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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 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**”)

of

**361,903**

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 March 13, 2024, with the consent of the Supervisory Board of the Company of March 13, 2024, 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 July 3, 2020 pursuant to the resolution of the shareholders’ meeting of June 18, 2020 (“**Authorized Capital 2020/ I**”),

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, 2023.

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

## **Background of the share issuance**

On March 13, 2024, the Management Board of the Company resolved, based on the authorization of the Management Board under the Authorized Capital 2020/I (Sec. 4 para. 4 of the articles of association), to increase the share capital from EUR 271,708,218.00 by EUR 361,903.00 to EUR 272,070,121.00 out of authorized capital (*Kapitalerhöhung aus genehmigtem Kapital*) (the “**Glovo Capital Increase**”) through the issuance of 361,903 new registered ordinary shares (*auf den Namen lautende Stückaktien*) (“**New Shares**”). The Supervisory Board of the Company gave its consent to the Glovo Capital Increase on March 13, 2024.

Pursuant to Sec. 4 para. (4) subpara. 3 (iv) of the Articles of Association the Management Board is authorized, with the approval of the Supervisory Board, under the exclusion of shareholders’ subscription rights in the event of a capital increase within the scope of the Authorized Capital 2020/I, to increase the share capital of the Company in order to issue up to 7,867,899 shares inter alia in the event of a capital increase in connection with mergers of companies or the (also indirect) acquisition of companies, operations, parts of companies, participations or other assets or claims for the acquisition of assets including claims against the Company or its group of companies.

On 31 December 2021, the Company entered into a share sale and purchase agreement, as amended on 30 January 2022 (the “**SPA**”), with certain shareholders of Glovoapp23, S.A., a company registered in the Commercial Registry of Barcelona, with registered office in Calle Llull, 108, 08005-Barcelona, Spain, and provided with Spanish tax identification number A-66362906 (“**Glovo**”).

Pursuant to the SPA, the Company acquired certain Glovo shares resulting in the Company holding an aggregated stake of more than 50% of the voting stock in Glovo, and thereby acquiring control of Glovo (the “**Change of Control**”). On 31 December 2021, the Company and the founders of Glovo entered into an agreement on certain aspects relating to such Change of Control in Glovo (such agreement, as amended from time to time, the “**CoC Agreement**”).

Prior to the Change of Control, Glovo had implemented compensation plans for its employees (the “**Glovo Equity Plans**”) based on Phantom Shares (“**PS**”). Each PS entitled the participating beneficiary to acquire the full economic value of one Glovo share upon the occurrence of a liquidity event (a “**Liquidity Event**”), but not to receive actual Glovo shares. Upon the occurrence of a Liquidity Event, Glovo could decide how these PS would be settled for each beneficiary.

Under the Glovo Equity Plans, the Change of Control constituted a Liquidity Event that entitled the participants of the Glovo Equity Plans (the “**Participants**”) to the settlement of their vested PS (“**Vested PS**”).

The Company and the Participants agreed to the settlement of the rights arising from the Glovo Equity Plans in shares of the Company (“**DH Shares**”) in lieu of cash settlement by Glovo as set forth in the originally applicable terms of the Glovo Equity Plans. To that extent, every Participant has signed an agreement accepting the settlement of any rights arising out of or in connection with the Glovo Equity Plans in DH Shares (the “**Rollover Agreement**”).

In accordance with the Rollover Agreement, the Participants who have received certain DH Shares in exchange for their Vested PS in the context of the settlements that took place in November 2022

and February 2023 under the Rollover Agreement, are entitled to receive an additional consideration for their claims under the Glovo-Equity Plans equal to 15% of the gross DH Shares (i.e. before application of relevant taxes) as received in settlement of the Vested PS in the context of such closing, rounded down to the nearest integer), provided certain conditions specified in the Rollover Agreement are satisfied (the “**Additional Consideration**”).

The Participants have contributed their claim for Additional Consideration pursuant to the Rollover Agreement to the Company by means of a claim contribution against issue of new DH Shares.

In addition, on 15 September 2022, the Company (as purchaser) has entered into a share purchase agreement with certain shareholders of Glovo (as sellers) (the so-called “**Friends & Family Employees**” and the “**Employees Agreement**”). The Employees Agreement governs the purchase and transfer of shares in Glovo from the Friends & Family Employees in exchange of newly issued DH Shares for consideration.

Pursuant to the Employees Agreement, the Friends & Family Employees who have received DH Shares in exchange for their Glovo Shares in the context of the closing that took place in November 2022 under the Employees Agreement, are entitled to an additional consideration in an amount equal to 15% of the gross DH Shares (i.e. before application of relevant taxes) received in settlement of the Glovo Shares in the context of such closing, rounded down to the nearest integer (without, for the avoidance of doubt, any cash or other compensation) (the so-called “**Friends & Family Employees Bonus Shares**”), provided certain conditions specified in the Employees Agreement are satisfied. If such conditions are satisfied, each of the Friends & Family Employees has a payment claim in the amount as described above (“**Payment Claim**”).

The Family & Friends Employees have contributed their Payments Claims to the Company by means of a claim contribution against issue of new DH-Shares.

The Company has approved the settlement of the rights of the Participants and the Friends & Family Employees in the form of shares in the Company in March 2024 and issued the New Shares to the Participants and the Friends & Family Employees.

The New Shares are subscribed by and issued to the Participants and the Friends & Family Employees as instructed by them, *i.e.* to the relevant Participant’s and/or Friends & Family Employees’ 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 share settlement.

### **Admission without a prospectus of 361,903 New Shares pursuant to the exemption in Art. 1 para. 5 (h) of the Prospectus Regulation**

This document only relates to the **361,903** New Shares which will be transferred to Participants and the Friends & Family Employees in connection with the share settlement in April 2024 (or shortly thereafter). In this regard, **361,903** new shares will be issued and subscribed by the Participants and the Friends & Family Employees at an issuance price (*Ausgabebetrag*) of EUR 1.00 per share

(minimum issuance price, Sec. 9 para. 1 AktG (*Aktiengesetz*)). The New Shares shall be fully entitled to profits as of January 1, 2023.

The Company has applied to the Frankfurt Stock Exchange for the admission of all New 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.

#### **Additional information on the New Shares**

All New Shares bear the same rights as all other shares of the Company (including full dividend rights from the fiscal year starting January 1, 2023) and do not convey any additional rights or advantages. The consummation of the Glovo Capital Increase has been registered in the commercial register of the Local Court (*Amtsgericht*) of Charlottenburg on March 28, 2024.

The admission of the New 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 April 12, 2024. The introduction of the New Shares to trading on the regulated market (*regulierten Markt*) is expected on or around April 16, 2024.

#### **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, April 2024  
**Delivery Hero SE**