

PROXY AND INSTRUCTIONS TO THE COMPANY PROXIES

for the Annual General Meeting of HelloFresh SE on June 5, 2018

We would ask you to fill out this form and send it **together with your admission ticket or specifying your admission ticket number** directly to the following address by Tuesday, June 4, 2018, 24:00 CEST (time of receipt):

HelloFresh SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0)89 210 27 289
E-Mail: inhaberaktien@linkmarketservices.de

Please complete:

Authorizing person's: first name, surname

Admission ticket number Number of shares

I/We authorize **the instruction-bound proxies designated by HelloFresh SE**, Mr. Bernhard Orlik and Mr. Jörg Engmann, with their business address at Link Market Services GmbH, Munich, each of them individually with the right to issue sub-powers of attorney, to represent me/us at the aforementioned Annual General Meeting by disclosure of my/our name in the list of participants and to exercise my/our voting right(s) or have such voting right(s) exercised with the following instructions:

Voting instructions to the company proxies

These instructions refer to the proposals by the Management Board and/or the Supervisory Board of HelloFresh SE as published in the German Federal Gazette (*Bundesanzeiger*) on April 27, 2018.

Item on the agenda	Yes	No	Abstention
2. Resolution on the approval of the acts of the members of the Management Board for the financial year 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution on the approval of the acts of the members of the Supervisory Board for the financial year 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Resolution on the appointment of the auditor for the audit of HelloFresh SE's financial statements and the consolidated financial statements and for any audit review of the condensed financial statements and the interim management report as well as for any audit review of additional interim financial information	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Reduction of the number of Supervisory Board members and change of Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution on the election of the members to the Supervisory Board a) Election of Mr. Jeffrey Lieberman b) Election of Mr. Ugo Arzani c) Election of Ms. Ursula Radeke-Pietsch d) Election of Mr. John H. Rittenhouse e) Election of Mr. Derek Zissman	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
7. Resolution on the creation of an Authorized Capital 2018/I with the possibility to exclude subscription rights as well as the corresponding amendment to Art. 4 of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Resolution on the creation of an Authorized Capital 2018/II with the exclusion of subscription rights aa) for the optional serving of shares for virtual stock options granted under the virtual stock option programs 2016 and 2018 and for restricted stock units granted under the restricted stock units program 2018 as well as the corresponding amendment to Art. 4 of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Resolution on the cancellation of the existing authorization and the granting of a new authorization to issue convertible bonds, bonds with warrants, participation rights, and/or participating bonds (or a combination of these instruments), with the option to exclude subscription rights; cancellation of the existing Conditional Capital 2017/II and creation of a new Conditional Capital 2018/II, as well as corresponding amendments to Art. 4 of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

10. Resolution on authorizations for the issuance and delivery of shares of the Company to optionally serve virtual stock options of members of the Management Board and employees of the Company and members of the management and employees of companies affiliated with the Company (Virtual Stock Option Program 2018 (“VSOP 2018”)) and the creation of a new Conditional Capital 2018/I to optionally serve the virtual stock options under the virtual stock option program 2016 and the VSOP 2018 and the corresponding amendment to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Resolution on the authorization to acquire treasury shares and to use them, including to redeem treasury shares and to reduce the share capital, and cancellation of the existing authorization	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Resolution on an authorization to use equity capital derivatives when acquiring the treasury shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In case the company receives, within the statutorily prescribed period, motions proposed by shareholders that have to be made available, they will be accessible on the website of HelloFresh SE at <http://ir.hellofreshgroup.com/websites/hellofresh/English/6000/annual-general-meeting.html>. You can also give voting instructions for these motions. To do this, please enter the name of the shareholder and, if applicable, the request in the table below. Do not forget to give your instructions by ticking the appropriate box.

Motions of shareholders	Yes	No	Abstention
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place, Date

Signature(s) or other completion of the declaration in accordance with Section 126b of the German Civil Code (*BGB*)

INFORMATION ON AUTHORIZING AND INSTRUCTING THE COMPANY PROXIES

Holders of shares can authorize the instruction-bound proxies designated by HelloFresh SE, Mr. Bernhard Orlik and Mr. Jörg Engmann, each with their business address at Link Market Services GmbH, Munich, who can each vote on your behalf on their own. The company proxies are entitled to vote on your behalf only if you have given them specific instructions regarding the individual motions proposed by the management for the items on the agenda. The company proxies must follow your instructions when voting on the motions proposed by the management as announced in the agenda.

You have the following possibilities for authorizing and instructing the above-mentioned company proxies using the form "Proxy and instructions to the company proxies".

Sending of proxy to the company proxies of HelloFresh SE by mail, fax or e-mail:

Please use the form "Proxy and instructions to the company proxies". With this form, you authorize the abovementioned proxies provided by HelloFresh SE and instruct them how your voting right(s) on the motions proposed by the management is/are to be exercised.

Then send (by mail or e-mail) or fax your form "Proxy and instructions to the company proxies" together with the admission ticket or specifying your admission ticket number directly to the following address:

By mail to:	HelloFresh SE c/o Link Market Services GmbH Landshuter Allee 10 80637 Munich Germany
Or by fax to:	+49 (0)89 210 27 289
Or by e-mail to:	inhaberaktien@linkmarketservices.de

Important information:

Please note that only shareholders who have registered in time and who are entitled to participate and vote are entitled to authorize and instruct the company proxies provided by HelloFresh SE. Please fill in and send the form to the company together with your admission ticket or specify your admission ticket number by Tuesday, June 4, 2018, 24:00 CEST (time of receipt).

If the company receives authorizations and instructions for company proxies by several means of transmission (mail, fax or e-mail), the last formally valid proxy with relevant instructions received will be considered binding.

If instructions are not properly filled out or not clearly given, the company proxies, depending on the voting procedure, will either abstain or not participate in the voting for the respective agenda items.

The company proxies are required to vote in accordance with your instructions and are not permitted to exercise your voting right in ballots that were not announced before the Annual General Meeting (e.g., procedural motions). Depending on the voting procedure, the company proxies will either abstain or not participate in the voting in these cases. You cannot instruct the company proxies to raise an objection, file a motion or ask questions.

The personal attendance of a shareholder or an authorized third party (e.g., banks or associations of shareholders) at the Annual General Meeting will be deemed to constitute a revocation of the proxy and instructions previously given to the company proxies.

If you have any questions about the proxies, please call our
Annual General Meeting hotline
between 9.00 and 17.00 CEST, Mondays to Fridays (except for public holidays) at
+49 (0)89 210 27 222.

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