

## Agenda Items 7 and 8

---

**Resolution on the creation of Authorized Capital 2024/I (employee participation) with the option to exclude shareholders' subscription rights and the corresponding amendment to Section 4 of the Articles of Association**

**Resolution on the creation of an Authorized Capital 2024/II (participation program for members of the Management Board) with the possibility of excluding shareholders' subscription rights and the corresponding amendment to Section 4 of the Articles of Association**

**Report of the Management Board on the authorizations of the Management Board to exclude subscription rights pursuant to Section 203 para. 2 sentence 2 in conjunction with Section 186 para. 4 sentence 2 AktG mentioned under agenda items 7 and 8**

The Management Board and Supervisory Board propose to create a new Authorized Capital 2024/I under agenda item 7 for the purpose of employee participation and a new Authorized Capital 2024/II under agenda item 8 for the purpose of Management Board participation, in each case with the possibility of excluding subscription rights.

The Management Board hereby submits the following report in accordance with section 203 para. 2 sentence 2 in conjunction with section 186 para. 4 sentence 2 AktG:

The Management Board and the Supervisory Board consider it appropriate to create an authorization to issue shares of Delivery Hero SE to employees of Delivery Hero SE, members of the management bodies and employees of companies affiliated with the Company or to members of the Management Board of Delivery Hero SE (or in each case to companies whose direct sole beneficial and legal owner is the aforementioned persons) within the framework of a new Authorized Capital 2024/I and a new Authorized Capital 2024/II, excluding subscription rights.

The authorizations to exclude subscription rights proposed under agenda item 7 and agenda item 8 can be used to generate shares to service the entitlements of employees and Management Board members under the Company's participation programs. As part of these long-term or short-term participation programs, virtual options in the form of restricted

stock units are granted to employees of the Company as well as to members of the management and employees of companies affiliated with the Company within the meaning of Section 15 AktG, as well as performance shares to members of the Management Board (or their respective investment vehicles). These virtual options entitle the program participants to a cash payment to be determined on the basis of the share price of Delivery Hero SE shares after the expiry of certain waiting and/or vesting phases (vesting) and, in the case of Management Board members, depending on the achievement of certain performance targets. However, the Company (or, if the Management Board is affected, the Supervisory Board) has the right to choose to satisfy this payment claim of the program participant by delivering shares in the Company in return for a (non-cash) contribution of the payment claim. By delivering shares, the program participants can participate in the success of the Company and thus achieve a corresponding incentive effect beyond the payment date.

It is common practice both nationally and internationally to offer a Company's employees and Management Board members performance incentives that strengthen their long-term loyalty to the Company. The Management Board and Supervisory Board are convinced that a participation program is necessary to ensure that the Company remains attractive for qualified employees and Management Board members in the future. Accordingly, the Company should be given the opportunity to offer employees and members of the Management Board a corresponding compensation component for the acquisition of shares. For tax reasons in particular, it should also be possible to issue shares to investment vehicles of the aforementioned persons. This is intended to further increase the Company's attractiveness in the competition for qualified managers and employees. In particular, the possibility of acquiring shares as part of an incentive program is intended to create a special performance incentive based on the value of the Company, which is reflected in the Company's (increasing) share price. The interests of the persons remunerated in this way are therefore - like the interests of the shareholders - directed towards increasing the value of the Company. This also benefits the shareholders through the positive effects on the share price of Delivery Hero SE. The aforementioned persons can participate in the increasing Company value through the opportunity to acquire shares.

In such a case, the possible scope of a capital increase from the Authorized Capital 2024/I to service employee participation programs will be limited to EUR 12,570,944.00 and the scope

of a capital increase from the Authorized Capital 2024/II to service participation programs of the Management Board will be limited to EUR 800,000.00. The Management Board and Supervisory Board consider this to be appropriate. In relation to the creation of the new Authorized Capital 2024/I, the Conditional Capital 2017/II, the Conditional Capital 2019/II and the Conditional Capital 2021/II are to be partially cancelled and the Authorized Capital 2021 is to be fully cancelled.

*Utilization of the authorization*

Corresponding anticipatory resolutions with the option to exclude subscription rights are common practice both nationally and internationally. The approval of the Supervisory Board is required for the cases of exclusion of subscription rights proposed here. The Management Board will also carefully examine in each case whether the use of Authorized Capital 2024/I and Authorized Capital 2024/II is in the interests of the Company; in particular, it will also examine whether any exclusion of subscription rights is objectively justified in individual cases. The Management Board will report to the next Annual General Meeting on each use of the authorizations.

The written report of the Management Board pursuant to Section 203 para. 2 sentence 2 in conjunction with Section 186 para. 4 sentence 2 AktG on the authorizations of the Management Board to exclude shareholders' subscription rights in connection with the resolution on agenda item 7 and agenda item 8 will be made available to shareholders from the time the Annual General Meeting is convened at

<https://ir.deliveryhero.com/agm>

and will also be available on the Company's website during the Annual General Meeting.

The Management Board

Niklas Östberg

Emmanuel Thomassin

Pieter-Jan Vandepitte