



**Rules of Procedure**  
**of the Supervisory Board of**  
**Delivery Hero SE**  
**(the "Company")**

Pursuant to Section 12 para. 3 of the Articles of Association of the Company, the Supervisory Board has adopted by circular procedure on April 1, 2020 the following

**Rules of Procedure:**

**§ 1 General Provisions**

1. The Supervisory Board shall exercise its duties in compliance with the applicable statutory provisions, the Articles of Association and the present Rules of Procedure. Further, the Supervisory Board follows the recommendations of the German Corporate Governance Code in its applicable version, unless otherwise specified in the declaration of conformity of the Company.
2. The Supervisory Board advises regularly and supervises the Management Board in the management of the enterprise with regard to strategy, planning, business development, risk situations, risk management and compliance. The Supervisory Board cooperates closely with the Management Board to the benefit of the enterprise. The adequate information of the Supervisory Board is within the responsibility of the Management Board; nevertheless, the Supervisory Board must itself ensure that it obtains sufficient information. The Chief Executive Officer notifies the Chairman of the Supervisory Board of events of fundamental importance for the assessment of the situation and development, as well as for the management of the enterprise. The Chairman of the Supervisory Board also notifies the Supervisory Board on urgent matters and convenes, if necessary, an extraordinary meeting of the Supervisory Board.

3. Unless otherwise provided for by law, by the Articles of Association or by the present Rules of Procedure, all members of the Supervisory Board shall have the same rights and obligations. They are exclusively bound to the enterprise's best interest and are not bound by orders and instructions.
4. The Supervisory Board assesses, at regular intervals, how effective the Supervisory Board as a whole and its committees fulfil their tasks and if a self-assessment should be conducted.

## **§ 2 Language of Supervisory Board Meetings**

1. The meetings of the Supervisory Board are held in English, due to the international composition of the Supervisory Board.
2. During the meetings of the Supervisory Board, simultaneous interpretation will be provided in German by court-sworn interpreters, if a member of the Supervisory Board demands this in advance.
3. The English version of the documents, resolution propositions and minutes of the Supervisory Board meetings is legally binding, unless otherwise prescribed by mandatorily applicable legal provisions.
4. The documents of the Supervisory Board meetings shall be prepared in English.

## **§ 3 Membership to the Supervisory Board**

1. The members of the Supervisory Board shall have the knowledge, abilities and expert experience required to properly complete their tasks and shall be composed of an adequate number of independent members from the group of shareholder representatives. Each Supervisory Board member shall ensure that he/she disposes of sufficient time for performing his/her mandate.
2. No more than two former members of the Company's Management Board shall be among the members of the Supervisory Board. Supervisory Board members shall not hold directorships or similar positions or perform advisory tasks for major competitors of the enterprise and shall not hold any personal relationships with a significant competitor.
3. The aforementioned provisions shall be observed when nominating candidates for an election to the Supervisory Board.
4. The members of the Supervisory Board shall on their own take on necessary training and further education measures required for their tasks. Upon their appointment and during training and professional development measures they shall be supported by the Company appropriately.

5. Only persons, who are below the age of 70, shall be proposed as members to the Supervisory Board. Exceptions thereto may be resolved by the Supervisory Board in the individual case. In addition, the Supervisory Board shall specify concrete objectives regarding its composition, while taking diversity into account.

#### **§ 4 Chairman and Deputy Chairman**

1. Following the Annual General Meeting, the Supervisory Board shall elect from amongst its members a Chairman and a Deputy Chairman for the duration of their term of office in course of a meeting. There is no obligation to formally convene the meeting, which takes place after the Annual General Meeting.
2. If the Chairman or the Deputy Chairman resigns from office prematurely, the Supervisory Board conducts a new election immediately for the remaining term of office of the person who has resigned.
3. The Deputy Chairman shall only hold the legal and statutory rights and duties of the Chairman, if the Chairman is absent and unless otherwise stipulated by law, the Articles of Association or the present Rules of Procedure.
4. The Chairman of the Supervisory Board shall be in charge of the coordination of the work within the Supervisory Board. He chairs the meetings of the Supervisory Board and attends to the affairs of the Supervisory Board externally. He regularly discusses with the Management Board, particularly with the Chief Executive Officer, the strategy, business development, the risk management and the compliance organization of the enterprise.
5. The Chairman acts on behalf of the Supervisory Board, or if he is prevented from doing so, the Deputy Chairman of the Supervisory Board, if declarations have to be issued or received to implement resolutions of the Supervisory Board.

