandate in the Company, accept more than one additional supervisory board mandate or a comparable function in listed companies that are not part of the group of the company in which the management board activity is performed. In addition, according to Art. 2 (5) of the Supervisory Board Rules of Procedure, the

members of the Supervisory Board must not hold board mandates or perform advisory functions for significant competitors of the HelloFresh Group.

### **Independence of Supervisory Board members**

Pursuant to the recommendations of the GCGC, the Supervisory Board shall include what it considers to be an appropriate number of independent members from the group of shareholder representatives, thereby taking into account the shareholder structure. A member of the Supervisory Board is considered independent if he or she is independent from the Company and its Management Board as well as independent from any controlling shareholder. The assessment of the independence of Supervisory Board members is based, amongst others, on the recommendations of the GCGC. Supervisory Board members are to be considered independent from the Company and its Management Board, if they have no personal or business relationship with the Company or its Management Board that may cause a substantial – and not merely temporary – conflict of interest. When assessing the independence of Supervisory Board members, in particular, the following aspects shall be taken into consideration with respect to the respective Supervisory Board member, or a close family member:

- he/she was a member of the Management Board of the Company in the two years prior to appointment,
- whether he/she currently is maintaining (or has maintained) a material business relationship with the Company or one of the entities dependent upon the Company (e.g. as customer, supplier, lender or advisor) in the year up to his/her appointment, directly or as a shareholder, or in a leading position of a non-group entity;
- whether he/she is a close family member of a Management Board member; or
- whether he/she has been a member of the Supervisory Board for more than twelve years.

According to the assessment of the group of shareholder representatives (HelloFresh SE is not subject to any employee co-determination), none of the Supervisory Board members is dependent on the Company or its Management Board. As all members of the Supervisory Board, namely Mr. Jeffrey Lieberman (Chairman of the Supervisory Board), Ms. Ursula Radeke-Pietsch, Mr. John H. Rittenhouse, Mr. Ugo Arzani, and Mr. Derek Zissman, are independent, the Supervisory Board of the Company comprises five and thus an appropriate number of independent members. The recommendation in C.7 sentence 1 of the GCGC, that more than half of the shareholder representatives on the Supervisory Board should be independent from the Company and the Management Board is therefore complied with. There is no controlling shareholder at the Company.

### **Stipulations to promote the participation of women in leadership roles**

Under Sec. 111 (5) AktG, the Supervisory Board is required to set targets for the percentage of women on the Supervisory Board and Management Board. With regard to the Management Board, this obligation pursuant to Sec. 76 (4) AktG is relevant for the top two management levels below the Management Board. In view of this, the Supervisory Board and Management Board of HelloFresh SE have resolved the following:

At its meeting on September 25, 2017, the Supervisory Board set the target percentage of women in the Supervisory Board at one seventh (1/7). This represents a retention of the status quo. For the Management Board of HelloFresh SE, at the same meeting (on September 25, 2017), the Supervisory Board set a target percentage of women at 0%, thus also maintaining the status quo. These targets are to be met by the end of September 24, 2022 and were met in the period under review.



The Supervisory Board of HelloFresh SE has decided to retain the current Management Board and Supervisory Board structures as it considers the aim of increasing the percentage of women in the Management Board and Supervisory Board to be currently subordinate to the business interest in continuing the highly successful work carried out by the incumbent Supervisory Board and Management Board members.

However, HelloFresh SE is committed to building a diverse employee structure throughout the entity and is aware of the particular importance of female participation at all management levels of HelloFresh SE. Please note that the defined targets do not, of course, preclude a further increase in the percentage of women in the Management Board and Supervisory Board and that ongoing and intensive efforts are being made to recruit qualified and suitable candidates for all management levels, but in particular also for the Management Board and Supervisory Board.

Furthermore, the Management Board of HelloFresh SE has, in light of this, set itself extremely ambitious goals for raising the percentage of women in the top two management levels below the Management Board. Even though the legal obligation to set such targets only relates to HelloFresh SE, the Management Board is aware of its global responsibility and has also set targets for the rest of the HelloFresh Group.

