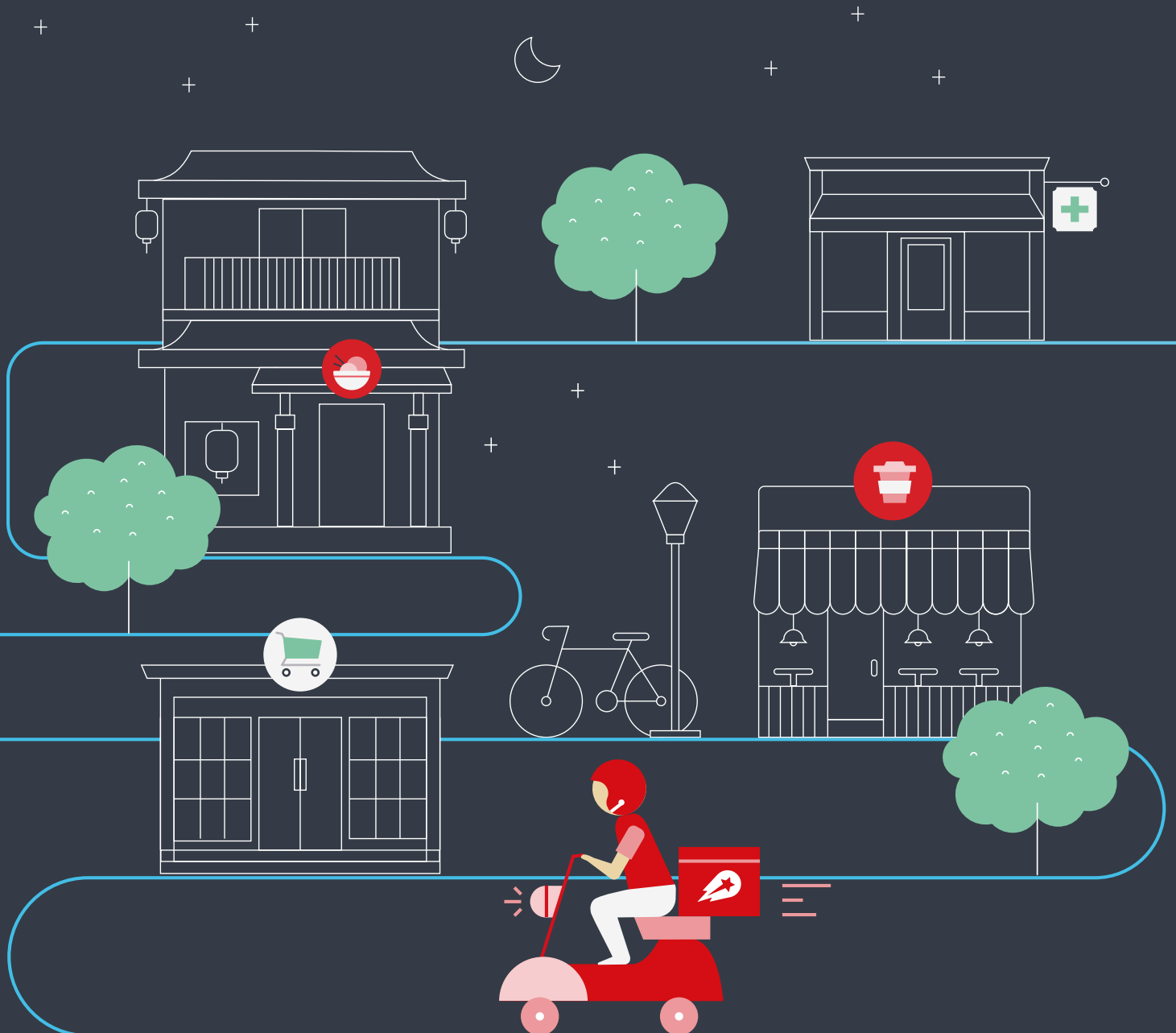




INVITATION DELIVERY HERO SE ANNUAL GENERAL MEETING

JUNE 16, 2021



DELIVERY HERO SE BERLIN

ISIN DE000A2E4K43 / WKN A2E4K4
ISIN DE000A3H3LN8 / WKN A3H3LN

INVITATION TO THE ANNUAL GENERAL MEETING IN THE FORM OF A VIRTUAL ANNUAL GENERAL MEETING WITHOUT THE PHYSICAL PRESENCE OF SHAREHOLDERS OR THEIR PROXIES

On

Wednesday, June 16, 2021, at 10:00 a.m. CEST,

in the office premises of Grünebaum Gesellschaft für Event Logistik mbH, Leibnizstraße
38, 10625 Berlin,

**the Annual General Meeting of Delivery Hero SE, with registered seat in Berlin,
will be held in the form of a virtual annual general meeting
without the physical presence of shareholders or their proxies.**

We cordially invite our shareholders to the virtual Annual General Meeting.

The entire Annual General Meeting will be broadcasted live on the Internet with video and audio transmission for properly registered shareholders of Delivery Hero SE and their proxies. Voting rights may only be exercised by absentee vote or by granting power of attorney to the Company proxy. The location of the Annual General Meeting as defined by the Stock Corporation Act is Leibnizstraße 38, 10625 Berlin. For further details in this regard and on shareholder rights and shareholder proxies, please refer to the section "Further Information and Instructions" printed at the end of this agenda.

I. AGENDA

1. **Presentation of the adopted annual financial statements and the approved consolidated financial statements for fiscal year 2020, together with the combined management report for Delivery Hero SE and the Delivery Hero Group, the combined non-financial group report for Delivery Hero SE and the Delivery Hero group and the report of the Supervisory Board on the information required pursuant to Sections 289a para. (1), 315a para. (1) of the German Commercial Code (Handelsgesetzbuch – HGB) (in each case in the version applicable for the 2020 fiscal year) ***

The Supervisory Board approved the annual financial statements and the consolidated financial statements as prepared by the Management Board. The annual financial statements have therefore been adopted in accordance with Section 172 German Stock Corporation Act (*Aktiengesetz – AktG*). No resolution needs to be adopted by the general meeting in respect of this agenda item 1. The documents relating to this agenda item 1 are available on the company's website

<https://ir.deliveryhero.com/agm>.

* The relevant provisions for stock corporations domiciled in Germany, in particular the provisions of the HGB 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) lit. c) ii), Art. 53 as well as Art. 61 of Council Regulation (EC) No 2157/2001 of October 8, 2001 on the Statute for a European company (SE) (SER) unless otherwise provided for by any more specific rules of the SER.

2. **Discharge of the Management Board for Fiscal Year 2020**

The Management Board and the Supervisory Board propose to grant discharge to the members of the Management Board of the company who were in office in fiscal year 2019 in respect of this period.

3. **Discharge of the Supervisory Board for Fiscal Year 2020**

The Management Board and the Supervisory Board propose to grant discharge to the members of the Supervisory Board of the company who were in office in fiscal year 2019 in respect of this period, as set forth below:

- a) Dr. Martin Enderle
- b) Hilary Kay Gosher
- c) Patrick Kolek
- d) Björn Olof Ljungberg
- e) Vera Stachowiak
- f) Christian Graf von Hardenberg
- g) Jeanette Gorgas
- h) Nils Engvall

- i) Gabriella Ardbo
- j) Gerald Taylor

It is intended to resolve on granting discharge separately for each member.

4. Resolution on the appointment of the auditor and the auditor of the consolidated financial statements and the auditor of interim financial reports and any other financial information of the Company during the financial year

Based on the recommendation of its audit committee, the Supervisory Board proposes that:

KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed auditor of the annual financial statements and the consolidated annual financial statements for fiscal year 2020 and for a review of the interim financial reports and, if applicable, of additional interim financial information within the meaning of Section 115 para. (7) of the German Securities Trading Act (*Wertpapierhandelsgesetz – WpHG*) in fiscal year 2021 prepared prior to the Annual General Meeting in 2022 and as far as a review is commissioned.

5. Resolution on the approval of the compensation system for members of the Management Board

Pursuant to Section 120a para. (1) of the German Stock Corporation Act (*AktG*) in the version valid since January 1, 2020 following the Act Implementing the Second Shareholders' Directive (*ARUG II*) of December 12, 2019, the General Meeting of a listed company shall resolve on the approval of the compensation system for members of the Management Board whenever there is a material change to the system, but at least every four years. According to the transitional provision under Section 26j para. (1) sent. 1 of the Introductory Act to the *AktG*, the first resolution must be adopted at the General Meeting that follows December 31, 2020.

The Supervisory Board of the Company resolved a new compensation system for the members of the Management Board. The revised compensation system for Management Board members is described in the Annex to this agenda item 5 printed below this agenda item and is to be submitted to the General Meeting for approval.

The Supervisory Board proposes to adopt the following resolution:

The compensation system for the members of the Management Board described in Annex to this agenda item 5 is approved.

Annex to agenda item 5 – Description of the compensation system for members of the Management Board

I. Basic principles of the compensation system for members of the Management Board

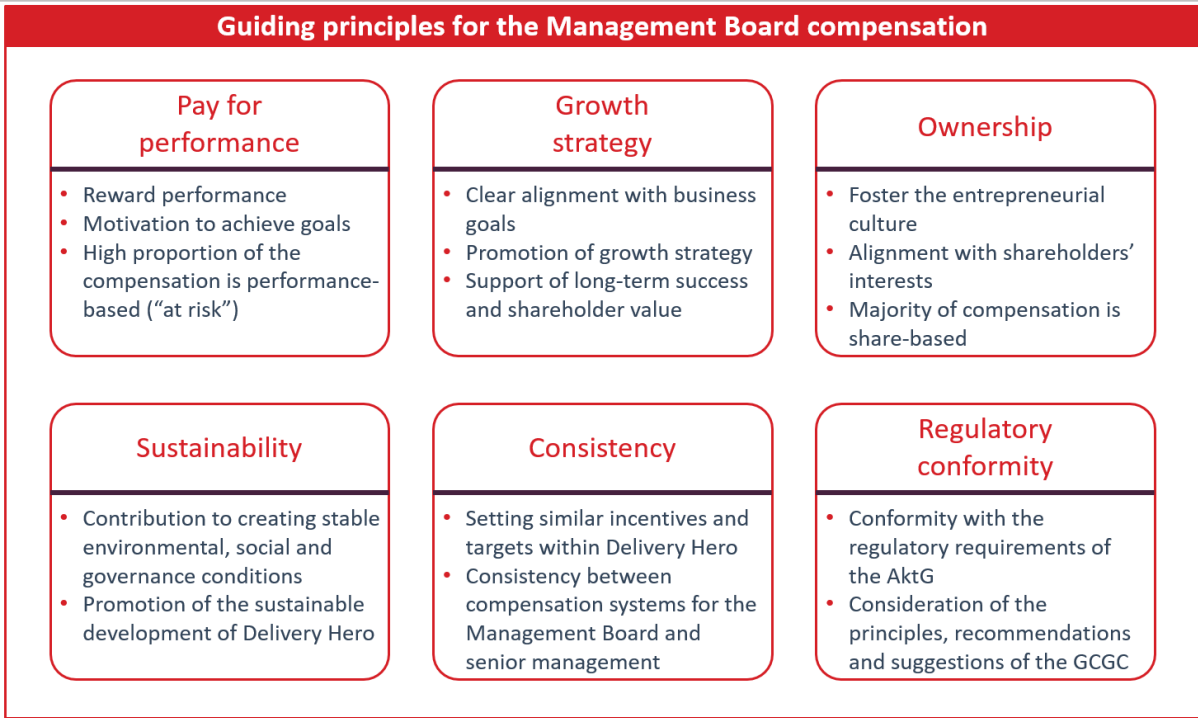
The overriding objectives of the compensation system of the Company are to set market-oriented incentives for sustainable growth, for increasing shareholder value, and for maximum transparency. The compensation incentives for the members of the Management Board are intended to encourage them toward sustainable, long-term development of the Company, to promote the corporate strategy, and ultimately to increase the value of the Company. In the course of continuous development, added value shall be created – for shareholders, for employees, for customers and for the Company itself. As a Company with a pronounced start-up culture, there shall be a strong performance approach, shareholder value shall be in the focus, and the long-term incentive system shall apply uniformly for members of the management board as well as other employees. The path to achieving these corporate objectives also plays an important role for Delivery Hero SE and the entrepreneurial activities shall not be oriented purely on financial corporate success. Rather, the corporate culture shall also be promoted and Delivery Hero SE shall live up to its responsibility as part of the society. For this reason, non-financial factors from the fields of Environment, Social & Governance ("ESG") have also a significant role in the compensation of the Management Board. By means of a highly pronounced variable compensation component compared to the low fixed compensation, a very strong focus on investor interests is achieved and the implementation of the corporate strategy is placed in the center of focus.

The compensation system and the appropriateness of the total compensation as well as the individual compensation components are regularly reviewed and, if necessary, adjusted. In particular, the requirements of the German Stock Corporation Act and the recommendations and suggestions of the German Corporate Governance Code as amended on December 16, 2019 ("GCGC") are taken into account.

When determining the individual compensation components and the system, and when regularly reviewing them, the Supervisory Board and the Compensation Committee take into account that the compensation is in appropriate proportion to the duties and performance of the respective Management Board member and to the situation of the Company. For these purposes, the Supervisory Board had assistance in developing the compensation system by an independent external compensation expert, who conducted a horizontal (external) and vertical (internal) comparison to assess whether the compensation of the members of the Management Board is in accordance with common market compensation levels.

II. Procedure for determining, reviewing and implementing the compensation system

The Supervisory Board as a whole is responsible for determining the structure of the compensation system for the Management Board members and for determining the individual compensation. After preparation by the Compensation Committee, the compensation system described herein was resolved by the Supervisory Board in accordance with Section 87 para. (1) and Section 87a para. (1) AktG. In developing the compensation system, the Supervisory Board was comprehensively advised by an independent compensation expert. In all compensation decisions, the Compensation Committee and the Supervisory Board take into account the requirements of the Stock Corporation Act and the recommendations of the GCGC as well as the following guidelines:



In the event of material changes to the compensation system, but at least every four years, the compensation system will be submitted to the General Meeting for approval. The compensation system is generally implemented within the scope of the Management Board service agreement. If the General Meeting does not approve the submitted compensation system for the Management Board, the Supervisory Board will review the compensation system in detail, taking into account its accordance with common market compensation levels and its competitiveness as well as the regulatory framework and requirements of investors. The Supervisory Board will present a correspondingly reviewed compensation system at the subsequent General Meeting. In this context, the changes to the compensation system are described in detail and, at the same time, the extent to which the shareholders’ comments have been considered is addressed.

All decisions of the Supervisory Board and its committees on the compensation system are subject to the rules applicable for managing conflicts of interest. Pursuant to these, the members of the Supervisory Board are obliged to disclose any conflicts of interest immediately to the Chairman of the Supervisory Board. In the event that conflicts of interest arise for the Chairman of the Supervisory Board, the Chairman shall disclose them to the Deputy Chairman. The Supervisory Board shall provide information on conflicts of interest that have arisen during the fiscal year and how they have been dealt with in its report to the General Meeting. In the meeting in which decisions are made on matters in which personal interests or the interests of related persons or companies of a member of the Supervisory Board may be affected, the Supervisory Board member concerned must abstain from voting unless, in individual cases, the participation in the discussions and adoption of resolutions must or should also be refrained from. If the conflicts of interest are material and not merely temporary, this shall result in the termination of the Supervisory Board mandate.

The Compensation Committee regularly reviews the appropriateness and the accordance with common market compensation levels of the compensation of the members of the Management Board – both in terms of total compensation and individual compensation

elements – and proposes adjustments to the Supervisory Board if necessary in order to ensure a compensation package for the members of the Management Board that is both in accordance with common market compensation levels and competitive within the regulatory framework. Criteria for the appropriateness of the compensation are the duties of the individual Management Board member, personal performance, the economic situation and future prospects of Delivery Hero SE as well as the going market level and structure of Management Board compensation at comparable companies. In addition, the salary structure within the Company is taken into account.

The Supervisory Board pays particular attention that the compensation of the members of the Management Board is competitive and appropriate and does not exceed common market compensation levels. The assessment of the compensation's accordance with common market compensation levels is made both in comparison to other companies (*horizontal comparison*) and within Delivery Hero SE on the basis of the ratio of the compensation of the Management Board to the compensation of the upper management and the workforce as a whole (*vertical comparison*).

Based on the size criteria of revenue, employees and market capitalization, companies listed in the DAX and MDAX are used for the horizontal comparison. For the purpose of assessing the appropriateness of the remuneration of the Management Board within Delivery Hero SE, the remuneration of the upper management below the Management Board of the Company ("Upper Management") is used as a basis, while the remuneration of the workforce as a whole is based on the average remuneration of the employees of Delivery Hero SE. In accordance with the recommendations of the GCGC, the Supervisory Board takes into account the ratio of the Management Board compensation to the compensation of the Upper Management and the workforce as a whole, and how the compensation levels have developed over time. For this purpose, the Supervisory Board has defined the Upper Management as the two levels below the Management Board. The total workforce includes all employees working for Delivery Hero SE in Germany below the Upper Management.

If needed, the Supervisory Board may consult external advisors. If the Supervisory Board consults an external compensation expert to develop the compensation system and assess the appropriateness of the compensation, it ensures that the expert is independent of the Management Board and of the company and takes precautions to avoid conflicts of interest.

In accordance with the compensation system submitted to the General Meeting, the Supervisory Board determines the specific total target compensation and, for the upcoming fiscal year, the performance criteria for the variable compensation elements for Management Board members provided for in the compensation system. The "**Total Target Compensation**" for each Management Board member is in each case the sum of fixed and variable compensation.

In particularly exceptional cases (as for example a severe economic crisis), the Supervisory Board may temporarily deviate from the elements of the Management Board compensation system if this is necessary in the interests of the long-term well-being of the company. A deviation from the compensation system is only possible by a corresponding resolution of the Supervisory Board and after careful examination of the necessity. The elements of the compensation system from which deviation is possible in the foregoing

circumstances are the procedure, the compensation structure, the individual compensation components and their performance criteria, the measuring procedure of the performance-related compensation as well as the performance periods and payment dates of the performance-related compensation. Furthermore, in this case the Supervisory Board may temporarily grant additional compensation elements or replace individual compensation elements with other compensation elements to the extent necessary to re-establish the appropriateness of the Management Board's compensation in the specific situation. In the event of a temporary deviation from the compensation system, the details of such deviations, including an explanation of the necessity of the deviations, and the information on the specific elements of the compensation system from which deviations have been made, will be subsequently reported in the compensation report for the following year.

III. Overview of the compensation elements and the compensation structure

In accordance with the statutory requirements, the Supervisory Board will apply the compensation system described herein to all service agreements with members of the Management Board of Delivery Hero SE that are newly entered into, amended or extended after the expiration of two months following the initial approval of the compensation system by the General Meeting (Section 87a para. (2) sent. 1 AktG, Section 26j para. (1) sent. 2 EGActG).

However, with the exception of the maximum compensation, the components of the compensation system described will also be applied to the currently existing Management Board service agreements as from January 1, 2022.

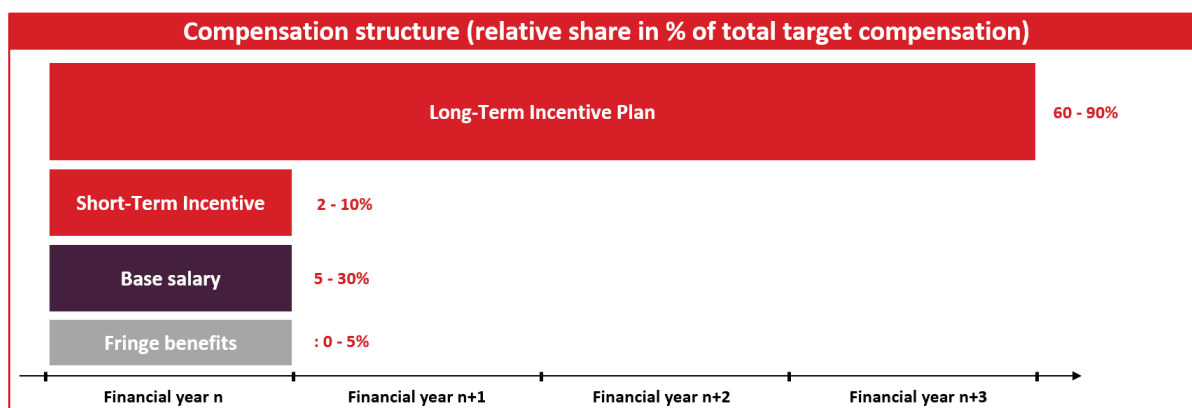
The compensation system of the Management Board of Delivery Hero SE consists of the compensation components presented in the following overview:

Non performance-based components	Base salary	<ul style="list-style-type: none"> Fixed compensation which is paid in twelve monthly installments
	Fringe benefits	<ul style="list-style-type: none"> Reimbursement of travel costs and other business-related expenses Contributions to health and nursing care insurance, grant of accident insurance, D&O insurance Costs of a preventive medical examination Possibility to grant a one-time payment to new members of the Management Board upon taking office to compensate for forfeited compensation at the previous employer
Performance-based components	Short-Term Incentive (STI)	<ul style="list-style-type: none"> Plan type: annual bonus Performance criterion: ESG targets <ul style="list-style-type: none"> Targets are selected prior to each year Out of a criteria catalogue which is based on the four important pillars of the sustainability strategy Cap: 150% of the target amount Payout: in cash after the respective fiscal year
	Long-Term Incentive Plan (LTIP)	<ul style="list-style-type: none"> Plan type: Stock Option Plan Performance period: four years Performance condition: CAGR revenue growth of at least 20% over the performance period Waiting period: four years Exercise period: two years Settlement: in equity
Further contractual components	Maximum compensation	<ul style="list-style-type: none"> Chief Executive Officer: EUR 12,000,000 Ordinary Board Members: EUR 9,000,000
	Malus and Clawback	<ul style="list-style-type: none"> Full or partial reduction/repayment of variable compensation in case of material compliance breaches or in the event of an incorrect consolidated financial statements
	Severance payment cap	<ul style="list-style-type: none"> Limited to two years' total compensation, but not exceeding the remaining term of the service agreement

The compensation of the members of the Management Board consists of non-performance-based (fixed) compensation components and performance-based (variable)

compensation components. The fixed compensation components comprise the base salary and fringe benefits, but explicitly do not comprise any company pension scheme (pension commitments). The variable compensation consists of a short-term variable compensation component ("Short-Term Incentive" or "STI") and a long-term variable compensation component ("Long-Term Incentive" or "LTI").

The fixed base salary represents 5% to 30% of the Total Target Compensation of a member of the Management Board; while the fringe benefits represent to 0% to 5%. The STI's proportion of the Total Target Compensation ranges from 2% to 10%, while the LTI's proportion ranges from 60% to 90%.



IV. Presentation of the compensation elements in detail

1. Differentiation based on the individual profile of requirements

In view of the principle of overall responsibility of the Management Board, the Supervisory Board has decided against function-specific differentiation with regard to compensation for individual members of the Management Board. One exception to this is the higher compensation of the Chief Executive Officer (CEO), which is intended to appropriately reflect the greater scope of duties and representation and the resulting additional burden. In the case of first-time appointments of Management Board members who have not previously worked for the company, the Supervisory Board reserves the right to implement a lower Total Target Compensation with lower compensation elements.

2. Maximum compensation

In accordance with Section 87a para. (1) sent. 2 no. 1 AktG, the Supervisory Board has set a maximum compensation which limits the total amount of compensation actually received for a given fiscal year (comprising the base salary, fringe benefits and the amounts paid out under the Short-Term Incentive and Long-Term Incentive).

The maximum compensation for the CEO is set at EUR 12,000,000 and for the ordinary members of the Management Board at EUR 9,000,000.

If the sum of payments from a fiscal year exceeds this maximum compensation, the last compensation element to be paid out (generally under the Long-Term Incentive) is reduced accordingly.

3. Base salary

The annual base salary will be contractually agreed with the respective Management Board member and is paid out in twelve equal monthly installments. Members of the Management Board do not receive any separate compensation for holding offices or other

activities in other companies affiliated with the company within the meaning of Sections 15 et seq. AktG.

4. Fringe benefits

In addition to the reimbursement of travel expenses and other business-related expenses, each Management Board member receives monthly contributions to its health and nursing care insurance within the framework of the statutory provisions as well as reimbursement of the costs of a medical preventive check-up. There are no pension commitments or retirement benefit agreements.

In addition, the company grants each Management Board member accident insurance (for the event of death or disability).

All members of the Management Board are insured against the risk to be held liable for financial losses in performing their services through a D&O insurance policy taken out at Delivery Hero's expense with a deductible of 10% of the loss, up to one-and-a-half times the base salary, in accordance with the provisions of the AktG.

Furthermore, the Supervisory Board may grant Management Board members a personal budget of a certain amount annually, which, subject to presentation of receipts, covers the costs for commuting between the place of residence and place of work. In individual cases, the Supervisory Board has the option of granting a one-time payment to new members of the Management Board upon taking office. This allows compensating the forfeiture of compensation granted by the former employer as a result of the change to Delivery Hero. The Supervisory Board thus ensures the necessary flexibility in finding the best possible candidates. The maximum compensation set out under this compensation system still applies.