#### **§ 5 Convocations of Supervisory Board Meetings**

1. The Supervisory Board shall hold at least two meetings within each half of the calendar year. Extraordinary meetings shall be convened as necessary. A Supervisory Board meeting shall also be convened if it is requested by a member of the Supervisory Board or a member of the Management Board, stating the purpose and reason of the meeting. Such meeting must be held within two (2) weeks of convening the meeting.
2. The Chairman of the Supervisory Board or, in case of his incapacity, the Deputy Chairman convenes the meetings of the Supervisory Board and determines the venue, time and agenda of the Supervisory Board meeting. The invitation shall be issued in written form (*e.g.* by letter, fax, e-mail etc. or any other customary means of communication). In urgent cases, the Chairman of the Supervisory Board may convene the meeting orally or by phone. Sec. 110 para. 1 and 2 AktG (German Stock Corporation Act) remain unaffected.

3. The invitation shall be issued within a two-weeks' notice period. In urgent cases the notice period may be shortened. The working documents shall be made available to the members of the Supervisory Board in a timely manner as well as stating the date, time and agenda of the meeting. For the calculation of the aforementioned notice period, the day on which the invitation is sent and the day of the meeting itself shall not be considered. After the expiry of the notice period, additions or amendments to the agenda are permissible if no member of the Supervisory Board opposes. In such case, absent members must be given the opportunity to object to the adoption or to cast their vote in writing, orally, by phone, fax, e-mail or any other customary means of communication within an adequate period of time to be determined by the chairman. The resolution becomes effective only after no absent Supervisory board member has objected within the period.
4. The Chairman of the Supervisory Board may cancel or postpone a convened meeting according to his best judgment.

## **§ 6 Supervisory Board Meetings and Resolutions**

1. The resolutions of the Supervisory Board are regularly adopted in meetings, which the members of the Supervisory Board attend in person. Unless required otherwise by law, resolutions can also be adopted in writing, by fax, by e-mail or any other customary means of communication, especially by video conference, if (i) all members of the Supervisory Board participate in adopting the resolution, or (ii) the Chairman of the Supervisory Board determines this way of adoption and no member of the Supervisory Board disagrees with this way of adopting the resolution within a notice period to be determined by the Chairman.
2. Meetings of the Supervisory Board shall be chaired by the Chairman of the Supervisory Board. In the event that the Chairman of the Supervisory Board is absent, the Deputy Chairman of the Supervisory Board chairs the meeting. The Chairman determines the order in which the agenda items are addressed and the form of voting.
3. Members of the Management Board shall attend the Supervisory Board meetings, unless the Supervisory Board has resolved to the contrary. Further, all or individual members of the Management Board shall attend the meetings of a Committee, if it is requested by the relevant Committee. The Supervisory Board shall also meet on a regular basis without the Management Board.
4. The Supervisory Board has a quorum if at least half of the members of which it has to consist of in total take part in the voting. Resolutions of the Supervisory Board are adopted by a simple majority vote, unless otherwise specified by law or in the Articles of Association. Abstentions from voting shall not be considered as vote casts.
5. Absent members of the Supervisory Board may participate in the casting of votes by commissioning other members of the Supervisory Board, thereby authorized in writing, to submit written voting instructions. Moreover, the members of the Supervisory Board may cast their vote prior or

during the meeting or following the meeting within a reasonable period determined by the Chairman of the Supervisory Board by phone, fax, e-mail or any other customary means of communication, especially by video conference. Objections to the form of voting determined by the Chairman are not permitted.

6. Members of the Supervisory Board participating in a Supervisory Board meeting via phone or video conference shall be deemed present.
7. The Chairman of the Supervisory Board is authorized to issue on behalf of the Supervisory Board the statements necessary to enforce the resolutions of the Supervisory Board. The Chairman is also authorized to accept statements on behalf of the Supervisory Board. If he is prevented from doing so, the Deputy Chairman shall have this authority.
8. The Chairman of the Supervisory Board decides on the consultation of external experts and respondents on individual agenda items.

