

This document does not constitute a prospectus and has not been approved or reviewed by any authority. It is provided solely in accordance with and for the purpose of Art. 1 para. 5 (h) of Regulation (EU) 2017/1129. No securities are offered under this document.



Document for the admission of shares without a prospectus

pursuant to Art. 1 para. 5 (h) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (“**Prospectus Regulation**“)

of

8,125

new ordinary registered shares with no-par value (*Stückaktien*)

of

Delivery Hero SE, with its registered seat in Berlin, registered with the commercial register of the Local Court (*Amtsgericht*) of Charlottenburg under HRB 198015 B (“**Delivery Hero**“ or the “**Company**“),

the issuance of which was resolved by the Management Board of the Company on March 3, 2020, with the consent of the Supervisory Board of the Company of the same day, based on the authorization of the Management Board to increase the Company’s share capital, which was registered with the commercial register of the Local Court (*Amtsgericht*) of Charlottenburg, which is competent for the Company, on June 12, 2017 pursuant to the resolution of the shareholders’ meeting of June 9, 2017 (“**Authorized Capital / IV**“),

for the

admission to trading on the regulated market segment (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) with simultaneous admission to the sub-segment of the regulated market with additional post-admission obligations (*Prime Standard*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*),

each such share representing a notional value of EUR 1.00 per ordinary share and with full dividend rights from January 1, 2019

International Securities Identification Number (ISIN): DE000A2E4K43
German Securities Code (*Wertpapierkennnummer*, WKN): A2E4K4
Common Code: 163274973

Background of the share issuance

On March 3, 2020, the Management Board of the Company resolved, based on the authorization of the Management Board under the Authorized Capital / IV (Sec. 4 para. 5 of the articles of association), to increase the share capital from EUR 197,590,840.00 by EUR 8,125.00 to EUR 197,598,965.00 (the “**EH Capital Increase**“) through the issuance of 8,125 new registered ordinary shares (*auf den Namen lautende Stammaktien*) (“**EH New Shares**“). The Supervisory Board of the Company gave its consent to the EH Capital Increase on March 3, 2020.

The Authorized Capital / IV serves the fulfilment of option rights (“**Option Rights**“) which have been granted or promised by the Company under the Stock Option Program 2017 (“**Stock Option Program**“) in order to replace the formerly existing virtual share program of the Company to (i) current or former managing directors or members of the Supervisory Board of the Company, (ii) current or former managing directors of affiliated companies of the Company, (iii) current or former employees of the Company, (iv) current or former employees of affiliated companies of the Company and (v) further beneficiaries who are or were acting for the Company or its affiliated companies or supporting or supported the Company or its affiliated companies in any other way (so-called “**Supporters**“) (collectively the “**Option Holders**“). The issue prices for the new shares vary – also within the various groups of Option Holders – from EUR 1.00 up to EUR 17.67.

The Option Holders were given the opportunity to exercise their vested Option Rights during an exercise window between February 17, 2020 through February 20, 2020. In accordance with the option terms and conditions, the Option Holders could choose between the following exercise alternatives: *Exercise and Sell*, *Exercise and Sell to Cover* and *Exercise and Hold*. With respect to the exercise alternative *Exercise and Hold*, the new shares are subscribed by and issued to the Option Holders as instructed by them, *i.e.* to the relevant Option Holder’s deposit account or to a joint deposit account managed in trust by a service provider, which has been mandated by the Company for the execution of the Stock Option Program. With respect to the exercise alternative *Exercise and Sell*, the Option Holders request the sale of all of the new shares resulting from the exercise of the Option Rights. With respect to the exercise alternative *Exercise and Sell to Cover*, the Option Holders request the sale of such number of new shares as is necessary for the respective Option Holder for the payment of the aggregate issue price of the subscribed new shares and resulting taxes, social security contributions and other expenses, duties and costs, whilst the remaining number of shares are transferred to the respective Option Holder.

With respect to all 8,125 EH New Shares, the Option Holders have selected the exercise alternative *Exercise and Hold*.

Admission without a prospectus of 8,125 EH Hold Shares pursuant to the exemption in Art. 1 para. 5 (h) of the Prospectus Regulation

This document relates to 8,125 EH New Shares which were all subscribed by Option Holders who are not Supporters (“**EH Hold Shares**“). 1,125 EH Hold Shares were issued at an issue price of EUR 15.00 and 7,000 EH Hold Shares were issued at an issue price of EUR 16,67. The Company has applied to the Frankfurt Stock Exchange for the admission of the EH Hold Shares to trading on the regulated market segment (*regulierter Markt*) of the Frankfurt Stock Exchange

(*Frankfurter Wertpapierbörse*) with simultaneous admission to the *Prime Standard* without a prospectus, in accordance with Art. 1 para. 5 (h) of the Prospectus Regulation.

Additional information on the EH Hold Shares

All EH Hold Shares hold the same rights as all other shares of the Company (including full dividend rights from the fiscal year starting January 1, 2019) and do not convey any additional rights or advantages. The consummation of the EH Capital Increase was registered in the commercial register of the Local Court (*Amtsgericht*) of Charlottenburg on March 12, 2020.

The admission of the 8,125 EH Hold Shares to trading on the regulated market segment (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) with simultaneous admission to the *Prime Standard* without a prospectus is expected to be granted on or around March 19, 2020. The introduction of the EH Hold Shares to trading on the regulated market (*regulierten Markt*) is expected on or around March 23, 2020.

Additional information on Delivery Hero

Additional information on Delivery Hero is available on the Company's website under the Investor Relations section <https://ir.deliveryhero.com>.

Berlin, March 17, 2020

Delivery Hero SE