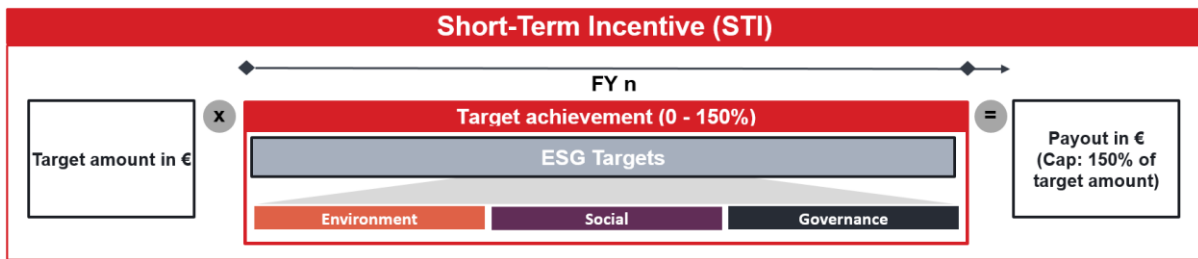
5. Variable compensation components

The variable compensation of the Management Board members is intended to provide the right incentives for the Management Board to act in accordance with the corporate strategy and the stakeholders and to achieve long-term objectives on a sustainable basis. The two performance-related variable compensation elements are the STI with a term of one year and the LTI with a term of four years.

a) Short-Term Incentive ("ESG Bonus")

The Short-Term Incentive focuses on Delivery Hero SE's contribution to creating stable economic, social and environmental conditions for current and future generations. Performance criteria for measuring the Short-Term Incentive are therefore exclusively sustainability targets, primarily from the fields of environment, social and governance issues. This compensation component is intended to contribute towards Delivery Hero SE meeting its responsibility as part of society.

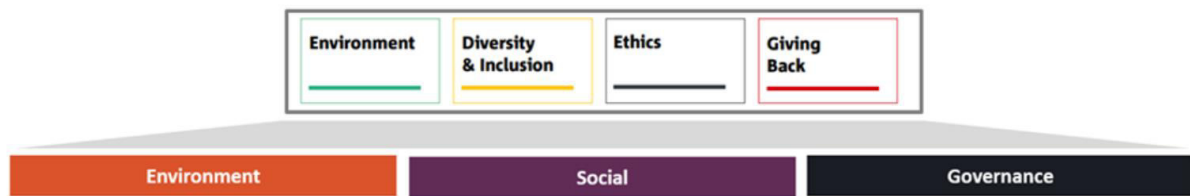
The short-term variable compensation under the Short-Term Incentive represents 2% to 10% of the Total Target Compensation of the respective Management Board member. The Short-Term Incentive is structured as a target bonus ("ESG Bonus") with a one-year assessment period corresponding to the company's fiscal year and is calculated based on an overall target achievement of previously defined and verifiable ESG targets assessed by the Supervisory Board.



aa) Target definition and target achievement

The Supervisory Board defines the ESG targets uniformly for all Management Board members prior to each fiscal year. For each of the defined ESG targets, the Supervisory Board sets a target value, a demanding threshold value, and an appropriate maximum value.

In defining the ESG targets, the Supervisory Board takes into account sustainability targets, in particular from the fields of environment, social, and corporate governance. In this context, the Supervisory Board has developed a catalog of possible ESG targets. The catalog serves as orientation and a basis for the derivation of specific ESG targets for each fiscal year. It is based on four important pillars of Delivery Hero SE's sustainability strategy.



In defining the ESG targets, the Supervisory Board also determines the respective weighting among the defined ESG targets for the overall target achievement as well as criteria and methods for assessing the achievement of the respective ESG targets.

At the same time, a specific target amount in EUR is set for each Management Board member for achieving an overall target achievement rate of 100% for the defined ESG targets ("Target Amount").

bb) Determination of the payout amount and cap

After the end of the fiscal year, the Supervisory Board assesses the degree of target achievement for each of the defined ESG targets as a percentage value for the respective Management Board member. Values between the threshold value, target value and maximum values are interpolated linearly. The Supervisory Board then assesses the overall target achievement degree as an average from the target achievement value for each of the ESG targets, whereby target achievement for an ESG target below the threshold value is factored in the calculation by a factor of zero. The amount paid out is calculated by multiplying the target amount by the overall target achievement degree.

The amount paid out as an ESG Bonus is capped at 150% of the Target Amount. There is no guaranteed minimum target achievement. Therefore, a complete loss of the payout is possible.

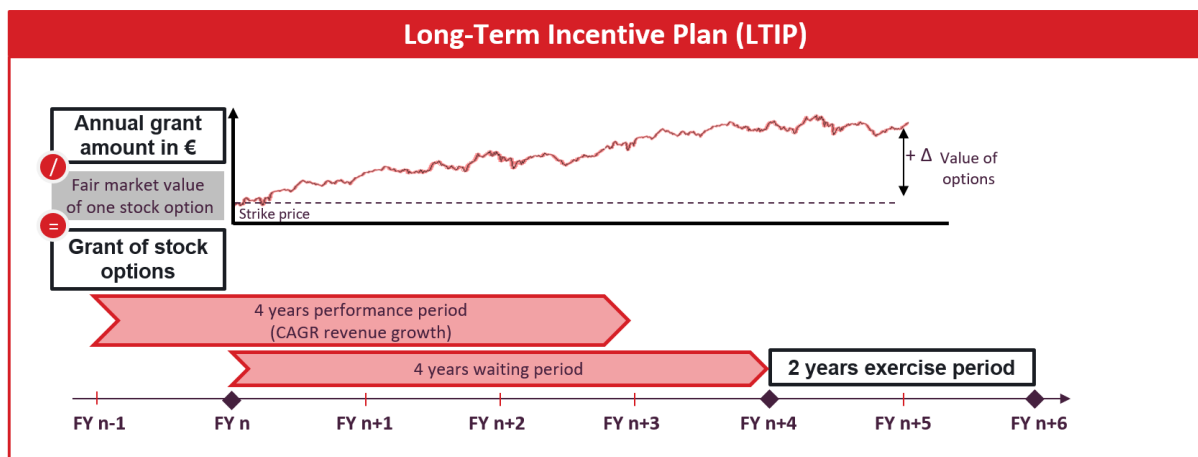
The ESG Bonus is due for payment in cash four months after the end of the relevant fiscal year. If the service agreement or the position on the Management Board existed only on

a pro rata temporis basis during a fiscal year, the ESG Bonus is also paid only on a pro rata temporis basis.

The compensation report for the past fiscal year provides transparent information on the concrete defined ESG targets, the level of target achievement for each of the ESG targets, the overall level of target achievement and the target amounts for a fiscal year.

b) Long-Term Incentive Plan

At Delivery Hero SE, the variable long-term compensation for the members of the Management Board consists of a stock option plan with a balance in shares (Long-Term Incentive Plan, "LTIP"). The proportion of long-term variable compensation of the Total Target Compensation ranges between 60% and 90%. The fact that the largest proportion of the Total Target Compensation is long-term variable compensation ensures a strong alignment with the corporate strategy in the form of sustainable corporate growth. The LTIP has a balanced risk-reward profile. The risk of a total loss of the long-term compensation at a comparatively low non-performance-based base salary is balanced at the same time - with the exception of the statutory maximum compensation - by the absence of a cap on the increase in value inherent in the stock options. In this way, a high degree of harmonization between the interests of the shareholders and those of the Management Board is achieved.



aa) Structure of the LTIP

For the concrete implementation of the LTIP, a specific target value in EUR is contractually agreed with each member of the Management Board, in the amount of which options on shares in Delivery Hero SE are granted annually ("Stock Options"). The commitment is binding for four years.

To calculate the number of Stock Options granted to each member of the Management Board, the annual target value in EUR is divided by the fair market value of a Stock Option at the respective grant date.

The fair market value of a Stock Option ("FMV") depends on future events in connection with the development of the company's share price and the revenue growth target (see bb) below). In order to derive the FMV of a Stock Option at the grant date, the future development of both the company's share price and the group's total revenue (as a basis for the revenue growth target) at a future date are simulated on a financial-mathematical basis. Under these conditions and to consider the future uncertainty, the derivation of the

FMV is based on a financial-mathematical option pricing theory that reflects the company's share price and the expected revenue.

The number of Stock Options thus determined is blocked for a period of four years from the date they are granted. After expiration of the four-year waiting period, an exercise period of two years applies.

bb) Exercisability and performance target

The exercisability of the Stock Options after the four-year waiting period depends on the achievement of a revenue growth target. The performance target is derived from the corporate strategy. It is defined as a compound annual growth rate ("CAGR") of revenue of at least 20% over the performance period, i.e. an average revenue growth of 20% per annum. The performance period of a total of four years starts one year before the respective grant date of the Stock Options and lasts for three further years from the grant date.

If this performance target is not achieved, the Stock Options dependent on the performance target expire without substitute or compensation. The Supervisory Board regularly reviews the ambitiousness of this performance condition in order to adjust it for future tranches if necessary.

In the two-year exercise period following the expiration of the waiting period, there are two exercise windows each year. The exercise price per Stock Option corresponds to the volume-weighted 3-months average price of Delivery Hero SE shares in the XETRA trading system of the Frankfurt Stock Exchange (or any successor system) within the three months immediately preceding the grant date, but at least to the statutory minimum issue amount of EUR 1.00 pursuant to Section 9 para. (1) AktG.

The stock market price at which the Stock Options can be exercised is not capped in order to support a strong alignment with the interests of the shareholders.

The appropriateness of the annual target value for the LTIP is reviewed annually and adjusted if necessary. However, in the event of extraordinary, unforeseeable developments, the Supervisory Board may set a cap in accordance with Section 87 para. (1) sent. 3 AktG to ensure the appropriateness of the compensation.

cc) Miscellaneous

Delivery Hero SE does not provide for any further vesting periods or shareholding periods (for example, Share Ownership Guidelines).

6. Malus and Claw-back provisions

The service agreements also include Malus and Claw-back provisions.

In the event of a serious and intentional violation of duties or compliance guidelines by a member of the Management Board, the company may partially or fully reduce or cancel the variable compensation under the Short-Term Incentive (i.e. the ESG Bonus) and Long-Term Incentive ("Malus") and declare forfeiture or reclaim variable compensation components without compensation that have already been granted under the Short-Term Incentive and Long-Term Incentive ("Claw-back"). All variable components of the management board compensation, i.e. both the compensation under the Short-Term Incentive and the Long-Term Incentive for the respective financial year in which the

violation of duties or compliance guidelines occurred, are covered by the option of a Malus and Claw-back.

Breaches of duties or compliance include violations of duties of care in managing the company within the meaning of Section 93 AktG, violations of internal company policies, proprietary criminal offenses to the detriment of the of the Company and other serious unethical conduct.

The Supervisory Board of the company decides on a Malus or Claw-back in the individual case at its due discretion and gives the Management Board member concerned the opportunity in advance to comment on the respective breach of conduct. Variable remuneration for fiscal years that lie more than four fiscal years before the decision on a claw-back is not subject to a Claw-back

The possibility of a Malus and Claw-back also exists if the Management Board mandate or the service relationship with the Management Board member has already ended at the time of the decision in this regard.

If variable compensation components tied to the achievement of specific targets were wrongly paid out on the basis of incorrect data, the company is entitled, irrespective of any misconduct on the part of the Management Board member, to demand repayment of the difference resulting from the recalculation of the amount of the variable compensation compared with the amount paid out ("Strict Claw-back"). The company must demonstrate that the data on which the compensation calculation was based was incorrect and that the variable compensation was therefore, too high. The Malus and Claw-back provisions described above apply analogously in this case.

Claims for damages and other statutory claims against the Management Board member remain unaffected by the Malus and Claw-back provision.

7. Compensation-related legal transactions

a) Terms of service agreements of Management Board members

In appointing Management Board members and in the duration of Management Board agreements, the Supervisory Board complies with the statutory requirements, in particular the maximum term of six years in accordance with Article 46 of Council Regulation (EC) No. 2157/2001 on the Statute for a European Company (SE) and with the corresponding recommendations of the GCGC. Management Board service agreements are concluded for the duration of the respective appointment. In the case of an initial appointment as a member of the Management Board, the term of appointment is generally three years, although this may be deviated from in justified exceptional cases (for example, in the case of the promotion of an employee from the management level of Delivery Hero SE to a member of the Management Board). In the event of a reappointment, the maximum term is regularly up to five years. The Management Board service agreements provide for the possibility of ordinary termination with six months' notice in the event that the appointment as a member of the Management Board ends prematurely due to removal or resignation.

This does not affect the right of either party to terminate the Management Board service agreement without notice for good cause.

b) Payments in the event of termination of the agreement

In the event of death of a member of the Management Board prior to the end of the term of the service agreement, the respective spouse of the deceased member of the Management Board is entitled to receive the undiminished compensation for the month of death and the following six months, but no longer than until the end of the original term of the service agreement.

The existing Management Board service agreements contain severance pay provisions that comply with the recommendations of the GCGC. If the service agreement with a member of the Management Board ends because of removal, resignation from office or a mutual termination agreement, the members of the Management Board are entitled to a severance payment. However, this does not apply in the event that the service agreement is terminated by the company in accordance with Section 626 German Civil Code (*BGB*) for good cause for which the Management Board member is responsible, or in the event that the service agreement is terminated by the Management Board member without good cause in under Section 626 BGB. The severance payment may not exceed the amount of two years' total compensation and may not exceed the compensation for the remaining term of the agreement.

c) Change of control

When concluding new agreements with Management Board members (initial appointment) or extending existing ones, the special provisions set out below may be agreed in the event of a change of control:

In the event of a change of control, the Management Board member has the right to resign from office with three months' notice. At this time, the service agreement also ends. A change of control occurs if:

- The shares of the company are delisted from trading on a regulated market (Delisting);
- the appointment of the member of the management board ends due to a conversion of the Company or a merger of the Company in which another company is the incorporating legal entity, unless at the time the appointment ends, the Service Agreement has been terminated by the Company with good cause for which the member of the management board is responsible pursuant to Section 626 BGB, or along with the end of the appointment, in agreement with the member of the management board, is appointed as member of the Management Board of the company in its new legal form;
- the Company as dominated company is party to an inter-company agreement pursuant to Secs. 291 AktG et seqq. or is integrated pursuant to Secs. 319 AktG et seqq., or
- a shareholder or a third party directly or indirectly acquires at least 30% of the voting rights in the Company, including voting rights attributed to the shareholder or the third party pursuant to Sec. 30 of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz - WpÜG*).

The current Management Board service agreements provide for these special provisions.

In addition, the current Management Board service agreements provide that in the event of resignation from office following a change of control, the incentive instruments held by the Management Board members under the Long-Term Incentive shall generally become non-forfeitable or are immediately allocated. Furthermore, the Management Board service agreements include a provision for vacation compensation in the event of resignation from office following a change of control. In addition, a severance payment has been agreed to with one member of the Management Board in the event of a change of control, the amount of which may not exceed two years' total compensation and may not exceed the compensation for the remaining term of the agreement.

d) Entry and exit during the year

In the event of entry and withdrawal during the year, the total compensation is granted pro rata temporis corresponding to the duration of the service agreement in the relevant fiscal year.

e) Post-contractual non-competition clause

In the current Management Board service agreements, post-contractual non-competition clauses exist.

The Management Board service agreements each provide for a post-contractual non-competition clause for two years. For the duration of the non-competition clause, the respective Management Board member is entitled to compensation amounting to 50% of his last contractually received compensation.

Other compensation earned during the term of the non-compete period will be offset with compensation for the non-compete obligation to the extent that the total of the compensation for the non-compete obligation and the other compensation would exceed the compensation lastly received according to the contract. In addition, other contractual severance payments to a member of the Management Board will be offset against the compensation for the non-competition obligation.

The Supervisory Board can use such a clause for future agreements - also in individual cases. Insofar as a post-contractual non-competition clause is agreed to as part of the termination, it will be contractually stipulated that a possible severance payment will be offset against the compensation for the non-competition obligation.

f) Compensation for board activities within the Delivery Hero Group

The members of the Management Board of Delivery Hero SE generally do not receive any additional or separate compensation, fixed or variable, for board activities or the filling of other offices or other activities in other companies that are affiliated with Delivery Hero SE within the meaning of Sections 15 et seq. AktG. Any compensation nevertheless received will be offset against the compensation contractually agreed under the Management Board service agreement.

V. Consideration of employee compensation and employment conditions when determining the compensation system (Section 87a para. (1) sent. 2 no. 9 AktG).

The Supervisory Board regularly reviews the appropriateness of the compensation of the members of the Management Board, including by comparing it with the Company's internal compensation structure (vertical comparison). In accordance with the recommendations of the GCGC, the Supervisory Board takes into account the ratio of the

Management Board compensation to the compensation of the Upper Management and the workforce as a whole, and how the compensation levels have developed over time. For the purpose of reviewing the appropriateness of the remuneration of the Management Board within Delivery Hero SE, the remuneration of the Upper Management below the Management Board of the Company is used as a basis, while the remuneration of the workforce as a whole is based on the average remuneration of the employees of Delivery Hero SE. For this purpose, the Supervisory Board has defined the Upper Management as the two levels below the Management Board. The total workforce includes all employees working for Delivery Hero SE in Germany below the Upper Management.

VI. Secondary activities of Management Board members

The acceptance of public offices, supervisory board, administrative board, advisory board and similar mandates as well as appointments to economic or scientific bodies, whether or not for payment, requires the prior consent of the Supervisory Board of Delivery Hero SE, unless such mandates are within the Delivery Hero Group. This applies in particular to the acceptance of supervisory board and similar mandates as well as to expert opinions and publications. To the extent that the Management Board member accepts Supervisory Board mandates outside the Delivery Hero Group, the company reserves the right to offset the resulting compensation. The Supervisory Board decides on this in the individual case, taking into account the interests of Delivery Hero SE and of the Management Board member.

6. Resolution on the adjustment of the remuneration of the members of the Supervisory Board for the current financial year 2021 and the corresponding amendment to Section 15 of the Articles of Association and resolution on the remuneration system for the members of the Supervisory Board

In accordance with Section 113 para. (3) sent. 1 and 2 of the German Stock Corporation Act („AktG“), that was revised on 1 January 2020, the General Meeting of listed companies has to pass resolutions on the compensation of the members of the Supervisory Board at least every four years. A resolution confirming the compensation is permissible. According to the transitional provision of Section 26j, para. (1) sent. 1 of the Introductory Act to the AktG, the first resolution shall be passed at the General Meeting following 31 December 2020.

Section 15 of the Articles of Association governs the compensation of the members of the Supervisory Board. Section 15 of the Articles of Association currently has the following wording:

§ 15

COMPENSATION

- (1) The members of the Supervisory Board shall receive a fixed compensation payable after the end of the fiscal year in the amount of EUR 15,000 (in words: fifteen thousand Euro). Instead of the compensation pursuant to sent. 1, the chairman of the Supervisory Board shall receive a fixed compensation payable after the end of the fiscal year in the amount of EUR 200,000 (in words: two hundred thousand), the*

deputy chairman of the Supervisory Board shall receive such compensation in the amount of EUR 20,000 (in words: twenty-thousand Euro). The chairman of the audit committee shall additionally receive a fixed annual remuneration payable after the end of the fiscal year in the amount of EUR 15,000 (in words: fifteen-thousand Euro). The other chairmen of committees shall additionally receive a fixed annual remuneration payable after the end of the fiscal year in the amount of EUR 5,000 (in words: five-thousand Euro). Each member of a committee of the Supervisory Board shall additionally receive a fixed annual remuneration payable after the end of the fiscal year in the amount of EUR 2,000 (in words: two-thousand Euro); for the committee chairmen, the remuneration in accordance with the preceding sent. 2 and 3 remains unchanged.

- (2) Members of the Supervisory Board who hold their office in the Supervisory Board or who hold the office as chairman or deputy chairman of the Supervisory Board only during a part of the fiscal year shall receive a corresponding portion of the compensation. This shall apply mutatis mutandis to the remuneration as member of a committee.*
- (3) In addition to the compensation paid pursuant to the foregoing paragraphs, the Company shall reimburse the members of the Supervisory Board for their reasonable out-of-pocket expenses incurred in the performance of their duties as Supervisory Board members as well as the value added tax on their compensation and out-of-pocket expenses.*
- (4) The Supervisory Board members shall be included, where existing, in a D&O liability insurance for board members maintained by the Company in the Company's interests that will provide reasonable coverage against financial damages. The premiums for this insurance policy shall be paid by the Company.*
- (5) The remuneration pursuant to paragraph 1 shall become due after the conclusion of the General Meeting to which the consolidated financial accounts for the year for which the remuneration is being paid are submitted or which decides on the approval thereof.*

In the eyes of the Management Board and the Supervisory Board, the concept of a fixed, non-performance-related compensation for the members of the Supervisory Board as set out in the Articles of Association has proven itself. This model of compensation is practiced by the majority of listed companies and complies with recommendation G.18 of the German Corporate Governance Code as amended on 16 December 2019 ("GCGC"). Under the current provision in Section 15 of the Articles of Association, the fixed compensation of Supervisory Board members, who assume an additional function on the Supervisory Board or its committees such as chairmanship or who are members of a committee, is increased.

In the view of the Management Board and Supervisory Board, the existing rules regarding the compensation of Supervisory Board members should in principle be retained in the future with a few adjustments. However, after an in-depth review the Management Board and Supervisory Board concluded that the compensation is no longer in line with the market in some points and should be adjusted. Due to the associated time expenditure and the special importance, the participation in committees as well as the chairmanship

in committees should in future be considered individually and differentiated with regards to the compensation. In particular, the individual committees shall be differentiated and the overall compensation shall be increased moderately. This would also take greater account of the recommendation contained in the revised GCGC, according to which the additional time required for special functions on the Supervisory Board should be considered with regard to compensation. Accordingly, the fixed non-performance-related compensation for each ordinary member of the Supervisory Board, for the Deputy Chairman of the Supervisory Board and for the members of Supervisory Board committees shall be increased. In contrast, the compensation for the Chairman of the Supervisory Board is to be reduced. The Articles of Association shall be amended in accordance with the above provisions.

The new regulations on the remuneration of the members of the Supervisory Board as well as the remuneration system for the members of the Supervisory Board presented here shall already apply to the current fiscal year 2021 which started on January 1, 2021. Since, for legal reasons, the fixed compensation already accrued on the merits cannot be reduced retroactively for the current fiscal year 2021, the Chairman of the Supervisory Board waived the excess amount of the compensation of the Chairman of the Supervisory Board vis-à-vis Delivery Hero SE in advance of the Annual General Meeting.

The Management Board and the Supervisory Board propose to adopt the following resolution:

a) Adjustment of the remuneration and restatement of the Articles of Association

The compensation of the members of the Supervisory Board is to be adjusted with effect for the entire fiscal year 2021 and subsequent years.

Section 15 para. (1) and (2) of the Articles of Association are amended and restated as follows:

**„§ 15
VERGÜTUNG**

(1) Einfache Mitglieder des Aufsichtsrats erhalten eine feste, nach Ablauf des Geschäftsjahres zahlbare jährliche Grundvergütung von EUR 25.000 (in Worten: fünfundzwanzigtausend Euro).

Anstelle der Grundvergütung nach Satz 1 erhält der Vorsitzende des Aufsichtsrats eine feste, nach Ablauf des Geschäftsjahres zahlbare jährliche Vergütung in Höhe von EUR 150.000 (in Worten: einhundertfünfzigtausend

**§ 15
COMPENSATION**

(1) Ordinary members of the Supervisory Board shall receive a fixed base compensation payable after the end of the fiscal year in the amount of EUR 25,000 (in words: twenty five thousand Euro).

Instead of the base compensation pursuant to sent. 1, the chairman of the Supervisory Board shall receive a fixed compensation payable after the end of the fiscal year in the amount of EUR 150,000 (in words: one hundred fifty

Euro), der stellvertretende Vorsitzende des Aufsichtsrats eine solche Vergütung in Höhe von EUR 50.000 (in Worten: fünfzigtausend Euro).

thousand), the deputy chairman of the Supervisory Board shall receive such compensation in the amount of EUR 50,000 (in words: fifty thousand Euro).

Einfache Mitglieder des Prüfungsausschusses, des Vergütungsausschusses und des Strategieausschusses erhalten zusätzlich zu der Grundvergütung nach Satz 1 bzw. Satz 2 eine feste, nach Ablauf des Geschäftsjahres zahlbare jährliche Vergütung in Höhe von EUR 20.000 (in Worten: zwanzigtausend Euro).

Ordinary members of the audit committee, of the compensation committee and the strategy committee shall in addition to the base compensation pursuant to sent. 1 or 2, respectively, receive a fixed annual remuneration payable after the end of the fiscal year in the amount of EUR 20,000 (in words: twenty thousand Euro).

Einfache Mitglieder des Nominierungsausschusses erhalten zusätzlich zu der Vergütung nach Satz 1 bzw. Satz 2 eine feste, nach Ablauf des Geschäftsjahres zahlbare jährliche Vergütung in Höhe von EUR 10.000 (in Worten: zehntausend Euro).

Ordinary members of the audit committee shall in addition to the base compensation pursuant to sent. 1 or 2, respectively, receive a fixed annual compensation payable after the end of the fiscal year in the amount of EUR 10,000 (in words: ten thousand Euro).

Die Vorsitzenden eines jeweiligen Ausschusses erhalten für jeden Vorsitz zusätzlich zu der Grundvergütung nach Satz 1 bzw. Satz 2 eine feste, nach Ablauf des Geschäftsjahres zahlbare jährliche Vergütung in Höhe des Vierfachen der Vergütung des jeweiligen einfachen Ausschussmitglieds, die stellvertretenden Vorsitzenden des jeweiligen Ausschusses in Höhe des Zweifachen des jeweiligen einfachen Ausschussmitglieds; eine zusätzliche Vergütung als einfaches Mitglied des jeweiligen Ausschusses erfolgt in diesen Fällen nicht.

