



Explanation of Shareholder Rights

Annual General Meeting of Delivery Hero SE, Berlin, on June 23, 2026, at 10:00 a.m. (CEST), at the premises of GRÜNEBAUM Event Services & Consulting GmbH & Co. KG, Karl-Heinrich-Ulrichs-Straße 22/24, 10785 Berlin, as an in-person event

Explanation of shareholders' rights pursuant to Art. 56, sentences 2 and 3 of the SE Regulation in conjunction with Sec. 50 (2) of the SE Implementation Act, Sec. 122 (2), Sec. 126 (1), Sec. 127, and Sec. 131 (1) of the German Stock Corporation Act (*Aktiengesetz* - AktG)¹

The convocation notice the Annual General Meeting already contains information regarding the rights of shareholders pursuant to Art. 56, sentences 2 and 3 of Council Regulation (EC) No. 2157/2001 of October 8, 2001, on the Statute for a European Company ("**SE Regulation**") in conjunction with Sec. 50 (2) of the SE Implementation Act ("**SEAG**"), Sec. 122 (2) of the AktG, Sec. 126 (1), Sec. 127, and Sec. 131 (1) AktG.

The following information serves to further explain these provisions in accordance with Sec. 121 (3) no. 3 AktG.

1. Request to add items to the agenda pursuant to Art. 56, sentences 2 and 3 of the SE Regulation, Sec. 50 (2) of the SEAG, and Sec. 122 (2) of the AktG

Shareholders whose shares together amount to 5% of the share capital or the pro rata amount of EUR 500,000 (corresponding to 500,000 shares) may, pursuant to Sec. 122 (2) AktG, request that items be placed on the agenda and announced.

The request must be submitted in writing to the Company's Management Board and must be received by the Company at least 30 days prior to the Annual General Meeting, i.e., **no later than midnight on May 23, 2026.**

Please send such requests to the following address:

Delivery Hero SE

- Management Board -

Attn: Julia Schmidtman

¹ The provisions applicable to stock corporations headquartered in Germany, in particular those of the German Commercial Code and the German Stock Corporation Act, apply to the Company pursuant to the cross-references in Art. 5, Art. 9(1)(c)(ii), Art. 53, and Art. 61 of Council Regulation (EC) No. 2157/2001 of October 8, 2001, on the Statute for a European Company (SE) (SE Regulation), unless otherwise provided by the provisions of the SE Regulation.



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or in electronic form in accordance with Sec. 126a of the German Civil Code (*Bürgerliches Gesetzbuch* – “BGB”) (i.e., requiring a qualified electronic signature) via email to:

hauptversammlung@deliveryhero.com

Each new item on the agenda must be accompanied by a statement of reasons or a draft resolution.

Additions to the agenda that are to be published shall be published in the Federal Gazette immediately upon receipt of the request. They shall also be published on the company’s website at

<https://ir.deliveryhero.com/annual-general-meeting>

and communicated to the shareholders.

The provisions of the SE Regulation, the SEAG, and the AktG underlying this shareholder right are excerpted as follows:

Art. 56 SE Regulation Notifying and adding items to the agenda

¹ One or more shareholders who together hold at least 10 % of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. ²The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. ³ The above proportion may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies.

Art. 50 SEAG Convening a meeting and adding items to the agenda at the request of a minority (excerpt)

[...]

(2) One or more shareholders who together hold at least 5% of the subscribed capital or a pro rata amount of EUR 500,000 may request that one or more additional items be put on the agenda of any general meeting.

Sec. 122 AktG Convening a meeting at the request of a minority (excerpt)



(1) ¹ The general meeting is to be convened wherever stockholders, whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, demand that it be so convened, doing so in writing and citing the purpose and the reasons therefor; the demand is to be addressed to the management board. ² The by-laws may tie the right to demand that the general meeting be convened to a different form and to possession of a lesser portion of the share capital. ³ The petitioners are to submit proof that they have been holders of the shares of stock since at least 90 days prior to the date on which their demand is received, and that they will continue to so hold the shares until the management board takes a decision regarding their petition. Sec. 121 (7) applies accordingly.

(2) ¹ In like manner, stockholders whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital or to a stake of 500,000 euros, may demand that items of business be set out in the agenda and that notice be given by publication. ² Each item of business to be newly added to the agenda must include the reasons therefor or a proposal for a resolution. ³ The demand within the meaning of sentence 1 must be received by the company at the latest 24 days prior to the general meeting, in the case of listed companies at the latest 30 days prior to the general meeting; the date on which the demand is received is not to be included in calculating the period.

