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Delivery Hero

Information Document

pursuant to Art. 1 para. 5 (h) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 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**”)

for the admission

to trading on the regulated market (*regulierter Markt*) (*General Standard*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*)

of up to 3,985,000

ordinary registered shares with no-par value
(*auf den Namen lautende Stückaktien ohne Nennbetrag*)

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**”),

from the Company’s conditional capital resolved upon by (i) resolution of the Company’s extraordinary general meeting on June 13, 2017 under agenda item 4, amended by the resolution of the Company’s annual general meeting on June 12, 2019 under agenda item 12, partially cancelled and reduced by the resolution of the Company’s annual general meeting on June 19, 2024 under agenda item 9 (“**Conditional Capital 2017/II**”), and (ii) resolution of the Company’s annual general meeting on June 12, 2019 under agenda item 11, amended by resolution of the annual general meeting on June 14, 2023 under agenda item 18, partially cancelled and reduced by the resolution of the Company’s annual general meeting on June 19, 2024 under agenda item 9 (“**Conditional Capital 2019/II**”, and together with the Conditional Capital 2017/II, the “**Conditional Capitals**”),

each such share representing a notional value of EUR 1,00 per ordinary share and with full dividend entitlement from the beginning of the financial year for which no resolution has yet been passed by the Company’s annual general meeting at the time the subscription rights from option rights are exercised.

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

Background of the share issuance

The Conditional Capital 2017/II serves to secure subscription rights from stock options issued by the Company in the period from the registration of Conditional Capital 2017/II on June 14, 2017 until June 30, 2020 to members of the Company's management board (*Vorstand*) (the "**Management Board**"), members of the management of affiliated companies and selected managers and employees of the Company and affiliated companies in Germany and abroad on the basis of the authorizing resolution of the Company's annual general meeting on June 13, 2017 under agenda item 4, amended by the resolution of the Company's annual general meeting on June 12, 2019 under agenda item 12, partially cancelled and reduced by the resolution of the Company's annual general meeting on June 19, 2024 under agenda item 9.

The Conditional Capital 2019/II serves to secure subscription rights from stock options issued by the Company in the period from the registration of Conditional Capital 2019/II until June 30, 2022 to members of the Management Board, members of the management of affiliated companies and selected managers and employees of the Company and affiliated companies in Germany and abroad on the basis of the authorizing resolution of the Company's annual general meeting on June 12, 2019 under agenda item 11, amended by the resolution of the Company's annual general meeting on June 14, 2023 under agenda item 18, partially cancelled and reduced by the resolution of the Company's annual general meeting on June 19, 2024 under agenda item 9.

The Company has approved and established a Long-Term Incentive Program in 2017 which commenced in May 2018 and was amended and restated in October 2019 and July 2021 (the "**LTIP**"). The LTIP comprises, *inter alia*, a stock option plan under which stock options ("**Stock Options**") were awarded and granted to the members of the Management Board and to certain key employees of the Company, as well as to members of managing corporate bodies and certain key employees of subsidiaries of the Company (each an "**LTIP Participant**", and together the "**LTIP Participants**"). Each Stock Option entitles the LTIP Participant to receive one share in the Company against payment of the exercise price.

Subject to the terms and conditions of the LTIP, Stock Options may be exercised only within certain exercise periods per year to be determined by the Company, thereby taking into account any applicable statutory black-out periods.

When exercising the Stock Options, the exercise price must be paid for each share to be purchased. The exercise price per subscribed share equals the volume weighted three-month average price of the Company's shares in the Xetra trading system (or a comparable successor system) on the Frankfurt Stock Exchange before the grant date of the respective Stock Option.

Admission without a prospectus of up to 3,985,000 shares from Conditional Capitals pursuant to the exemption in Art. 1 para. 5 (h) of the Prospectus Regulation

This document relates to the admission of up to 3,985,000 shares to be issued from Conditional Capitals for the servicing of the LTIP Participants' subscription rights upon exercise of their Stock Options during the upcoming as well as further exercise windows in the future.

The Company has applied to the Frankfurt Stock Exchange for the admission of all ordinary registered shares with no-par value from the Conditional Capitals to trading on the regulated market (*regulierter Markt*) (*General Standard*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) without a prospectus, in accordance with Art. 1 para. 5 (h) of the Prospectus Regulation.

Accordingly, up to 3,985,000 ordinary registered shares with no-par value from the Conditional Capitals are expected to be admitted to the regulated market (*General Standard*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) on 15 November 2024 and are expected to be deliverable as from 19 November 2024 upon the exercise of the Stock Options by LTIP Participants. The shares from the Conditional Capitals will only be issued to the extent that LTIP Participants exercise their Stock Options.

The share class (*Aktiengattung*) of the shares from the Conditional Capitals is admitted to trading on the regulated market (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) with additional post-admission obligations (*Prime Standard*). Therefore, an application for admission of the new shares in this sub-segment is not required.

Additional information

According to modern standards, equity compensation is an important component of compensation systems and is widely used internationally. The issue of stock options is a form of equity remuneration that has the considerable advantage for the Company of saving liquidity which it can instead use to generate profit. Moreover, equity compensation systems strengthen the alignment of shareholders' interests with those of employees of the Company and its affiliated companies.

Once issued, the new shares from the Conditional Capitals will hold the same rights as all other shares of the Company (including full dividend entitlement from the beginning of the financial year for which no resolution has yet been passed by the Company's annual general meeting at the time the subscription rights from option rights are exercised) and do not convey any additional rights or advantages.

The shares from the Conditional Capital 2017/II and the Conditional Capital 2019/II, respectively, are securitized in a global share certificate deposited with Clearstream Banking AG, Frankfurt am Main.

The share capital of the Company, which is admitted to the regulated market (*General Standard*) 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*) on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), currently amounts to EUR 287,155,401.00 and is divided into 287,155,401 ordinary registered shares with no-par value with a notional value of EUR 1.00 per share.

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, November 2024

Delivery Hero SE