

Agenda Item 13

Resolution on the amendment of the compensation and the compensation system for the members of the Supervisory Board and the corresponding amendment of Section 15 of the Articles of Association

Annex to agenda item 13 - Description of the compensation system for members of the Supervisory Board

I. Review of the current compensation of the Supervisory Board

The compensation of the members of the Supervisory Board of Delivery Hero SE has remained unchanged since its approval by the 2021 Annual General Meeting. In contrast, the demands on the Supervisory Board members, the time commitment and the complexity of the supervisory tasks have increased significantly in the last years.

This development was taken as an opportunity to review the Supervisory Board compensation of Delivery Hero SE with the support of an independent external corporate governance consultant. As part of the review of Delivery Hero SE's Supervisory Board compensation, DAX and MDAX companies were used as a comparison group.

Due to the small size of Delivery Hero SE's Supervisory Board, the work intensity for the Supervisory Board members and the number of required Supervisory Board and committee meetings are higher in comparison to other companies in similar markets. In order to continue to ensure competitive and attractive Supervisory Board compensation in the competition for qualified candidates, an adjustment of the compensation for the Supervisory Board of Delivery Hero SE is deemed appropriate. Such adjustment is in line with regulatory requirements and common market practice and reflects the increased demands on time and work requirements of Supervisory Board members, in particular the chair of the Supervisory Board and the committee members, as a result of stricter regulation, disruptive changes in business models, increasing responsibility and the significant expansion of business operations, including geographically.

The revised compensation system and the main changes compared to the previous compensation system are presented in detail below.

II. Significant changes to the compensation of the Supervisory Board

The main changes to the compensation system of the Supervisory Board of Delivery Hero SE are as follows:

		Current SB compensation	Revised SB compensation
Fixed base compensation		- EUR 25,000	- EUR 50,000
Differentiation		- 6 : 2 : 1	- 4 : 2 : 1
Committee	Audit Committee Compensation Committee Strategy Committee	- EUR 80,000 Chairman - EUR 40,000 Deputy Chairman - EUR 20,000 Ordinary Member	- EUR 80,00 Chairman - EUR 40,000 Deputy Chairman - EUR 20,000 Ordinary Member
	Nomination Committee	- EUR 40,000 Chairman - EUR 20,000 Deputy Chairman - EUR 10,000 Ordinary Member	
Fringe Benefits		- Expenses & VAT reimbursement - D&O-Insurance	- Expenses & VAT reimbursement - D&O-Insurance

In order to ensure that Supervisory Board compensation remains competitive and attractive in the international competition for qualified candidates, the fixed compensation of Supervisory Board members shall be increased from EUR 25,000.00 to EUR 50,000.00. The deputy chair of the Supervisory Board will receive EUR 100,000.00 (previously EUR 50,000.00) and the chair of the Supervisory Board EUR 200,000.00 (previously EUR 150,000.00), whereby such differentiation will be more in line with market practice.

In addition, the level of committee compensation will be standardized by raising the compensation of the Nomination Committee to the same level as the compensation of the other committees.

No further changes will be made. The regulations on expenses and VAT as well as the applicable D&O insurance remain unchanged.

III. Principles of the compensation system

The compensation system for Supervisory Board members is based on the statutory requirements and takes into account the recommendations and suggestions of the German Corporate Governance Code (GCGC). Delivery Hero SE constantly pursues a long-term

perspective in its entrepreneurial activities. The aim is to create added value in the course of continuous further development - for shareholders, employees, customers and the company itself.

The Supervisory Board advises and monitors the Management Board and is closely involved in important operational and strategic corporate management issues. The compensation of the Supervisory Board is also decisive for facilitating its effective work. Compensation should be commensurate with the tasks of the Supervisory Board members and the economic situation of the company (see Section 113 para. (1) sentence 3 AktG) and should also ensure that membership of the company's Supervisory Board is appealing to suitable candidates in view of national and international competition. Appropriate Supervisory Board compensation in line with market standards thus promotes the business strategy and long-term development of Delivery Hero SE.

The task of the Supervisory Board is to monitor and advise the Management Board, which is responsible for managing the Company and conducting its business. The members of the Supervisory Board should be appropriately compensated for carrying out their mandate. To this end, the structure and amount of the compensation should reasonably take into account the office requirements, the associated tasks, the time required to perform these tasks, as well as the responsibility of the Supervisory Board members towards the Company.