At its meeting on December 18, 2017, the Management Board defined minimum target percentages for women in the top two management levels below the Management Board of 20% in each case; the percentage of women must not fall below these targets. The targets for HelloFresh SE and the rest of the HelloFresh Group should be reached by the end of December 17, 2022. The Company did not meet these targets in the reporting period. According to the Management Board this was, amongst others, due to the fact that HelloFresh SE is a relatively young company which only got listed a few years ago. However, in the long term, the percentage of women in the top two management levels below the Management Board should be raised to meet the defined targets and, if possible, exceed them.

### **Composition of the Management Board and Supervisory Board**

According to the Articles of Association (Art. 6 (1)), the Management Board comprises one or more persons. The number of members is determined by the Supervisory Board. In fiscal year 2020 the Management Board had four members, each of whom is responsible for the areas of responsibility assigned to them.

According to the Articles of Association, the Supervisory Board has five members. It is not subject to employee co-determination. All members of the Supervisory Board are elected by the Annual General Meeting as shareholder representatives.

Details on the members of the Management Board and the Supervisory Board are provided in the notes to the financial statements of HelloFresh SE in accordance with Sec. 285 No. HGB.

### **Cooperation between the Management Board and Supervisory Board**

The Management Board and the Supervisory Board cooperate closely for the benefit of the Company. Ongoing and intensive dialogue between the boards is the basis for an efficient and effective corporate management. The Management Board develops Hello Fresh SE's strategy, discusses it with the Supervisory Board and ensures that it is implemented.

The Management Board discusses the progress made in implementing the strategy with the Supervisory Board at regular intervals. The Chairman of the Supervisory Board has regular contact with the Management Board and advises it on strategy, planning, business development and risk management issues. The Management Board informs the Chairman of the Supervisory Board without delay about

important events which are of significance for the assessment of the position and development, as well as, for the management of the Company and its group companies. The Chairman of the Supervisory Board subsequently informs the rest of the Supervisory Board and, if necessary, convenes an extraordinary Supervisory Board meeting.

The Articles of Association and the Management Board Rules of Procedure contain provisions stipulating that the Supervisory Board is required to give its approval for transactions of fundamental significance.

Each member of the Management Board shall disclose conflicts of interest without undue delay to the Supervisory Board to the attention of the chairman of the Supervisory Board and inform the other members of the Management Board thereof. Significant transactions by members of the Management Board and related parties with the Company require the approval of the Supervisory Board, as does the acceptance of sideline work outside the entity.

A D&O group policy was concluded for the members of the Management Board and the Supervisory Board.

### **Supervisory Board committees**

In fiscal year 2020, the Supervisory Board had four committees: the Executive and Nomination Committee, the Audit Committee, the Remuneration Committee and since December 2020 an Environmental, Social and Governance Committee ("**ESG Committee**"). Additional committees may be established as required.

### **Executive and Nomination Committee**

The Executive and Nomination Committee consults on key topics and prepares Supervisory Board resolutions especially on the following matters:

- Appointment and removal of members of the Management Board, appointment of the Chairman of the Management Board
- Conclusion, amendment and termination of service contracts with the members of the Management Board, considering the recommendations of the Remuneration Committee
- Nominations of the Supervisory Board to the Annual General Meeting for the election of members of the Supervisory Board
- Adoption, amendment and rescission of the combined annual business plan for the Company and its group companies including the related investment, budget and financial planning.

Together with the Management Board, the Executive and Nomination Committee consults regularly on the long-term succession planning for the Management Board.

As of March 1, 2021, the members of the Executive and Nomination Committee are Jeffrey Lieberman (Chairman), John H. Rittenhouse and Ugo Arzani.