In addition to the base compensation pursuant to sent. 1 or sent. 2, for each chairmanship the chairmen of the respective committees shall receive, a fixed annual remuneration payable after the end of the fiscal year in the amount of four times the remuneration of the respective ordinary committee member, the deputy chairmen of the respective committees in the amount of twice the compensation of the respective ordinary committee member; in these cases, an additional compensation as an ordinary member of the respective committee is not paid.

(2) Aufsichtsratsmitglieder, die nur während eines Teils eines Geschäftsjahres dem Aufsichtsrat oder einem Ausschuss des Aufsichtsrats angehören oder das Amt des Vorsitzenden oder des stellvertretenden Vorsitzenden des

(2) Members of the Supervisory Board who hold their office in the Supervisory Board or in a committee of the Supervisory Board or who hold the office as chairman or deputy chairman of the Supervisory Board or of a committee of

Aufsichtsrates bzw. eines Ausschusses nur während eines Teils eines Geschäftsjahres innehaben, erhalten eine entsprechende anteilige Vergütung.

the Supervisory Board only during a part of the fiscal year shall receive a corresponding portion of the compensation.”

Otherwise, Section 15 of the Articles of Association shall remain unchanged.

b) Resolution on the compensation system for the members of the Supervisory Board

For the current fiscal year 2021 and subsequent years, the compensation system for the members of the Supervisory Board set out in the appendix to this agenda item 6 shall be adopted, taking into account the new version of Article 15 para. (1) and para (2) of the Articles of Association provided for in lit. a) above.

Appendix to agenda item 6 – Description of the compensation system for the members of the Supervisory Board

I. Principles of the compensation system

The compensation system for the members of the Supervisory Board is based on the legal requirements and takes into account the recommendations and suggestions of the GCGC. Delivery Hero SE always pursues a long-term perspective in its entrepreneurial activities. In the course of continuous development, added value shall be created – for shareholders, for employees, for customers and for the company itself.

The Supervisory Board advises and supervises the Management Board and is closely involved in important operational and strategic corporate governance issues. The compensation of the Supervisory Board is a key factor in ensuring the Supervisory Board's effectiveness. The compensation should be appropriate in relation to the tasks of the members of the Supervisory Board and to the company's economic situation (Section 113 para. (1) sent. 3 AktG) and should also ensure that the company's Supervisory Board is attractive to suitable candidates with regards to national and international competition. Supervisory Board compensation that is appropriate and in line with the market thus promotes business strategy and long-term development of Delivery Hero SE.

The task of the Supervisory Board is to advise and supervise the Management Board, which runs the company on its own responsibility and conducts its business. The members of the Supervisory Board shall be appropriately compensated for their activities. For this purpose, the structure and amount of the compensation should take into account the requirements of the Supervisory Board mandate and the tasks associated with it, the time required to perform the tasks of a member of the Supervisory Board and their responsibility for the company.

At the same time, the compensation of the members of the Supervisory Board shall not exceed the usual compensation without special reasons. A horizontal (external) comparison is carried out to assess whether the compensation is customary. For this purpose, the Supervisory Board has commissioned an independent external compensation consultant who has formed a comparative group of DAX and MDAX companies for the purpose of the horizontal compensation comparison.

II. Determination, implementation and review of the compensation system in accordance with Section 87a para. (1) sent. 2 no. 10 AktG

The compensation system for the Supervisory Board of Delivery Hero SE as well as the specific compensation of the members of the Supervisory Board are stipulated in Section 15 of the Articles of Association. The competent body is the General Meeting, which, in accordance with Section 113 para. (3) AktG passes resolutions on the compensation of the members of the Supervisory Board at least once every four years. The Compensation Committee according to the rules of procedure of the Supervisory Board prepares the resolutions passed by the Supervisory Board on proposals for resolutions to the General Meeting regarding Supervisory Board compensation. Pursuant to Section 179 para. (2) sent. 2 AktG and Section 20 para. (2) of the Articles of Association, a material amendment to the compensation system set out in the Articles of Association and the compensation of the members of the Supervisory Board requires a simple majority of votes.

At the suggestion of the company's Management Board and Supervisory Board, the General Meeting decides on the compensation system of the Supervisory Board. The Management Board and Supervisory Board will review the compensation of the members of the Supervisory Board regularly and continuously and, in accordance with Section 113 para. (3) sent. 1 and 2 AktG, submit it to the General Meeting at least once every four years for a (conforming) resolution. In the event that the General Meeting does not approve the compensation system, a revised compensation system must be submitted for resolution at the latest at the following ordinary General Meeting of the company, according to Section 113 para. (3) sent. 6 and Section 120a para. (3) AktG.

The Management Board, the Supervisory Board, and in particular the Compensation Committee, continuously review the Supervisory Board compensation set by the General Meeting to ensure that it is compatible with any new legal requirements, the recommendations of the GCGC in its currently valid version and the expectations of the capital market, and evaluate the adequacy of the compensation. If the Management Board and the Supervisory Board recognize a need for change in this regard, they develop an adapted compensation system and submit it to the General Meeting for resolution. If necessary, an external and independent compensation advisor will be consulted.

This is to ensure that the company is able to attract outstandingly qualified candidates with valuable, industry-specific knowledge to become members of the Company's Supervisory Board and to ensure optimal advice and supervision of the Management Board by the Supervisory Board.

It is in the nature of things that the Supervisory Board is active in own matters by proposing resolutions to the General Meeting on the determination of the Supervisory Board's compensation. However, this is in accordance with the procedure provided for by the German Stock Corporation Act. Nevertheless, the decision on the compensation of the Supervisory Board itself is ultimately the responsibility of the General Meeting. Due to the final and sole decision-making authority of the General Meeting, conflicts of interest in the revision of the compensation system are avoided. In addition, shareholders have the opportunity, subject to statutory requirements, to place the compensation system and the compensation of the members of the Supervisory Board, together with any proposed changes, on the agenda of a General Meeting in accordance with Section 122 AktG or to

submit corresponding (counter) motions to the proposed resolutions of the Management Board and Supervisory Board in accordance with Section 126 AktG.

III. Presentation of the compensation system and compensation components

The following description relates to the compensation of the Supervisory Board based on Section 15 of the Articles of Association, but taking into account the proposed revision of Section 15 para. (1) and (2) of the Articles of Association under a) of this agenda item that shall be effective as of the ongoing fiscal year 2021. Differences with regard to the compensation system currently applicable will be pointed out separately insofar as they exist.

The compensation system currently in effect pursuant to Section 15 of the Articles of Association as well as the new compensation system apply to both the shareholder and employee representatives on the Supervisory Board.

1. Compensation components

The members of the Supervisory Board receive fixed compensation only. Under the compensation system, the fixed compensation of Supervisory Board members is increased depending on the office held on the Supervisory Board and/or its committees.

The compensation system of the Supervisory Board members can be summarized as follows:

Compensation element		Description
Fixed salary		<ul style="list-style-type: none"> Chairman: EUR 150,000 Deputy Chairman: EUR 50,000 Ordinary Board member: EUR 25,000
Committee compensation	Audit/Compensation/Strategy Committee	<ul style="list-style-type: none"> Chairman: EUR 80,000 Deputy Chairman: EUR 40,000 Member: EUR 20,000
	Nomination Committee	<ul style="list-style-type: none"> Chairman: EUR 40,000 Deputy Chairman: EUR 20,000 Member: EUR 10,000
Other		<ul style="list-style-type: none"> Reimbursement of out-of-pocket expenses (including their value added tax) as well as the value added tax on compensation Provision of D&O liability insurance

a) Base compensation

The yearly base compensation according to the proposed compensation system amounts to EUR 25,000 for every ordinary member of the Supervisory Board, EUR 150,000 for the Chairman of the Supervisory Board and EUR 50,000 for the Deputy Chairman. As of now, the yearly basic compensation amounts to EUR 15,000 for ordinary members, EUR 200,000 for the Chairman and EUR 50,000 for the Deputy Chairman.

The basic compensation of the Chairman of the Supervisory Board shall be reduced, since the Chairman usually serves in several committees of the Supervisory Board and additional committee compensation is planned, in the absence of an upper limit for the compensation of the members of the Supervisory Board.

b) Function surcharges (committee compensation)

In future, the additional committee compensation for chairing and deputy chairing committees and membership in committees should be differentiated more according to the work intensity and the time required for the respective activity. As of now, committee members receive a fixed compensation of EUR 2,000 pursuant to Section 1 para. (1) of the Articles of Association without differentiation for ordinary members.

The Supervisory Board of the company has currently established four committees, the Audit Committee, Compensation Committee, Strategy Committee and Nomination Committee.

aa) Audit Committee, Compensation Committee and Strategy Committee

Experience has shown that membership in the Audit Committee involves a significantly higher amount of preparation and work than in the other committees, both in terms of quality and quantity which leads to a higher work intensity. Both stock corporation law and the GCGC subject the Audit Committee to special requirements that justify higher additional committee compensation for ordinary members, the Chairman and Deputy Chairman of the Audit Committee. For this reason, the Management Board and the Supervisory Board consider a correspondingly staggered additional committee compensation to be appropriate.

According to the proposed revision of Section 15 para. (1) of the Articles of Association, ordinary members of the Audit Committee are set to receive a fixed yearly committee compensation amounting to EUR 20,000 in addition to the basic compensation.

According to the proposed revision of Section 15 para. (1) of the Articles of Association, ordinary members of the Compensation Committee and the Strategy Committee shall receive a fixed yearly committee compensation amounting to EUR 20,000 in addition to the basic compensation.

bb) Nomination Committee

Ordinary members of the Nomination Committee receive EUR 10,000 in addition to the base compensation.

cc) Committee Chairmen und Deputy Chairmen

According to the proposed compensation system the Chairmen of the respective committees receive a fixed annual compensation payable after the end of the fiscal year in the amount of four times the compensation of the respective ordinary committee member in addition to the yearly base compensation (as described under a), the deputy chairmen of the respective committee receive an annual compensation of twice the amount of the respective ordinary committee member.

In these cases, an additional compensation as an ordinary member of the respective committee is not paid.

Under the current compensation system pursuant to Section 15 of the Articles of Association the Chairman of the Audit Committee receives an additional fixed compensation that is payable after the end of the fiscal year in the amount of EUR 15,000 in place of the ordinary committee fee, the other committee Chairman receive 5,000.

2. Contribution of the compensation to the promotion of the business strategy and to long-term development in accordance with Section 87a para. (1) sent, 2 No. 2 AktG

The compensation of the Supervisory Board members at the Company exclusively consists of a fixed compensation and thus follows recommendation G.18 of the GCGC as well as the recommendation of most investors and proxy advisors and is in line with the predominant practice of the companies in the DAX. This practice corresponds to the function of the Supervisory Board as an independent advisory and control body. In the view of the Management Board and Supervisory Board, a purely fixed, non-performance-related compensation is appropriate for the function of an advisory and supervisory body. At the same time, members of the Supervisory Board are incentivized by the compensation system to play an active role regarding the implementation of the business strategy. In accordance with recommendation G.17 of the GCGC, the higher expenditure of time by the Chairman, who according to recommendation D.6 of the GCGC is to be involved particularly close in discussions on strategy, business development, risk management and compliance, and by the Deputy Chairman and the committee members is adequately taken into account.

3. Due date; pro rata payment

The compensation of the members of the Supervisory Board is due for payment after the General Meeting that accepts or decides on the approval of the consolidated financial statements for the financial year for which the compensation is paid.

Supervisory Board members who are part of the body or a committee of the Supervisory Board for only part of a fiscal year, or who hold the office of Chairman or Deputy Chairman of the Supervisory Board or of a committee for only part of a fiscal year, shall receive corresponding pro rata compensation.

4. Reimbursement of expenses

In addition to their annual compensation, the company reimburses the members of the Supervisory Board for any reasonable expenses incurred in exercising their Supervisory Board mandate as well as any sales tax payable on their compensation and expenses.

5. D&O-insurance

The members of the supervisory board are appropriately included in a financial loss liability insurance for board members in the interests of the company, insofar as one exists. The company pays the premiums for this insurance.

6. No variable compensation and no compensation-related legal transactions

Since the compensation of the Supervisory Board is stipulated in the Articles of Association, compensation-related legal transactions are not concluded with the members of the Supervisory Board in accordance with Section 87a para. (1) sent. 2 No. 8 AktG. Furthermore, the compensation system does not include any commitments for severance payments or pension and early retirement arrangements.

Since the compensation does not contain components of variable compensation, no indication of the relative proportion of fixed and variable compensation components

within the meaning of Section 87a para. (1) sent. 2 No. 3 AktG is necessary. Furthermore, information in accordance with Section 87a para. (1) sent. 2, No. 4, 6, 7 AktG is omitted.

IV. Inclusion of the payment and employment conditions of the employees in accordance with Section 87a para. (1) sent. 2 No. 9 AktG

A legally binding link is not enshrined in the Articles of Association, does not correspond to the functional diversity of the non-operating Supervisory Board and would unduly restrict the shareholders' freedom of decision on the compensation of the Supervisory Board.

7. Resolution on the cancellation of Authorized Capital/VII in Section 4 para. (8) of the Articles of Association and on the creation of a new Authorized Capital/VII with the possibility of excluding shareholders' subscription rights in Section 4 para. (8) of the Articles of Association and the corresponding amendment of Section 4 of the Articles of Association

As a growth company, the Company relies significantly on being able to cover its financial requirements quickly and flexibly in the future, to react quickly to market conditions and to increase its equity as well as to be able to provide shares in the context of a capital increase for contributions in kind. In this context, the availability of financing instruments is of particular importance, irrespective of the interval of the Annual General Meetings, as the point in time at which corresponding funds need to be raised cannot always be determined in advance. Accordingly, decisions to cover such capital requirements generally have to be made at short notice. In addition, any transactions can often only be carried out successfully in competition with other companies if secured financing instruments are already available at the time negotiations begin. The legislator has taken account of the resulting need of companies and grants stock corporations and SEs the possibility of authorizing the management, for a limited period and limited in amount, to increase the share capital without a further resolution by the General Meeting. Against this background, common reasons for using authorized capital are to strengthen the equity base and to finance acquisitions of shareholdings.

The General Meeting of the Company on June 12, 2019, adopted a resolution under agenda item 5 on the Authorized Capital/VII pursuant to Section 4 para. (8) of the Articles of Association, according to which the Management Board was initially authorized, with the approval of the Supervisory Board, to increase the share capital in the period up to June 8, 2022, by up to a total of EUR 54,071,949.00 by issuing up to 54,071,949 new registered no-par value shares against cash and/or non-cash contributions on one or more occasions. In the meantime, the authorization of Authorized Capital/VII has already been used, so that the authorization currently still exists in the amount of EUR 13,725,505.00 (in words: Euro thirteen million seven hundred and twenty-five thousand five hundred and five). In particular, due to the issue of convertible bonds under exclusion of subscription rights in the meantime, the Authorized Capital/VII can only be used to a limited extent, because the exclusion of subscription rights made when issuing the convertible bonds counts towards the authorization to exclude shareholders' subscription rights in the case of a simplified capital increase in return for cash contributions from authorized capital.

It is therefore intended to renew the authorization to execute a capital increase under an exclusion of shareholders' subscription rights in the case of a capital increase in return for cash contributions. For this purpose, the currently existing Authorized Capital/VII pursuant to Section 4 para. (8) of the Articles of Association shall be canceled and, with an extension of the term until June 15, 2026, shall be restated essentially with the identical conditions.

To explicitly protect the asset and investment interests of shareholders, the authorization to exclude subscription rights in the case of capital increases for cash pursuant to Section 186 para. (3) sent. 4 AktG shall be significantly limited. This authorization to exclude subscription rights shall only apply subject to the proviso that the proportion of the share capital arithmetically attributable to the shares issued under exclusion of subscription rights must not exceed in total the limit of 5% of the share capital - instead of 10% previously. This additional restriction to 5% of the share capital in the case of an exclusion of subscription rights will also be added to the new authorization to issue convertible bonds proposed under agenda item 8. This will provide better protection against dilution of the shareholders' interest and will put the Delivery Hero SE in a position, within an appropriate framework, to be able to raise equity capital quickly and flexibly if necessary.

The Management Board and Supervisory Board therefore propose that the following resolution be adopted:

a) Cancellation of Authorized Capital/VII

The authorization of the Management Board set out in Section 4 para. (8) of the Articles of Association, with the approval of the Supervisory Board, to increase the share capital of the Company in the period until June 8, 2022 by up to a total of EUR 13,725,505.00 (Authorized Capital/VII) shall be cancelled with effect from the entry of the restated Authorized Capital/VII, insofar as the Authorized Capital/VII has not yet been used at the time of the entry of this cancellation.

b) Creation of a new Authorized Capital/VII

The Management Board is authorized, with the approval of the Supervisory Board, to increase the share capital in the period until June 15, 2026 by a total of up to EUR 13,725,505.00 (in words: Euro thirteen million seven hundred and twenty-five thousand five hundred and five) by issuing up to 13.725.50525 new registered no-par value shares against cash and/or non-cash contributions on one or several occasions (Authorized Capital/VII).

In principle, shareholders must be granted a subscription right. The shares may also be underwritten by one or more credit institutions or companies within the meaning of Section 186 para. (5) sent. 1 AktG with the obligation to offer them to the shareholders of the company for subscription (indirect subscription right).

The Management Board is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights for one or more capital increases within the scope of Authorized Capital/VII in the following cases:

- i) to exclude fractional amounts from subscription rights;
- ii) in the case of a capital increase in exchange for cash contributions, if the issuing price of the new shares is not significantly lower than the stock

exchange price of the already listed shares of the company; however, this authorization only applies on the condition that the calculated proportion of the share capital attributable to the shares issued under an exclusion of subscription rights pursuant to Section 186 para. (3) sent. 4 AktG may not exceed the limit of 5 % of the share capital of the Company either at the time the Authorized Capital/VII becomes effective or – if this amount is lower – at the time the Authorized Capital/VII is exercised. The proportionate amount of share capital is to be set off against the 5 % limit of share capital attributable to (a) shares sold during the term of the Authorized Capital /VII on the basis of an authorization to sell treasury shares pursuant to Sections 71 para. (1) No. 8 sent. 5, 186 (3) sent. 4 AktG under exclusion of subscription rights; (b) shares that can be or are to be issued to satisfy subscription rights or conversion or option rights or obligations arising from convertible bonds and/or bonds with warrants, profit participation rights and/or participating bonds or bonds with warrants (or a combination of these instruments) (together “bonds”), provided that the corresponding bonds are issued during the term of the Authorized Capital/VII in analogous application of Section 186 para. (3) sent. 4 AktG under exclusion of shareholders' subscription rights; (c) shares issued during the term of the Authorized Capital/VII on the basis of other capital measures excluding shareholders' subscription rights in analogous application of Section 186 para. (3) sent. 4 AktG;

- iii) to the extent necessary, in order to be able to grant new shares in the Company to holders or creditors of bonds issued by the Company or by its subordinate Group companies upon the exercise of conversion or option rights or the fulfilment of a conversion or option obligation and, to the extent necessary to grant holders of conversion or option rights or creditors of convertible bonds issued by the Company or by its subordinate Group companies with conversion obligations or bonds with warrants, a subscription right to new shares to the extent to which they would be entitled as shareholders after exercising their option or conversion rights or after fulfilling their conversion or option obligations;
- iv) in the event of a capital increase against contributions in kind, in particular 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 companies;
- v) 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 §§ 15 et seq. AktG.

The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the capital increase and its implementation. The dividend entitlement of the new shares may also deviate from Section 60 para. (2) of the German

Stock Corporation Act (AktG); in particular, the new shares may also - to the extent permitted by law - carry dividend entitlement from the beginning of the financial year preceding their issue if, at the time of issue of the new shares, the Annual General Meeting has not yet adopted a resolution on the appropriation of profits for this financial year.

The Supervisory Board is authorized to amend the wording of the Articles of Association after utilization of Authorized Capital /VII or expiry of the period for utilization of Authorized Capital /VII, accordingly.

c) Amendment to the Articles of Association

Section 4 para. (8) of the Articles of Association is amended and restated in its entirety as follows:

“(8) The Management Board is authorized, with the approval of the Supervisory Board, to increase the share capital in the period until June 15, 2026 by a total of up to EUR 13,725,505.00 (in words: Euro thirteen million seven hundred and twenty five thousand five hundred and five) by issuing up to 13,725,505 new registered no-par value shares against cash and/or non-cash contributions on one or several occasions (Authorized Capital/VII).

Shareholders must in principle be granted a subscription right. The shares may also be underwritten by one or more credit institutions or companies within the meaning of Section 186 para. (5) sent. 1 AktG with the obligation to offer them to the shareholders of the company for subscription.

The Management Board is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights for one or more capital increases within the scope of Authorized Capital/VII in the following cases:

- i) to exclude fractional amounts from subscription rights;*
- ii) in the case of a capital increase in exchange for cash contributions, if the issuing price of the new shares is not significantly lower than the stock exchange price of the already listed shares of the company; however, this authorization only applies on the condition that the calculated proportion of the share capital attributable to the shares issued under exclusion of subscription rights pursuant to Section 186 para. (3) sent. 4 AktG may not exceed the limit of 5 % of the share capital of the Company either at the time the Authorized Capital/VII becomes effective or - if this amount is lower - at the time the Authorized Capital/VII is exercised. The proportionate amount of share capital is to be set off against the 5 % limit of share capital attributable to (a) shares sold during the term of the Authorized Capital/VII on the basis of an authorization to sell treasury shares pursuant to Sections 71 para. (1) No. 8 Sent. 5, 186 (3) Sent. 4 AktG under exclusion of subscription rights; (b) shares that can be or are to be issued to satisfy subscription rights or conversion or option rights or obligations arising from convertible bonds and/or bonds with warrants, profit participation rights and/or participating bonds or bonds with warrants (or a combinations of these instruments) (together “bonds”), provided that the corresponding bonds are issued during the term of the*

Authorized Capital/VII in analogous application of Section 186 para. (3) sent. 4 AktG under exclusion of shareholders' subscription rights; (c) shares issued during the term of the Authorized Capital/VII on the basis of other capital measures excluding shareholders' subscription rights in analogous application of Section 186 para. (3) sent. 4 AktG;

- iii) to the extent necessary in order to be able to grant new shares in the Company to holders or creditors of bonds issued by the Company or by its subordinate Group companies upon the exercise of conversion or option rights or the fulfilment of a conversion or option obligation and, to the extent necessary to grant holders of conversion or option rights or creditors of convertible bonds issued by the Company or by its subordinate Group companies with conversion obligations or bonds with warrants a subscription right to new shares to the extent to which they would be entitled as shareholders after exercising their option or conversion rights or after fulfilling their conversion or option obligations;*
- iv) in the event of a capital increase against contributions in kind, in particular 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 companies;*
- v) 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 Section 15 et seq. AktG.*

The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the capital increase and its implementation. The dividend entitlement of the new shares may also deviate from Section 60 para. (2) of the German Stock Corporation Act (AktG); in particular, the new shares may also - to the extent permitted by law - carry dividend entitlement from the beginning of the financial year preceding their issue if, at the time of issue of the new shares, the Annual General Meeting has not yet adopted a resolution on the appropriation of profits for this financial year.

The Supervisory Board is authorized to amend the wording of the Articles of Association accordingly after utilization of Authorized Capital/VII or expiry of the period for utilization of Authorized Capital/VII.”

Report of the Management Board on the authorizations of the Management Board mentioned under agenda item 7 to exclude subscription rights pursuant to Section 203 para. (2) sent. 2 in conjunction with Section 186 para. (4) sent. 2 of the AktG

Under item 7 of the agenda, the Management and the Supervisory Board propose to adjust the Authorized Capital/VII by canceling and recreating it. Due to the legally necessary restatement of the entire authorization, the Management Board also submits a complete

report in accordance with Section 203 para. (2) sent. 2 in conjunction with Section 186 para. (4) sent. 2 AktG.

The Management Board submits a complete report in accordance with Section 203 para. (2) sent. 2 in conjunction with Section 186 para. (4) sent. 2 AktG:

As a growth company, the Company relies significantly on being able to cover its financial requirements quickly and flexibly in the future, to react quickly to market conditions and to increase its equity as well as to be able to provide shares in the context of a capital increase against contributions in kind. In this context, the availability of financing instruments is of particular importance, irrespective of the interval of the Annual General Meetings, as the point in time at which corresponding funds need to be raised cannot always be determined in advance. Accordingly, decisions to cover such capital requirements generally have to be made at short notice. In addition, any transactions can often only be carried out successfully in competition with other companies if secured financing instruments are already available at the time negotiations begin. The legislator has taken account of the resulting need of companies and grants stock corporations and SEs the possibility of authorizing the management, for a limited period and limited in amount, to increase the share capital without a further resolution by the General Meeting. Against this background, common reasons for using authorized capital are to strengthen the equity base and to finance acquisitions of shareholdings.

The Management Board and Supervisory Board are of the opinion that it is reasonable to continue to allow the Company to increase the share capital on short notice under exclusion of subscription rights in order to give the Company flexibility for financing further growth and any acquisition opportunities, which may arise.

With the proposed cancellation and new creation of the Authorized Capital/VII, the Management Board of Delivery Hero SE will therefore be able to, at any time, align the net equity base of Delivery Hero SE to the business requirements within the specified limits and will be able to act swiftly and flexibly in the interest of the Company. In order to be able to do so, the Company must always have the necessary financing instruments available, regardless of specific utilization plans. As decisions on the covering of capital needs are normally to be made on short notice, it is important for the Company not to depend on the intervals of the annual general meetings of shareholders and not to have to wait for extraordinary general meetings. The legislator has considered this requirement by way of the instrument of authorized capital.

By means of adjustment of the Authorized Capital/VII I, the Management Board is authorized to increase, with the approval of the Supervisory Board, the Company's share capital once or several times until 15 June 2026 by issuing up to 13,725,505 new registered shares against cash and/or contribution in kind by a total of up to EUR 13,725,505.00 (**Authorized Capital/VII**).

