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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

21,283

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 January 4, 2023, with the consent of the Supervisory Board of the Company of January 5, 2023, 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 29, 2021 pursuant to the resolution of the shareholders’ meeting of June 16, 2021 (“**Authorized Capital VII**”),

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, 2022.

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

Background of the share issuance

On July 21, 2022, the Company became the controlling shareholder of Glovo and its subsidiaries. As a result, Glovo and its subsidiaries became affiliated undertakings of the Company.

On January 4, 2023, the Management Board of the Company resolved, based on the authorization of the Management Board under the Authorized Capital VII (Sec. 4 para. 8 of the articles of association), to increase the share capital from EUR 265,180,198.00 by EUR 21,283.00 to EUR 265,201,481.00 out of authorized capital (*Kapitalerhöhung aus genehmigtem Kapital*) (the “**Glovo Phantom Shares Capital Increase**”) through the issuance of 21,283 new registered ordinary shares (*auf den Namen lautende Stammaktien*) (“**New Shares**”). The Supervisory Board of the Company gave its consent to the Glovo Phantom Shares Capital Increase on January 5, 2023.

Pursuant to Sec. 4 para. (8) (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 VII, to increase the share capital of the Company inter alia in the event of a capital increase in connection with mergers of companies or the (also indirect) acquisition of companies, participations or other assets or claims for the acquisition of assets including claims against the Company or its group of companies.

On December 31, 2021, the Company entered into a certain share sale and purchase agreement, as amended on January 30, 2022 (the “**SPA**”) with certain shareholders of Glovo pursuant to which, the Company acquired shares such that the Company’s aggregated stake in Glovoapp23, S.A. (“**Glovo**”) will represent more than 50% of the voting stock in Glovo, and the Company has in the meantime acquired the shares and therefore control of Glovo (the “**Change of Control**”).

Prior to the Change of Control, Glovo had implemented compensation plans for its employees (the “**Glovo Equity Plans**”) based on Phantom Shares (“**PS**”). These PS entitle the beneficiaries to acquire the full economic value of Glovo shares at the time of a liquidity event (a “**Liquidity Event**”).

Under Glovo Equity Plans, the Change of Control constitutes a Liquidity Event that entitles the Beneficiaries of the Glovo Equity Plans to the settlement of their vested PS (“**Vested PS**”). For such purpose, the Company, Glovo and the relevant Participants have entered into a rollover agreement (the “**Rollover Agreements**”) to settle all rights and obligations of the Company, Glovo and the Participants arising out of or in connection with Glovo’s Equity Plans.

The Company has approved the settlement of the rights of the beneficiaries of Glovo Equity Plans (the “**Beneficiaries**” or the “**Participants**”) in shares of the Company. One PS entitles to the transfer of 0.68 no-par-value registered share (*auf den Namen lautende Stückaktie*) of the Company rounding down the result to the nearest integer.

The Company settled a certain number of vested PS under the Glovo Equity Plans and the Rollover Agreements in the form of shares in the Company in January 2023 and issued the New Shares to the Participants (the “**PS Settlement**”). In the course of the Glovo Phantom Shares Capital Increase,

each respective Participant contributed her/his respective contribution claim (i.e. the claim of the respective Participant against the Company resulting from PSs for delivery of a certain number of shares in the Company) to the Company.

The New Shares are subscribed by and issued to the Participants as instructed by them, *i.e.* to the relevant Participant'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 PS Settlement.

Admission without a prospectus of 21,283 New Shares pursuant to the exemption in Art. 1 para. 5 (h) of the Prospectus Regulation

This document only relates to the **21,283** New Shares which will be transferred to Participants in connection with the PS Settlement in January or February 2023. In this regard, **21,283** new shares will be issued and subscribed by the Participants 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, 2022.

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, 2022) and do not convey any additional rights or advantages. The consummation of the Glovo Phantom Shares Capital Increase has been registered in the commercial register of the Local Court (*Amtsgericht*) of Charlottenburg on January 20, 2023.

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 February 3, 2023. The introduction of the new shares to trading on the regulated market (*regulierten Markt*) is expected on or around February 7, 2023.

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, February 2023

Delivery Hero SE