#### **§ 7 Minutes of Meetings**

1. Minutes shall be taken for all meetings of the Supervisory Board and shall be signed by the Chairman. The Chairman may choose a recording clerk, who, unless a member of the Supervisory Board opposes, does not need to be a member of the Supervisory Board.
2. The Chairman determines the content of the minutes. The minutes shall at least state the time, venue and date of the meeting, the participants, the type of participation, the items of the agenda, the main content of the deliberations and the resolutions of the Supervisory Board, stating the results of the votes. A transcript of the minutes shall be sent to each member of the Supervisory Board.
3. Resolutions which are adopted outside the ordinary course of meetings of the Supervisory Board shall be transcribed in minutes by the Chairman and a transcript of these minutes shall be sent to each member of the Supervisory Board.
4. The minutes pursuant to para. 1 and para. 2 are considered to be approved, if no member of the Supervisory Board, who participated in adopting the resolution, opposes to the minutes within one month after receiving the respective transcription.

#### **§ 8 Confidentiality Obligations, Conflicts of Interest, Transparency**

1. The members of the Supervisory Board shall observe confidentiality on reports and consultations, as well as corporate and business secrets of the Company, respectively the entire group, which come to their knowledge through their function as members of the Supervisory Board during and after the time of their Supervisory Board mandate. All members of the Supervisory Board ensure that the staff members they appoint to support them comply with the confidentiality obligation accordingly. The members of the Supervisory Board are obliged to hand over to the Company, to

the attention of the Chairman of the Supervisory Board, without undue delay all the documents and similar data in their possession that relate to the affairs of the Company, once their Supervisory Board function is terminated.

2. In case a member of the Supervisory Board is allowed to pass confidential information on to third parties pursuant to Sec. 93 para. 1 sentence 2, 116 AktG, or wishes to disclose to a third party any information of which he/she became aware of during his/her activity for the Company, he needs to notify the Chairman of the Supervisory Board thereof, prior to the publication, including information on the third party to which the confidential information shall be released.
3. All members of the Supervisory Board are bound by the enterprise's best interest. No member of the Supervisory Board must pursue any personal interest or business opportunities to which the Company or the Delivery Hero group is entitled.
4. Each member of the Supervisory Board shall disclose conflicts of interest to the Chairman of the Supervisory Board immediately. The Chairman of the Supervisory Board will then inform the Supervisory Board accordingly. The Chairman of the Supervisory Board will disclose his/her conflict of interest to the Deputy Chairman of the Supervisory Board.
5. The Supervisory Board shall inform the Annual General Meeting of any conflicts of interests, which have occurred together with their treatment in its report to the Annual General Meeting.
6. The conclusion and the amendment of contracts within the meaning of Sec. 114 AktG between a member of the Supervisory Board or a closely associated person on the one hand and the Company or a subsidiary of the Company on the other hand requires the approval of the Supervisory Board.

## **§ 9 Committees**

1. The Supervisory Board shall form one or several Committees from among its members, depending on the specifics of the enterprise and the number of its members. The Committees are set up of members with sufficient expertise.
2. Each Committee shall elect a Chairman of the Committee from among its members, unless otherwise stipulated by law or the Articles of Association. The Chairman of the respective Committee regularly reports on the work of the Committee to the Supervisory Board.
3. The present Rules of Procedures apply *mutatis mutandis* (correspondingly) to the Committees.
4. The Committees are quorate if at least three members participate in the taking of resolutions. Supervisory Board members, who are not a member of a Committee, have the right to attend a Committee meeting, if the Chairman of the Supervisory Board does not decide otherwise.

5. Without prejudice to the formation and work of the Supervisory Board Committees, the Supervisory Board and its members retain their own responsibility for the decisions they take on the basis of proper information and advice provided by a committee. If tasks are assigned to a Committee, the Supervisory Board and its members are responsible for monitoring the work of the Committee.

## **§ 10 Audit Committee**

1. The Supervisory Board forms an Audit Committee which consists of three (3) members; one of them is the Chairman of the Supervisory Board.
2. The Audit Committee handles the monitoring and the preparation of resolutions for the Supervisory Board – in so far as no other Committee or the plenary meeting of the Supervisory Board is entrusted with this work – in particular review of the financial accounting, the monitoring of the accounting process, the effectiveness of the internal control system, risk management system and internal audit system, the audit of the Annual Financial Statements and compliance.
3. The Audit Committee submits to the Supervisory Board a reasoned recommendation for the election of the auditor, which considers, in case of a tender of the audit mandate, at least two candidates.
4. The Audit Committee monitors the independence of the auditor and deals with additional rendered services of the auditor, the engagement of the auditor, the determination of the auditing focal points and the fee agreement.
5. The Audit Committee, prior to submitting a proposal for election of the auditor, shall obtain a statement from the proposed auditor stating whether, and where applicable, which business, financial personal and other relationships exist between the auditor and its executive bodies and head auditors on the one hand, and the Company or another company of the Delivery Hero group and the members of its executive bodies on the other hand, that could call its independence into question. This statement shall include the extent to which other services were performed for the Company or another company of the Delivery Hero group in the past year, especially in the field of consultancy, or which are contracted for the following year.
6. The Audit Committee shall be responsible on behalf of the Supervisory Board (i) for the approval of material transactions between the Company on the one hand and a member of the Management Board or a related person within the meaning of Sec. 138 German Insolvency Act (*Insolvenzordnung*) or a relative within the meaning of Sec. 15 German General Tax Code (*Abgabenordnung*) of a member of the Management Board on the other hand and (ii) for the approval of transactions with related parties pursuant to § 111b section 1 AktG.
7. The Audit Committee shall elect a Chairman among its members. The Chairman shall be independent and not be the Chairman of the Supervisory Board.

