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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 14 June 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

**214,138**

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 15 May 2021, with the consent of the Supervisory Board of the Company of 16 May 2021, 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 10, 2019 pursuant to the resolution of the shareholders’ meeting of June 12, 2019 (“**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, 2020.

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

## **Background of the share issuance**

On 15 May 2021, 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 249,017,321.00 by EUR 214,138.00 to EUR 249,231,459.00 out of authorized capital (*Kapitalerhöhung aus genehmigtem Kapital*) (the “**RSU Capital Increase**”) through the issuance of 214,138 new registered ordinary shares (*auf den Namen lautende Stammaktien*) (“**New Shares**”). The Supervisory Board of the Company gave its consent to the RSU Capital Increase on 16 May 2021.

Pursuant to Sec. 4 para. (8) (v) 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 in order to issue up to 3,657,183 new shares as part of a long-term incentive program to members of the Management Board and employees of the Company and to members of the management bodies and employees of companies affiliated with the Company within the meaning of Sections 15 et seq. AktG.

The Company has approved and established a Long-Term Incentive Program in 2017, which commenced in May 2018 and was amended and restated in October 2019 (the “**LTIP**”). The LTIP comprises, *inter alia*, a restricted stocks plan under which restricted stock units (“**RSU**” or “**RSUs**”) can be granted to the members of the management board (*Vorstand*) of the Company and to certain key employees of the Company, as well as to members of managing corporate bodies and certain key employees of subsidiaries of the Company. One RSU entitles to the transfer of one no-par-value registered share (*auf den Namen lautende Stückaktie*) of the Company or, at the choice of the Company, to a payment of an amount equal to the market value of such share.

The Company has awarded and granted a certain number of RSUs to certain employees of the Company as well as to members of managing corporate bodies and certain employees of subsidiaries of the Company, who participate in the LTIP (each a “**Participant**” and together the “**Participants**”) pursuant to an award agreement and a corresponding grant letter that were now (partly) due for settlement.

The Company settled a certain number of vested RSUs under the LTIP in the form of shares in the Company in May 2021 and issued the New Shares to the Participants (the “**RSU Settlement**”). In the course of the RSU Capital Increase, each respective Participant contributed her/his respective contribution claim (i.e. the claim of the respective Participant against the Company resulting from RSUs 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 RSU settlement.

### **Admission without a prospectus of 214,138 New Shares pursuant to the exemption in Art. 1 para. 5 (h) of the Prospectus Regulation**

This document only relates to the 214,138 New Shares which will be transferred to Participants in connection with RSU Settlement in May 2021. In this regard, 214,138 new shares will be issued and subscribed by the respective Participant 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, 2020.

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 hold the same rights as all other shares of the Company (including full dividend rights from the fiscal year starting January 1, 2020) and do not convey any additional rights or advantages. The consummation of the RSU Capital Increase is expected to be registered in the commercial register of the Local Court (*Amtsgericht*) of Charlottenburg on or around 21 May 2021.

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 26 May 2021. The introduction of the new shares to trading on the regulated market (*regulierten Markt*) is expected on or around 26 May 2021.

### **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, 19 May 2021  
**Delivery Hero SE**