



REPORT OF THE SUPERVISORY BOARD

DEAR SHAREHOLDERS,

The financial year 2018 was a significant and successful year for Delivery Hero SE (the “Company”), and one in which the Company reached several impressive milestones. Thanks to consistent strong growth, the Delivery Hero Group has developed an outstanding, global market position, with the Group now taking over 100 million orders per quarter. Noteworthy, in particular, are the successful conversion of the Company’s form to a European joint stock corporation (societas Europaea, SE), being admitted the MDAX for the Deutsche Börse’s Prime Standard, the first annual general meeting and the sale of operations in Germany.

CONVERSION INTO AN SE

With the conversion of the Company’s legal form into a European joint stock corporation (societas Europaea, SE) on July 13, 2018, the first Supervisory Board of Delivery Hero SE has begun its work. The SE Regulation, the Delivery Hero SE articles of association, and the agreement on the involvement of employees in Delivery Hero SE on April 16, 2018 determined the composition and size of the Supervisory Board. The Delivery Hero SE Supervisory Board



is comprised of six members and is represented with three shareholder representatives and three employee representatives. The Supervisory Board's employee representatives were selected by the employees' special negotiation body.

COOPERATION BETWEEN MANAGEMENT AND SUPERVISORY BOARD

The Supervisory Board duly and carefully complied with the duties and recommendations imposed on it by law, the articles of association, the rules of procedure and the German Corporate Governance Code. The Supervisory Board was at all times comprehensively involved in Management Board affairs and decisions of key importance to the Company from an early stage onwards. The Management Board regularly reported to the Supervisory Board extensively on the position, strategic planning, intended business policy, and key transactions of the Company and Group; such reporting took place in writing and orally. In the same vein, it gave its opinion on key issues pertaining to risk positions, risk management, financials, investment, and staff planning, corporate governance, compliance, the course of business, and profitability. The Management Board explained and discussed measures and transactions requiring approval of and with the Supervisory Board prior to the former taking decisions. Discussions took place during meetings of the full Supervisory Board and its committees, which were also held by conference call. The Supervisory Board and relevant committees also met without the Management Board's presence, where applicable. The chairs of the Supervisory Board and Audit Committee were also in regular contact with the chair of the Management Board and the Chief Financial Officer outside of meetings so as to discuss current developments and key decisions, including those on risk position, risk

management, and compliance, at regular intervals and also, when necessary, at short notice.

During the financial year 2018, the Supervisory Board held seven meetings and eleven conference calls. The Supervisory Board adopted fifteen resolutions in writing.

Mr. Patrick Kolek was unable to attend one meeting in person and Ms. Hilary Gosher was unable to attend two meetings in person, but both participated in these meetings by conference call. Mr. Semih Yalcin was unable to attend one conference call meeting, but submitted his vote in writing. In addition, he left one conference call meeting early. All other members of the Supervisory Board attended all meetings and conference call meetings during their term of office.

MEETINGS AND ESSENTIAL RESOLUTIONS OF THE DELIVERY HERO AG SUPERVISORY BOARD

The Supervisory Board of Delivery Hero AG received a training session on the Market Abuse Regulation and the Company structure of stock incorporations by an outside legal counsel on January 29, 2018.

During a conference call meeting on February 5, 2018, the Supervisory Board dealt in particular with the trading update and the policy on non-audit services by the statutory auditor.

In three conference call meetings on March 12, 2018, the Supervisory Board dealt with the exercised options within the framework of the employee long term incentive program and approved the respective capital increases.

In the balance sheet meeting on April 24, 2018, the Supervisory Board examined the annual and consolidated financial statements, including the group management report for the financial year 2017, and discussed them in detail with the auditors. The auditor reported on the main results of the audit. In addition, the Supervisory Board examined the nonfinancial statement for the Group and dealt with the Supervisory Board report. In accordance with the recommendation of the Audit Committee, the Supervisory Board approved the annual financial statements, the consolidated financial statements and the group management report for 2017 during a conference call on April 25, 2018. Thus the annual financial statements were adopted. In addition, the Supervisory Board adopted the agenda for the 2018 annual general meeting. Further, the Supervisory Board approved an investment in Barogo Co., Ltd. with registered seat in Korea, a company specialized in the area of logistics for restaurant chains and food delivery platforms.