8. The Chairman of the Audit Committee shall have specialist knowledge and experience in the application of accounting principles and internal control processes and shall be familiar with audits.
9. The Supervisory Board shall adopt rules of procedure for the Audit Committee.
10. The Audit Committee shall conduct an evaluation of the quality of the audit on a regular basis.

#### **§ 11 Remuneration Committee**

1. The Supervisory Board forms a Remuneration Committee, which consists of three (3) members; one of them is the Chairman of the Supervisory Board.
2. The Remuneration Committee assists the Supervisory Board and handles the preparation of resolutions in particular with regard to the remuneration system for the Management Board and the Supervisory Board, the determination of remuneration packages on the basis of their merit, qualifications, and competence and the Company's result and individual performance as well as all remuneration matters, which are subject to approval of the Supervisory Board.

#### **§ 12 Nomination Committee**

The Supervisory Board forms a Nomination Committee, which consists of three (3) members. It is exclusively composed of shareholder representatives, which propose suitable candidates to the Supervisory Board for its recommendations to the General Meeting. For its recommendations, the Nomination Committee ensures that aside from the statutory requirements, the requirements of the German Corporate Governance Code and the Objectives of the Supervisory Board are taken into account.

#### **§ 13 Strategy Committee**

The Supervisory Board forms a Strategy Committee, which consists of three (3) members. The Strategy Committee deals with the following:

- (a) Exceeding of the capital expenditure as adopted in the last Budget Planning by more than 5% of the group revenue derived from the most recent audited consolidated financial statements ("**Revenue**");
- (b) The entry into a new area of business, as far as that new business area is according to the planning of the Management Board expected to generate more than 10% of the Revenue after the third year following the year of entry;
- (c) The acquisition and the sale of a business or of real estate, provided the consideration exceeds 10% of the Revenue per individual case. Mere reorganization measures within the DH Group are exempted from such consent requirement;
- (d) The conclusion, material amendment or termination of cooperation agreements of strategic importance, provided the contract value exceeds 5% of the Revenue per fiscal year;

- (e) Assuming interest-bearing debt in excess of 50% of the Revenue in total per fiscal year, except for purposes of replacing an interest-bearing debt already in existence;
- (f) Any other matter of material strategic nature for Delivery Hero SE, its subsidiaries and affiliates.

#### **§ 14 Annual Financial Statements, Audit of the Annual Financial Statements**

1. The Supervisory Board commissions the auditor to carry out the audit of the annual financial reports/statements and the consolidated financial reports/statements if required and concludes an agreement on the latter's fee. The Supervisory Board decides on the assignment of the auditor by resolution. The Supervisory Board can authorize the Chairman of the Supervisory Board to execute the resolution by concluding the contract with the auditor.
2. The Audit Committee, prior to submitting a proposal for election of the auditor, shall obtain a statement from the proposed auditor stating whether, and where applicable, which business, financial personal and other relationships exist between the auditor and its executive bodies and head auditors on the one hand, and the Company or another company of the Delivery Hero group and the members of its executive bodies on the other hand, that could call its independence into question. This statement shall include the extent to which other services were performed for the Company or another company of the Delivery Hero group in the past year, especially in the field of consultancy, or which are contracted for the following year.
3. The Supervisory Board shall examine the annual financial statements of the Company, the management report (*Lagebericht*) and the proposition of the distribution of profits, as well as the consolidated financial statements and the group management report (*Konzernlagebericht*). The Supervisory Board reports the result of the audit to the Annual General Meeting of the Company.
4. The auditor participates in the Supervisory Board/Audit Committees discussions on the financial reports/statements and the consolidated financial statements and reports on the key findings of his audit.