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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

108,996

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 May 11, 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 May 11, 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 registered share capital from EUR 197,777,550.00 by EUR 947,591.00 to EUR 198,725,141.00 (the “**ES ESC Capital Increase**“) through the issuance of 947,591 new registered ordinary shares (*auf den Namen lautende Stammaktien*) (“**New Shares**“). The Supervisory Board of the Company gave its consent to the ES ESC Capital Increase on May 11, 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 persons of the following categories (each an “**Beneficiary Category**“): (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 May 5, 2020 through May 7, 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 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 New Shares are transferred to the respective Option Holder (the “**Transfer Shares**“).

With respect to stock options for which Option Holders chose the exercise alternative *Exercise and Hold* the shares are created from a separate capital increase to that of the ES ESC Capital Increase. In case of the exercise alternative of *Exercise and Hold*, 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.

Under the aforementioned exercise alternatives of *Exercise and Sell* and *Exercise and Sell to Cover*, UniCredit Bank AG sells New Shares as instructed by the Option Holders (*i.e.*, all New Shares under *Exercise and Sell* and some of the New Shares under *Exercise and Sell to Cover*) and subscribes all New Shares under these two exercise alternatives in its own name and for its own account. The bank taking on an intermediary position in connection with the execution of an employee participation program is a commonly used practice to simplify the execution of employee participation programs and is in the interest of the Option Holders. If Option Holders request the immediate sale of their shares, which they are entitled to following the

exercise of their Option Rights, only the intermediary position of the bank enables a cashless exercise of the Option Rights.

Admission without a prospectus of 108,996 Transfer Shares pursuant to the exemption in Art. 1 para. 5 (h) of the Prospectus Regulation

This document only relates to the 108,996 Transfer Shares which will be transferred to Option Holders (other than Supporters) under the exercise alternative *Exercise and Sell to Cover*. In this regard, 100,436 Transfer Shares will be transferred at an issue price of EUR 5.83 to Option Holders of the Beneficiary Category (i); 428 Transfer Shares will be transferred at an issue price of EUR 15.00 and 895 Transfer Shares will be transferred at an issue price of EUR 16.67 to Option Holders of the Beneficiary Category (ii); 428 Transfer Shares will be transferred at an issue price of EUR 15.00 and 1,143 Transfer Shares will be transferred at an issue price of EUR 16.67 to Option Holders of the Beneficiary Category (iii) and 593 Transfer Shares will be transferred at an issue price of EUR 1.00 and 5,073 Transfer Shares will be transferred at an issue price of EUR 16.67 to Option Holders of the Beneficiary Category (iv). The Company has applied to the Frankfurt Stock Exchange for the admission of all Transfer 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.

The Company has applied to the Frankfurt Stock Exchange for the admission of the remaining 838,595 New Shares, which are not the subject of this document and were sold by UniCredit Bank AG to institutional investors, 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 (a) of the Prospectus Regulation.

Additional information on the Transfer Shares

All Transfer 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 ES ESC Capital Increase is expected to be registered in the commercial register of the Local Court (*Amtsgericht*) of Charlottenburg on or around May 13, 2020.

The admission of the Transfer 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 May 13, 2020. The introduction of the Transfer Shares to trading on the regulated market (*regulierten Markt*) is expected on or around May 15, 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, May 12, 2020

Delivery Hero SE