

convenience translation only



Annual General Meeting of Delivery Hero SE, Berlin, on June 18, 2020, at 10:00 a.m. (CEST), in the offices of Delivery Hero SE, Oranienburger Straße 70, 10117 Berlin

Detailed explanation of the rights of shareholders according to Art. 56 sentences 2 and 3 SER in conjunction with § 50 (2) of the German SE Implementation Act (SE-Ausführungsgesetz – SEAG), Sections 122 (2), 126 (1), 127, 131 (1) of the German Stock Corporation Act (Aktiengesetz - AktG)¹ and § 1 (2) COVID-19-Act

The convocation notice already contains information on shareholders' rights pursuant to Art. 56 sentences 2 and 3 of Council Regulation (EC) No 2157/2001 of October 8, 2001 on the Statute for a European company (SE) ("SER") in conjunction with § 50 (2) SE Implementation Act ("SEAG"), § 122 (2) AktG and § 126 (1), § 127, § 131 (1) AktG and § 1 (2) of the German Act Concerning Measures under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic ("COVID-19-Act"). The following information serves the purpose to further explain these provisions pursuant to § 121 (3) no. 3 AktG.

1. Requests to add items to the Agenda pursuant to Art. 56 sentences 2 and 3 SER, § 50 (2) SEAG, § 122 (2) AktG

Shareholders whose shares in the aggregate reach the proportional amount of EUR 500,000.00 of the share capital (which corresponds to 500,000 shares) may demand pursuant to § 122 (2) AktG that agenda items be placed on the agenda of the Annual General Meeting and notified accordingly. This quorum is required under Art. 56 sentence 3 SER in conjunction with § 50 (2) SEAG for requests to add items to the agenda made by shareholders of a European company (SE). As to its content, § 50 (2) SEAG corresponds to the provisions under § 122 (2) AktG.

Each new agenda item must be accompanied by a statement of grounds or by a resolution proposal. Shareholders of the Company are not subject to the requirement applicable to a German stock corporation according to which shareholders must have held their shares for at least 90 days (Art. 56 SER in conjunction with § 50 (2) SEAG). Requests to add items must be made in writing and shall be sent to the following address:

¹ The relevant provisions for stock corporations domiciled in Germany, in particular the provisions of the German Commercial Code (Handelsgesetzbuch) and the German Stock Corporation Act (Aktiengesetz - AktG) apply to the Company due to the conflict-of-law-rules set out in Art. 5, Art. 9 (1) (c) (ii), Art. 53 as well as Art. 61 of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the statute for a European company (SE) (SER) unless otherwise provided for by any more specific rules of the SER.

Delivery Hero SE
- Management Board -
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany

It must reach the Company at least 30 days prior to the meeting, i.e. by no later than May 18, 2020, 24:00 (midnight) (CEST). Shareholders of the Company are not subject to the requirement applicable to a German stock corporation according to which shareholders must have held their shares for at least 90 days (Art. 56 SER in conjunction with § 50 (2) SEAG). Additions to the agenda that are to be published will be published in the Federal Gazette (*Bundesanzeiger*) immediately upon receipt of the demand and will be forwarded pursuant to § 121 (4a) AktG to media that are presumed to be capable of disseminating such information through-out the entire European Union. They will moreover be made available on the Company's website at <https://ir.delivery-hero.com/websites/delivery/English/4900/annual-general-meeting.html>.

The provisions of SER, SEAG and the German Stock Corporation Act (*Aktiengesetz*) on which these shareholder rights are based read as follows:

Art. 56 SER Notifying and adding items to the agenda

¹ One or more shareholders who together hold at least 10% of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. ² The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. ³ The above proportion may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited liability companies.

Art. 50 SEAG Convening a meeting and adding items to the agenda at the request of a minority (excerpt)

(2) One or more shareholders who together hold at least 5% of the subscribed capital or a pro rata amount of EUR 500,000 may request that one or more additional items be put on the agenda of any general meeting.