### **Audit Committee**

The Audit Committee deals in particular with the supervision and monitoring of the financial accounting process, the effectiveness of the internal control system, the risk management system (in particular by regularly examining and resolving on the internal risk reports prepared by the Company), the internal

audit system, the audit of the financial statements and compliance, the required independence of the auditor, the additional services provided by the auditor and the audit mandate given to the auditor.

The Audit Committee prepares the Supervisory Board's resolutions on the annual financial statements and the consolidated financial statements, i.e., it bears responsibility for the preliminary audit of the documents relating to the annual report and the consolidated financial statements and the management report of the Company and of the group (including the CSR reporting) and for preparing the approval and ratification of these financial statements and of the Management Board's proposal for profit appropriation to the general meeting. Furthermore, the Audit Committee prepares the resolutions of the Supervisory Board regarding its proposal to the Annual General Meeting for the appointment of the auditor. Instead of the Supervisory Board, the Audit Committee deals with the passing of resolutions on the audit mandate given to the auditor, in particular the possible audit assignment for the audit review or audit of the half-year financial report, the determination of the areas of audit focus and the auditor's compensation. This also includes evaluating the required independence of the auditor and the additional services provided by the auditor and the audit mandate given to the auditor. In addition, the Audit Committee conducts an evaluation of the quality of the audit on a regular basis. The Audit Committee discusses substantial changes in the auditing and accounting methods and gives advice on the business planning of the Management Board. This includes, in particular, the statements of the Management Board on the intended development, the investment and human resources planning for the enterprise as well as statements on the deviation of the actual development from the targets reported earlier while explaining the reasons of this deviation. Four (4) regular meetings of the Audit Committee are currently scheduled for fiscal year 2021.

As of March 1, 2021 the members of the Audit Committee are Derek Zissman (Chairman), Ursula Radeke-Pietsch and John H. Rittenhouse. The Chairman of the Audit Committee is independent, has specific knowledge and experience in the application of accounting principles and internal control procedures and thus satisfies the requirements of Art. 47 (2) a) of the SE Regulation in conjunction with Sec. 100 (5) AktG. The members of the Audit Committee have expert knowledge in financial reporting and auditing and the composition meets all requirements relating to independence for the purposes of the Commission Recommendation of February 15, 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board (2005/162/EC) and the recommendations of the German Corporate Governance Code.

### **Remuneration Committee**

The Remuneration Committee examines and consults on remuneration topics and prepares related Supervisory Board resolutions. Specifically,

- the Remuneration Committee examines all aspects of remuneration and terms of service for the Management Board and issues recommendations in this respect to the Supervisory Board and prepares resolutions for the Supervisory Board. It also prepares, where necessary, presentations for the Annual General Meeting on the conclusion, amendment or termination of the service contracts for the members of the Management Board, also in respect of remuneration policies, incentive schemes, strategy and framework. Going forward, the Remuneration Committee will make recommendations to and prepare decisions for the Supervisory Board on a remuneration system to be adopted by the Supervisory Board and to be presented to the general meeting of the Company for approval, which, in principle, takes into account the recommendations of the GCGC on management board remuneration, but from which deviations may be made in justified cases;

- the Remuneration Committee examines the remuneration and general employment terms for employees of the second management level and is authorized in this respect to issue recommendations to the Management Board.
- the Remuneration Committee commissions, if appropriate, its own independent review of the remuneration policies and the remuneration packages paid to the Management Board to ensure that the policies are in line with best practices and the packages are competitive and in line with market practice. Going forward, the Remuneration Committee will perform such assessment with respect to the remuneration system to be adopted for the members of the Management Board;
- the Remuneration Committee presents an assessment of the Management Board's performance and issues a recommendation to the Supervisory Board for the service terms and remuneration of the Management Board.
- the Remuneration Committee assists the Supervisory Board in monitoring the system with which the Company meets the legal requirements and the provisions of the GCGC regarding the communication of information on the remuneration of the Management Board and other executives.

As of March 1, 2021, the members of the Remuneration Committee are Jeffrey Lieberman (Chairman), John H. Rittenhouse and Ugo Arzani.