The compensation of the Supervisory Board should be attractive and competitive in order to attract and retain qualified candidates with valuable, industry-specific knowledge for the Supervisory Board of Delivery Hero SE. This is intended to ensure that the Supervisory Board continues to monitor and advise the Management Board in the best way possible. Competitive compensation is also intended to support the best possible fulfillment of the skills profile determined by the Supervisory Board.

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

The compensation system for the Supervisory Board of Delivery Hero SE and the specific compensation of the Supervisory Board members are set out in Section 15 of the Articles of Association. The Annual General Meeting is responsible for passing resolutions on the compensation of Supervisory Board members at least every four years in accordance with

Section 113 para. (3) sentence 1 AktG. The proposal by the Supervisory Board to the Annual General Meeting regarding the compensation of the Supervisory Board is prepared by the Compensation Committee in accordance with the rules of procedure of the Supervisory Board. A material change to the compensation system set out in the Articles of Association and the compensation of Supervisory Board members requires a simple majority of votes at the Annual General Meeting, in accordance with Section 179 para. (2) sentence 2 AktG in conjunction with Section 20 para. (2) of the Articles of Association.

At the proposal of the company's Management Board and Supervisory Board, the Annual General Meeting decides on the compensation system for the Supervisory Board. The Management Board and Supervisory Board will regularly and continuously review the compensation of the Supervisory Board members and submit it to the Annual General Meeting for resolution at least every four years in accordance with Section 113 para. 3 sentences 1 and 2 AktG, whereby such resolution may also be confirmatory only. In accordance with Section 113 para. (3) sentence 6 in conjunction with Section 120a para. (3) AktG, in the event that the Annual General Meeting does not approve the compensation system, a revised compensation system must be presented for resolution at the latest at the company's next Annual General Meeting.

The Management Board and Supervisory Board, and in particular the Compensation Committee, continuously review the Supervisory Board compensation determined by the Annual General Meeting for compatibility with any new legal requirements, the recommendations and suggestions of the GCGC, as amended, the expectations of the capital market and evaluate the adequacy of such compensation. If the Management Board and Supervisory Board identify a need for change in this regard, they develop an adjusted compensation system and submit this to the Company's Annual General Meeting for approval. If necessary, an external and independent compensation consultant is consulted.

It is in the nature of things that the Supervisory Board acts on its own behalf by proposing resolutions to the Annual General Meeting on the determination of Supervisory Board compensation. However, this is in line with the procedure stipulated by the German Stock Corporation Act. Nonetheless, the decision on the compensation of the Supervisory Board itself is ultimately the responsibility of the Annual General Meeting. Conflicts of interest in the

revision of the compensation system are therefore ruled out by the ultimate and sole decision-making authority of the Annual General Meeting. In addition, subject to the statutory requirements, shareholders have the opportunity to place the compensation system and the compensation of Supervisory Board members, including any proposed amendments, on the agenda of an Annual General Meeting in accordance with Section 122 AktG or to submit corresponding (counter) motions to the resolutions proposed by the Management Board and Supervisory Board in accordance with Section 126 AktG.

V. Presentation of the compensation system and compensation components

The following description relates to the compensation of the Supervisory Board on the basis of Section 15 of the Articles of Association, taking into account the new version of Section 15 of the Articles of Association proposed under agenda item 13 of the Annual General Meeting on June 19, 2024.

The existing compensation system in accordance with Article 15 of the Articles of Association and the new compensation system based on the amended Article 15 of the Articles of Association apply to both the shareholder and employee representatives on the Supervisory Board.

1. Compensation components

The members of the Supervisory Board receive purely function-related fixed compensation. According to the compensation system, the fixed compensation of Supervisory Board members is increased depending on any additional office or function held in the Supervisory Board and/or its committees. There is no provision for performance-related compensation or financial or non-financial performance criteria. This takes into account the independent control and advisory function of the Supervisory Board, which is not focused on the short-term success of the company but rather on its long-term development. The extent of the workload and liability risks of the Supervisory Board members do not develop in parallel with the business success of the company or the company's earnings situation. Rather, it is precisely in difficult economic times, when variable compensation components decline, that Supervisory Board members are required to perform their advisory and monitoring function more intensively.