During a conference call meeting on May 8, 2018, the Supervisory Board dealt with the quarterly statement for the first quarter and approved the opening of an exercise window for the employee participation program.

During a conference call meeting on May 29, 2018, the Supervisory Board dealt with the exercised options within the framework of the employee long term incentive program.



The Supervisory Board meeting on June 6, 2018, subsequent to the annual general meeting and election of Mr. Janis Zech to the Supervisory Board, addressed potential, additional investments in marketing, restaurant coverage, technology, and product.

Certain Management Board transactions and measures require prior approval from the Supervisory Board on account of statutory provisions or specifications in the Management Board's rules of procedure. The Supervisory Board gave its approval to various acquisitions by way of resolutions in writing, such as the purchase of shares in Deliveras S.A. with registered seat in Greece and Cloud Treats Romania SA. with registered seat in Romania. Both companies operate food delivery platforms. Further, the Supervisory Board approved an increase in the thresholds for transactions and measures of the Management Board, which are subject to the approval of the Supervisory Board and adopted a resolution to adjust the remuneration of the Management Board. In addition, the Supervisory Board approved by way of a resolution in writing a capital increase which was implemented as part of the employee participation program.

MEETINGS AND ESSENTIAL RESOLUTIONS OF THE DELIVERY HERO SE SUPERVISORY BOARD

During its constituent meeting by conference call on July 4, 2018, the Supervisory Board of Delivery Hero SE elected Dr. Martin Enderle as chair and Mr. Patrick Kolek as deputy chair of the Supervisory Board. Additionally, Mr. Niklas Östberg (Chief Executive Officer) and Mr. Emmanuel Thomassin (Chief Financial Officer) were both appointed to the Management Board of Delivery Hero SE until the conclusion of April 30, 2022.

In advance of the meeting on August 1, 2018, the new members of the Supervisory Board of Delivery Hero SE received a session by an outside legal counsel on the Market Abuse Regulation and the Company structure of a Societas Europaea (SE).

During the meeting on August 1, 2018, the Supervisory Board of Delivery Hero SE approved additional investments in the areas of marketing, restaurant coverage, technology, and product. In addition, the Supervisory Board approved a capital increase against contribution in kind to settle the acquisition of minority interests. Another focus in addition to the trading update for the half-year report were the recommendations of the German Corporate Governance Code. The Supervisory Board adopted rules of procedure for the Management Board, Supervisory Board, and Audit Committee and the Supervisory Board's competence profile. A target of female representation of 0% for the Management Board and 30% for the Supervisory Board was set for a period of five years each. In addition, the Supervisory Board constituted its committees and elected the committee members. More information about the composition of the Supervisory Board and the committees can be found in the "Board Matters" section and in the corporate governance report on page 20.

During the meeting on September 11, 2018, the Supervisory Board concentrated on the half-year report for the financial year 2018 in particular. Furthermore, the Supervisory Board also discussed the various options that employees may exercise as part of the employee participation program.

During its meeting on November 6, 2018, the Supervisory Board focused on the quarterly statement for the third quarter of the financial year, the internal audit system, the audit plan of the Internal Audit department for the financial year 2019 as well as focus areas for risk and compliance management.

In the conference call meeting on November 19, 2018, the Supervisory Board approved another exercise window within the framework of the employee participation program.

In a conference call meeting for information purposes on December 12, 2018, the Supervisory Board dealt with the sale of the operating business in Germany to Takeaway.com N.V.

In the conference call meeting on December 13, 2018, the Supervisory Board dealt in particular with the budget, the independence of the Supervisory Board members and possible investments.

During two meetings on December 19, 2018, the Supervisory Board approved the sale of German operations (of Delivery Hero Germany GmbH and Foodora GmbH), including the delivery platforms Lieferheld, pizza.de, and Foodora, to Takeaway.com N.V. as well as increases to investments. Moreover, it focused in particular on the independence of several members of the Supervisory Board and adopted the budget for the financial year 2019.



The Supervisory Board approved, among other things, several capital increases that were implemented as part of the employee participation program and which were subject to the approval of the Supervisory Board.