### **ESG Committee**

In December 2020, an ESG Committee was established at the Company, which monitors and advises the Management Board with regard to the areas environment, social, governance, sustainability, health and safety and social responsibility (collectively "**ESG Matters**"). Its responsibilities include the monitoring of measures taken by the Management Board to implement ESG Matters and establishing a suitable monitoring system for ESG Matters. In addition, it assists the Audit Committee in the reporting and disclosure of ESG Matters upon its explicit request.

As of March 1, 2021, the members of the Remuneration Committee are Jeffrey Lieberman (Chairman), John H. Rittenhouse and Ugo Arzani.

### **Self-assessment of the Supervisory Board**

The Supervisory Board of the Company regularly assesses how effectively the Supervisory Board as a whole and its committees perform their duties. Most recently, the Supervisory Board carried out a self-assessment in the 2020 financial year and, for this purpose, the members of the Supervisory Board were asked about the relevant topics in an online survey and given the opportunity to weight these. In addition, the members of the Supervisory Board had the opportunity in this context to pick out individual aspects and identify potential for improvement.

### **Management Board committees**

#### **Annual General Meeting and shareholders**

The shareholders of HelloFresh SE exercise their rights, including their right to vote, at the Annual General Meeting. Each share in the Company grants one vote.

The ordinary Annual General Meeting is held within the first six months of the fiscal year. The agenda of the Annual General Meeting and the reports and documents required for the Annual General Meeting are published on the Company's investor relations website (<https://ir.hellofreshgroup.com/websites/hellofresh/English/5000/annual-general-meeting.html>) under the section "Annual General Meeting".

Fundamental resolutions are adopted by the Annual General Meeting, including on the appropriation of profit, the exoneration of the Management Board and Supervisory Board, the election of Supervisory Board members and the auditor, amendments to the Articles of Association and capital measures. The Annual General Meeting gives the Management Board and the Supervisory Board generally the opportunity to meet the shareholders and discuss the further corporate development.

To facilitate the personal exercise of their rights, HelloFresh SE generally makes available a proxy who is bound by instructions and who may also be contacted during the Annual General Meeting. The invitation to the Annual General Meeting explains how instructions may be given ahead of the Annual General Meeting. In addition, shareholders may arrange to be represented at the Annual General Meeting by a proxy of their choice.

In accordance with Section 1 para. 2 of the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie*) of March 27, 2020 (Federal Law Gazette I No. 14 2020, p. 570), the Annual General Meeting on June 30, 2020, was conducted as a virtual shareholders' meeting without the physical presence of shareholders or their proxies due to the special circumstances created by the COVID-19 pandemic.

## **Other corporate governance issues**

### **Management Board remuneration**

The Management Board's remuneration is regularly the subject of the consultations, reviews and revisions by the Remuneration Committee.

The Management Board service contracts of HelloFresh SE contain fixed and variable remuneration components. For all members of the Management Board, variable remuneration is in line with the requirements of Sec. 87 (1) Sentence 3 AktG. It is mainly linked to the achievement of economic goals and is primarily based on multiple-year assessment bases. Variable remuneration can only be claimed if business performance is positive. In this way, the remuneration structure is designed to encourage sustainable corporate development, thus optimizing the incentive and risk-taking effect of variable remuneration.

In accordance with the requirements of the Act Implementing the Second Shareholders' Rights Directive (ARUG II), the Supervisory Board of the Company - based on the recommendation of its Remuneration Committee - will propose to the Annual General Meeting in 2021 a remuneration system for the members of the Management Board of HelloFresh SE.

### **Supervisory Board remuneration**

The remuneration of the Supervisory Board is approved by the Annual General Meeting in accordance with Art. 13 of the Articles of Association. On 20 June 2019, the Annual General Meeting decided that each member of the Supervisory Board shall receive an annual fixed payment of EUR 35,000.00; however instead (i) the Chairman of the Supervisory Board shall receive an annual fixed payment of

EUR 87,500.00, (ii) the Deputy Chairman of the Supervisory Board shall receive an annual fixed payment of EUR 52,500.00.

