

INFORMATION ON ABSENTEE VOTING /
AUTHORISATION OF AND INSTRUCTIONS TO
PROXY HOLDERS NOMINATED BY THE COMPANY



If you are not able to or do not wish to participate in the shareholders meeting, you have the opportunity, by using the form "Absentee voting / authorisation of and instructions to proxy holders nominated by the company", to cast your votes by way of absentee voting or have a proxy holder nominated by the company represent you according to your instructions. Please consider the important notes in this form. Furthermore, you may also authorise any third person to exercise your shareholder's rights at the shareholders meeting, in particular the voting rights; for this purpose, please use the separate form "Power of Attorney".

Delivery Hero SE appoints Mr Jörg Engmann and Ms Mareike Kuliberda, both employees of Link Market Services GmbH, München, as proxy holders nominated by the company which are bound by instructions. The proxy holders, based on your authorisation, are only entitled to exercise voting rights if and to the extent you issued explicit instructions to them.

Please note that for casting your vote by absentee voting or for granting authorisation and issuing instructions to the proxy holders nominated by the company, only the forms provided by Delivery Hero SE or our online service are to be used.

Please send the completed form together with the admission ticket or with indication of your admission ticket number (by mail, fax or scanned by e-mail) no later than by Tuesday, June 11, 2019, 12:00 p.m. (CEST) (the time of receipt is decisive) to the following address:

- by **mail** to: **Delivery Hero SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany**
- or by **fax** to the following number: **+49 89 210 27 288**
- or by **email** to: **namensaktien@linkmarketservices.de** (only for granting authorisation to proxy holders; absentee voting by email is not possible)

Alternatively, you may also cast your absentee votes or grant authorisation with instructions to the proxy holders nominated by the company electronically until the shareholders meeting by using our online service at <https://ir.deliveryhero.com/websites/delivery/English/4900/annual-general-meeting.html>.

Important notes:

Please note that the casting of absentee votes or the granting of an authorisation and issuing instructions to the proxy holders nominated by the company pursuant to the provisions set out above does not replace due registration for the shareholders meeting. Also for exercising your voting rights by way of absentee voting or through the proxy holders nominated by the company who are bound by your instructions, the requirements for attending the shareholders meeting as set out in the invitation to the shareholders meeting need to be fulfilled. If you already received an admission ticket(s), we kindly ask you to duly complete the form for absentee voting or authorisation and instructions and send it back in due time to the address listed above together with your admission ticket(s) or by indication of your admission ticket number(s).

A change or revocation of absentee votes or authorisations granted to the proxy holders nominated by the company can be submitted at the above address, fax number or email address (via e-mail only for granting authorisation; a change or revocation of absentee votes by email is not possible) by no later than June 11, 2019, 12:00 p.m. (CEST) (the time of receipt is decisive).

A change or revocation of absentee votes or of authorisations granted to the proxy holders nominated by the company is possible electronically until the shareholders meeting by using the online service provided by the company on its website for such absentee votes or authorisations that were submitted electronically by using the provided online service.

If Delivery Hero SE receives absentee votes or authorisations and instructions to the proxy holders nominated by the company that relate to the same shareholder number through various channels (via mail, via fax, via e-mail or via the online service), the most recently received, duly completed and timely absentee votes or authorisation with corresponding instructions will be considered binding.

Personal attendance of a shareholder or an authorised third person at the shareholders meeting is possible even if, prior to the shareholders meeting, votes have already been cast by absentee voting or the proxy holders authorized by the company have been authorised with instructions. In case the shareholder or an authorised third person attends the shareholders meeting personally, votes previously cast by absentee voting or the authorisation and instructions previously issued to the proxy holders nominated by the company will expire without separate revocation.

For authorising the proxy holders nominated by the company, please also consider the following: The proxy holders are obligated to vote in accordance with the instructions given to them. The representation by proxy holders nominated by the company is limited to exercising the voting rights as instructed with respect to the voting on the resolution proposals of the management board and/or the supervisory board regarding the agenda which were announced by the company prior to the shareholders meeting. The proxy holders nominated by the company will not accept instructions for exercising voting rights with respect to other resolution requests (e.g. procedural motions) or for exercising other shareholder rights (e.g. filing objections, filing motions and asking questions) at the shareholders meeting. Depending on the voting procedure, in these cases, the proxy holders nominated by the company will abstain from voting or will not participate in the voting. Also, if the instruction form is not filled out correctly or instructions are not clear, depending on the voting procedure, the proxy holders nominated by the company will abstain from voting or will not participate in the voting with respect to the respective agenda items.