When utilizing the Authorized Capital/VII, shareholders are generally entitled to a subscription right. Pursuant to Section 203 para. (1) sent. 1 in conjunction with Section 186 para. (5) AktG, the new shares can also be taken over by one or several credit institutions that must undertake to offer them to the shareholders for subscription ("indirect subscription right"). In this context, the Management Board, with the approval of the Supervisory Board, shall be allowed to design the subscription right partly as an immediate subscription right and otherwise as an indirect subscription right. The proposed

authorization provides for the Management Board to be allowed to exclude the shareholders' subscription right, in whole or in part, in the below-described cases, in accordance with the legal provisions and with the approval of the Supervisory Board. However, to explicitly protect the asset and investment interests of shareholders, the authorization to exclude subscription rights in the case of cash capital increases in accordance with Section 186 para. (3) sent. 4 AktG shall be significantly limited. This authorization to exclude subscription rights shall only apply subject to the proviso that the proportion of the share capital arithmetically attributable to the shares issued with exclusion of subscription rights must not exceed in total the limit of 5% of the share capital - instead of 10% previously. This will provide better protection against dilution of the shareholders' interest.

Exclusion of subscription rights for fractional amounts

The Management Board shall be authorized to exclude the shareholders' subscription right for fractional amounts with the approval of the Supervisory Board. Such exclusion of the subscription right shall enable a practicable subscription process and thus facilitate the technical implementation of a capital increase. The value of the fractional amounts is generally low, but the expense of issuing shares without excluding the subscription right for fractional amounts is usually much higher. With respect to fractional amounts, the costs associated with trading in subscription rights would be out of proportion to the shareholders' actual benefits. The new shares, which - as "free fractions" - are excluded from the shareholders' subscription right, will be used in the Company's best interest. The exclusion of the subscription right in these cases therefore serves the practicability and facilitates the execution of an issuance of new shares.

Exclusion of subscription rights in case of capital increases by way of contribution in kind

The Management Board shall also be authorized to exclude the shareholders' subscription right with the approval of the Supervisory Board in case of a capital increase against contributions in kind, in particular 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 companies. This should enable Delivery Hero SE to quickly and flexibly offer shares in the Company in appropriate cases in order to fulfill claims arising from the preparation, execution, implementation or settlement of contractual or statutory acquisitions as well as mergers.

Delivery Hero SE has to be able to act quickly and flexibly in the interest of its shareholders, at any time. This includes acquiring, on short notice, companies, and operations, parts of companies, participations or other assets or claims for the acquisition of assets including claims against the company or its group companies in order to improve its competitive position. In return, it may be reasonable or even necessary to grant shares in order to preserve liquidity or to meet the sellers' expectations. The granting of shares instead of money may also make sense from the perspective of an optimal financing structure. This will not be disadvantageous to the Company, as the emission of shares against a contribution in kind requires for the value of such contribution in kind to be in due proportion to the value of the shares. When determining the valuation ratio, the Management Board must make sure to protect the interests of the Company and of its shareholders appropriately and to achieve an adequate issue price for the new shares.

Moreover, the Company's listing on the stock exchange essentially gives every shareholder the opportunity to increase its participation quota by acquiring additional shares.

Exclusion of subscription rights in case of capital increases for cash pursuant to Section 186 para. (3) sent. 4 AktG

In case of cash capital increases, the Management Board shall be authorized to exclude the subscription right pursuant to Section 203 para. (1) sent. 1 and 2, Section 186 para. (3) sent. 4 AktG with the approval of the Supervisory Board, if the par value of the new shares does not fall substantially short of the stock exchange price of the already listed shares. It may be reasonable to use this option of excluding the subscription right if the Company wishes to take advantage of favorable market conditions quickly and flexibly and to cover, on very short notice, any capital requirements that may arise in this context. The two-week subscription period that is required when granting a subscription right to the shareholders (Section 203 para. (1) sent. 1 in conjunction with Section 186 para. (1) sent. 2 AktG) does not allow for a comparable short-term reaction to current market conditions. Moreover, due to the volatility of the equity markets, conditions close to market-conditions can generally only be achieved if they do not bind the Company over a longer period. When granting a subscription right, Section 203 para. (1) sent. 1 in conjunction with Section 186 para. (2) AktG requires for the final subscription price to be published no later than three days before the expiry of the subscription period. This means that the granting of a subscription right is associated with a greater market risk – in particular the price change risk existing for several days – than an allocation without subscription rights. For a successful placement, therefore, appropriate safety discounts to the current stock exchange price are regularly required when granting subscription rights; this will normally result in less favorable conditions for the Company than a capital increase under exclusion of the subscription right. The exclusion of the subscription right allows for a placement close to the stock exchange price. Also, if a subscription right is granted, a complete placement is not easily guaranteed due to the uncertainty regarding the exercise of the subscription rights by the beneficiaries and a subsequent placement with third parties is normally associated with extra expenses. The portion of the share capital attributable to the shares issued under such an exclusion subscription rights, must not, in accordance with the authorization proposed here, exceed, in total, 5 % of the share capital either at the time of said authorization taking effect or at the time of said authorization being exercised. In this context, the legislator assumes it is possible and reasonable to expect the shareholders to maintain their participation quota by purchases on the market. In calculating this limit of 5 % of the share capital, the pro rata amount of the share capital attributable to shares sold during the term of the Authorized Capital/VII on the basis of an authorization to sell own shares pursuant to or in accordance with Sections 71 para. (1) no. 8 sent. 5, 186 para. (3) sent. 4 AktG under an exclusion of subscription rights shall be included. Moreover, the pro rata amount of the share capital attributable to the shares issued during the term of the Authorized Capital/VII on the basis of other authorizations to issue shares of the Company under exclusion of shareholders' subscription rights in direct or analogous application of Section 186 para. (3) sent. 4 AktG shall also be included. Furthermore, the pro rata amount of the share capital attributable to the shares that can be or are to be issued to service bonds with conversion and/or option rights or with conversion and/or option obligations shall be credited if the bonds are issued during the

term of the Authorized Capital/VII under exclusion of shareholders' subscription rights in corresponding application of Section 186 para. (3) sent. 4 AktG. These deductions serve to protect the shareholders in order to keep the dilution of their participation as low as possible. The imputation model makes it possible that even if capital measures are combined with the issue of bonds and/or the sale of treasury shares, the participation quota of the shareholders is not diluted by more than 5 %. Furthermore, due to the issue price of the new shares being close to the stock exchange price and due to the limitation of the size of the capital increase without subscription rights, shareholders generally have the opportunity to maintain their participation quota by acquiring the required shares on approximately the same terms via the stock exchange. It is therefore ensured that, in accordance with the legal assessment of Section 186 para. (3) sent. 4 AktG, the financial and investment interests are adequately safeguarded when the Authorized Capital/VII is utilized under exclusion of subscription rights, while the Company is given further scope for action in the interest of all shareholders.

Exclusion of subscription rights for bonds and warrants

The Management Board shall also be authorized to exclude the shareholders' subscription right with the approval of the Supervisory Board, if and in so far as is necessary to grant the bearers or creditors of conversion and/or option rights, and/or the bearers or creditors of bonds carrying conversion and/or option obligations, which will be issued by the Company or by its affiliated companies, a subscription right to an extent they would be entitled to after the exercise of the conversion or option rights or after the fulfilment of a conversion or option obligation. The background to this is as follows: In addition to the conversion or option price, the economic value of the aforementioned conversion and/or option rights or the bonds with conversion and/or option obligations also depends in particular on the value of the shares of the Company to which the conversion and/or option rights or conversion and/or option obligations relate. In order to ensure a successful placement of the relevant bonds or to avoid a corresponding price discount in the placement, it is therefore customary to include dilution protection provisions in the terms and conditions of the bonds which protect the beneficiaries against a loss in value of their conversion or option rights due to a dilution in the value of the shares to be subscribed; the inclusion of such anti-dilution provisions in the bond or option terms is accordingly also provided for in the authorization proposed under agenda item 9 to issue convertible bonds and/or bonds with warrants and/or profit-sharing rights with option and/or conversion rights (or a combination of these instruments). A subsequent share issue granting the shareholders' subscription rights would typically lead to such a dilution in value without protection against dilution. In that case, the aforementioned anti-dilution provisions in the terms and conditions of the bond regularly provide for a reduction of the conversion and/or option price, having the consequence that the funds received by the Company in case of a later conversion or exercise of the option or later fulfilment of a conversion or option obligation are reduced or that the number of shares to be issued by the Company is increased. As an alternative, based on which a reduction of the conversion and/or option price can be avoided, the anti-dilution provisions normally allow for those who are eligible for Bonds carrying conversion and/or option rights or conversion and/or option obligations to be granted a subscription right on new shares to an extent they would be entitled to after the exercise of their own conversion and/or option rights or after the fulfilment of their conversion and/or option obligations. They are thus treated

as if they had already become shareholders by exercising their conversion or option rights or by fulfilling any conversion or option obligations prior to the Subscription Offer and to this extent have already become shareholders; they are thus compensated for the dilution in value - like all shareholders already involved - by the value of the subscription right. For the Company, this second alternative – namely the granting of dilution protection – has the advantage that the conversion and/or option price does not have to be reduced; it therefore serves to guarantee the greatest possible inflow of funds in the event of a subsequent conversion or exercise of an option or the subsequent fulfilment of any conversion or option obligation or reduces the number of shares to be issued in this case. This also benefits the shareholders involved, so that it also compensates for the restriction of their subscription rights. Their subscription right, as such, remains intact and is reduced merely proportionately to the extent to which a subscription right is granted not only to the participating shareholders, but also to the bearers of the conversion and/or option rights or of the Bonds carrying conversion and/or option obligations. This authorization gives the Company the opportunity, in the event of a subscription rights issue, to choose between the two alternatives of granting dilution protection described above, taking into account the interests of the shareholders and the Company.

Exclusion of subscription rights for a long-term incentive program

The Management Board shall also be authorized to exclude the shareholders' subscription right with the approval of the Supervisory Board, in order to issue up to 3,657,183 shares to the Management Board and employees of the Company as well as to members of the management bodies and employees of companies affiliated with the Company in terms of Sections 15 et seq. AktG.

It is common national and international practice to offer performance incentives to the managers and employees of a company that strengthen the ties between the management, the employees and their company in the long run. The Management Board and Supervisory Board are convinced that a long-term incentive program is necessary to ensure that the Company remains attractive for qualified executives and employees in the future. Accordingly, the Company is to be given the opportunity to offer selected executives and employees a corresponding compensation component for the acquisition of shares. In this way, the attractiveness of the company in the competition for executives and employees is to be further increased. In particular, the possibility of acquiring shares as part of a long-term incentive program is intended to create a special performance incentive, the yardstick of which is the value of the Company as reflected in and to be increased in the price of the Company's shares. The interests of managers and employees - as well as the interests of shareholders - are therefore directed towards increasing the value of the company. This will also benefit the shareholders through the resulting positive effects on the stock exchange price of the share. The possibility of acquiring shares enables managers and employees to participate in this process. It is true that virtual commitments or commitments to be fulfilled in cash are also conceivable as alternatives to incentivizing managers and employees, for which no exclusion of subscription rights is necessary. However, when shares are issued, the respective beneficiary actually becomes a shareholder and acquires the corresponding shareholder rights. This promotes the identification of the beneficiaries with the company, which is why the Management Board and the Supervisory Board consider a long-term participation program for executives and employees to be a sensible method of incentivizing the stockholders. In view of the

limitation to 3.657.183 shares the accompanying dilution of shareholders is relatively low. The Management Board and Supervisory Board are convinced that the opportunity for executives and employees to receive shares in the Company as part of a long-term incentive program is particularly suitable for providing a sustainable incentive and thus contributing to an increase in the value of the Company in the interests of the Company and its shareholders. In consideration of all the above circumstances, the Executive Board and the Supervisory Board therefore consider the possibility of excluding the subscription right for a total of up to 3.657.183 shares as part of a long-term incentive program - also taking into account the dilution effect to the detriment of the shareholders - to be objectively justified and appropriate

Utilization of the authorization

At this time, there are no specific plans to utilize the Authorized Capital/VII. Corresponding anticipatory resolutions including an option to exclude subscription rights are common at both the national and international level. The approval of the Supervisory Board is required for all cases of exclusion of subscription rights proposed here. In addition, the Management Board will in each case carefully examine whether the utilization of the Authorized Capital/VII is in the interest of the Company; in particular, it will also examine whether any exclusion of subscription rights is objectively justified in individual cases. The Management Board will report to the next Annual General Meeting on each utilization of the authorization.

The written report of the Management Board pursuant to Section 203 para. (2) sent. 2 in conjunction with Section 186 para. (4) sent. 2 AktG on the authorization of the Management Board to exclude shareholders' subscription rights in connection with the resolution on agenda item 7 will be made accessible to the shareholders from the date of the convening of the Annual General Meeting under the following address

<https://ir.deliveryhero.com/agm>.

- 8. Resolution on the amendment of the resolution of the annual general meeting of 12 June 2019 on the authorization to issue convertible bonds, bonds with warrants, profit participation rights and/or profit participating bonds (or combinations of these instruments) with the possibility of excluding subscription rights and on the partial cancellation of the Conditional Capital 2019/I and on the corresponding amendment of Section 4 of the Articles of Association; resolution on a new authorization to issue convertible bonds, bonds with warrants, profit participation rights and/or profit participating bonds (or combinations of these instruments) with the possibility of excluding subscription rights and on the creation of Conditional Capital 2021/I as well as on the corresponding amendment of Section 4 of the Articles of Association**

The Annual General Meeting of the Company of 12 June 2019 has authorized the Management Board under agenda item 6, to issue, with the consent of the Supervisory Board bearer or registered convertible bonds, bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments) in the nominal amount of up to EUR 2,000,000,000.00 with or without a term limit on one or more occasions up to 11 June 2024 with the approval of the Supervisory Board and to grant the

creditors or holders of bonds conversion or option rights to shares of the Company with a pro rata amount of the share capital of up to EUR 61,219,560.00. To service the option and conversion rights arising from these bonds, the same Annual General Meeting resolved the Conditional Capital 2019/I in the amount of EUR 61,219,560.00.

The existing authorization of 12 June 2019 to issue convertible bonds has been exercised in January 2020. In mid-January 2020, the Company placed convertible bonds with a total nominal value of EUR 1.75 billion in two tranches ("Tranche A" and "Tranche B") with a term until January 2024 (Tranche A) and January 2027 (Tranche B) in the nominal amounts of EUR 875 million (Tranche A) and EUR 875 million (Tranche B), each divided into 17,500 partial bonds with a nominal amount of EUR 100,000 each. The convertible bonds are initially convertible into approximately 17.9 million new or existing no-par value registered shares of Delivery Hero SE and were issued in a private placement exclusively to institutional investors in certain jurisdictions under exclusion of the subscription rights of Delivery Hero SE shareholders.

The Conditional Capital 2019/I created in Section 4 para. (9) of the Articles of Association to service these issued convertible bonds exceeds the required volume of shares and is therefore to be reduced by EUR 14 million; the corresponding authorization to issue convertible bonds shall be adjusted accordingly.

In order to continue to provide the Company with the necessary flexibility in the future to issue convertible and/or bonds with warrants for corporate financing, a new, essentially identical authorization to issue convertible or bonds with warrants and a new conditional capital in the amount of EUR 14 million (Conditional Capital 2021/I) in a new Section 4 para. 14 shall be created. However, to better protect the asset and investment interests of shareholders, the authorization to exclude subscription rights pursuant to Section 186 para. (3) sent. 4 AktG shall be more limited. The authorization to exclude subscription rights shall only apply to bonds with rights to shares to which a proportionate amount of the share capital of no more than 5% of the share capital is attributable. This will provide better protection against dilution of the shareholders' interest.

The Management Board and the Supervisory Board therefore propose that the following resolution be adopted:

- a) **Amendment of the resolution on the authorization to issue convertible bonds, bonds with warrants, profit participation rights and/or profit participating bonds (or combinations of these instruments) with the possibility of excluding subscription rights**

The authorization to issue convertible bonds and/or bonds with warrants granted by resolution of the Annual General Meeting on June 12, 2019 under agenda item 6 is amended and restated as follows:

- aa) **Nominal amount, period of authorization, number of shares**

The Management Board is authorized with the approval of the Supervisory Board, until June 11, 2024 once or several times to issue bearer or registered convertible bonds, warrant bonds, profit participation rights and/or income bonds (or a combination of these instruments) (hereinafter together

“Bonds”) of a nominal amount up to EUR 2,000,000,000.00 with or without a limited term and to grant the creditors or holders of Bonds conversion or option rights to shares in the Company with a proportional amount of the share capital of up to EUR 47,219,560.00 in accordance with the more detailed terms of the relevant warrant or convertible bonds or profit participation rights (together the “Terms”).

Bonds may be issued against cash contributions, but also against contributions in kind, in particular investments in other companies.

The relevant Terms may also provide for a conversion or option obligation as well as a tender right of the issuer to deliver shares of the Company at the end of the term or at another time (in any combination). The authorization includes the option to grant shares of the Company to holders or creditors of bonds who exercise their conversion or option rights, fulfill their conversion or option obligations, or tender shares.

The Bonds may be issued once or several times, in whole or in part or simultaneously in different tranches.

In addition to Euro, the Bonds can also be issued – subject to limitation to corresponding Euro value – in the statutory currency of an OECD country.

The Bonds can also be issued by dependent companies and by companies in which the Company owns a majority interest either directly or indirectly. In that case, the Management Board is authorized for the dependent or majority-held company to guarantee the Bonds and to grant the creditors of such Bonds conversion or option rights for shares of the Company. In the case of Bonds issuance, they may be or will typically be divided into partial bonds with equal rights.

bb) Grant of subscription rights, exclusion of subscription rights

The shareholders are, in principle, to be granted subscription rights. The Bonds can thereby, according to Section 186 para. (5) AktG, be taken up by one or more financial institutions with the obligation to offer them to the shareholders of the Company (indirect subscription rights). The Management Board is, however, authorized to exclude the subscription rights of shareholders to the Bonds with the approval of the Supervisory Board,

- i) in order to exclude fractional amounts from the subscription right;
- ii) if necessary to grant to holders of Bonds which were or will be issued by the Company or by a dependent company or by a direct or indirect majority-held company, a subscription right to which they would be entitled as shareholder after the exercise of the option or conversion rights or fulfilment of the conversion or option obligations;
- iii) if the Bonds with conversion or option rights or conversion or option obligations have been issued for cash and the issue price is not significantly below the theoretical value of the partial bonds calculated by recognized financial mathematical methods within the meaning of Sections 221 para. (4) sent. 2, 186 para. (3) sent. 4 AktG.

This authorization to exclude subscription rights only applies to Bonds with the right to shares not exceeding a total of 10 % of the share capital either at the time of the coming into effect or the time of the exercise of the authorization. Treasury shares of the Company sold during the term of this authorization with the exclusion of subscription rights of the shareholders according to Section 71 para. (1) no. 8 sent. 5 half sent. 2 in connection with Section 186 para. (3) sent. 4 AktG are also to be credited against the said limit. In addition, those shares issued during the term of this authorization out of authorized capital with the exclusion of subscription rights according to Section 203 para. (2) sent. 1 in connection with Section 186 para. (3) sent. 4 AktG are also to be credited against the said limit;

- iv) to the extent that the bonds are issued against contributions in kind or non-cash benefits, in particular for the (also indirect) acquisition of companies, businesses, parts of companies, participations or other assets or claims to the acquisition of assets including claims against the Company or its affiliated companies within the meaning of Sections 15 et seq. AktG.

If profit participation rights or income bonds are issued without conversion or option rights or conversion or option obligations, the Management Board is also authorized to exclude the subscription right of shareholders with the approval of the Supervisory Board as a whole if these profit participation rights or income bonds are subject to similar obligations, i.e. do not establish a membership right in the Company, do not grant any participation in the liquidation proceeds and the amount of interest is not calculated on the basis of the amount of the annual surplus, the profit according to the balance sheet or the dividends. In this case, the interest and the issue amount of the profit participation rights or income bonds must correspond to the actual market conditions for a comparable acquisition of funds at the time of issue.

cc) Conversion and option rights

In the event of an issue of Bonds with conversion rights, the creditors can convert their Bonds in accordance with the Terms into shares of the Company. The Terms may also provide for mandatory conversion at the end of the term or at an earlier point in time or include an issuer's tender right. The rate of conversion is set by dividing the nominal amount of a partial bond by the determined conversion price for one share of the Company. The conversion rate can also be set by the division of the issue price below the nominal value of a partial bond by the determined conversion price for one share of the Company. The conversion rate can be rounded up or down to a whole number. In addition, a premium payable in cash can be determined. In addition, it may be provided that fractions shall be combined and/or compensated in cash. The Terms can also provide for a variable conversion rate. The proportionate amount of the share capital of the shares referred to each partial bond may not exceed the nominal amount of the individual partial bond.

In the case of the issue of warrant bonds, each partial bond will be accompanied by one or more option certificates entitling or obliging the holder, in accordance with the Terms to be determined by the Management Board, to acquire shares in the Company or which contain a tender right of the issuer. The Terms can provide that the option price can be paid in whole or in part also by the allotment of partial bonds. The subscription ratio is set by dividing the nominal amount of a partial bond by the option price for one share of the Company. The subscription ratio can be rounded up or down to a whole number. In addition, a premium payable in cash can be determined. In addition, it may be provided that fractions shall be combined and/or compensated in cash. The Terms can also provide for a variable subscription ratio.

The proportionate amount of the share capital of the shares referred to each partial bond may not exceed the nominal amount of the individual partial bond.

dd) Conversion and option obligations

The Terms of the Bonds can also establish a conversion or option obligation at the end of the term or at another time (in each case "Final Maturity") or the right of the Company on Final Maturity to grant the holder of the Bonds shares in the Company in whole or in part, instead of payment of the amount due. In these cases, the conversion or option price for a share can correspond to the average volume-weighted closing price of the Company's shares in Xetra trading (or a corresponding successor system) on the Frankfurt am Main stock exchange during the ten (10) consecutive stock exchange trading days before or after the day of Final Maturity, even if this is below the minimum price referenced under lit. a) ee) below.

The share capital attributable to the shares to be issued at Final Maturity of the partial bonds may not exceed the nominal amount of the individual partial bond. Section 9 para. (1) in conjunction with Section 199 para. (2) AktG are to be observed.

ee) Conversion or option price

The conversion or option price for one share to be set in each case must – with the exception of cases in which an option or conversion obligation is provided – be either at least 80 % of the average volume-weighted closing price of the Company's shares in Xetra trading (or a corresponding successor system) of the ten (10) stock exchange trading days in Frankfurt am Main prior to the day of the final decision of the Management Board regarding the placement of the Bonds or the acceptance or allotment by the Company in a placement of Bonds or – in the event of the grant of a subscription right – at least 80 % of the average volume-weighted closing price of the Company's shares in Xetra trading (or a corresponding successor system) during (i) the days on which the subscription rights are traded on the Frankfurt am Main stock exchange with the exception of the two last stock exchange trading days of subscription rights trading or (ii) of the days from the beginning of the subscription period until the time of the final

determination of the subscription price. Section 9 para. (1) and Section 199 AktG remain unaffected.

The authorization also includes the possibility of granting dilution protection or making adjustments in certain cases in accordance with the bond terms and conditions. Dilution protection or adjustments may be provided for in particular if there are capital changes at the Company during the term of the bonds, but also in connection with dividend payments, the issuance of further convertible bonds or bonds with warrants, conversion measures and in the event of other events affecting the value of the conversion or option rights that occur during the term of the bonds (such as, for example, the acquisition of control by a third party) or if the holders of bonds with conversion or option rights or conversion or option obligations are not granted subscription rights to the extent to which they would be entitled after exercising the conversion or option rights or fulfilling the conversion or option obligations. The reduction of the option or conversion price can also be conducted according to the more detailed provisions of the Terms by a cash payment on the exercise of the option or conversion right or the fulfilment of the conversion or option obligations. The Terms can also provide for a value-preserving adjustment of the conversion or option price for other measures which could lead to a dilution of the value of the conversion or option rights (e.g. even in case of payment of a dividend). In addition, the Company may grant a reasonable compensation payment for an early exercise of the option or conversion right. In any event, the *pro rata* amount of the share capital attributable to the shares to be drawn for each partial bond may not exceed the nominal amount of the relevant partial bond.

ff) Other possible constructions

The Terms can provide in each case that in the event of exercise of conversion or options or fulfilment of option and conversion obligations or for the purpose of tender, the Company may also grant treasury shares, shares from authorized capital of the Company or other consideration. In addition, it can be provided that the Company in the event of exercise of conversion or options or fulfilment of the option and conversion obligations grants the holders of the Bonds, instead of shares in the Company, the value thereof in cash or shares of another company listed on the stock exchange.

The Terms may also provide for the Company's right regarding the maturity of the Bonds to grant the holders of the Bonds, in whole or in part, shares in the Company or listed shares of another company instead of payment of the amount due.

In the Terms of the Bonds, it can also be provided that the number of shares, to be subscribed upon execution of the conversion or option right or the fulfilment of the conversion or option obligations, is variable and/or the conversion or option price can be changed within a range to be determined by the Management Board depending on the development of the share price or as a result of dilution protection provisions during the term.

gg) Authorization to set further bond conditions

The Management Board is authorized to set the further details for the issuance and rights under the Bonds, in particular the interest rate, issue price, term and units, conversion or option price and the conversion or option period or to determine in agreement with the board members of the dependent or directly or indirectly majority-owned company issuing the Bonds.

b) Partial Cancellation of the Conditional Capital 2019/I

The Conditional Capital 2019/I pursuant to Section 4 para. (9) of the Articles of Association in the amount of currently EUR 61,219,560.00 (in words: Euro sixty-one million two hundred nineteen thousand five hundred sixty) shall be partially cancelled to the extent of EUR 14,000,000.00 and reduced to EUR 47,219,560.00 (in words: forty-seven million two hundred and nineteen thousand five hundred and sixty euros) (Conditional Capital 2019/I).

