

## **Objectives of the Supervisory Board of Delivery Hero SE with respect to its composition**

According to the German Corporate Governance Code (“**GCGC**”), the Supervisory Board shall specify concrete objectives regarding its composition, which - while considering the specifics of the Delivery Hero group - take into account the international activities of the Delivery Hero group, potential conflicts of interest, the number of independent Supervisory Board members, an age limit to be specified for the members of the Supervisory Board and diversity. In particular, the members of the Supervisory Board shall collectively have the knowledge, skills and the professional experience necessary to perform the duties of a Supervisory Board in a stock listed corporation in the IT business.

The Supervisory Board of Delivery Hero SE (the “**Company**”) consists of shareholder representatives, and of employee representatives. The composition of the Supervisory Board shall be determined in a way that ensures the supervision of and qualified advice for the members of the Management Board. To ensure the appropriate composition of the Supervisory Board, which is a key element of good corporate governance, the Supervisory Board shall be composed by members who inherit a well-balanced consideration of all the criteria determined in the following objectives.

In this context, the Supervisory Board of Delivery Hero SE resolves upon the following objectives for its composition, taking into account the recommendations and suggestions of the GCGC:

### **1. REQUIREMENTS FOR THE COMPOSITION OF THE SUPERVISORY BOARD AS A GROUP**

#### **a) Skills and Competencies (competence profile)**

The composition of the Supervisory Board must ensure that its members collectively possess the skills and competencies, which are regarded as essential for a good supervision of and advice for the Management Board. This includes in particular the following:

- experience in managing or supervising a medium or large sized international company;
- experience in strategic planning as well as the evaluation, development and implementation of a business strategy;
- experience in crisis management;
- knowledge of the food delivery business;
- knowledge of relevant markets in which the Delivery Hero Group competes;
- knowledge in the fields of marketing, sales, technology, digitalization and data security;
- general knowledge in the field of accounting;
- general knowledge in the fields of controlling and risk management;

- general knowledge of legal, compliance, and corporate governance standards;
- sociopolitical awareness and general knowledge in corporate social responsibility.

Moreover, at least one member of the Supervisory Board shall have expertise in the areas of accounting or financial auditing.

It is not necessary for each individual member of the Supervisory Board to possess all the competencies and skills mentioned above. Instead, the members of the Supervisory Board should complement one another with regard to their specialist knowledge and professional experience. However, each member of the Supervisory Board is required to have general knowledge in the field in which Delivery Hero operates either by practical experience, by intensive training, by corporate investment management or by longtime advisory activities.

**b) International activities**

The Supervisory Board shall have at least three members with long-standing international business experience in the main markets of Delivery Hero. Currently, the main markets are Europe, Latin America, Asia-Pacific and Middle East (MENA). This business experience may e.g. be gained from management positions in companies that operate globally or from advisory functions.

**c) Expertise and Diversity**

In general, the Supervisory Board's aim is to optimally meet its supervisory and advisory tasks and duties by having sufficient expertise and diversity among its members. The most important prerequisites for an appointment as member of the Supervisory Board are the professional qualifications, professional experience and specialist knowledge. In order to provide the Supervisory Board with the most diverse sources of experience and specialist knowledge possible, the Supervisory Board shall have a well-balanced diversity among its members. Diversity includes, in particular, internationality, different experience backgrounds and various career paths. In accordance with the applicable legal provisions on the equal participation of women and men in executive positions, the Supervisory Board determined a target of at least 30 percent for the share of female members and a target of at least 30 percent for the share of male members for the composition of the Supervisory Board.

**d) Independence**

The Supervisory Board shall include what it considers to be an appropriate number of independent members. More than half of the shareholder representatives of the Supervisory Board shall be independent from the Company and the Management Board.

According to the GCGC, the Supervisory Board members are considered to be 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.

The Supervisory Board members must evaluate their independence by exercising due discretion. In particular, it must be taken into account whether the Supervisory Board members himself/herself or a close family member (pursuant to IAS 24.9 in its respectively valid version):

- was a member of the Company's Management Board in the two years prior to appointment;
- is currently 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;
- is a close family member of a Management Board member; or,
- has been a member of the Supervisory Board for more than 12 (twelve) years.

If the Company has a controlling shareholder, at least one shareholder representative shall be independent from the controlling shareholder.

According to the GCGC, the Supervisory Board members are considered to be independent from the controlling shareholder, if they, or a close family member, is neither a controlling shareholder nor a member of the executive governing body of the controlling shareholder, and do not have a personal or business relationship with the controlling shareholder that may cause a substantial – and not merely temporary – conflict of interest.

The Chair of the Supervisory Board, the Chair of the Audit Committee, as well as the Chair of the Remuneration Committee, shall be independent from the Company and the Management Board. The Chair of the Audit Committee shall also be independent from the controlling shareholder.