EFFICIENT WORK OF THE SUPERVISORY BOARD'S COMMITTEES

The Supervisory Board constituted four committees in accordance with the advice of the German Corporate Governance Code, namely, an Audit Committee, Remuneration Committee, and Nomination Committee to discharge its duties in a duly manner. A Strategy Committee was also established in relation to the conversion from Delivery Hero AG to Delivery Hero SE. To increase the efficiency of the Supervisory Board's work, each committee was extended by one Supervisory Board member, so that each committee consists of three members. The chairs of each committee regularly reported on the content and result of their meetings to the full Supervisory Board in the following meeting of the Supervisory Board.

The **Audit Committee** held five meetings during the financial year 2018. During these meetings, the Audit Committee regularly focused on accounting structures and processes, internal control, internal auditing, risk management, and compliance and discussed measures with the auditor KPMG and the Management Board to strengthen them further. KPMG participated in all Audit Committee meetings. Further, the Audit Committee dealt comprehensively with the annual and consolidated financial statements, including the group management report for the financial year 2017, and discussed the results of the audit of the annual and consolidated financial statements with the auditor. In addition, the Audit Committee discussed, reviewed and agreed to the half-year financial report and the quarterly statement for the third quarter.

Furthermore, the Audit Committee considered the requirements for nonfinancial reporting (CSR – directive) and the separate nonfinancial statements for the Group and approved the rendering of non-audit services by the auditor KPMG. Further, the Audit Committee adopted a guideline for the provision of non-audit services by the auditor. Similarly, the Audit Committee was involved in the preparation of the Supervisory Board's proposal to the 2018 annual general meeting for the appointment of an auditor for the annual and consolidated financial statements. With Mr. Patrick Kolek as chair of the Audit Committee, the Audit Committee, in line with sections 100 (5) and 107 (4) of the German Stock Corporation Act (Aktiengesetz, AktG), possesses an independent member who has the required level of expertise in accounting or auditing as well as special knowledge and experience in the application of accounting principles and internal control procedures. Mr. Patrick Kolek and Dr. Martin Enderle were prevented from attending one meeting but participated by phone. All other members were present at all further meetings and phone calls during their respective term of office.

During the financial year 2018, the **Remuneration Committee** held two meetings. Focus areas for the committee included the election of a chairman and in particular allocation of options to the Management Board members. For further information regarding Management Board remuneration, reference is made to the compensation report beginning on page 37. Mr. Patrick Kolek was prevented from attending one meeting but participated by phone. All other members were present at all further meetings and phone calls during their respective term of office.

The **Nomination Committee**, which is made up of shareholder representatives exclusively, held two meetings during the financial year 2018. During these meetings, the committee dealt in particular with proposals for the election of a new shareholder representative to the Supervisory Board. Mr. Patrick Kolek was prevented from attending one meeting but participated by phone. All other members were present at all further meetings and phone calls during their respective term of office.

The **Strategy Committee** of Delivery Hero held three meetings and one conference call during the financial year 2018 and focused on the election of a chair of the Strategy Committee, potential Company acquisitions, including in particular the sale of operations in Germany, and the budget for the financial year 2019. Mr. Patrick Kolek was prevented from attending one meeting but participated by phone. All other members were present at all further meetings and phone calls during their respective term of office.

CORPORATE GOVERNANCE

The Supervisory Board discussed various issues on the topic of corporate governance and, together with the Management Board, submitted the declaration of compliance required under section 161 AktG on December 27, 2018. The full declaration of compliance and more extensive explanations of the Company's corporate governance can be found in the Corporate Governance Report beginning on page 22. Readers are referred to the compensation report beginning on page 37 for further information regarding the remuneration structure for the Management and Supervisory Boards.



There were two **conflicts of interest** revealed on the Supervisory Board in the financial year 2018:

- In connection with the determination of the remuneration of the chairman of the Supervisory Board, Dr. Martin Enderle revealed a conflict of interest. Dr. Martin Enderle abstained from voting.
- In connection with a M&A transaction, which was not carried out, Mr. Patrick Kolek revealed a possible conflict of interest. Mr. Patrick Kolek abstained from voting.