The Conditional Capital 2019/I serves the granting of shares on the exercise of conversion or option rights or the fulfilment of conversion or option obligations or when shares are tendered to the holders or creditors of convertible bonds, warrant bonds, profit participation rights and/or income bonds (or a combination of these instruments) (together the “Bonds”) issued on the basis of the above authorizing resolution. The new shares are issued on the basis of the conversion or option price to be determined in accordance with the above authorizing resolution of the annual general meeting of 12 June 2019, as amended by resolution of the annual general meeting of 16 June 2021 under this agenda item 8. The conditional capital increase will only be implemented to the extent that the holders or creditors of Bonds which are issued or guaranteed by the Company, dependent companies or by companies in which the Company owns a majority interest either directly or indirectly, on the basis of the above authorizing resolution of the annual general meeting of 12 June 2019, as amended by resolution of the annual general meeting of 16 June 2021 under this agenda item 8 up to June 11, 2024, exercise their conversion or option right or satisfy the conversion or option obligations under such Bonds or tenders shares, or to the extent the Company grants shares in the Company instead of paying the amount due as well as to the extent the conversion or option rights or conversion or option obligations are not serviced by treasury shares but rather by shares from authorized capital or other consideration. The new shares participate in profits from the beginning of the fiscal year in which they are created and for all subsequent fiscal years. In deviation hereof, the Management Board can, insofar as legally permissible, and with the approval of the Supervisory Board, determine that the new shares participate in profits from the beginning of the fiscal year for which at the time of the exercise of the conversion or option rights, the fulfilment of the conversion or option obligations or the granting (of shares) instead of the amount due, still no resolution by the General Meeting as to the appropriation of the balance sheet profit has been passed. The Management Board is authorized to determine the further details of the implementation of the conditional capital increase. The Supervisory Board is authorized to amend the Articles of Association accordingly after the respective utilization of the Conditional Capital 2019/I and upon expiration of all option or conversion periods.

c) Amendment to the Articles of Association

Section 4 para. (9) of the Articles of Association is amended and restated as follows:

“(9) The share capital of the Company is conditionally increased by up to EUR 47,219,560.00 (in words: Euro forty-seven million two hundred nineteen thousand five hundred sixty) by issuing up to 47,219,560 new no-par value registered shares of the Company with a fractional amount of the registered share capital of EUR 1.00 per share (Conditional Capital 2019/I). The conditional capital increase serves the granting of shares on the exercise of conversion or option rights or the fulfilment of conversion or option obligations or when tendering convertible bonds to the holders or creditors of convertible bonds, warrant bonds, profit participation rights and/or income bonds (or a combination of these instruments) (together the “Bonds”) issued on the basis of the authorizing resolution under agenda item 6 of the general meeting of June 12, 2019, as amended by resolution of the annual general meeting of 16 June 2021 under agenda item 8. The new shares are issued on the basis of the conversion or option price to be determined in accordance with the authorizing resolution of the general meeting of June 12, 2019, as amended by resolution of the annual general meeting of 16 June 2021 under agenda item 8. The conditional capital increase will only be implemented to the extent that the holders or creditors of Bonds which are issued or guaranteed by the Company, dependent companies or by companies in which the Company owns a majority interest either directly or indirectly, on the basis of the authorizing resolution of the general meeting of June 12, 2019, as amended by resolution of the annual general meeting of 16 June 2021 under agenda item 8, up to June 11, 2024, exercise their conversion or option right or satisfy the conversion or option obligations under such Bonds or tender of shares are made, or to the extent the Company grants shares in the Company instead of paying the amount due as well as to the extent the conversion or option rights or conversion or option obligations are not serviced by treasury shares but rather by shares from authorized capital or other consideration. The new shares participate in profits from the beginning of the fiscal year in which they are created and for all subsequent fiscal years. In deviation hereof, the Management Board can, insofar as legally permissible, and with the approval of the Supervisory Board, determine that the new shares participate in profits from the beginning of the fiscal year for which at the time of the exercise of the conversion or option rights, the fulfilment of the conversion or option obligations or the granting (of shares) instead of the amount due, still no resolution by the general meeting as to the appropriation of the balance sheet profit has been passed. The Management Board is authorized to determine the further details of the implementation of the conditional capital increase. The Supervisory Board is authorized to amend the Articles of Association accordingly after the respective utilization of the Conditional Capital 2019/I and upon expiration of all option or conversion periods.”

- d) Creation of a new authorization to issue convertible bonds, warrant bonds, profit participation rights and/or income bonds (or a combination of these instruments) and to exclude subscription rights**

aa) Nominal amount, period of authorization, number of shares

The Management Board is authorized with the approval of the Supervisory Board, until June 15, 2026 once or several times to issue bearer or registered convertible bonds, warrant bonds, profit participation rights and/or income bonds (or a combination of these instruments) (hereinafter together “Bonds”) of a nominal amount up to EUR 3,000,000,000.00 with or without a limited term and to grant the creditors or holders of Bonds conversion or option rights to shares in the Company with a proportional amount of the share capital of up to EUR 14,000,000.00 in accordance with the more detailed terms of the relevant warrant or convertible bonds or profit participation rights (together the “Terms”).

Bonds may be issued against cash contributions, but also against contributions in kind, in particular investments in other companies.

The relevant Terms may also provide for a conversion or option obligation as well as a tender right of the issuer to deliver shares of the Company at the end of the term or at another time (in any combination). The authorization includes the option to grant shares of the Company to holders or creditors of bonds who exercise their conversion or option rights, fulfill their conversion or option obligations, or tender shares.

The Bonds may be issued once or several times, in whole or in part or simultaneously in different tranches.

In addition to Euro, the Bonds can also be issued – subject to limitation to corresponding Euro value – in the statutory currency of an OECD country.

The Bonds can also be issued by dependent companies and by companies in which the Company owns a majority interest either directly or indirectly. In that case, the Management Board is authorized for the dependent or majority-held company to guarantee the Bonds and to grant the creditors of such Bonds conversion or option rights for shares of the Company as well as to make further declarations and perform other actions required for the successful issue of the bonds. In the case of Bonds issuance, they may be or will typically be divided into partial bonds with equal rights.

bb) Grant of subscription rights, exclusion of subscription rights

The shareholders are, in principle, to be granted subscription rights. The Bonds can thereby, according to Section 186 para. (5) AktG, be taken up by one or more financial institutions with the obligation to offer them to the shareholders of the Company (indirect subscription rights). The Management Board is however authorized to exclude the subscription rights of shareholders to the Bonds with the approval of the Supervisory Board,

- i) in order to exclude fractional amounts from the subscription right;
- ii) to the extent necessary to grant to holders of Bonds which were or will be issued by the Company or by a dependent company or by a direct or indirect majority-held company, a subscription right to which they would be entitled as shareholder after the exercise of the option or conversion rights or fulfilment of the conversion or option obligations;

- iii) if the Bonds with conversion or option rights or conversion or option obligations have been issued for cash and the issue price is not significantly below the theoretical value of the partial bonds calculated by recognized financial mathematical methods within the meaning of Sections 221 para. (4) sent. 2, Section 186 para. (3) sent. 4 AktG. This authorization to exclude subscription rights only applies to Bonds with the right to shares not exceeding a total of 5 % of the share capital either at the time of the coming into effect or the time of the exercise of the authorization. Treasury shares of the Company sold during the term of this authorization with the exclusion of subscription rights of the shareholders according to Section 71 (1) no. 8 sent. 5 half sent. 2 in connection with Section 186 (3) sent. 4 AktG are also to be credited against the said limit. In addition, those shares issued during the term of this authorization out of authorized capital with the exclusion of subscription rights according to Section 203 para. (2) sent. 1 in connection with Section 186 para. (3) sent. 4 AktG are also to be credited against the said limit;
- iv) to the extent that the bonds are issued against contributions in kind or non-cash benefits, in particular for the (also indirect) acquisition of companies, businesses, parts of companies, participations or other assets or claims to the acquisition of assets including claims against the Company or its affiliated companies within the meaning of Sections 15 et seq. AktG.

If profit participation rights or income bonds are issued without conversion or option rights or conversion or option obligations, the Management Board is also authorized to exclude the subscription right of shareholders with the approval of the Supervisory Board as a whole if these profit participation rights or income bonds are subject to similar obligations, i.e. do not establish a membership right in the Company, do not grant any participation in the liquidation proceeds and the amount of interest is not calculated on the basis of the amount of the annual surplus, the profit according to the balance sheet or the dividends. In this case, the interest and the issue amount of the profit participation rights or income bonds must correspond to the actual market conditions for a comparable acquisition of funds at the time of issue.

cc) Conversion and option rights

In the event of an issue of Bonds with conversion rights, the creditors can convert their Bonds in accordance with the Terms into shares of the Company. The Terms may also provide for mandatory conversion at the end of the term or at an earlier point in time or include an issuer's tender right. The rate of conversion is set by dividing the nominal amount of a partial bond by the determined conversion price for one share of the Company. The conversion rate can also be set by the division of the issue price below the nominal value of a partial bond by the determined conversion price for one share of the Company. The conversion rate can be rounded up or down to a whole number. In addition, a premium payable in cash can be determined. In addition, it may be provided that fractions shall be combined and/or compensated in cash. The Terms can also provide for a variable conversion rate. The proportionate amount of the share capital of the shares referred to each partial bond may not exceed the nominal amount of the individual partial bond.

In the case of the issue of warrant bonds, each partial bond will be accompanied by one or more option certificates entitling or obliging the holder, in accordance with the Terms to be determined by the Management Board, to acquire shares in the Company or which contain a tender right of the issuer. The Terms can provide that the option price can be paid in whole or in part also by the allotment of partial bonds. The subscription ratio is set by dividing the nominal amount of a partial bond by the option price for one share of the Company. The subscription ratio can be rounded up or down to a whole number. In addition, a premium payable in cash can be determined. In addition, it may be provided that fractions shall be combined and/or compensated in cash. The Terms can also provide for a variable subscription ratio. The proportionate amount of the share capital of the shares referred to each partial bond may not exceed the nominal amount of the individual partial bond.

dd) Conversion and option obligations

The Terms of the Bonds can also establish a conversion or option obligation at the end of the term or at another time (in each case "Final Maturity") or the right of the Company on Final Maturity to grant the holder of the Bonds shares in the Company in whole or in part, instead of payment of the amount due. In these cases, the conversion or option price for a share can correspond to the average volume-weighted closing price of the Company's shares in Xetra trading (or a corresponding successor system) on the Frankfurt stock exchange during the ten (10) consecutive stock exchange trading days before or after the day of Final Maturity, even if this is below the minimum price referenced under lit. d) ee) below.

The share capital attributable to the shares to be issued at Final Maturity of the partial bonds may not exceed the nominal amount of the individual partial bond. Section 9 para. (1) in conjunction with Section 199 para. (2) AktG are to be observed.

ee) Conversion and option price

The conversion or option price for one share to be set in each case must – with the exception of cases in which an option or conversion obligation is provided – be either at least 80 % of the average volume-weighted closing price of the Company's shares in Xetra trading (or a corresponding successor system) of the ten (10) stock exchange trading days in Frankfurt am Main prior to the day of the final decision of the Management Board regarding the placement of the Bonds or the acceptance or allotment by the Company in a placement of Bonds or – in the event of the grant of a subscription right – at least 80 % of the average volume-weighted closing price of the Company's shares in Xetra trading (or a corresponding successor system) during (i) the days on which the subscription rights are traded on the Frankfurt am Main stock exchange with the exception of the two last stock exchange trading days of subscription rights trading or (ii) of the days from the beginning of the subscription period until the time of the final determination of the subscription price. Section 9 para. (1) and Section 199 AktG remain unaffected.

The authorization also includes the possibility of granting dilution protection or making adjustments in certain cases in accordance with the bond terms and conditions. Dilution protection or adjustments may be provided for in particular if there are capital changes at the Company during the term of the bonds, but also in

connection with dividend payments, the issuance of further convertible bonds or bonds with warrants, conversion measures and in the event of other events affecting the value of the conversion or option rights that occur during the term of the bonds (such as, for example, the acquisition of control by a third party) or if the holders of bonds with conversion or option rights or conversion or option obligations are not granted subscription rights to the extent to which they would be entitled after exercising the conversion or option rights or fulfilling the conversion or option obligations. The reduction of the option or conversion price can also be conducted according to the more detailed provisions of the Terms by a cash payment on the exercise of the option or conversion right or the fulfilment of the conversion or option obligations. The Terms can also provide for a value-preserving adjustment of the conversion or option price for other measures which could lead to a dilution of the value of the conversion or option rights (e.g. even in case of payment of a dividend). In addition, the Company may grant a reasonable compensation payment for an early exercise of the option or conversion right. In any event, the *pro rata* amount of the share capital attributable to the shares to be drawn for each partial bond may not exceed the nominal amount of the relevant partial bond.

ff) Other possible constructions

The Terms can provide in each case that in the event of exercise of conversion or options or fulfilment of option and conversion obligations or for the purpose of tender, the Company may also grant treasury shares, shares from authorized capital of the Company or other consideration. In addition, it can be provided, that the Company in the event of exercise of conversion or options or fulfilment of the option and conversion obligations grants the holders of the Bonds, instead of shares in the Company, the value thereof in cash or shares of another company listed on the stock exchange.

The Terms may also provide for the Company's right regarding the maturity of the Bonds to grant the holders of the Bonds, in whole or in part, shares in the Company or listed shares of another company instead of payment of the amount due.

In the Terms of the Bonds, it can also be provided that the number of shares, to be subscribed upon execution of the conversion or option right or the fulfilment of the conversion or option obligations, is variable and/or the conversion or option price can be changed within a range to be determined by the Management Board depending on the development of the share price or as a result of dilution protection provisions during the term.

gg) Authorization to determine further bond conditions

The Management Board is authorized to determine the further details for the issuance of and rights under the Bonds, in particular the interest rate, issue price, term and units, conversion or option price and the conversion or option period or to determine in agreement with the board members of the dependent or directly or indirectly majority-owned company issuing the Bonds.

e) Conditional Capital 2021/I

The share capital of the Company will be conditionally increased by up to EUR 14,000,000.00 (in words: Euro fourteen million) by issuing up to 14,000,000 new no-par value registered shares of the Company with a fractional amount of the registered share capital of EUR 1.00 per share (Conditional Capital 2021/I).

The conditional capital increase serves the granting of shares on the exercise of conversion or option rights or the fulfilment of conversion or option obligations or when shares are tendered to the holders or creditors of convertible bonds, warrant bonds, profit participation rights and/or income bonds (or a combination of these instruments) (together the “Bonds”) issued on the basis of the above authorizing resolution. The new shares are issued on the basis of the conversion or option price to be determined in accordance with the above authorizing resolution. The conditional capital increase will only be implemented to the extent, that the holders or creditors of Bonds which are issued or guaranteed by the Company, dependent companies or by companies in which the Company owns a majority interest either directly or indirectly, on the basis of the above authorizing resolution up to June 15, 2026, exercise their conversion or option right or satisfy the conversion or option obligations under such Bonds or tenders shares, or to the extent the Company grants shares in the Company instead of paying the amount due as well as to the extent the conversion or option rights or conversion or option obligations are not serviced by treasury shares but rather by shares from authorized capital or other consideration. The new shares participate in profits from the beginning of the fiscal year in which they are created and for all subsequent fiscal years. In deviation hereof, the Management Board can, insofar as legally permissible, and with the approval of the Supervisory Board, determine that the new shares participate in profits from the beginning of the fiscal year for which at the time of the exercise of the conversion or option rights, the fulfilment of the conversion or option obligations or the granting (of shares) instead of the amount due, still no resolution by the General Meeting as to the appropriation of the balance sheet profit has been passed. The Management Board is authorized to determine the further details of the implementation of the conditional capital increase. The Supervisory Board is authorized to amend the Articles of Association accordingly after the respective utilization of the Conditional Capital 2021/I and upon expiration of all option or conversion periods.

f) Amendment of the Articles of Association

In Section 4 of the Company's Articles of Association a new paragraph (14) shall be inserted as follows:

“(14) The share capital of the Company is conditionally increased by up to EUR 14,000,000.00 (in words: Euro fourteen million) by issuing up to 14,000,000 new no-par value registered shares of the Company with a fractional amount of the registered share capital of EUR 1.00 per share (Conditional Capital 2021/I). The conditional capital increase serves the granting of shares on the exercise of conversion or option rights or the fulfilment of conversion or option obligations or when tendering convertible bonds to the holders or creditors of convertible bonds,

warrant bonds, profit participation rights and/or income bonds (or a combination of these instruments) (together the “Bonds”) issued on the basis of the authorizing resolution under agenda item 8 of the general meeting of June 16, 2021. The new shares are issued on the basis of the conversion or option price to be determined in accordance with the authorizing resolution of the general meeting of June 16, 2021. The conditional capital increase will only be implemented to the extent that the holders or creditors of Bonds which are issued or guaranteed by the Company, dependent companies or by companies in which the Company owns a majority interest either directly or indirectly, on the basis of the authorizing resolution of the general meeting of June 16, 2021 up to June 15, 2026, exercise their conversion or option right or satisfy the conversion or option obligations under such Bonds or tender of shares are made, or to the extent the Company grants shares in the Company instead of paying the amount due as well as to the extent the conversion or option rights or conversion or option obligations are not serviced by treasury shares but rather by shares from authorized capital or other consideration. The new shares participate in profits from the beginning of the fiscal year in which they are created and for all subsequent fiscal years. In deviation hereof, the Management Board can, insofar as legally permissible, and with the approval of the Supervisory Board, determine that the new shares participate in profits from the beginning of the fiscal year for which at the time of the exercise of the conversion or option rights, the fulfilment of the conversion or option obligations or the granting (of shares) instead of the amount due, still no resolution by the general meeting as to the appropriation of the balance sheet profit has been passed. The Management Board is authorized to determine the further details of the implementation of the conditional capital increase. The Supervisory Board is authorized to amend the Articles of Association accordingly after the respective utilization of the Conditional Capital 2021/I and upon expiration of all option or conversion periods.”

g) Instruction to apply for entry in the Commercial Register

The Management Board is instructed to apply for entry in the Commercial Register of the amendments to the Articles of Association in Section 4 para. (9) pursuant to lit. c) above and in Section. 4 para. (14) pursuant to lit. f) above in such a way that first the amendment to Section 4 para. (9) of the Articles of Association (Conditional Capital 2019/I) pursuant to c) above and then the amendment to the Articles of Association pursuant to f) above (Conditional Capital 2021/I) are entered in the Commercial Register.

Report of the Management Board to the Annual General Meeting pursuant to Section 221 para. (4) sent. 2 in conjunction with Section 186 para. (4) sent. 2 AktG on the authorizations of the Management Board to exclude subscription rights listed under agenda item 8

Under agenda item 8 of the Annual General Meeting on June 16, 2021, the Management Board and the Supervisory Board propose to amend the existing authorizing resolution under agenda item 6 of the general meeting of June 12, 2019 to issue convertible bonds as well as the corresponding Conditional Capital 2019/I and to create new authorization to issue convertible bonds and a new conditional capital (Conditional Capital 2021/I).

The existing and the new authorization to issue convertible bonds, bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments) also provide for the authorization to exclude the subscription right. Pursuant to Section 221 para. (4) sent. 2 in conjunction with Section 186 para. (4) sent. 2 AktG, the Management Board submits this report to the Annual General Meeting on agenda item 8 regarding the reasons for the authorization to exclude subscription rights:

a. Initial situation

The Annual General Meeting of the Company held on 12 June 2019 authorized the Management Board under agenda item 6 to issue , with the approval of the Supervisory Board, bearer or registered convertible bonds, bonds with warrants, profit participation rights and/or profit participating bonds (or combinations of these instruments) with a nominal value of up to EUR 2,000,000,000.00 on one or more occasions until 11 June 2024 with or without a limited term and to grant the creditors or holders of bonds conversion or option rights to shares of the Company with a proportionate amount of the share capital of up to EUR 61,219,560.00 ("Existing Authorization"). To service the option and conversion rights arising from these bonds, the same Annual General Meeting resolved the Conditional Capital 2019/I in the amount of EUR 61,219,560.00 (Section 4 para. (9) of the Articles of Association).

The existing authorization of 12 June 2019 to issue convertible bonds has been exercised in January 2020. In mid-January 2020, the Company placed convertible bonds with a total nominal value of EUR 1.75 billion in two tranches ("Tranche A" and "Tranche B") with a term until January 2024 (Tranche A) and January 2027 (Tranche B) in the nominal amounts of EUR 875 million (Tranche A) and EUR 875 million (Tranche B), each divided into 17,500 partial bonds with a nominal amount of EUR 100,000 each. The convertible bonds are initially convertible into approximately 17.9 million new or existing no-par value registered shares of Delivery Hero SE and were issued in a private placement exclusively to institutional investors in certain jurisdictions under exclusion of the subscription rights of Delivery Hero SE shareholders. The Conditional Capital 2019/I created in Section 4 para. (9) of the Articles of Association to service these issued convertible bonds exceeds the required volume and is therefore to be reduced by EUR 14 million.

Simultaneously and in order to continue to provide the Company with the necessary flexibility to issue convertible bonds and/or bonds with warrants for corporate financing in the future, the Management Board and the Supervisory Board propose that a new authorization to issue convertible bonds or bonds with warrants and a new conditional capital (Conditional Capital 2021/I) be resolved.

b. Advantages of such financing instruments

Adequate capital resources constitute an essential requirement for the Company's business development. The proposed authorization to issue Bonds shall make it possible for the Company to use attractive financing opportunities in a flexible and timely manner.

This shall enable the Company to use, apart from the typical means of borrowed capital (bank loans) and equity capital, also the instrument of Bonds for the purpose of financing acquisitions and other expansions of its business thereby being in a position to address different groups of investors in order to select, in the interest of the shareholders, the most suitable financing instrument in the relevant market situation in relation to the possibilities of placement and achievable prices. Furthermore, the Company can provide for a conversion or warrant obligation or a put option of the issuer and service the Bonds by offering treasury shares, offering shares from authorized capital or making a cash payment thereby extending the leeway for such financing instruments.

For reasons of flexibility, the Company acting through affiliated companies (*verbundene Unternehmen*) within the meaning of Sections 15 et seqq. AktG shall also be able to use German or international capital markets, depending on the market situation, and to issue the Bonds also in the statutory currency of an OECD country, apart from euro.

c. Conversion or option price

The conversion or option price shall not fall short of a minimum issue amount, whose calculation basis is precisely specified. In each case, the calculation shall be based upon the stock exchange price of the Delivery Hero SE share at the time when the Bond is placed or in the case of a conversion or warrant obligation or a put option, if any, alternatively upon the stock exchange price of the Delivery Hero SE share at the time when the conversion/warrant price is determined as more closely specified in the bond conditions.

The conversion/option price may be adjusted in specific cases as more closely specified in the bond conditions in order to provide protection against dilution in accordance with the authorization. A protection against dilution or adjustments can be stipulated in particular for cases of changes in the capital of the Company during the term of the Bonds, but also in relation to dividend payments, the issuing of further convertible/warrant bonds, transformation measures as well as in case of any other event with effects on the value of the conversion or warrant rights that may occur during the term of the Bonds (e.g. acquisition of control by a third party). A protection against dilution or adjustments can be provided or made especially by granting subscription rights, changing the conversion/warrant price and changing the grant of a cash component.

d. Subscription right and authorization to exclude subscription rights

The shareholders shall, in principle, have a subscription right when Bonds of this type are issued (Section 221 para. (4) in conjunction with Section 186 para. (1) AktG). The Management Board may also use the possibility to issue the Bonds to a credit institution or the members of a consortium of credit institutions or companies deemed equivalent to them according to Section 186 para. (5) sent. 1 AktG with the obligation to offer the Bonds to the shareholders in line with their subscription right (indirect subscription right within the meaning of Section 186 para. (5) AktG). This is no restriction on the shareholders' subscription right. The shareholders are finally granted the same subscription rights as in case of a direct subscription. For reasons of technical processing, only one or several credit institutions or companies deemed equivalent to them will be involved in the processing.

The Management Board can, however, with the consent of the Supervisory Board, exclude the shareholders' subscription right in specific cases:

(i) *Exclusion of the subscription right for fractional amounts*

The authorization to exclude the subscription right for fractional amounts serves the purpose that, with regard to the amount of the respective issue, a practical subscription ratio can be achieved. The value of the fractional amounts is, as a rule, low for each shareholder and thus the potential dilution effect is to be considered insignificant as well. However, the expenditure involved in an issue without such an exclusion is substantially larger. The exclusion serves the feasibility and facilitated execution of an issue. Therefore, the Management Board and the Supervisory Board deem the potential exclusion of the subscription right for fractional amounts to be objectively justified and appropriate by considering the shareholders' interests. The Bonds excluded from the shareholders' subscription right as free peaks are sold in the best possible way for the Company either by sale via the stock exchange or in any other manner.