The respective committee members receive an additional fixed annual remuneration per committee membership/committee chairmanship as follows:

<b>Committee</b>	<b>Remuneration for the respective committee chairman in EUR</b>	<b>Remuneration for the respective committee member in EUR</b>
<b>Audit committee</b>	30.000,00	15.000,00
<b>Executive committee</b>	20.000,00	10.000,00
<b>Remuneration committee</b>	20.000,00	10.000,00
<b>ESG Committee (going forward)</b>	20.000,00	10.000,00

In addition, each member of the Supervisory Board shall be reimbursed for all expenses incurred in exercising this post and any VAT payable on their remuneration and expenses.

Furthermore, the Company has included the members of the Supervisory Board in a D&O group policy (without any deductible).

No performance-linked remuneration is paid to members of the Supervisory Board.

### **Reportable securities transactions and shareholdings of the Management Board and Supervisory Board**

The members of the Management Board and Supervisory Board of HelloFresh SE and related persons are required under Art. 19 (1) of Regulation (EU) No 596/2014 of the European Parliament and of the Council on market abuse of April 16, 2014 (Market Abuse Regulation) to notify the Company of transactions relating to shares of HelloFresh SE or financial instruments linked to the same promptly and no later than three business days after the date of the transaction. The Company publishes the reports promptly in accordance with Art. 19 (2) of the Market Abuse Regulation and no later than three business days after the transaction. Reports are available on the Company's investor relations website (<https://ir.hellofreshgroup.com/websites/hellofresh/English/3000/news.html#news-dd>) under the link "News – Directors' Dealings".

### **Compliance as a key management function**

In order to ensure compliance with the conduct standards prescribed by the GCGC, HelloFresh SE has appointed a compliance officer and a capital market compliance officer. The former informs management and employees about relevant legal requirements. The latter safeguards the Company's insider list and informs management, employees and business partners of the consequences of failure to comply with insider regulations.

### **Appropriate opportunity and risk management**

A responsible approach to opportunities and risks is a priority for HelloFresh SE. This is ensured by having an extensive opportunity and risk management to identify and monitor the major opportunities and risks. The system is being continuously enhanced and adapted to the changing conditions.

The management report contains detailed information on the Company's risk management system. The risk management of HelloFresh SE and the strategic opportunities and risks are described on page

29 ff. and information on group financial reporting is provided on page 56 f. of the notes to the financial statements.

### **Committed to transparency**

As part of ongoing investor relation activities, all important dates for shareholders, investors and analysts during the upcoming fiscal year are published in our financial calendar at the beginning of the year. The financial calendar, which is regularly updated, is available on the Company's investor relations website (<https://ir.hellofreshgroup.com/websites/hellofresh/English/6000/financial-calendar.html>) under the link "Financial Calendar".

The Company informs shareholders, analysts and journalists according to uniform criteria. The information is transparent and consistent for all capital market participants. Ad-hoc notifications and press releases, as well as, presentations of press and analyst conferences are published immediately on the Company's website.

Insider information (ad-hoc publicity), voting rights notifications and securities transactions by members of the Management Board and Supervisory Board and related persons ("directors' dealings") are announced by HelloFresh SE in accordance with the legal requirements. This information is also available on the Company's investor relations website (<https://ir.hellofreshgroup.com/websites/hellofresh/English/3000/news.html>) under the link "News".

### **Financial reporting**

In 2020, the Annual General Meeting elected KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, as auditor of the annual report and the consolidated financial statements for fiscal year 2020. In preparation, the auditor presented a declaration that there are no business, financial, personal or other relationships between the auditor, its governing bodies and audit managers on the one hand and the Company and its directors on the other hand which could give cause to doubt the auditor's independence.

### **Further information**

Further information on the work of the Supervisory Board and its committees and on its cooperation with the Management Board is provided in the Supervisory Board Report.