AUDIT AND FINALIZATION OF THE ANNUAL FINANCIAL STATEMENT, APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The Management Board forwarded to the members of the Audit Committee and Supervisory Board the annual and consolidated financial statements for 2018, the 2018 combined management report for Delivery Hero SE and the Group (the “Annual Report Documents”), and the combined separate nonfinancial report immediately after they were set up. The auditor KPMG audited the annual financial statement for Delivery Hero SE and the consolidated financial statements as well as the 2018 combined management report for Delivery Hero SE and the Group, and certified it unconditionally. The Annual Report Documents and the audit findings of the auditor KPMG were examined in detail

in the presence of KPMG, during the Audit Committee’s meeting and the Supervisory Board’s balance sheet meeting on April 23, 2019; in particular regarding their lawfulness and compliance with requirements. The auditor KPMG reported on the key findings of the audit, the specified scope for the audit and important circumstances arising during the audit. The Management Board and the auditor KPMG were available for further questions and additional information requested by the Supervisory Board. There were no objections to raise following the Supervisory Board’s final audit result. In accordance with the recommendation of the Audit Committee, the Supervisory Board approved the annual and consolidated financial statements for 2018, the combined management report for Delivery Hero SE and the Group, and the combined separate nonfinancial report; thus the annual financial statements are adopted.

BOARD MATTERS

Mr. Lukasz Gadowski resigned from his position as a member of the Supervisory Board of Delivery Hero AG on December 15, 2017. In his place, the annual general meeting elected Mr. Janis Zech as a new member of the Supervisory Board of Delivery Hero AG on June 6, 2018. Mr. Janis Zech was appointed for the period up to the conclusion of the annual general meeting discharging Supervisory Board actions for the financial year 2019.

The positions of the members of the Supervisory Board of Delivery Hero AG and their committee memberships expired with the conversion of Delivery Hero AG into an SE on July 13, 2018. Of the members belonging to the Supervisory Board at that time, Mr. Georg Graf von Walderssee (chair of the Audit Committee), Mr. Jeffrey Liebermann (deputy chair of the Supervisory Board and member of the Remuneration and Nomination Committees), Mr. Jonathan Green, and Mr. Janis Zech are no longer members of the Supervisory Board of Delivery Hero SE.

Since its conversion on July 13, 2018, the Supervisory Board of Delivery Hero SE consists of Dr. Martin Enderle (chair of the Supervisory Board), Mr. Patrick Kolek (deputy chair), and Ms. Hilary Gosher as shareholder representatives. The employee representatives on the Supervisory Board were Ms. Vera Stachowiak, Mr. Björn Ljungberg, and Mr. Semih Yalcin. Mr. Semih Yalcin left the Supervisory Board of Delivery Hero SE effective April 1, 2019. As a substitute member for Mr. Semih Yalcin, Mr. Christian Graf von Hardenberg joined the Supervisory Board as employee representative on April 1, 2019. The Supervisory Board members’ term of office will end according to schedule at the conclusion of the regular annual general meeting that resolves on the discharge for the financial year 2019.



Due to the Company's conversion of its form, the Supervisory Board of Delivery Hero SE also reconstituted its committees:

Audit Committee:

Patrick Kolek (chair), Dr. Martin Enderle, Björn Ljungberg

Remuneration Committee:

Dr. Martin Enderle (chair), Patrick Kolek, Vera Stachowiak

Nomination Committee:

Dr. Martin Enderle (chair), Patrick Kolek, Hilary Gosher

Strategy Committee:

Hilary Gosher (chair), Patrick Kolek, Dr. Martin Enderle

I would like to extend my special thanks to all members who have left the Supervisory Board after overseeing and supporting the Company's public listing and the first financial year following that. Thanks to their high level of personal engagement, they have left a lasting mark on the Company.

The Supervisory Board would like to thank the Management Board and all the Company's employees around the world for their outstanding achievement in the financial year 2018, which was a year characterized by many important milestones and strong growth. This would not have been possible without the commitment and positive attitude of all our employees.

Berlin, April 23, 2019

For the Supervisory Board

Dr. Martin Enderle

Chair of the Supervisory Board of Delivery Hero SE