(ii) *Exclusion of the subscription right in favour of the holders or creditors of previously issued warrant rights or conversion rights or corresponding obligations*

It shall also be possible to exclude the shareholders' subscription right insofar as necessary in order to grant holders or creditors of warrant or conversion rights or warrant or conversion obligations under previously issued Bonds a subscription right to the same extent as they would be entitled to as shareholders after exercising these rights or satisfying these obligations. The customary exclusion of the subscription right in favor of the holders or creditors of previously issued Bonds has the advantage that the warrant or conversion price for the previously issued Bonds regularly provided with an anti-dilution mechanism, e.g. in capital measures, does not need to be reduced. It is thereby possible to place the Bonds in several tranches in a more attractive way allowing a higher cash inflow for the Company on the whole. Therefore, this case of the exclusion of the subscription right is also in the interest of the Company and its shareholders.

(iii) *Facilitated exclusion of the subscription right by analogous application of Section 186 para. (3) sent. 4 in conjunction with Section 221 para. (4) sent. 2 AktG*

The Management Board shall furthermore be authorized, by analogous application of Section 186 para. (3) sent. 4 AktG, to exclude the subscription right with the consent of the Supervisory Board when issuing Bonds against cash payment, if the issue price of the Bonds is not significantly below their market value. This may be appropriate to place a Bond quickly and flexibly on the market on attractive conditions. As stock markets may be volatile, the achievement of an as advantageous issue result as possible will increasingly depend on whether it is possible to respond to market trends in the short term. Favorable conditions, which are, as far as possible, related to the market can, as a rule, be stipulated only if the Company is not bound by them for a too long offer period. When issuing subscription rights, a substantial markdown is, as a rule, required to ensure the chances of success

of the issue over the entire offer period. Section 186 para. (2) AktG does in fact permit a publication of the subscription price (and thus the conditions of these warrant and convertible bonds) by no later than three days before the end of the subscription period. In view of the volatility on the stock markets, there is, however, also a market risk over several days, which leads to markdowns when stipulating the conditions for the bonds. The alternative placement with third parties is also in danger or associated with additional expenses when granting a subscription right owing to the uncertainty concerning its exercise (subscription behavior). Ultimately, granting a subscription right will inhibit the Company from promptly responding to a change in the market conditions due to the length of the subscription period, which may result in a less favorable capital procurement for the Company.

The interests of the shareholders are safeguarded by issuing the Bonds at a price that is not significantly below the market value. It is thereby ensured that a significant financial dilution of the value of the shares will be prevented. Whether such a dilution effect will occur when issuing corresponding Bonds with conversion or warrant rights or obligations as well as put options, free of subscription rights, can be determined by calculating the hypothetical market value of the Bonds according to recognized, in particular financial mathematical, methods and comparing it with the issue price. If, following a due and proper examination, this issue price is only insignificantly below the hypothetical stock exchange price (market value) at the time when the Bonds are issued, an exclusion of subscription rights is permitted according to the sense and purpose of the provision set out in Section 186 para. (3) sent. 4 AktG owing to the only insignificant deduction. When fixing the price by taking into account the relevant situation on the capital market, the management will keep the discount on this market value as small as possible. Thus, the calculated market value of a subscription right will be low so that the shareholders cannot suffer any significant financial disadvantage from the exclusion of the subscription right.

A stipulation of conditions similar to those available on the market and thus an avoidance of a significant value dilution can also be effected by the Management Board by implementing a book-building process. In this process, investors are requested to submit purchase applications on the basis of provisional bond conditions by specifying, for example, the interest rate deemed fair and/or other economic components. At the end of the book-building period, conditions that have not been stipulated so far, e.g. the interest rate, are fixed on the basis of the purchase applications submitted by investors taking into account the market situation according to the principle of supply and demand. The aggregate value of the Bond is thereby determined in relation to the market situation. Such book-building process allows the Management Board to ensure that the value of the share will not be significantly diluted by excluding the subscription right.

Furthermore, it is also possible for the shareholders to maintain their share in the Company's share capital on approximately the same conditions by acquiring shares via the stock exchange. Their financial interests are thereby safeguarded. The authorization to exclude the subscription right on facilitated terms pursuant to Section 221 para. (4) sent. 2 in conjunction with Section 186 para. (3) sent. 4 AktG shall apply only to Bonds with rights and obligations to acquire shares to which under the Existing Authorization a pro rata amount of the share capital in total may not exceed 10% or to which under the new authorization a pro rata amount of the share capital in total may not exceed 5% at the time when this authorization comes into effect and - insofar as this amount is lower - at the time when this authorization is exercised. In this context, the authorization for simplified exclusion of subscription rights under the existing authorization dated June 12, 2019 is no longer available for utilization.

This limit shall include shares issued or sold in direct or analogous application of Section 186 para. (3) sent. 4 AktG during the term of this authorization up to the time of it being exercised. Furthermore, this limit shall also include shares to be issued or granted on the basis of a convertible or warrant bond issued during the term of this authorization with a facilitated exclusion of subscription rights in accordance with Section 186 para. (3) sent. 4 in conjunction with Section 221 para. (4) sent. 2 AktG. Counting said shares towards the limit is done in the shareholders' interest in having their holdings diluted as little as possible.

(iv) *Authorization to exclude subscription rights in connection with the issue of bonds against contributions in kind*

Bonds may also be issued against contributions or payments in kind provided this is in the interest of the Company. In this case, the Management Board is also authorized - with the consent of the Supervisory Board - to exclude the subscription right. This shall allow the Company, inter alia, to use the Bonds as an acquisition currency for buying, in suitable specific cases, such contributions or benefits in kind against the transfer of such financial instruments within the scope of mergers of companies or for the acquisition (including an indirect acquisition) of companies, establishments, divisions, shareholdings or other assets or claims for the acquisition of assets, including receivables against the Company or its affiliated companies within the meaning of Sections 15 et seqq. AktG.

This authorization makes it possible to quickly and flexibly use advantageous opportunities on the national and international market for an expansion of the Company by issuing Bonds in the interest of the Company and its shareholders. In contrast to a cash payment, the issue of Bonds will save the Company's liquidity thus often being the more favorable form of financing. The Management Board is also entitled to grant holders of receivables against the Company or its affiliated companies within the meaning of Sections 15 et seqq. AktG Bonds of the Company, either wholly or partially, instead of a payment of money. This will provide the Company

with additional flexibility for implementing measures intended to improve the capital structure.

The management will carefully review on a case-by-case basis whether it should make use of the authorization once the acquisition opportunities materialize. It will exclude the shareholders' subscription right only when such an exclusion is in the best interest of the Company.

When considering all these facts and circumstances, the authorization to exclude subscription rights is, in the different cases and to the extent described, necessary, suitable and reasonable as well as required in the interest of the Company.

e. Conditional Capital, other options

The proposed reduced Conditional Capital 2019/I and the Conditional Capital 2021/I each serve the purpose of servicing the conversion and/or warrant rights, conversion and/or warrant obligations or put options associated with the convertible Bonds and/or warrant Bonds.

The terms and conditions of the bonds may provide for or permit the use of treasury shares of the Company to service conversion and option rights or conversion and option obligations or for the purpose of tendering shares from authorized capital or, if the Management Board has been separately authorized to do so by the Annual General Meeting, treasury shares of the Company. This structure also enables the Company to use existing shares or other capital measures to service bonds and thus increase the Company's flexibility. Furthermore, the terms and conditions of the bonds may provide that the number of shares to be granted upon exercise of the conversion or option rights or after fulfilment of corresponding obligations, or an exchange ratio in this regard, is variable and may be rounded up or down to a whole number.

Furthermore, it may be provided that in the event of conversion or exercise of an option or fulfilment of the options and conversion obligations, the Company does not grant shares in the Company to the holders of the bonds, but pays the equivalent value in cash or grants listed shares in another company. On the other hand, the conditions may also provide for the right of the Company to grant shares of the Company or listed shares of another company to the holders of the bonds in whole or in part - instead of paying the due amount of money - when the bonds mature.

The terms and conditions of the bonds may also stipulate that the number of shares to be subscribed for upon exercise of the conversion or option rights or after fulfilment of the conversion or option obligations is variable and/or that the conversion or option price may be changed during the term within a range to be determined by the Executive Board depending on the development of the share price or as a result of anti-dilution provisions.

This form of bond enables the Company to obtain financing close to the capital market without actually requiring a capital measure under company law. This measure takes into account the fact that an increase in the share capital may potentially be unwelcome at a future time when the Bonds are exercised or corresponding obligations are satisfied. Apart from that, by using the possibility of cash payment, shareholders are protected against a reduction in their participation ratio as well as against a dilution of the value of their shares because no new shares are being issued. On the other hand, the bond conditions may also give the Company the right to grant the holders or creditors of the Bonds on the

due date of the Bonds, either wholly or partially, shares in the Company instead of paying the amount due.

The Management Board will inform the General Meeting of any exercise of the authorization.

The written report of the Management Board pursuant to Section 221 para. (4) sent. 2 AktG in conjunction with Section 186 para. (4) sent. 2 AktG on the exclusion of shareholders' subscription rights in connection with the resolution on agenda item 8 will be made accessible from the date on which the Annual General Meeting is convened under

<https://ir.deliveryhero.com/agm>.

9. Resolution on the creation of a new Authorized Capital 2021 (Employee Participation) with the possibility of excluding shareholders' subscription rights and the corresponding amendment of Section 4 of the Articles of Association

The Company intends to create an authorization to issue shares of Delivery Hero SE to employees, members of the management bodies and employees of companies affiliated with the Company under a new Authorized Capital 2021 excluding subscription rights. In this way, the Company is given the opportunity to offer employee shares to this group of persons as part of an incentive program. The issue of employee shares is in the well-understood interests of the Company and its shareholders, as it promotes employee identification with the Company, the assumption of employee responsibility and employee loyalty to the Company. Their issue enables the Company to set long-term incentives in line with its corporate strategy, taking into account not only positive but also negative developments. It is therefore an instrument which, in the interests of the Company and the shareholders, can be used to achieve greater economic responsibility on the part of employees while conserving equity. The authorization also takes account of the fact that the Company is in competition for qualified employees. The Company must face up to this competition in order to promote and strengthen its own development in the long term

Against this background, a further Authorized Capital 2021 in the amount of EUR 6,940,000.00 is to be created in a new Section 4 para. (15) of the Articles of Association.

The Management Board and the Supervisory Board propose that the following resolution be adopted:

a) Creation of a new Authorized Capital 2021

The Management Board is authorized, with the approval of the Supervisory Board, to increase the share capital in the period until June 15, 2026 by a total of up to EUR 6,940,000.00 (in words: Euro six million nine-hundred forty-thousand) by issuing up to 6,940,000 new registered no-par value shares against cash and/or non-cash contributions on one or several occasions (Authorized Capital 2021).

In principle, shareholders must be granted a subscription right. The shares may also be underwritten by one or more credit institutions or companies within the meaning of Section 186 para. (5) sent.1 AktG with the obligation to offer them to the shareholders of the company for subscription (indirect subscription right).

The Management Board is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights for one or more capital increases within the scope of Authorized Capital 2021/II in the following cases:

- to grant shares to 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 Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the capital increase and its implementation. The dividend entitlement of the new shares may also deviate from Section 60 para. (2) of the German Stock Corporation Act (AktG); in particular, the new shares may also carry dividend entitlement from the beginning of the financial year preceding their issue if, at the time of issue of the new shares, the Annual General Meeting has not yet adopted a resolution on the appropriation of profits for this financial year

The Supervisory Board is authorized to amend the wording of the Articles of Association after utilization of Authorized Capital 2021/II or expiry of the period for utilization of Authorized Capital 2021/II, accordingly.

b) Insertion of a new Section 4 para. (15) in the Articles of Association

A new Section 4 para. (15) shall be inserted as follows:

„(15) The Management Board is authorized, with the approval of the Supervisory Board, to increase the share capital in the period until June 15, 2026 by a total of up to EUR 6,940,000.00 (in words: Euro Euro six million nine-hundred forty-thousand) by issuing up to 6,940,000 new registered no-par value shares against cash and/or non-cash contributions on one or several occasions (Authorized Capital 2021).

Shareholders must in principle be granted a subscription right. The shares may also be underwritten by one or more credit institutions or companies within the meaning of Section 186 para. (5) sent. 1 AktG with the obligation to offer them to the shareholders of the company for subscription.

The Management Board is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights for one or more capital increases within the scope of Authorized Capital 2021 in the following cases:

- *to grant shares to 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 Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the capital increase and its implementation. The dividend entitlement of the new shares may also deviate from Section 60 para. (2) of the German Stock Corporation Act (AktG); in particular, the new shares may also carry dividend entitlement from the beginning of the financial year preceding their issue if, at the time of issue of the new shares, the Annual General Meeting has not yet adopted a resolution on the appropriation of profits for this financial year.

The Supervisory Board is authorized to amend the wording of the Articles of Association accordingly after utilization of Authorized Capital 2021 or expiry of the period for utilization of Authorized Capital 2021.”

Report of the Management Board on the authorizations of the Management Board mentioned under agenda item 9 to exclude subscription rights pursuant to Section 203 para. (2) sent. 2 in conjunction with Section 186 para. (4) sent. 2 of the AktG

Under item 9 of the agenda, the Management and the Supervisory Board propose the creation of a new Authorized Capital 2021 with the possibility to exclude subscription rights.

The Management Board submits a complete report in accordance with Section 203 para. (2) sent. 2 in conjunction with Section 186 para. (4) sent. 2 AktG:

The Management Board and the Supervisory Board consider it reasonable to create an authorization to issue shares of Delivery Hero SE in the amount of EUR 6,940,000.00 to employees, members of the management bodies and employees of companies affiliated with the Company under exclusion of subscription rights within the scope of a new Authorized Capital 2021.

It should be possible to use the Authorized Capital 2021 proposed under agenda item 9, excluding subscription rights, to generate shares to service employee participation programs. It is common practice nationally and internationally to offer a company's employees performance incentives that tie them more closely to the company in the long term. The Management Board and Supervisory Board are convinced that a long-term employee participation program is necessary to ensure that the Company remains attractive to qualified employees in the future. Accordingly, the Company shall be given the opportunity to offer employees of the Company or of companies affiliated with the Company a corresponding compensation component for the purchase of shares. In this way, the Company's attractiveness in the competition for qualified employees is to be further increased. In particular, the opportunity to acquire shares as part of a long-term employee participation program is intended to create a special performance incentive, the benchmark for which is the value of the Company as reflected in the price of the Company's shares and which is to be increased. The interests of the employees - like those of the shareholders - are therefore directed towards increasing the value of the Company. This also benefits the shareholders through the resulting positive effects on the stock market price of the shares of Delivery Hero SE. Employees can participate in this through the possibility to purchase shares. In such a case, the scope of a capital increase from Authorized Capital 2021 excluding subscription rights for the purpose of servicing employee participation programs will be limited to EUR 6,940,000, which corresponds to a share of only around 2.8% of the current capital stock of the Company. The Management Board and Supervisory Board consider this to be appropriate.

Utilization of the authorization

At this time, there are no specific plans to utilize the Authorized Capital 2021/II. Corresponding anticipatory resolutions including an option to exclude subscription rights are common at both the national and international level. The approval of the Supervisory Board is required for all cases of exclusion of subscription rights proposed here. In

addition, the Management Board will in each case carefully examine whether the utilization of the Authorized Capital 2021 is in the interest of the Company; in particular, it will also examine whether any exclusion of subscription rights is objectively justified in individual cases. The Management Board will report to the next Annual General Meeting on each utilization of the authorization.

The written report of the Management Board pursuant to Section 203 para. (2) sent. 2 in conjunction with Section 186 para. (4) sent. 2 AktG on the authorization of the Management Board to exclude shareholders' subscription rights in connection with the resolution on agenda item 9 will be made accessible to the shareholders from the date of the convening of the Annual General Meeting under the following address

<https://ir.deliveryhero.com/agm>.

10. Resolution on the authorization to grant subscription rights to members of the Management Board of the Company, to members of the management of affiliated companies and to selected executives and employees of the Company and affiliated companies in Germany and abroad (Stock Option Program 2021) and the creation of Conditional Capital 2021/II as well as the corresponding amendment of Section 4 of the Articles of Association

Delivery Hero SE regards the participation of employees in the company's share capital as an important component of a business policy geared to the interests of shareholders. Under agenda item 11, the annual general meeting of 12 June 2019 has previously created an authorization to grant subscription rights to members of the company's Management Board, executives and employees of the company and affiliated companies as well as the corresponding Conditional Capital 2019/II. In order to be able to bind executives and employees of the Company and its affiliated companies to the Company in the future through a remuneration component with a long-term incentive effect, a further authorization to grant subscription rights is to be created.

For this purpose, an authorization to grant subscription rights to members of the Management Board of the Company, to members of the management of affiliated companies as well as to selected executives and employees of the Company and affiliated companies in Germany and abroad ("Stock Option Program 2021") as well as a corresponding conditional capital (Conditional Capital 2021/II) shall be created:

The Management Board and the Supervisory Board therefore propose that the following resolution be adopted:

a) Authorization to grant subscription rights to members of the Management Board of the Company, to members of the management of affiliated companies as well as to selected executives and employees of the Company and affiliated companies in Germany and abroad (Stock Option Program 2021)

The Management Board is authorized, with the consent of the Supervisory Board, to grant, on one or more occasions until and including June 15, 2026 ("Authorization Period") subscription rights ("Stock Options") to up to 3,020,000 no-par-value registered shares of the Company to members of managing corporate

bodies of affiliated companies as well as to selected executives and employees of the Company and affiliated companies in Germany and abroad (“Beneficiaries”).

The Supervisory Board is authorized to grant, on one or more occasions until and including June 15, 2026 (“Authorization Period”) subscription rights (“Stock Options”) to up to 2,000,000 no-par-value registered shares of the Company to members of the Management Board of the Company (“Beneficiaries”).

One Stock Option grants one subscription right to one share of the Company. The shareholders of the Company are not entitled to subscription rights. If Stock Options forfeit during the Authorization Period due to the termination of the service or the employment relationship with the Company or an affiliated company of the Delivery Hero Group or for other reasons, a corresponding number of Stock Options may be re-issued to Beneficiaries. The Company may elect to fulfill exercised subscription rights by either using the Conditional Capital 2019/II, which is proposed for resolution under the following lit. b), or by using treasury shares. The Company has also the right to effect a cash settlement. The granting of Stock Options and the issue of subscription shares is subject to the following provisions:

(1) Beneficiaries and allocation

The circle of Beneficiaries includes the members of the Management Board of the Company (Group 1), as well as members of managing corporate bodies of affiliated companies in Germany and abroad, selected executives and employees of the Company in Germany and abroad and selected executives and employees of affiliated companies in Germany and abroad (Group 2).

The total volume of subscription rights shall be allocated among the two groups of Beneficiaries as follows:

- The Beneficiaries of Group 1 together receive up to a maximum of 2,000,000 Stock Options and the subscription rights resulting therefrom;
- the Beneficiaries of Group 2 together receive up to a maximum of 3,020,000 Stock Options and the subscription rights resulting therefrom.

In case the Beneficiaries belong to several groups, they receive Stock Options exclusively due to their membership to one group. The group membership is determined by the Management Board of the Company, and to the extent members of the Management Board are affected by the Supervisory Board of the Company. The Beneficiaries within each group and the numbers of Stock Options to be granted may vary during the term of the Stock Option Program 2021 and are determined by the Management Board, and to the extent members of the Management Board are affected by the Supervisory Board.

(2) Grant Periods (acquisition periods)

Stock Options can be granted in tranches within the Authorization Period for a single or repeated initiation of a program on one or several occasions during each year, whereby the options are to be granted in accordance with legal requirements in each case within the period from the registration of the Conditional Capital 2021/II as provided for under lit. b) below with the Company’s commercial register until and including June 15, 2026 (acquisition (referred to as the “Grant Period”).

If Stock Options are granted to members of the Management Board of the Company, the relevant provisions are determined by the Supervisory Board of the Company, and to the extent that Beneficiaries of Group 2 are affected, by the Management Board of the Company (collectively referred to as the “**Terms and Conditions**”).

The grant date shall be the date on which the Beneficiaries receive the offer concerning the granting of Stock Options, irrespective of the point in time the offer is accepted. The offer can specify a later date than the grant date.

(3) Waiting period

Stock Options are only to be exercised after the end of the waiting period. The waiting period of one tranche of Stock Options begins on the specified grant date and ends no earlier than at the end of the grant date’s fourth anniversary.

(4) Performance target

The Stock Options can only be exercised if and to the extent the “**Performance Target**” – as described below – is achieved.

The Performance Target is achieved if the average compound annual growth rate (“**CAGR**”) of the turnover of Delivery Hero Group on a like-for-like basis amounts to at least 20 % during the Reference Period. The “**Reference Period**” are the fiscal years of the Company, beginning with the fiscal year which precedes the fiscal year in which the grant date falls, and ending with the fiscal year which precedes the fiscal year in which the waiting period expires.

Example: Assuming the grant date is July 18, 2021, the CAGR for the fiscal years 2020 to 2024 are decisive for the Performance Target.

(5) Exercisability of Stock Options

Stock Options can only be exercised if the waiting period has expired and the Performance Target has been achieved. Stock Options are served in the form of shares of the Company, whereby each Stock Option entitles the Beneficiary to subscribe to one share.

(6) Exercise periods and expiration

Stock Options can be exercised by the Beneficiaries within two years following the date of the expiry of the waiting period. After expiry of the waiting period and subject to the fulfilment of the further exercise requirements as set out in the Option Terms & Conditions and any statutory restrictions, Stock Options may be exercised at any time until the expiry of the term, unless the exercise would fall within a black-out period (“**Exercise Period**”).

The following periods constitute such black-out periods:

- the period of 30 calendar days prior to the publication of the annual financial report and prior to the publication of the half-year financial report of the Company – the period from the day on which the Company;
- the period from the day on which an offer of securities is published by the Company or one of its controlled undertakings until the day on which the offer period for that offer expires for such offering closes.

The above black-out periods shall include in each case the full day on which the respective black-out period begins and ends. The Option Terms & Conditions may stipulate further black-out periods. The Exercise Period can be appropriately extended by the Management Board of the Company or, to the extent members of the Management Board are affected, by the Supervisory Board, to the extent that legal provisions prohibit the exercise at the expiration of the original Exercise Period. The Stock Options expire after the end of the respective (if applicable, extended) Exercise Period. Stock Options that are not exercised until the expiration of the respective Exercise Period expire without compensation.

(7) Exercise Price

In case of an exercise of Stock Options, the Exercise Price has to be paid for each share subscribed. The "Exercise Price" per share equals the volume weighted 3 month average price of the Delivery Hero-share in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange before the grant date. The minimum issue price is equivalent to at least the lowest issue price as defined under Section 9 para. (1) AktG.

(8) Substitution rights of the Company

The Company can meet the obligations of the Stock Options exercised by issuing new no-par value registered shares by utilizing the Condition Capital 2021/II proposed for resolution under lit. b) below. The Company is also entitled to meet the obligation in whole or in part by delivering treasury shares instead of new shares. Moreover, instead of delivering new or treasury shares, the Company is entitled to pay in whole or in part an amount in cash which equals the value of the shares that arise out of the exercise of the Stock Options less the Exercise Price.

The decision which alternative shall be chosen is made by the Management Board of the Company or, to the extent members of the Management Board are affected by the Supervisory Board of the Company.

(9) Restrictions in the event of extraordinary developments

In the event of extraordinary developments, the Supervisory Board of the Company is authorized at its discretion to restrict the exercise of Stock Options granted to members of the Management Board of the Company. A restriction may be necessary specifically to ensure the appropriateness of remuneration as defined under Section 87 para.(1) sent. 1 AktG.

In the event of extraordinary developments, the Management Board of the Company is authorized at its discretion to restrict the exercise of Stock Options granted to Beneficiaries of Group 2. A restriction may be necessary specifically to ensure that the total remuneration of the individual Beneficiary is proportionate to the tasks and performance of the respective Beneficiary and does not exceed the usual remuneration without special reason.

(10) Individual rights

The Stock Options are not legally transferable but are inheritable. A transfer is also allowed for the fulfillment of legacies. Stock Options may only be exercised by the respective Beneficiary or his/her heirs or legatee. If Stock Options can no longer be

exercised in accordance with the above provisions, they will forfeit without replacement or compensation. The provision authorizing the re-issue of forfeited Stock Options to Beneficiaries remains unaffected.

(11) Anti-dilution protection

The Terms and Conditions may contain customary anti-dilution protection clauses based upon which the economic value of the Stock Options in accordance with the regulations in Section 216 para. (3) AktG can be essentially protected, particularly by taking into account potential share splits, capital increases from company funds by issuing new shares, or other measures with similar effects when determining the number of shares to be issued for each Stock Option.

(12) Dividend rights

The new no par value registered shares are entitled to dividends from the beginning of the fiscal year for which not yet a resolution of the general meeting has been made on the appropriation of the balance sheet profit at the time the subscription right is exercised.

(13) Authorization to determine further details

The further details with respect to granting and fulfillment of obligations resulting from Stock Options for the issue of shares from Conditional Capital 2021/II and the further Terms and Conditions are determined by the Supervisory Board of the Company to the extent members of the Management Board are affected, or by the Management Board of the Company to the extent Beneficiaries of Group 2 are affected.

In particular, the further regulations include the decision to initiate annual tranches on one or repeated occasions to make use of the authorization to grant Stock Options as well as provisions for the execution of the Stock Option Program 2021 and the annual tranches and the method of granting and exercise of Stock Options, the granting of Stock Options to individual Beneficiaries, the determination of the grant date within the respective Grant Period as well as regulations for exercisability in special cases, particularly in case the service or employment relationship with the Beneficiaries, in the event of death, withdrawal of an affiliated company, business or operating segment from the Delivery Hero Group, in case of a change of control, the conclusion of an affiliation agreement or delisting, or to meet legal requirements.