§ 122 Convening a meeting at the request of a minority (excerpt)

(1) ¹ The shareholders' meeting shall be called if shareholders whose holding in aggregate equals or exceeds one-twentieth of the share capital demand such meeting in writing, stating the purpose and the reasons of such meeting; such demand shall be addressed to the management board. ² The articles may provide that the right to demand a shareholders' meeting shall require another form or the holding of a lower proportion of the share capital. ³ Persons submitting a request must prove that they have held the shares for at least 90 days

before the date the request is received and that they hold the shares until the Management Board decides on the request.⁴ § 121 (7) shall be applied accordingly.

(2) ¹ In the same manner, shareholders whose shares amount in aggregate to no less than one twentieth of the share capital or represent an amount of the share capital corresponding to EUR 500,000 may demand that items be put on the agenda and announced. ² Each new item shall be accompanied by an explanation or a draft proposal. ³ The demand in the sense of sentence 1 shall be provided to the company at least 24 days, in case of listed companies at least 30 days, prior to the meeting; the day of receipt shall not be included in this calculation.

§ 124 AktG Publication of requests for supplements; proposals for resolutions (excerpt)

(1) ¹ If the minority has requested pursuant to § 122 (2) that items be added to the agenda, these items shall be published either upon calling the meeting or immediately following receipt of the request. ² § 121 (4) shall apply analogously; moreover, § 121 (4a) shall apply analogously to listed companies. ³ Publication and submission shall be made in the same way as applicable for calling the meeting.

2. Countermotions and election proposals by shareholders pursuant to § 126 (1), § 127 AktG

According to § 126 (1) AktG, each shareholder is entitled to submit countermotions to the proposed resolutions on the agenda items.

Due to the fact that the Annual General Meeting will be held in the form of a virtual Annual General Meeting without the presence of shareholders and their proxies and with the exercise of voting rights only via postal vote or the granting of a power of attorney with instructions, and without the electronic participation of shareholders, the right of shareholders to submit countermotions at the Annual General Meeting is legally excluded. Countermotions and election proposals within the meaning of §§ 126 (1), 127 AktG and procedural motions may therefore not be made at the Annual General Meeting.

Shareholders are nevertheless given the opportunity to submit countermotions and election proposals to the Company before the Annual General Meeting in accordance with §§ 126 (1), 127 AktG for publication on the Company's website.

Accordingly, shareholders may submit to the Company countermotions to proposals of the Management Board and/or Supervisory Board regarding certain items on the agenda as well as nominations for the election of Supervisory Board members or auditors before the Annual General Meeting. Such countermotions (together with the statement of grounds) and election proposals shall be addressed exclusively to

Delivery Hero SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany

or by email: antraege@linkmarketservices.de.

Countermotions should be provided with a statement of grounds, this does not apply to election proposals.

Correct countermotions and election proposals received by the company at the above address by no later than 14 days before the day of the Annual General Meeting, i.e. by June 3, 2020, 24:00 hours (midnight) (CEST), will be published without delay on the website

<https://ir.delivery-hero.com/websites/delivery/English/4900/annual-general-meeting.html>.

including the name of the shareholder and, in particular, in the case of countermotions, the statement of grounds and, in the case of election proposals, the content to be added by the Management Board in accordance with § 127 sentence 4 AktG, as well as any comments by the Management Board.

The company is not required to make a countermotion and its statement of grounds or an election proposal accessible if one of the exclusion criteria under § 126 (2) AktG applies, for example because the election proposal or countermotion would lead to a resolution of the Annual General Meeting that would be contrary to the law or the Articles of Association, or because the statement of grounds contains false or misleading information. Furthermore, an election proposal does not have to be made accessible if the election proposal does not contain the name, practiced profession and place of residence of the proposed candidate as well as his or her memberships in other statutory supervisory boards. The statement of grounds for a countermotion does not need to be made accessible if it exceeds 5,000 characters in total.