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The adjusted compensation system for the members of the Supervisory Board in accordance with Article 15 of the Articles of Association as proposed under agenda item 13 of the Annual General Meeting on June 19, 2024, can be summarized as follows

Fixed base compensation		
Chairman EUR 200,000	Deputy Chairman EUR 100,000	Ordinary Member EUR 50,000
Committee Compensation		
Chairman EUR 80,000	Deputy Chairman EUR 40,000	Ordinary Member EUR 20,000
Fringe benefits		
<ul style="list-style-type: none">- Reimbursement of expenses (incl. VAT) and VAT on compensation/expenses- D&O liability insurance		

a) Base compensation

According to the proposed compensation system, the annual basic compensation for each ordinary member of the Supervisory Board is EUR 50,000.00, for the chair of the Supervisory Board EUR 200,000.00 and for the deputy chair EUR 100,000.00. The respective amount of the fixed compensation takes into account the specific function and responsibility of the members of the Supervisory Board. In particular, following the recommendation G.17 of the GCGC, due to the increased time requirements, is deemed appropriate to grant a corresponding additional compensation to the chair and deputy chair of the Supervisory Board. No additional attendance fee is paid.

b) Committee compensation

Experience has shown that membership of Supervisory Board committees involves a considerably higher amount of preparation and work, both qualitatively and quantitatively, than mere membership of the (full) -Supervisory Board. This justifies higher additional

committee compensation for ordinary members, the chair and deputy chair of committees. For this reason, the Management Board and Supervisory Board consider a correspondingly staggered additional committee compensation to be appropriate.

In the case of the additional committee compensation for the chair and deputy chair of committees and membership of committees, identical compensation is granted to ordinary committee members, committee chairs and deputy committee chairs without differentiation according to the type of committee.

The Company's Supervisory Board currently has a total of four committees: the Audit Committee, Compensation Committee, Strategy Committee and Nomination Committee. Ordinary members receive an annual compensation of EUR 20,000.00, the deputy chair EUR 40,000.00 and the committee chair EUR 80,000.00. No additional compensation is paid for ordinary membership of a committee in the case of simultaneous committee chairship or deputy committee chairship.

2. Contribution of the compensation to the promotion of the business strategy and long-term development in accordance with Section 87a para. 1 sentence 2 no. 2 AktG

The compensation of Supervisory Board members at the company consists exclusively of a fixed compensation and thus follows recommendation G.18 of the GCGC and the recommendation of most investors and proxy advisors as well as the predominant practice of DAX and MDAX companies. This practice corresponds to the Board's function as an independent advisory and supervisory body. From the perspective of the Management Board and Supervisory Board, purely fixed, non-performance-related compensation, without linking the compensation to the company's performance, is appropriate for the function of an advisory and supervisory body. At the same time, the compensation system also incentivizes the Supervisory Board members to actively support the implementation of the business strategy by appropriately taking into account the greater time commitment of the chair, who according to recommendation G.17 of the GCGC must be particularly closely involved in the discussion of strategy, business development, risk situation, risk management and compliance, as well as the time commitment of the deputy chair of the Supervisory Board and the committee members.

3. Due date; pro rata payment

All compensation and expense claims of the members of the Supervisory Board for a specific financial year are due for payment after the end of the respective financial year.

Supervisory Board members who hold their office in the Supervisory Board or in a committee of the Supervisory Board or who hold the office as chair or deputy chair of the Supervisory Board or of a committee of the Supervisory Board only during a part of the financial year shall receive a corresponding portion of the compensation calculated on a daily (pro rata temporis) basis.

4. Reimbursement of expenses

In addition to the annual compensation, the Company reimburses the Supervisory Board members for expenses reasonably incurred in exercising their Supervisory Board mandate as well as any value added tax payable on their compensation and expenses.

5. D&O insurance

The members of the Supervisory Board are included in a reasonable financial loss liability insurance policy for board members maintained by the Company in its interests, insofar as such a policy exists. The Company pays the premiums for such insurance.

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

As the compensation of the Supervisory Board is set out directly in the Articles of Association, no compensation-related legal transactions are concluded with the members of the Supervisory Board in accordance with Section 87a para. (1) sentence 2 no. 8 AktG. Furthermore, the compensation system does not include any promises of dismissal compensation or pension and early retirement arrangements.

As the compensation system does not include any variable compensation components, there is no disclosure of the relative proportion of fixed and variable compensation components within the meaning of Section 87a para. (1) sentence 2 no. 3 AktG. Furthermore, disclosures pursuant to Section 87a para. (1) sentence 2 no. 4, 6, 7 AktG do not apply.

VI. Inclusion of the compensation and employment conditions of employees in accordance with Section 87a para. (1) sentence 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-operational Supervisory Board and would unduly restrict the shareholders' freedom to decide on the compensation of the Supervisory Board.