The Company is also authorized to deviate from the provisions of this resolution in case of its application to members of managing corporate bodies, executives and employees of affiliated companies abroad as far as it is, with regard to the content of this resolution, not mandatory pursuant to German stock corporation law that the general meeting adopt the resolution or to the extent this resolution exceeds the minimum requirements of German stock corporation law.

b) Conditional Capital 2021/II

The share capital of the Company will be increased conditionally by up to EUR 5,020,000.00 (in words: Euro five million and twenty-thousand) by issuing up to 5,020,000 new no-par value registered shares of the Company with a fractional amount of the registered share

capital of EUR 1.00 per share (**Conditional Capital 2021/II**). The conditional capital increase solely serves the granting of subscription rights for shares (Stock Options) to members of the Management Board of the Company, members of managing corporate bodies of affiliated companies as well as selected executives and employees of the Company and affiliated companies in Germany and abroad that are granted based on the authorization above. The shares will be issued at the issue price defined in the authorization above. The conditional capital increase will only be consummated to the extent that subscription rights are exercised and the Company refrains from using treasury shares or paying a cash compensation to meet its subscription right obligations. The new shares will be entitled to dividends from the beginning of the fiscal year for which not yet a resolution of the General Meeting has been made on the appropriation of the balance sheet profit at the time when the subscription right is exercised. The Management Board of the Company or, to the extent members of the Management Board are affected, the Supervisory Board of the Company is authorized to determine the further details of the conditional capital increase and its consummation. The Supervisory Board is authorized to amend the Articles of Association in accordance with the respective utilization of Conditional Capital 2021/II and after expiry of all option and conversion periods.

c) Amendment to the Articles of Association

Section 4 of the Articles of Association is supplemented by the following new paragraph 16:

“(16) The share capital of the Company is conditionally increased by EUR 5,020,000.00 (in words: Euro five million and twenty-thousand) by issuing up to 5,020,000 new no par value registered shares of the Company with a fractional amount of the registered share capital of EUR 1.00 per share (Conditional Capital 2012/II). The Conditional Capital 2021/II serves exclusively to secure subscription rights from Stock Options issued by the Company under the authorization of the general meeting of June 16, 2021, under agenda item 10, as part of the Stock Option Program 2021 from the date of the registration of Conditional Capital 2021/II until June 15, 2026 to members of the Management Board of the Company, members of managing corporate bodies of affiliated companies as well as selected executives and employees of the Company or affiliated companies in Germany and abroad. The conditional capital increase will be consummated only to the extent Stock Options are issued, and the holders of these Stock Options make use of their subscription rights for Company shares. The issue of shares from Conditional Capital 2021/II will be executed at an exercise price determined in accordance with lit. a) (7) of the authorization. The new shares will be entitled to dividends from the beginning of the fiscal year for which not yet a resolution of the General Meeting has been made on the appropriation of the balance sheet profit at the time the subscription right is exercised. The Management Board of the Company or, to the extent members of the Management Board are affected, the Supervisory Board of the Company is authorized to determine the further details of the conditional capital increase and its consummation. The Supervisory Board is authorized to amend the Articles of Association in accordance

with the respective utilization of Conditional Capital 2021/II and after expiry of all option and conversion periods.”

Report of the Management Board regarding agenda item 10 of the General Meeting

The Management Board submits the following report in connection with the intended creation of the Conditional Capital 2021/II:

The Stock Option Plan 2021 serves to provide long-term compensation for members of the Company's Management Board, members of the management of affiliated companies, and selected executives and employees of the Company and affiliated companies in Germany and abroad.

The proposed authorization runs until 15 June 2026 and comprises the issue of up to 5,020,000 stock options with subscription rights for a total of up to EUR 5,020,000 no-par value registered shares of the Company. To service the subscription rights arising from the stock options, it is also proposed to conditionally increase the Company's share capital by up to EUR 5,020,000.00 (Conditional Capital 2021/II).

The proposed authorization and the associated Conditional Capital 2021/II have the following background:

According to modern standards, share-price-based compensation is an important component of compensation systems and is widely used internationally. The issue of stock options is a form of share-price-based remuneration that has the considerable advantage for the company of saving liquidity, which it can instead use to generate profit. Share-price-based compensation systems strengthen the alignment of shareholders' interests with those of employees of the Company and its affiliated companies. This is because an increase in the price level of the Company's shares leads both to an advantage for the shareholders and to an advantage for those entitled under the stock option plan. Any dilution of shareholder rights is offset by the fact that the subscription rights can only be exercised by the beneficiaries if the performance target is achieved. The subscription rights can only be exercised if the waiting period has expired and the performance target has been achieved. The performance target is achieved if the compound annual growth rate (“CAGR”) of the Delivery Hero Group's sales on a comparable (“like-for-like”) basis is at least 20 % in the reference period. The reference period comprises the financial years of the Company beginning with the financial year preceding the financial year in which the issue date falls and ending with the financial year preceding the financial year in which the waiting period expires.

The achievement of the performance target is equivalent to an increase in the value of the Company's shares. The issue of stock options increases the possibility for the Supervisory Board and the Management Board to bind the beneficiaries to the Company as long as possible and to motivate them to pursue a business policy geared to the interests of the shareholders. The exercise price per share for the Stock Option Program 2021 corresponds to the volume-weighted three-month average price of the Delivery Hero share in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange prior to the issue date of the stock options.

This ensures that occasional price fluctuations do not unduly influence the exercise price in both positive and negative respects.

The waiting period of at least four years is provided for by law and is considered appropriate by the Management Board and Supervisory Board in order to ensure that the Company's long-term and sustainable development is taken into account. The stock options may only be issued until June 15, 2026 at the latest, so that it is recognizable to shareholders at the latest after five years how many subscription rights have been issued under the specified conditions. Under the Stock Option Program 2021, the subscription rights can be exercised within two years of expiry of the respective waiting period, after which they expire without compensation.

The key points for the issue of stock options under the Stock Option Plan 2021 are set out in the proposed resolution under agenda item 10 of this invitation to the Annual General Meeting. With the issue of the stock options, the beneficiaries are to receive their own subscription right to shares of the Company from the new Conditional Capital 2021/II.

The creation of Conditional Capital 2021/II will enable the Company to service the claims under the Stock Option Plan 2021 with new shares from conditional capital. In order to satisfy these stock options, the Company therefore does not have to use any financial resources to acquire its own shares or make a cash payment and is at the same time hedged against an increase in the value of the stock options associated with an increase in the share price. The use of new shares from Conditional Capital 2021/II to service the stock options issued under the Stock Option Program 2021 thus reduces the risks that may arise for the Company as a result of market movements and enables these stock options to be serviced in the interest of the Company while preserving liquidity.

The shareholders do not have a statutory subscription right to the subscription shares issued within the framework of the Conditional Capital 2021/II. Otherwise, the intended purpose of the Conditional Capital 2021/II to enable the servicing of the stock options issued under the Stock Option Program 2021 would not be achieved.

The Stock Option Program 2021, as a long-term performance-related remuneration element whose performance depends both on the achievement of long-term growth targets and on the development of the Company's share price, is in the interest of the Company and its shareholders. For the reasons set out above, the Management Board therefore considers the proposed resolution under agenda item 10 of this invitation to the Annual General Meeting to be appropriate and appropriate overall, taking into account the interests of the Company and its shareholders.

This report will also be available on the Internet from the date on which the Annual General Meeting is convened and can be retrieved under

<https://ir.deliveryhero.com/agm>.

11. Resolution on the cancellation of the existing authorization to acquire treasury shares and on the authorization to acquire treasury shares and their use pursuant to Section 71 para. (1) no. 8 AktG and on the exclusion of subscription and tender rights

In accordance with Article 5 SE Regulation in conjunction with Section 71 (1) no. 8 AktG, the Company requires a special authorization resolved upon by the Annual General Meeting to acquire, use and redeem its own shares (*treasury shares*), unless expressly

permitted by law. The Annual General Meeting of the Company on June 18, 2020 created a corresponding authorization with a term until June 17, 2025.

The authorization granted by the Annual General Meeting on June 18, 2020 can only be utilized to a limited extent due to the issuance of convertible bonds under exclusion of subscription rights which has occurred in the meantime. The exclusion of subscription rights that occurred when the convertible bonds were issued is set off against the authorization to use treasury shares. A new authorization is intended to give the company all the options for using treasury shares again.

It is therefore proposed to the Annual General Meeting that the Company be granted a new authorization to acquire and use treasury shares, revoking the previous authorization at the same time.

The Management Board and the Supervisory Board therefore propose that the following resolution be adopted:

a) Revocation of the existing authorization

The existing authorization to acquire treasury shares resolved upon under agenda item 13 by the General Meeting on June 18, 2020 is revoked at the time that this new authorization comes into effect, insofar as it has not been exercised by then.

b) Creation of a new authorization

Until June 15, 2026, the Management Board is authorized, with the consent of the Supervisory Board, and in compliance with the principle of equal treatment (Article 9 (1) (c) (ii) SE Regulation in conjunction with Section 53a AktG) to acquire treasury shares of up to a total of 5 % of the share capital of the Company at the time of the resolution or – if this amount is lower – at the time of exercise of the authorization. Shares acquired on the basis of this authorization may not, together with other treasury shares held by the Company, which the Company has already acquired and still holds or which are attributable to it according to Article 5 SE Regulation in conjunction with Sections 71a ff. Stock Corporation Act, exceed 5 % of the share capital of the Company in each case.

The authorizations can be exercised once or several times, in whole or in part, in pursuit of one or more objectives by the Company but also by group companies or by third parties for the account of the Company or the group companies. The authorization may not be exercised for the purpose of trading in the Company's treasury shares.

c) Nature and method of acquisition of treasury shares

The acquisition of its own shares (treasury shares) takes place at the option of the Management Board (i) through the stock exchange, (ii) by means of a public purchase offer addressed to all shareholders of the Company or by means of a public request to the shareholders to make offers for sale (the acquisition according to (ii) is referred to hereinafter as "Public Acquisition Offer") or (iii) by means of public offer or a public request to make an offer to exchange liquid shares admitted to trading on an organized market in the meaning of the Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*) (hereinafter "Exchange Shares") against shares of the Company (the acquisition according to (iii) hereinafter "Exchange Offer").

aa) Acquisition of shares through the stock exchange

If the acquisition by the Company of its own shares takes place through the stock exchange, the purchase price per share paid (without ancillary purchase costs) by the Company may not exceed or fall below the price for a share of the Company in Xetra trading (or a corresponding successor system) ascertained on the stock exchange trading day (in Frankfurt am Main) by the opening auction by more than 10%.

bb) Acquisition of shares (1) by means of a public purchase offer or (2) by means of public request to make a sales offer

In the case of acquisition by public purchase offer the Company can set a fixed purchase price or a purchase price range for each share (without ancillary purchase costs), within which it is prepared to purchase shares. In the Public Acquisition Offer, the Company can set a period for acceptance or the making of the offer and the possibility and the conditions for adjustment of the purchase price range during the period in the event of more than insignificant price changes. The purchase price will, in the case of a purchase price range, be ascertained on the basis of the sales prices stated in the acceptance or offer declarations of the shareholders and the acquisition volume set by the Management Board after the end of the offer period.

- (1) In the case of a public purchase offer of the Company, the purchase price offered or the purchase price range may not exceed or fall below the volume-weighted average market price for a share of the Company in Xetra trading (or a corresponding successor system) on the last five (5) stock exchange trading days (in Frankfurt am Main) price prior to the day of the public announcement of the offer by more than 10%. In the event of adjustment of the purchase price range by the Company, the last five (5) stock exchange trading days (in Frankfurt am Main) prior to the public notification of the adjustment will be relied on.
- (2) In the case of a request to the shareholders to make a sales offer, the purchase price (without purchase ancillary costs) for each share of the Company ascertained on the basis of the offers made may not exceed or fall below the volumeweighted average of the market price for a share of the Company in Xetra trading (or a corresponding successor system) on the last five (5) stock exchange trading days (in Frankfurt am Main) prior to the day of the publication of the request to make a sales offer by more than 10%. In the event of an adjustment of the purchase price range by the Company, the last five (5) stock exchange trading days (in Frankfurt am Main) prior to the public notification of the adjustment will be relied on.

cc) Volume

The volume of the purchase offer or the sales request can be restricted. If the shares offered by the shareholders for acquisition exceed the total amount of the purchase offer or the sales request of the Company, they will be taken into account or accepted in the proportion borne by the total amount of the purchase offer or the sales request to the total of the shares in the Company offered by the

shareholders. It can, however, be provided that minor amounts of up to one hundred (100) shares offered per shareholder will be acquired in preference. The purchase offer or the sales request can provide other conditions.

dd) The acquisition of shares (1) by means of a public offer to exchange liquid shares or (2) by a public request to make an offer for the exchange of liquid shares, each of which are admitted to trading on an organized market in the meaning of the Securities Acquisition and Takeover Act

In the case of an acquisition by an Exchange offer, the Company can set either an exchange ratio or a corresponding exchange range at which it is prepared to acquire shares of the Company. Payment in cash can thereby be made as additional payment or in compensation for fractional amounts. In the Exchange Offer, the Company can set a period for the acceptance or making of the offer and the possibility and the conditions for adjustment of the exchange range during the period in the event of more than insignificant price changes. The exchange ratio will be ascertained in the event of an exchange range on the basis of the exchange ratio and/or other data stated in the acceptance or offer declarations of the shareholders and the acquisition volume set by the Management Board after the end of the offer period.

- (1) In the case of an Exchange Offer of the Company, the exchange ratio or the exchange range offered may not exceed the crucial value of a share of the Company by more than 10% or fall below the said value by more than 20%. The volume-weighted average market price of an Exchange Share-weighted average of the market price of an exchange share and a share of the Company in Xetra trading (or a corresponding successor system) or on an organised market in the meaning of the Securities Acquisition and Takeover Act on the last five (5) stock exchange trading days prior to the day of the public notification of the offer is to be charged in each case. In the event of adjustment of the exchange range by the Company, the last five (5) stock exchange trading days prior to the public notification of the adjustment will be relied on.
- (2) In the case of a request to the shareholders to make an offer for the exchange of liquid shares the exchange ratio may not exceed the crucial value of a share of the Company by more than 10% or fall below the said value by more than 20%. The volume-weighted average of the market price of an exchange share and a share of the Company in Xetra trading (or a corresponding successor system) or on an organized market in the meaning of the Securities Acquisition and Takeover Act on the last five (5) stock exchange trading days prior to the day of the public notification of the offer is to be charged in each case. In the event of adjustment of the exchange range by the Company, the last five (5) stock exchange trading days prior to the public notification of the adjustment will be relied on.
- (3) The volume of the Exchange Offer or the request to make an Exchange Offer can be restricted. If the shares offered by the shareholders for exchange exceed the total amount of the Exchange Offer or the request of the Company to make an Exchange Offer, they will be taken into account or

accepted in the proportion borne by the total amount of the Exchange Offer or the request to make an Exchange Offer to the total of the shares of the Company offered by the shareholders. It can however be provided that minor amounts of up to one hundred (100) shares offered per shareholder will be acquired in preference. The Exchange Offer or the request to make an Exchange Offer can provide other conditions.

d) Authorization of the Management Board to sell and otherwise use treasury shares

The Management Board is authorized to use the shares of the Company acquired by it based on the above authorization or based on prior authorizations apart from a sale through the stock exchange or by means of an offer to all shareholders in the following manner:

- aa) They can be redeemed and the share capital of the Company reduced by the amount of share capital attributable to the redeemed shares without the redemption or its implementation requiring a further General Meeting resolution. The Management Board can also redeem the shares in the simplified procedure without reducing the share capital so that the proportion of the remaining shares in the share capital is increased by the redemption. If the redemption of the shares takes place in the simplified procedure without reduction of the share capital, the Management Board is authorized to adjust the number of shares in the Articles of Association of the Company.
- bb) They can be offered for purchase and transferred to persons employed or who were employed by the Company or one of its affiliated companies and board members of the Company or of affiliated companies of the company or their investment vehicles, holders of acquisition rights, in particular from call options (issued by the Company's legal predecessors), holders of virtual options that are or were issued by the Company, the Company's legal predecessors or their subsidiaries. The shareholders' subscription rights are excluded in this respect. To the extent that members of the Company's Board of Management are affected, this authorization applies to the Supervisory Board, which also determines the respective details (see lit. e) below).
- cc) They may be transferred to persons who are or were in an employment relationship with the Company or one of its affiliates on the basis of commitments in connection with the employment relationship. The shareholders' subscription rights are excluded in this respect.
- dd) They can be offered with the consent of the Supervisory Board to third parties in return for contributions in kind, in particular in the course of merger resolutions or acquisitions of companies, plants, company parts, or interests and transferred thereto. The above described shares can also be used to end or settle corporate law conciliation proceedings at affiliates of the Company. The shareholders' subscription rights are excluded in this respect.

- ee) They can, with the consent of the Supervisory Board, be sold for cash to third parties if the price at which the shares of the Company are sold does not significantly fall below the stock exchange price of a share of the Company at the time of sale (Article 5 SE Regulation in conjunction with Section 186 para. (3) sent. 4 AktG). The shareholders' subscription rights are excluded in this respect.
- ff) They can be used to service acquisition obligations or acquisition rights to shares of the Company out of an in connection with conversion and option bonds or profit rights with conversion or option rights or conversion or option obligations issued by the Company or one of its group companies. The shareholders' subscription rights are excluded in this respect.

The total of shares used on the basis of the authorizations under lit. d) ee) and ff) above to the extent they are issued in analogous application of Article 5 SE Regulation in conjunction with Section 186 para. (3) sent. 4 AktG (with the exclusion of subscription rights for cash not significantly below the stock exchange price) may not exceed 5 % of the share capital either at the time of passing of the resolution or – if lower – at the time of exercise of the authorization. Shares issued or sold in direct or analogous application of Article 5 SE Regulation in conjunction with Section 186 para. (3) sent. 4 AktG during the period of this authorization until that time are to be credited against (*werden angerechnet*) this restriction. Shares issued or to be issued to service convertible bonds or bonds with warrants or profit rights with conversion or option rights or which are to be issued on the basis of the conversion price valid at the time of the resolution of the Management Board on the utilization of the authorization shall also be included in the calculation to the extent that these bonds or participation rights are issued during the term of this authorization under exclusion of subscription rights in accordance with Article 5 SE Regulation in conjunction with Section 186 para. (3) sent. 4 AktG.

e) Authorization of the Supervisory Board to use the acquired treasury shares

The Supervisory Board is authorized to use the treasury shares already held by the Company and the treasury shares acquired under the authorization in lit. b) and c) above to issue them to the Company's Management Board in accordance with the provisions of lit. d) bb) above.

f) Other provisions

The authorizations to use the treasury shares stated under lit. d) and e) of this agenda item may be used entirely or in relation to partial volumes of the treasury shares acquired once or several times, individually or together. The authorizations under lit. d) of this Agenda item 10 above can also be exercised by independent companies or companies in the majority ownership of the Company or by third parties for the account of the Company or of its dependent or majority held companies.

By the use of the authorizations under lit. d) bb) through lit. ff) and lit. e) of this agenda item a proportionate amount of 5 % of the share capital of the Company may not be exceeded neither at the time of passing of the resolution of the General Meeting on these authorizations nor at the time of exercising these authorizations. This 5 % limit shall include those shares issued from authorized capital or conditional capital excluding shareholders' subscription rights during the term of the authorizations contained in lit. d)

bb) through lit. ff) and lit. e) above. Also to be included are shares which are issued to service bonds (including profit-sharing rights) with conversion or option rights or a conversion obligation (or a combination of these instruments) or which are to be issued on the basis of the conversion price valid at the time of the resolution of the Board of Management on the utilization of the authorization, insofar as the bonds or profit-sharing rights are issued under an exclusion of shareholders' subscription rights during the term of the authorizations contained in lit. d) bb) to lit. ff) and lit. e) above.

12. Resolution on the cancellation of the existing authorization to use equity capital derivatives for the acquisition of treasury shares and on the creation of a new authorization to use equity capital derivatives for the acquisition of treasury shares

In addition to the authorization resolved upon under the preceding agenda item 11 of this Annual General Meeting, it is also intended to authorize the Company to acquire treasury shares using equity capital derivatives.

Therefore, the Management Board and the Supervisory Board propose the following resolution:

The currently existing authorization granted under agenda item 14 of the Annual General Meeting of June 18, 2020 to use equity derivatives to acquire treasury shares shall be revoked for the period from the date on which this new authorization takes effect, insofar as it has not been used by then.

In addition to the authorization resolved upon under agenda item 11 of this Annual General Meeting, the Management Board is authorized until June 15, 2026, with the approval of the Supervisory Board, to acquire treasury shares up to a total of 5% of the share capital existing at the time of passing of the resolution by the use of derivatives (put or call options or a combination of both). In addition, the share purchases are to be credited against the 5 % limit under the preceding agenda item 11 of the authorization to purchase own shares resolved by the Annual General Meeting.

- a) In the course of acquiring treasury shares with the use of derivatives in the form of put or call options or a combination of both, the options must be concluded with a financial institution or through a stock exchange on conditions close to market conditions, in the course of ascertaining which, inter alia, the purchase price for the shares payable upon the exercise of the options is to taken into account (hereinafter "Exercise Price"). In any event, the Company may acquire at most up to a total of 5% of the share capital existing at the time of the resolution by the use of derivatives in the form of put or call options or a combination of both. The term of options must be selected as such that the acquisition of shares upon exercise of the options takes place at the latest on June 17, 2025. The shareholders have no right – in analogous application of Article 5 SE Regulation in conjunction with Section 186 para. (3) sent. 4 AktG – to conclude such option transactions with the Company. The exercise price (without ancillary purchase costs but taking into account the received or paid option premium) may not exceed the volume-weighted average of the market price of a share of the Company in Xetra trading

(or a corresponding successor system) on the last five (5) stock exchange trading days (in Frankfurt am Main) prior to the conclusion of the relevant option transaction by more than 10% or fall below it by more than 20%.

- b) Shareholders have a right to tender their shares only to the extent that the Company is obliged to purchase the shares under the derivative transactions to purchase the shares. Any further tender right is excluded.
- c) For the use of treasury shares acquired by the Company by means of equity capital derivatives, the provisions contained in the authorization concluded under agenda item 11 above of this Annual General Meeting apply mutatis mutandis (*gelten sinngemäß*).
- d) The authorization can be exercised once or several times entirely or in partial amounts in pursuit of one or more objectives by the Company but also by group companies or by third parties for the account of the Company or the group companies.

Report of the Management Board on agenda item 11 (Resolution on the cancellation of the existing authorization to acquire treasury shares and on the authorization to acquire treasury shares and their use pursuant to Section 71 para. (1) no. 8 AktG and on the exclusion of subscription and tender rights) and on agenda item 12 (Resolution on the cancellation of the existing authorization to use equity capital derivatives for the acquisition of treasury shares and on the creation of a new authorization to use equity capital derivatives for the acquisition of treasury shares)

The Management Board submits the following report according to Article 5 SE Regulation in conjunction with Section 71 para. (1) Nr. 8 Satz 5 AktG AktG in conjunction with Section 186 para. (4) sent. 2 AktG the Management Board submits the following report in respect of agenda item 11 and agenda item 12 of the Annual General Meeting on the reasons for the authorization to exclude shareholders' subscription rights when selling treasury shares:

Under agenda item 11, the Management Board and the Supervisory Board propose that the Management Board be authorized, subject to the approval of the Supervisory Board, to acquire, on or before June 15, 2026, treasury shares of the Company in an amount of up to 5 % of the share capital existing at the time of the adoption of the resolution by the General Meeting of Shareholders or - if this amount is lower - of the share capital existing at the time of the exercise of the authorization. This authorization is intended to create the possibility of share buybacks and the use of treasury shares. The authorization granted by the Annual General Meeting on June 18, 2020 can only be used to a limited extent due to the issuance of convertible bonds under exclusion of subscription rights which has occurred in the meantime. The exclusion of subscription rights that occurred when the convertible bonds were issued is to be set off against the authorization to use treasury shares. A new authorization is intended to give the company all the options for using treasury shares again. The authorization also covers the use of treasury shares acquired on the basis of previous authorizations. It should be possible for treasury shares to be acquired both by the Company itself and by dependent or majority-owned companies

(Group companies) or by third parties acting on behalf of the Company or on behalf of Group companies.

Under agenda item 12, the Management Board and the Supervisory Board propose that, in addition to the options provided for under agenda item 11, the Company may also use equity derivatives to acquire treasury shares.

The acquisition of treasury shares can take place through the stock exchange or by way of a public purchase or Exchange Offer. In the course of the acquisition, the principle of equal treatment of shareholders according to Article 9 (1) lit. c) (ii) SE Regulation in conjunction with Section 53a Stock Corporation Act is to be complied with. The proposed acquisition through the stock exchange or by way of a public purchase or Exchange Offer takes account thereof. If in the course of a public purchase or Exchange Offer the number of shares offered exceeds the purchase volume intended by the Company, the acquisition or exchange takes place proportionately in the relationship of the shares offered per shareholder. However, irrespective of the shares offered by the shareholder a purchase or exchange of a minor number of up to one hundred (100) shares per shareholder can be preferred. Shares with a tender price set by the shareholder at which the shareholder is prepared to sell the shares to the Company and which is higher than the purchase price set by the Company will not be considered for acquisition; this applies analogously in the case of an exchange ratio determined by the shareholder, at which the Company would have to deliver and transfer more exchange shares for Company shares than at the exchange ratio determined by the Company.