Countermotions and election proposals to be made accessible will be considered as having been made within the framework of the virtual Annual General Meeting if the shareholder or shareholder representative submitting the countermotion or the election proposal is duly registered for the Annual General Meeting.

Please note that questions must be submitted solely via the channels described in the section "Possibility to ask questions by means of electronic communication".

The provisions of the German Stock Corporation Act (*Aktiengesetz*) on which these shareholder rights are based, which among other things determine the conditions under which countermotions and election proposals may not be made accessible, read as follows:

§ 126 Motions by Shareholders

(1) ¹ *Motions by shareholders together with the shareholder's name, the grounds and any position taken by the management shall be made available to the persons entitled pursuant to § 125 (1) - (3) under the conditions stated therein if at least 14 days before the meeting the shareholder sends to the address indicated in the notice convening the meeting, a motion counter to a proposal of the management board and supervisory board as to an item on the agenda.* ² *The date of receipt shall not be taken into account.* ³ *In the case of listed companies, access shall be provided via the company's internet page.* ⁴ *§ 125 (3) shall apply accordingly.*

(2) ¹ *A countermotion and its statement of grounds for this need not be made available, if:*

1. *the management board would by reason of such communication become criminally liable;*
2. *the counter motion would result in a resolution of the shareholders' meeting which would be illegal or would violate the articles;*
3. *the grounds contain statements which are manifestly false or misleading in material respects or which are libelous;*
4. *a counter motion of such shareholder based on the same facts has already been communicated with respect to a shareholders' meeting of the company pursuant to § 125;*
5. *the same counter motion of such shareholder on essentially identical grounds has already been communicated pursuant to § 125 to at least two shareholders' meetings of the company within the past five years and at such shareholders' meetings less than one-twentieth of the share capital represented has voted in favour of such counter motion;*
6. *the shareholder indicates that he will neither attend nor be represented at the shareholders' meeting; or*
7. *within the past two years at two shareholders' meeting the shareholder has failed to make or cause to be made on his behalf a counter motion communicated by him.*

² *The statement of the grounds need not be communicated if it exceeds 5 000 characters.*

(3) *If several shareholders make counter motions for resolution in respect to the same subject matter, the management board may combine such counter motions and the respective statements of the grounds.*

§ 127 Nominations by Shareholders (excerpt)

¹ *§ 126 shall apply accordingly to a nomination by a shareholder for the election of a member of the supervisory board or external auditors.* ² *Such nomination need not be supported by a statement of grounds for it.* ³ *The management board also need not communicate such nomination if it fails to contain the particulars required by § 124 (3) sentence 4 and § 125 (1) sentence 5. [...]*

§ 124 Publication of Requests for Supplements; Proposals for Resolutions (excerpt)

(3) ⁴ *The proposal for the election of members of the supervisory board or auditors shall state their name, profession and place of residence.*

§ 125 Communications to Shareholders and Members of the Supervisory Board (excerpt)

(1) ⁵ *In case of listed companies details on the membership in other supervisory boards to be established pursuant to statutory provisions must be added to any nomination for the election of supervisory board members; details on their membership in comparable domestic and foreign controlling bodies of enterprises should be added.*

(3) *Each member of the supervisory board may request that the management board send the same communication to him.*

3. Possibility for shareholders to ask questions pursuant to § (2) sentence 1 no. 3, sentence 2 COVID-19-Act

Contrary to § 131 AktG, registered shareholders have no right to information at the virtual Annual General Meeting on June 18, 2020. The shareholders' right to information in the case of a virtual Annual General Meeting is significantly restricted pursuant to § 1 (2) of the COVID-19-Act. Accordingly, shareholders only have the opportunity to ask questions by way of electronic communication (§ 1 (2) sentence 1 no. 3 of the COVID-19-Act). In addition, the Management Board can determine, with the consent of the Supervisory Board, that questions must be submitted at least two days prior to the Annual General Meeting. However, this does not imply a right to an answer. Pursuant to § 1 (2) sentence 2 COVID-19-Act - in contrast to § 131 AktG - the Management Board decides on the answers to the questions only after due and free discretion. According to the explanatory memorandum to § 1 (2) sentence 2 of the COVID-19-Act, the management does not have to answer all questions under any circumstances; it can summarize questions and select meaningful questions in the interest of the other shareholders. It may give preference to shareholder associations and institutional investors with significant voting shares