[...]

Sec. 124 AktG Publication of requests for supplements; proposals for resolutions (excerpt)

(1) ¹ Where the minority pursuant to Sec. 122 (2) has demanded that items of business be set out in the agenda, notice of said items of business is to be given by publication either together with the invitation convening the general meeting or, if that is not the case, without undue delay after the demand has been received. ² Sec. 121 (4) applies accordingly; moreover, in the case of listed companies, Sec. 121 (4a) applies accordingly. ³ The notice is to be published and forwarded in the same way as the invitation convening the general meeting.

[...]

2. Counter-motions and nominations pursuant to Sec. 126 (1) and 127 AktG

Every shareholder has the right to send countermotions to the proposals of the Management Board and/or Supervisory Board on a specific item on the agenda and proposals for the election of Supervisory Board members or auditors to the address below:

Delivery Hero SE

Attn: Julia Schmidtman



Oranienburger Str. 70

10117 Berlin

or by email to: hauptversammlung@deliveryhero.com

Counter-motions and nominations addressed to any other party will not be considered.

Counter-motions (including any supporting rationale) and nominations for election that are to be made available and that are received by the company at least 14 days prior to the Annual General Meeting—i.e., no later than **June 8, 2026, at 12:00 a.m.** – at the above address or email address will be made available on the Internet at

<https://ir.deliveryhero.com/annual-general-meeting>

The provisions of the AktG underlying these shareholder rights are excerpted as follows:

Sec. 126 AktG Motions by Shareholders

(1) ¹ Motions by stockholders are to be made accessible to the beneficiaries set out in Sec. 125 (1) to (3), subject to the pre-requisites listed therein, including the name of the stockholder, the reasons for which the motions are being made, and a statement, if any has been made, by the management regarding its position, provided that the stockholder has sent, at the latest 14 days prior to the date of the general meeting, a counter-motion opposing a proposal or guidance by the management board and the supervisory board regarding a certain item of business set out in the agenda, specifying the reasons therefor, to the address set out for this purpose in the invitation convening the general meeting. ² The date on which the counter-motion is received is not to be included in calculating the period. ³ In the case of listed companies, the counter-motion is to be made accessible via the company's website. Sec. 125 (3) applies accordingly.

(2) ¹ A counter-motion and the reasons for which it is being made need not be made accessible:

- 1. inasmuch as the management board would be liable to punishment under law, were it to make such proposal accessible;*
- 2. if the counter-motion were to result in the general meeting adopting a resolution that is in violation of the law or of the by-laws;*
- 3. if the reasons make manifestly false or misleading statements regarding key aspects or if they are insulting;*



4. *if a countermotion made by the stockholder based on the same facts and circumstances has already been made accessible pursuant to Sec. 125 for a general meeting of the company;*
5. *if the same countermotion of the stockholder, citing substantially the same reasons, has been made accessible pursuant to Sec. 125 in the past five years to at least two general meetings of the company, and if less than one twentieth of the share capital represented voted for this countermotion at the general meeting;*
6. *if the stockholder indicates that they will not attend the general meeting and will not have a proxy represent them;*
7. *if, in the past two years at two general meetings, the stockholder has failed to propose or to have proposed a countermotion regarding which they have informed the company.*

² *The reasons need not be made accessible if they amount to more than 5,000 characters in total.*

(3) Where several stockholders propose countermotions regarding one and the same item of business to be resolved upon, the management board may combine the counter-motions and the reasons specified for them.

(4) [...] ² The company must ensure that shareholders are able to exercise their voting rights on these motions as soon as they are able to prove that they meet the legal or statutory requirements for exercising their voting rights. ³ If the shareholder who has submitted the motion is not duly authorized and, if registration is required, has not duly registered for the Annual General Meeting, the motion does not have to be addressed at the meeting.

Sec. 127 AktG Nominations by Shareholders (excerpt)

¹ *Sec. 126 applies accordingly to nominations by stockholders of candidates for the supervisory board or as statutory auditors. ² No reasons need be specified for the nomination. The management board need not make accessible the nomination also in those cases in which the nomination does not include the information pursuant to Sec. 124 (3) sentence 4 and Sec. 125 (1) sentence 5. [...]*

Sec. 124 AktG Notice by publication of demands for supplementation; guidance regarding resolutions (excerpt)

[...]

(3) ⁴ The nominations of candidates for the supervisory board or as auditors are to state their names, the profession exercised, and their places of residence.