Furthermore, pursuant to the GCGC, no more than two former members of the Management Board shall be members of the Supervisory Board and no member of the Supervisory Board shall be a member of governing bodies of, or exercise advisory function at, significant competitors of the Delivery Hero group, or hold any personal relationships with a significant competitor.

#### **e) Conflict of Interest**

No person shall be proposed for election to the Supervisory Board, who (potentially) has a constant or frequent conflict of interest. Each member of the Supervisory Board shall disclose conflicts of interest to the Chair of the Supervisory Board immediately. In its report the Supervisory Board shall inform the Annual General Meeting of any conflicts of interest that have arisen and how they were addressed. Material conflicts of interest involving a member of the Supervisory Board that are not merely temporary shall result in the termination of the member's Supervisory Board mandate.

## **2. PERSONNEL REQUIREMENTS**

### **a) Age limit**

The Supervisory Board shall itself determine an age limit for its members. Currently, an age limit of 70 years is resolved. In individual and justified cases, a deviation from this rule is permitted.

### **b) Term of office**

The continuous period of membership for any member of the Supervisory Board should in general not exceed 12 years. In individual and justified cases, a deviation from this rule is permitted.

### **c) Availability**

The Supervisory Board members shall have sufficient time available to discharge their duties to supervise and advise the Management Board. Thus, it shall be ensured that the Supervisory Board members:

- can attend at least four, but usually five ordinary meetings per year, each of which requires adequate preparation work;
- have sufficient time for the assessment of the financial statements;
- can attend the Annual General Meeting;
- depending on possible membership in one or more of the currently four Supervisory Board committees, invest extra time planning to participate in these committee meetings and do the necessary preparation for these meetings; this applies in particular for the Audit Committee;
- can attend extraordinary meetings of the Supervisory Board or of a committee of the Supervisory Board to deal with special matters as and when required.

In general, the members of the Supervisory Board shall comply with the limitation of the number of mandates as set forth in the GCGC. Thus, members of the Supervisory Board who are also members of the Management Board of a listed company shall not accept more than a total of two Supervisory Board mandates in non-group listed companies or comparable functions, and shall not take the Chair of a Supervisory Board of a non-group listed company.

Furthermore, a Supervisory Board member who is not a member of any Management Board of a listed company, shall not accept more than a total of five Supervisory Board mandates at non-group listed companies or comparable functions, with an appointment as Chair of the Supervisory Board being counted twice.

### **3. SUPERVISORY BOARD COMMITTEES**

The Chair of a Supervisory Board committee shall have the following experience:

- specific knowledge within the relevant committee, which qualifies the member of the Supervisory Board as Chair;
- experience in setting up agendas as well as profound knowledge in preparing and chairing meetings.

In Addition, pursuant to the GCGC, the Chair of the Audit Committee shall:

- have specific knowledge and experience in applying accounting principles and internal control procedures; and
- be familiar with audits.

The Chair of the Supervisory Board shall not chair the Audit Committee.

It is expected that the Chair of the respective committee maintains regular contact with the responsible member of the Management Board to address and discuss current issues in relation to the expertise of the respective committee.

### **4. PROPOSAL OF SUITABLE CANDIDATES**

The Nomination Committee, which is composed exclusively of shareholder representatives, proposes suitable candidates to the Supervisory Board for its recommendations to the Annual General Meeting. In case of the replacement of individual members of the Supervisory Board, it shall be determined which knowledge and expertise is required or must be intensified. Potential candidates shall be identified, in particular taking into account the professional qualifications, professional experience and specialist knowledge of the respective candidate. If the qualifications are equal, the Nomination Committee and the Supervisory Board shall specifically take into account the diversity of the Supervisory Board when proposing new members.

The Supervisory Board, in turn, submits its proposal on the election of suitable candidates for the Supervisory Board to the Annual General Meeting. Both proposals, the proposal of the Nomination Committee and the proposal of the Supervisory Board, shall meet the criteria of the objectives as set forth in sections 1-3 above, while simultaneously aiming at fulfilling the overall profile for required skills and expertise of the Supervisory Board.

In case a member of the Supervisory Board is appointed by court, only proposals which meet the criteria of those objectives shall be submitted to the court (if the proposal is made by the Supervisory Board).

**5. REPORT ON THE OBJECTIVES OF THE SUPERVISORY BOARD**

The Supervisory Board will provide information on the current implementation status of the objectives of the Supervisory Board in the Corporate Governance Statement.

**6. PERIODIC REVIEW**

Periodically, it shall be reviewed if the members of the Supervisory Board and the composition of the Supervisory Board meet the above-mentioned criteria.