On the basis of § 1 (2) no. 3, sentence 2 half-sentence 2 of the COVID-19-Act, the Management Board, with the consent of the Supervisory Board, has decided that shareholders must submit their questions to the Company by way of electronic communication no later than two days prior to the Annual General Meeting. The Management Board will decide at its own free discretion which questions it will answer and how.

Only shareholders duly registered for the Annual General Meeting may submit their questions. Shareholders who are registered for the Annual General Meeting can submit their questions to the Company until June 16, 2020, 24:00 hours (midnight) (CEST) via the Internet-based AGM-portal using the (online) form contained therein. The button "Submit a Question" on the AGM-portal is provided for this purpose. For technical reasons, the scope of the individual question may, under certain circumstances, be limited to a certain number of characters, but this does not limit the total number of possible questions. Questions submitted after the above-mentioned deadline cannot be considered. Questions cannot be submitted and asked during the virtual Annual General Meeting.

When answering questions during the Annual General Meeting, the name of the person asking the question will only be disclosed (to the extent that questions are answered individually), if the submission of the question was accompanied by express consent to the disclosure of the name. The same applies to any early publication of questions and, if applicable, answers on the company's website in the run-up to the Annual General Meeting: In this case, too, the name of the person asking the question will only be disclosed if he or she has expressly declared his or her consent to the disclosure of his or her name when submitting the question.

The provisions of § 1 (2) no. 3, sentence 2 COVID-19-Act upon which these shareholder rights are based, read as follows:

§ 1 (2) sentence no. 3, sentence 2 COVID-19-Act (excerpt)

(2) *The management board may decide that the general meeting is to be held in the form of a virtual general meeting without the need for shareholders or their authorized representatives to be physically present, provided that*

[...]

3. *shareholders are given the opportunity to ask questions by means of electronic communication,*

[...]

The management board decides dutifully and at one's own discretion which questions it wishes to respond to; it may also stipulate that questions must be submitted by means of electronic communication no later than two days prior to the meeting.

4. Declaring and recording of objections according to § 1 (2) no. 4 COVID-19-Act

Shareholders who have registered their shares in due time and have exercised their voting rights by absentee voting (in writing or by electronic communication) or by granting power of attorney have the opportunity to object to the resolutions of the Annual General Meeting by electronic communication to the notary public appointed to record the Annual General Meeting.

Such declarations can be made - provided that a vote is cast - from the opening of the Annual General Meeting via the Internet-supported AGM-portal at

<https://ir.delivery-hero.com/websites/delivery/English/4900/annual-general-meeting.html>.

to be recorded in the minutes in accordance with § 245 no. 1 AktG. For this purpose, the button "Raise an Objection" is provided in the AGM-portal. The declaration is possible via the Internet-supported HV-Portal from the beginning of the Annual General Meeting until the end of the Annual General Meeting. The notary has authorized the Company to accept objections via the Internet-supported AGM-portal, so that objections to resolutions of the Annual General Meeting can be declared electronically via the Internet-supported AGM-portal of the Company for the notary's minutes.

The provisions of § 1 (2) sentence 1 no. 4 COVID-19-Act, upon which these rights to declare objections are based, read as follows:

§ 1 (2) sentence 1 no. 4 COVID-19-Act (excerpt)

(2) *The management board may decide that the general meeting is to be held in the form of a virtual general meeting without the need for shareholders or their authorized representatives to be physically present, provided that*

[...]

4. *shareholders who exercise their voting right in accordance with no. 2 are afforded the possibility of objecting to a resolution adopted by the general meeting by way of*

derogation from section 245 no. 1 of the Stock Corporation Act, the need to be physically present at the general meeting thus being waived.