- a) The proposed authorization provides that shares of the Company acquired by it can be redeemed without any further resolution by the General Meeting or can also be resold through the stock exchange or by public offer to all shareholders. The redemption of the Company's treasury shares leads in principle to the reduction of the Company's share capital. However, the Management Board is also authorized to redeem treasury shares without reducing the share capital according to Article 5 SE Regulation in conjunction with Section 237 para. (3) no. 3 AktG. This would increase the proportion of the share capital of the remaining shares in accordance with Article 5 SE Regulation in conjunction with Section 8 para. (3) AktG (calculated nominal amount). In both of the sales methods stated, the principle of equal treatment under stock corporation law will be complied with.
- b) In addition, the Management Board (or the Supervisory Board, if members of the Management Board are affected) shall be able to use treasury shares in connection with various remuneration or bonus programs. The compensation or bonus programs serve as targeted incentives for the program participants and are, at the same time, intended to bind them to the Company:
 - aa) They can be offered for purchase and transferred to persons employed or who were employed by the Company or one of its affiliated companies and board members of the Company or of affiliated companies of the company or their investment vehicles, holders of acquisition rights, in particular from call options (issued by the Company's legal predecessors), holders of virtual options that are or were issued by the Company, the Company's legal predecessors or their subsidiaries. The shareholders' subscription rights are excluded in this respect.

- bb) They may be transferred to persons who are or were in an employment relationship with the Company or one of its affiliates on the basis of commitments in connection with the employment relationship. The shareholders' subscription rights are excluded in this respect.
- c) In addition, the intention is also to make it possible for the Management Board to offer and transfer treasury shares as consideration in the course of mergers or the acquisition of companies, plants, company parts, or interests with the approval of the Supervisory Board. The above described shares can also be used to end or settle corporate law conciliation proceedings at affiliates of the Company. The shareholders' subscription rights are excluded in this respect. The authorization proposed for this reason is intended to strengthen the Company for competition regarding attractive acquisitions and to enable it to react rapidly, flexibly and without impairing liquidity to acquisition opportunities arising. The proposed exclusion of subscription rights of shareholders takes account of this. The decision whether in any particular case the Company's own shares from an authorized capital will be used is made by the Management Board, guided solely by the interests of the Company and the shareholders. In valuing the treasury shares and the consideration for them, the Management Board will ensure that the interests of the shareholders are adequately protected. In this regard, the Management Board will take into account the stock exchange price of the shares of the Company; no schematic linking to a stock exchange price is intended, in particular so that negotiation results cannot again be questioned due to fluctuations in the stock exchange price.
- d) It is intended that the Management Board be enabled with the consent of the Supervisory Board to sell acquired shares of the Company for cash to third parties with the exclusion of the subscription rights of the shareholders if the sale price for each share does not significantly fall below the stock exchange price of shares of the Company at the time of the sale. This authorization makes use of the option for simplified exclusion of subscription rights permitted under Article 5 SE Regulation in conjunction with Section 71 para. (1) no. 8 sent. 5 AktG in analogous application of Section 186 para. (3) sent. 4 AktG. The Management Board is thereby placed in a position to be able rapidly and flexibly, to take advantage of the opportunities of favorable stock exchange situations, and achieve, through setting a price in line with market conditions, the highest possible resale price and thereby usually achieve strengthening of equity capital or access to a new group of investors. The authorization is subject to the shares issued with exclusion of subscription rights not exceeding a total of 5 % of the share capital, whether at the time of the resolution or at the time of the use of the authorization. Shares which are issued during the term of the resale authorization in direct or analogous application of Section 186 para. (3) sent. 4 AktG are to be credited against this limit. Shares issued or to be issued to service convertible bonds or bonds with warrants or profit rights with conversion or option rights or conversion or option obligations which are to be issued on the basis of the conversion price valid at the time of the resolution of the Management Board on the utilization of the authorization shall also be included in the calculation to the extent that these bonds or participation rights are issued during the term of this authorization under exclusion of

subscription rights in accordance with Article 5 SE Regulation in conjunction with Section 186 para. (3) sent. 4 AktG. The asset and voting interests of the shareholders will be reasonably protected by this manner of sale of the Company's own shares. In principle, shareholders have the possibility to maintain their proportionate participation on comparable conditions by purchasing shares through the stock exchange.

The acquisition by the Company of its own shares with the use of derivatives in the form of put and call options or a combination of both may only take place through options with a financial institution or through the stock exchange in line with market conditions. For the avoidance of a dilution effect, the acquisition of the Company's own shares with the use of derivatives in the form of put or call options or a combination of both is also limited to a maximum of a total of 5% of the share capital, the Company's own shares acquired through derivatives being credited against the maximum limit of 5 % of the share capital of the Company in the course of the acquisition and holding of the Company's own shares.

- e) In addition, the Company is also intended to be able to use its own shares to service acquisition obligations or acquisition rights to shares of the Company out of and in connection with conversion or option bonds or profit rights with conversion and option rights or conversion and option obligations issued by the Company or one of its group companies. For this purpose, the subscription right of shareholders must be excluded. This applies even in the case of a sale of the Company's own shares by public offer to all shareholders for the possibility of granting creditors of such instruments subscription rights to shares to the extent to which they would be entitled if the relevant conversion or option rights had already been exercised (protection against dilution). This authorization is subject to the condition that the shares issued with the exclusion of subscription rights may not exceed a total of 10% of the share capital, whether at the time of the resolution or at the time of exercise of the authorization. Shares which are issued during the term of the resale authorization in direct or analogous application of Article 5 SE Regulation in conjunction with Section 186 para. (3) sent. 4 AktG are to be credited against this limit. Shares issued or to be issued to service convertible bonds or bonds with warrants or profit rights with conversion or option rights or which are to be issued on the basis of the conversion price valid at the time of the resolution of the Management Board on the utilization of the authorization shall also be included in the calculation to the extent that these bonds or participation rights are issued during the term of this authorization under exclusion of subscription rights in accordance with Article 5 SE Regulation in conjunction with Section 186 para. (3) sent. 4 AktG.

The use of the authorizations contained in letters b) to e) above may not exceed a total pro rata amount of 5 % of the Company's share capital, either at the time of the resolution by the General Meeting on the above authorizations or - if this amount is lower - at the time of the use of these authorizations. This 5 % limit shall include those shares that were issued during the term of the authorizations contained in letters b) to e) from authorized capital or from conditional capital excluding shareholders' subscription rights. Shares issued to service bonds (including profit-sharing rights) with conversion or option rights or a conversion obligation (or a combination of these instruments) or which are to be

issued on the basis of the conversion price valid at the time of the resolution of the Board of Managing Directors on the utilization of the authorization shall also be counted towards this limit, provided that the bonds or profit-sharing rights were issued during the term of the authorizations contained in letters b) to e) above with the exclusion of shareholders' subscription rights.

The Management Board will report at the next General Meeting in each case according to Article 5 SE Regulation in conjunction with Section 71 para. (3) sent. 1 AktG on any exercise of this authorization.

II. FURTHER INFORMATION AND INSTRUCTIONS

Total number of shares and voting rights

As at the date of the invitation to the Annual General Meeting, the share capital of the Company amounts to EUR 249,017,321.00 and is divided into 249,017,321 registered no-par value shares, each of which grants one vote. At the time the Annual General Meeting is convened, the total number of shares and voting rights thus amounts to 197,777,550. The company directly and indirectly holds 65.480 treasury shares from which the Company has no voting rights.

Annual General Meeting without physical presence of shareholders or their proxies

Based on Section 1 para. (2), (6) 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", published as Article 2 of Act to Mitigate the Consequences of the COVID-19 Pandemic under Civil, Insolvency and Criminal Procedure Law of 27 March 2020, published in the Federal Law Gazette, Part I, of 27 March 2020, as amended by the Act on the Further Shortening of the Residual Debt Relief Procedure and on the Adjustment of Pandemic-Related Provisions in Company, Cooperative, Association and Foundation Law and in Tenancy and Lease Law of December 22, 2020, published in the Federal Law Gazette, Part I, of December 30, 2020, p. 3328 (in this amended version hereinafter "COVID-19-Act"), the Board of Management, with the consent of the Supervisory Board, decided to hold the Annual General Meeting as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies.

The Annual General Meeting will take place in the physical presence of the chairman of the meeting, members of the Management Board and the notary public appointed to take the minutes as well as the authorized proxies of the Company at the office premises of Grünebaum Gesellschaft für Event Logistik mbH, Leibnizstraße 38, 10625 Berlin. Physical participation of the shareholders and their proxies (with the exception of the authorized proxies of the Company) at the place of the meeting is excluded.

Since the holding of the General Meeting as a virtual Annual General Meeting on the basis of the COVID-19-Act leads to certain modifications in the course of the meeting and the exercise of shareholders' rights, we ask our shareholders to pay particular attention to the following indications on the possibility of watching the General

Meeting via audio and video broadcast, the exercise of voting rights, the right to submit questions and other shareholders' rights.

Unless expressly stated otherwise, all times stated in this invitation to the Annual General Meeting are times in Central European Summer Time (CEST) applicable to Germany. Coordinated Universal Time (UTC) corresponds to Central European Summer Time (CEST) minus two hours.

Audio and video broadcast of the General Meeting

The entire Annual General Meeting can be followed by the shareholders entered in the share register via video and audio transmission on the Internet via the AGM-portal of Delivery Hero SE. The AGM-portal is accessible at the following Internet address:

<https://ir.deliveryhero.com/agm>.

Shareholders can log in to the AGM-portal with their access data (login data) and access the video and audio transmission of the Annual General Meeting from 10:00 a.m. on the day of the Annual General Meeting. Shareholders can log in to the AGM-portal for the broadcast of the Annual General Meeting using their shareholder number and the access code sent to the shareholders entered in the share register together with the invitation. Voting by electronic absentee voting and the electronic issuing of powers of attorney and instructions to the Company's voting representatives via the AGM-portal require that shareholders log in to the AGM-portal and register for the AGM in due time. It is not possible to participate in the Annual General Meeting electronically within the meaning of Section 118 para. (1) sent. 2 AktG.

Registration for the General Meeting and exercise of voting rights; registration stop

Pursuant to Section 17 of the Articles of Association, shareholders who are entered in the share register and have given notice in due time to the Company are entitled to participate in the General Meeting and exercise their voting rights. Such notification must be received by the Company by no later than **June 9, 2021, 12 a.m. (midnight)**, i.e. 24:00 hours, either electronically via the Company's AGM-portal

<https://ir.deliveryhero.com/agm>

or in writing at the address

Delivery Hero SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
or by email to e-mail address
namensaktien@linkmarketservices.de

As set out in Section 67 para. (2) sent. 1 AktG in the version applicable according to Section 26j para. (4) Introductory Act to the Stock Corporation Act (*EGAktG*), only those who are listed in the share register are considered shareholders of the Company. As a result, the status of the entries in the share register on the day of the General Meeting is decisive for determining the number of votes a duly registered shareholder is entitled to at the General Meeting. For technical processing reasons, however, no changes to the share register will be carried out (“registration stop”) between the end of **June 9, 2021** (“technical record date”), and the conclusion of the General Meeting on June 16, 2021. Therefore, the entry status in the share register on the day of the General Meeting will correspond to the status after the last change of registration on June 9, 2021. The registration stop does not mean the shares are blocked for disposal. Share buyers whose change of registration requests are received by the company after June 11, 2020, however, cannot de facto exercise the rights to vote and other shareholder rights on the basis of these shares, unless they have obtained a power of attorney to do so or an authorization to exercise such rights. In such cases, voting rights and other shareholder rights are retained by the shareholder entered in the share register until the change of registration. All buyers of the company’s shares who are not yet registered in the share register are therefore requested to submit change of registration requests in due time.

Exercise of voting rights by issuing power of attorney and instructions to the Company proxies

As a special service, we offer our shareholders the option of being represented by the company's proxies. Timely and proper registration is essential for the authorization of the proxies. The proxies must be granted power of attorney as well as explicit and clear instructions for the exercise of voting rights on each relevant agenda item. In the absence of explicit and clear instructions, the proxies will abstain from voting on the respective voting item. If an individual vote is to be held on an item on the agenda, the instructions issued for this purpose shall apply to each individual sub-item. The proxies are obliged to vote in accordance with the instructions. They will not accept orders to speak, to ask questions, to make motions or election proposals, or to declare objections to resolutions of the Annual General Meeting. Timely registration is also required for granting power of attorney and issuing instructions to the proxy appointed by the Company.

The power of attorney to the proxies appointed by the Company as well as the issuing of instructions requires text form (Section 126b German Civil Code (*BGB*)). Proxy and voting instructions to the proxies nominated by the Company can be issued using the proxy and voting instructions form sent together with the invitation letter to the Annual General Meeting. Please remember to register your shares by **June 9, 2021, 24:00 hours** (midnight). The proxy and instruction form can also be requested from the contact address below. If you use the proxy and instruction form, it must be sent exclusively to the following postal address or e-mail address and must be received there by **June 15, 2021, 24:00 hours** (date of receipt) at the latest:

Delivery Hero SE
c/o Link Market Services GmbH

Landshuter Allee 10
80637 Munich
Germany
or by email to e-mail address
namensaktien@linkmarketservices.de

Before and during the Annual General Meeting the exercise of voting rights by means of issuing power of attorney and instructions to the Company proxies is also possible through the AGM-portal accessible at the Internet address

<https://ir.deliveryhero.com/agm>.

For this purpose, the button "Proxy and Instructions" is provided in the AGM-portal. The individual access data (login data) for accessing the AGM-portal will be sent to the shareholders together with the letter of invitation to the AGM. Authorization via the AGM-portal is possible until the start of voting on the day of the Annual General Meeting. You can also use the AGM portal during the AGM to change or revoke any previously issued power of attorney and instructions until voting begins.

Further information on granting power of attorney and issuing instructions to the proxies nominated by the Company will be sent out together with the letter of invitation to the Annual General Meeting.

Corresponding information is also available on the Internet at the Internet address

<https://ir.deliveryhero.com/agm>.

Authorization of a third party to exercise voting and other rights

Shareholders may also have their voting rights and other rights at the Annual General Meeting exercised by a proxy, e.g. a financial institution, a proxy advisor (*Stimmrechtsberater*), a shareholders' association or a person of their choice. Authorized third parties cannot physically participate in the Annual General Meeting either. Authorized third parties may exercise their voting rights in turn exclusively by absentee vote (see below) or by granting power of attorney and giving instructions to the proxies of the Company (see above). If the shareholder authorizes more than one person, the Company may reject one or more of them. Timely registration is also required in the case of proxy voting.

The granting of the power of attorney, its revocation and the proof of authorization vis-à-vis the Company require text form (Section 126b BGB). If an intermediary, a shareholders' association, a proxy advisor or any other person within the meaning of Section 135 para. (8) AktG is authorized, different regulations might be applicable, which should be requested from those parties in each case.

A corresponding form to grant power of attorney is included in the documents sent together with the invitation. Shareholders may also use the form available at the Internet at the Internet address

<https://ir.deliveryhero.com/agm>

for granting power of attorney.

The power of attorney may be granted to the proxy or to the Company. Irrespective of any other method of transmitting the power of attorney or proof of the appointment of a proxy to the Company permitted by law, the power of attorney or proof thereof (e.g. the copy of the power of attorney) may be transmitted electronically by e-mail to

namensaktien@linkmarketservices.de.

The individual access data (login data) for using the AGM-portal will be sent to the shareholders together with the letter of invitation to the AGM. These means of transmission are also available if power of attorney is to be granted by declaration vis à vis the Company; in this case, there is no need for separate proof of the granting power of attorney.

The revocation of a power of attorney already granted may also be declared directly vis à vis the Company using the aforementioned means of transmission, notwithstanding any other means of transmission permitted by law.

On the day of the virtual Annual General Meeting, powers of attorney can only be submitted, changed or revoked using the AGM-portal via the button "Authorization of a Third Party" until the beginning of voting. If the granting or proof of a power of attorney or its revocation is provided by a declaration to the Company by means of a transmission other than the aforementioned transmission channels, for organizational reasons the declaration must be received by the Company by **June 15, 2021, 24:00 hours** (date of receipt). Submissions to the Company via the AGM-portal are possible also until the start of voting on the day of the Annual General Meeting.

If the authorized third party is to follow the broadcast of the Annual General Meeting by electronic connection via the AGM-portal, the authorized third party must receive the access data (login data) from the person issuing the power of attorney which were sent out together with the invitation letter to the Annual General Meeting. The use of the login data by the authorized party is also considered as proof of authorization.

When authorizing the exercise of voting rights in accordance with Section 135 AktG (granting of power of attorney to financial institutions, proxy advisors, shareholders' associations and other intermediaries covered by Section 135 AktG and persons treated as such in accordance with Section 135 AktG), special features must be taken into account, which should be obtained from the respective person to be authorized. According to the law, in these cases the power of attorney must be granted to a specific proxy and must be recorded in a verifiable manner by the proxy. In addition, the power of attorney must be complete and may only contain declarations associated with the exercise of voting rights. Therefore, if you wish to grant a power of attorney in accordance with Section 135 AktG, please agree on the form of the power of attorney with the person to be authorized. However, a violation of the aforementioned and certain other requirements specified in Section 135 AktG for the authorization of the proxies named in this paragraph does not impair the validity of the voting in accordance with Section 135 para. (7) AktG.

Further information on granting power of attorney to third parties and a more detailed description of how to grant power of attorney to third parties via the AGM-portal can be found on the Internet at

<https://ir.deliveryhero.com/agm>.

Voting by absentee vote (in written form or via electronic communication)

Shareholders who are entered in the share register may cast their votes in writing or electronically by means of an absentee vote (*Briefwahl*). Only those registered shareholders who have duly registered with the Company at the registration address by the registration deadline (**June 9, 2020, 24:00 hours (midnight)**) are entitled to exercise their voting rights by way of absentee vote. Voting by absentee vote will take place either in writing using the postal voting form provided for this purpose or electronically via the AGM-portal in accordance with the following explanations.

Exercise of voting rights before the Annual General Meeting: written absentee vote

To exercise your voting rights prior to the Annual General Meeting by means of a written absentee vote (*schriftliche Briefwahl*), please use the absentee voting form sent to you together with the letter of invitation to the Annual General Meeting. A form for voting by means of a written absentee vote can also be downloaded from the Company's website at

<https://ir.deliveryhero.com/agm>

and requested at the registration address

Delivery Hero SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
or by email to e-mail address
namensaktien@linkmarketservices.de

free of charge.

If using the postal voting form, the form must be sent exclusively to the postal address or e-mail address stated above. Please remember to register your shares by **June 9, 2021, 24:00 hours (midnight)**. Votes cast in writing via the postal voting form must be received by the Company by **June 15, 2021 (24:00 hours (midnight))** at the latest and must be sent exclusively to the above postal or e-mail address.

Votes cast by written absentee voting addressed elsewhere will not be considered.

Exercise of voting rights before and during the Annual General Meeting: electronic absentee vote

Before and during the Annual General Meeting You have the possibility to exercise your voting rights by means of electronic absentee voting (*elektronische Briefwahl*) via the AGM-portal accessible at the Internet-website

<https://ir.deliveryhero.com/agm>.

Please note that this requires the use of the login data provided with the invitation letter. Electronic absentee voting via the AGM-portal is possible until the beginning of the voting on the day of the Annual General Meeting. If the voting right is exercised for one and the same stock of shares - in each case within the time limit - both by means of the (written) absentee voting form and via the AGM-portal by means of electronic absentee voting, in each case the vote received later (time of receipt decisive) is considered binding.

Further details on voting by absentee vote are available in the documents sent to shareholders. Corresponding information is also available on the Internet at

<https://ir.deliveryhero.com/agm>.

Right of question by way of electronic communication

The shareholders' right to information in the case of a virtual Annual General Meeting is significantly restricted pursuant to Section 1 para. (2) of the COVID-19-Act. Accordingly, shareholders only have the opportunity to ask questions by way of electronic communication (Section 1 para. (2) sent. 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 one day prior to the Annual General Meeting. However, this does not imply a right to an answer. Pursuant to Section 1 para. (2) sent. 2 COVID-19-Act - in contrast to Section 131 AktG - the Management Board decides how to answer questions in accordance with its duty and at its own discretion. According to the explanatory memorandum to Section 1 para. (2) sent. 2 of the COVID-19 Act, the management may combine questions and answer them together. Only shareholders who have duly registered for the Annual General Meeting may submit their questions.

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 14, 2021, 24:00 hours (midnight)** 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 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.

Please note that when answering questions, the name of the shareholder submitting the question may also be disclosed during the Annual General Meeting (and to the extent that questions are answered individually) only if express consent to the disclosure of the name was given when submitting the question. The same applies to any advance publication of questions and, where applicable, answers on the Company's website in the run-up to the Annual General Meeting. In this case, too, the name of the questioner will only be disclosed if the questioner has expressly consented to the disclosure of his/her name when sending the question.

Declaring and recording of objections

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.deliveryhero.com/agm>

to be recorded in the minutes in accordance with Section 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-based AGM-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.

III. SHAREHOLDER RIGHTS

PURSUANT TO ART. 56 SENT. 2 AND 3 SER IN CONJUNCTION WITH SECTION 50 PARA. (2) SEAG, SECTIONS 122 PARA. (2) AKTG IN CONJUNCTION WITH SECTION 1 PARA. (3) SENT. 4 COVID-19-ACT, SECTION 126 PARA. (1), SECTION 127 PARA. (1) AKTG

Requests to add items to the agenda pursuant to Art. 56 sent. 2 and 3 SER, Section 50 para. (2) SEAG, Section 122 para. (2) AktG

Shareholders whose shares in the aggregate amount to 5% of the share capital or reach the proportional amount of EUR 500,000.00 (which corresponds to 500,000 shares) may demand pursuant to Section 122 para. (2) AktG that items be put on the agenda and published.

The request must be made in writing and must be addressed to the Management Board of the Company and must be received by the Company at least 30 days prior to the Annual General Meeting, i.e. by **midnight (24.00 hours) on May 16, 2021** at the latest. Kindly address such requests to the following address:

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

Each new agenda item must be accompanied by a statement of grounds or by a proposed resolution. 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 Section 121 para. (4a) AktG to media that are presumed to be capable of disseminating such information throughout the entire European Union. They will moreover be made available on the Company's website at

<https://ir.deliveryhero.com/agm>.

Countermotions and election proposal by shareholders in accordance with Sections 126 para. (1), 127 AktG; exclusion of the right to file motions during the Annual General Meeting

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, without the electronic participation of shareholders, the right of shareholders to submit motions at the Annual General Meeting is legally excluded. Countermotions and election proposals within the meaning of Sections 126 para. (1), 127 AktG and procedural motions may therefore not be made at the Annual General Meeting.

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 (Section 1 para. (2) sent. 3 COVID-19-Act). This also applies to countermotions to items on the agenda which have been placed on the agenda at the request of a minority of shareholders pursuant to Section 122 para. (2) AktG on the basis of admissible and timely supplementary motions to the agenda.

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

Delivery Hero SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
or by email to e-mail address
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 1, 2021, 24:00 hours (midnight)**, will be published without delay on the website

<https://ir.deliveryhero.com/agm>

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 Section 127 sent. 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 Section 126 para. (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.

Please note that questions must be submitted solely via the channels described in the section "Right of question by way of electronic communication".

Further explanations

More detailed explanations of the rights of shareholders are available on the company's website at

<https://ir.deliveryhero.com/agm>

Technical information regarding the virtual General Meeting

You will need an Internet connection and an Internet-enabled terminal device to follow the virtual Annual General Meeting and to use the AGM-portal and exercise shareholder rights. In order to be able to reproduce the video and audio transmission of the Annual General Meeting optimally, a stable Internet connection with sufficient transmission speed is recommended.

If you use a computer to receive the video and audio transmission of the virtual Annual General Meeting, you will need a browser and speakers or headphones.

To access the Company's AGM-portal, you will need your individual access data, which you will receive with the invitation letter to the Annual General Meeting. You can log in to the AGM-portal with these access data.

In order to avoid the risk of restrictions on the exercise of shareholder rights due to technical problems during the virtual Annual General Meeting, it is recommended - as far as possible - to exercise shareholder rights (in particular voting rights) prior to the Annual General Meeting.

Information on the availability of the audio and video transmission

Shareholders who have duly registered can follow the Annual General Meeting on June 16, 2021 in full length live via video and audio transmission from 10.00 a.m. via the AGM-portal. The video and audio transmission of the virtual Annual General Meeting and the availability of the AGM-portal may be subject to fluctuations based on current technological standards due to restrictions on the availability of the telecommunications network and the restriction of third-party Internet services, over which the Company has no influence. Therefore, the Company cannot assume any warranties or liability for the functionality and constant availability of the Internet services used, the network elements of third parties used, the video and audio transmission, or access to the AGM-portal and its general availability. Nor does the Company accept any responsibility for errors and defects in the hardware and software used for the online service, including those of the service companies used, except in cases of intent. For this reason, the Company recommends that the above-mentioned options for exercising rights, in particular for exercising voting rights, be used at an early stage. If data protection or security considerations make it absolutely necessary, the Chairman of the meeting reserves the right to interrupt or completely discontinue the virtual Annual General Meeting.

Information and documents on the Annual General Meeting; Website

The information and documents pursuant to Section 124a AktG are available on the Internet at

<https://ir.deliveryhero.com/agm>.

Shareholder hotline

For general questions regarding the conduct of the Company's virtual general meeting, shareholders and intermediaries can contact the Company by e-mail at

deliveryhero_hv2021@linkmarketservices.de

In addition, the shareholder hotline is available from Monday to Friday (except public holidays) between 9:00 a.m. and 5:00 p.m. on the telephone number +49 (89) 21027-333.

Notice on Data Protection

On May 25, 2018, new regulations on data protection have taken effect in the EU. The protection and compliant processing of your personal data have high priority for us. In our data protection notice you can find detailed information about processing personal data of our shareholders. You will find the new data protection notice here:

<https://ir.deliveryhero.com/agm>.

Berlin, May 2021

Delivery Hero SE
The Management Board