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## Document for the admission of shares without a prospectus

pursuant to Art. 1 para. 5 (h) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (“**Prospectus Regulation**”)

of

**1,050,977**

new ordinary registered shares with no-par value (Stückaktien)

of

Delivery Hero SE, with its registered seat in Berlin, registered with the commercial register of the Local Court (Amtsgericht) of Charlottenburg under HRB 198015 B (“Delivery Hero” or the “Company”),

the issuance of which was resolved by the Management Board of the Company on March 15, 2023, with the consent of the Supervisory Board of the Company of March 15, 2023, based on the authorization of the Management Board to increase the Company’s share capital, which was registered with the commercial register of the Local Court (Amtsgericht) of Charlottenburg, which is competent for the Company, on June 29, 2021 pursuant to the resolution of the shareholders’ meeting of June 16, 2021 (“**Authorized Capital / VII**”),

for the

admission to trading on the regulated market segment (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) with simultaneous admission to the sub-segment of the regulated market with additional post-admission obligations (*Prime Standard*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*),

each such share representing a notional value of EUR 1.00 per ordinary share and with full dividend rights from January 1, 2022.

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

## **Background of the share issuance**

On March 15, 2023, the Management Board of the Company resolved, based on the authorization of the Management Board under the Authorized Capital / VII (Sec. 4 para. 8 of the articles of association), to increase the share capital from EUR 265,728,737.00 by EUR 1,050,977.00 to EUR 266,779,714.00 out of authorized capital (*Kapitalerhöhung aus genehmigtem Kapital*) (the “**RSU-PSU Capital Increase**”) through the issuance of 1,050,977 new registered ordinary shares (*auf den Namen lautende Stammaktien*) (“**New Shares**”). The Supervisory Board of the Company gave its consent to the RSU-PSU Capital Increase on March 15, 2023.

Pursuant to Sec. 4 para. (8) (v) of the Articles of Association the Management Board is authorized, with the approval of the Supervisory Board, under the exclusion of shareholders’ subscription rights in the event of a capital increase within the scope of the Authorized Capital / VII, to increase the share capital of the Company in order to issue up to 1,865,580 new shares as part of a long-term incentive program to members of the Management Board and employees of the Company and to members of the management bodies and employees of companies affiliated with the Company within the meaning of Sections 15 et seq. AktG.

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

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

The Company further established a Performance Share Unit Program (the “**PSUP**”) in March 2022. The PSUP includes a restricted stock plan where performance based restricted stock units (“**PSU**” or “**PSUs**”) can be issued to members of the management board of the Company and certain selected employees in key functions of the Company and members of the management boards and certain employees in key function of subsidiaries of the Company. PSUs entitle the respective participant to a claim for the transfer of a specified number of no-par-value registered shares (*auf den Namen lautende Stückaktien*) of the Company. At the Company’s discretion, instead of a transfer of shares a payment of an amount equal to the market value of such shares may be made to a participant to settle the PSUs.

The Company has awarded and granted a certain number of PSUs to certain employees of the Company and certain employees of subsidiaries of the Company, who participate in PSUP (each a

“**PSUP Participant**” and together with the LTIP Participants, the “**Participants**”) pursuant to an award agreement, as the case may be, that are now (partly) due for settlement as they have satisfied the performance criteria under the PSUP.

The Company settled a certain number of vested RSUs under the LTIP and vested PSUs under the PSUP in the form of shares in the Company in March 2023 and issued the New Shares to the Participants (the “**RSU-PSU Settlement**”). In the course of the RSU-PSU Capital Increase, each respective Participant contributed her/his respective contribution claim (i.e. the claim of the respective Participant against the Company resulting from RSUs and/or PSUs for delivery of a certain number of shares in the Company) to the Company.

The New Shares are subscribed by and issued to the Participants as instructed by them, *i.e.* to the relevant Participant’s deposit account or to a joint deposit account managed in trust by a service provider, which has been mandated by the Company for the execution of the RSU-PSU Settlement.

### **Admission without a prospectus of 1,050,977 New Shares pursuant to the exemption in Art. 1 para. 5 (h) of the Prospectus Regulation**

This document only relates to the 1,050,977 New Shares which will be transferred to Participants in connection with RSU-PSU Settlement of March 2023. In this regard, 1,050,977 new shares will be issued and subscribed by the respective Participant at an issuance price (*Ausgabebetrag*) of EUR 1.00 per share (minimum issuance price, Sec. 9 para. 1 AktG (*Aktiengesetz*)). The New Shares shall be fully entitled to profits as of January 1, 2022.

The Company has applied to the Frankfurt Stock Exchange for the admission of all New Shares to trading on the regulated market segment (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) with simultaneous admission to the *Prime Standard* without a prospectus, in accordance with Art. 1 para. 5 (h) of the Prospectus Regulation.

### **Additional information on the New Shares**

All New Shares hold the same rights as all other shares of the Company (including full dividend rights from the fiscal year starting January 1, 2022) and do not convey any additional rights or advantages. The consummation of the RSU-PSU Capital Increase has been registered in the commercial register of the Local Court (*Amtsgericht*) of Charlottenburg on March 30, 2023.

The admission of the New Shares to trading on the regulated market segment (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) with simultaneous admission to the *Prime Standard* without a prospectus is expected to be granted on or around April 4, 2023. The introduction of the new shares to trading on the regulated market (*regulierten Markt*) is expected on or around April 6, 2023.

**Additional information on Delivery Hero**

Additional information on Delivery Hero is available on the Company's website under the Investor Relations section <https://ir.deliveryhero.com>.

Berlin, March 30, 2023

**Delivery Hero SE**