Sec. 125 AktG Notifications for the stockholders and to members of the supervisory board (excerpt)

(1) ⁵ In the case of listed companies, information on the candidates' membership in other supervisory boards mandated by law as a rule is to be attached to any nomination of candidates for the supervisory board; information on their membership in comparable supervisory committees of business enterprises within Germany and abroad as a rule is to be attached.

3. Right to Information pursuant to Sec. 131 (1) AktG

Pursuant to Sec. 131 para. (1) of the AktG (AktG), every shareholder is entitled, upon request at the Annual General Meeting, to receive information from the Management Board regarding matters of the company, provided that such information is necessary for the proper assessment of an item on the agenda and no right to refuse to provide information exists. The Management Board's duty to provide information also extends to the company's legal and business relationships with its affiliated companies. Furthermore, the duty to provide information also applies to the financial position of the Group and the companies included in the consolidated financial statements. The right to information may be exercised at the Annual General Meeting without the need for prior notice or other communication.

The provisions of the AktG underlying this right to information read, in part, as follows:

Sec. 131 AktG Shareholders' right to obtain information

(1) ¹ Each shareholder shall upon request be provided with information at the shareholders' meeting by the managing board regarding the company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. ² The duty to provide information shall also extend to the company's legal and business relations with any affiliated company. ³ If a company makes use of the provisions on the simplified procedure pursuant to Sec. 266 (1) sentence 3, Sec. 276 or Sec. 288 of the German Commercial Code (HGB), each shareholder may request that the annual financial statements be presented to him / her at the shareholders' meeting on such annual financial statements in the form that would have been used if the provisions on the simplified procedure were not applied. ⁴ The duty of the managing board of a parent company (Sec. 290 (1) and (2) of the German Commercial Code (HGB)) to provide information at the shareholders' meeting at which the consolidated financial statements and management report of these statements are presented also extends to the position of the consolidated group and any companies included in the consolidated financial statements.



(2) ¹ The information provided shall comply with the principles of conscientious and accurate accounting. ² The articles or the bylaws pursuant to Sec. 129 may authorize the chair of the meeting to reasonably limit a shareholder's time to speak and ask questions and may provide relevant details in this connection.

(3) ¹The managing board may refuse to provide information:

1. to the extent that providing such information is, according to sound business judgment, likely to cause not immaterial damage to the company or an affiliated company;
2. to the extent that such information relates to tax valuations or the amount of certain taxes;
3. with regard to the difference between the value at which items are shown in the annual balance sheet and the higher market value of such items, unless the shareholders' meeting is to approve the annual financial statements;
4. with regard to the methods of accounting and valuation, if disclosure of such methods in the notes is sufficient to provide a true and fair view of the actual condition of the company's assets, liabilities, financial position and profit and loss within the meaning of Sec. 264 (2) of the German Commercial Code (HGB); the foregoing shall not apply if the shareholders' meeting is to approve the annual financial statements;
5. if the managing board would, by providing such information, become criminally liable;
6. insofar as, in the case of a credit institution, a financial services institution or a securities institution, information need not be given on methods of accounting and valuation applied and setoffs made in the annual financial statements, management report thereof, consolidated financial statements or management report thereof;
7. if the information is continuously available on the website of the company for at least seven days prior to the beginning of and during the shareholders' meeting.

² The provision of information may not be refused for other reasons.

(4) ¹ If information has been provided to a shareholder outside the shareholders' meeting by reason of his / her status as a shareholder, such information shall upon request be provided to any other shareholder at the shareholders' meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. ² In the case of a virtual shareholders' meeting, it must be ensured that all shareholders connected to the meeting electronically can submit their request in accordance with sentence 1 by means of electronic communication. ³ The managing board may not refuse to provide such information on the grounds of Sec. 131 (3) sentence 1 no. 1 through 4. ⁴ Sentences 1 through 3 shall not apply if a subsidiary (Sec. 290 (1) and (2) of the German Commercial Code (HGB)), a joint



venture (Sec. 310 (1) of the German Commercial Code (HGB)) or an associated company (Sec. 311 (1) of the German Commercial Code (HGB)) provides information to a parent company (Sec. 290 (1) and (2) of the German Commercial Code (HGB)) for the purpose of including the company in the consolidated financial statements of the parent company, and the information is needed for that purpose.

(5) ¹A shareholder who has been denied information may request that his / her query and the reason for which the information was denied be recorded in the minutes of the meeting. [...]