*For questions concerning absentee voting and representation by proxy holders nominated by the company, you can reach our **shareholders-meeting-hotline** Monday through Friday, except holidays, from 9:00 a.m. to 5:00 p.m. at **+49 89 210 27 333**.*

If you do not wish to participate in the shareholders meeting personally and either wish to cast your votes by way of absentee voting or want to have your voting rights exercised by a proxy holder nominated by the company pursuant to your instructions, we kindly ask you to fill out this form and send it back, together with your admission ticket or with indication of your admission ticket number, which you received after due and timely registration to the shareholders meeting by Thursday, June 11 2019, 12:00 p.m. (CEST) (the date of receipt is decisive) by mail, fax or scanned by e-mail to the following address:

by mail:

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

or alternatively by fax

+49 89 210 27 288

or alternatively by email:

namensaktien@linkmarketservices.de
(only for granting authorisation to proxy holders; absentee voting by email is not possible)

Please also note the possibility to cast your votes by way of absentee voting or granting authorisation and issuing instructions to authorised representatives or the proxy holders nominated by the company at <https://ir.deliveryhero.com/websites/delivery/English/4900/annual-general-meeting.html>.

Absentee voting or authorisation to proxy holders nominated by the company which are bound by instructions (please fill out and mark where applicable)

Last name(s), first name(s) / Company

Admission ticket number

Number of shares

I/We cast my/our votes by way of absentee voting as indicated below.

Personal attendance of the shareholder or an authorised third person at the shareholders meeting will be considered as revocation of the votes already cast by absentee voting before. The same applies for ordering admission tickets for personal attendance of the shareholder or an authorised person at the shareholders meeting, for authorising the proxy representatives nominated by the company as well as the transmission or presentation to the company of a power of attorney for a third person to attend the shareholders meeting.

I/We authorise the proxy holders nominated by Delivery Hero SE, Mr Jörg Engmann and Ms Mareike Kuliberda, both employees of Link Market Services GmbH, Munich, each individually and with the right to delegate this authorisation, under disclosure of my/our name(s), to participate in the above-mentioned shareholders meeting and to exercise or have exercised my/our voting rights on behalf of myself/us pursuant to the instructions as indicated below.

In case the shareholder or an authorised third person attends the shareholders meeting personally, the authorisation granted and instructions previously given to the proxy holders nominated by the company expire without separate revocation. The same applies in case of ordering admission tickets for personal attendance of the shareholder or an authorised third person at the shareholders meeting, the transmission or presentation to the company of a power of attorney of a third person to attend the shareholders meeting as well as votes cast by way of absentee voting.

Votes cast by absentee voting / Instructions to proxy holders nominated by the company

I/We vote as listed below with respect to the items on the agenda, or, with regard to the exercise of voting rights by the proxy holders nominated by Delivery Hero SE, I/we give the instruction with respect to the agenda items as listed below. You may only give one instruction with respect to each item of the agenda.

Item on the agenda	YES	NO	ABSTENTION
2. Discharge of the Management Board for Fiscal Year 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Discharge of the Supervisory Board for Fiscal Year 2018			
a) Dr. Martin Enderle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Hilary Kay Gosher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Björn Olof Ljungberg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Item on the agenda	YES	NO	ABSTENTION
d) Patrick Kolek	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e) Vera Stachowiak	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f) Semih Yalcin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
g) Jonathan Green	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
h) Jeffrey Lieberman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
i) Georg Graf von Waldersee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
j) Janis Zech	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Resolution on the amendment of Authorized Capital/VII pursuant to § 4 (8) of the Articles of Association and corresponding amendments of § 4 (8) of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution on the cancellation of the previous 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 Conditional Capital 2017/I; 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 2019/I as well as on the corresponding amendment to Article 4 of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Resolution on an amendment of § 16 (3) of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Resolution on an adjustment of the compensation of the members of the Supervisory Board and corresponding amendment of § 15 of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Resolution on an amendment of § 10 (2) sentence 1 and § 10 (3) sentence 3 of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Resolution on an amendment of § 12 (2) of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. 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 2019) and the creation of Conditional Capital 2019/II as well as the corresponding amendment of § 4 of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



Item on the agenda	YES	NO	ABSTENTION
12. Resolution on the amendment of the resolution of the Extraordinary General Meeting of 13 June 2017 on the 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 2017) and adjustment of the Conditional Capital 2017/II as well as the corresponding amendment of Article 4 (10) of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

For counter-motions, if any: A B C D E F G H

Any counter-motions from shareholders for the general meeting are available on the internet at <https://ir.deliveryhero.com/websites/delivery/English/4900/annual-general-meeting.html>. If you wish to vote in favour of a counter-motion marked by a letter, tick the box next to the relevant letter above.

I/We hereby confirm to have read and to accept the "Information on absentee voting / authorisation of and instructions to proxy holders nominated by the company".

_____, on _____
Place Date Signature(s) / person(s) making the declaration

Note: Regarding the use of this form for absentee voting by way of postal dispatch or by fax, we kindly ask you to sign the form due to the requirement of written form. Apart from that, it is sufficient to name the person(s) making the declaration pursuant to § 126b BGB (German Civil Code) (text form).