



***Delivery Hero***

# Code of Conduct

Version 1.3

Valid from 02 October 2020

## **List of abbreviations**

**CEO** Chief Executive Officer

**SE** European Public Limited Liability Company

**GRC** Governance, Risk and Compliance

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# 1. Introduction

## 1.1 Scope

This is the Code of Conduct of the Delivery Hero group, which is applicable to Delivery Hero SE, all its subsidiaries and all its affiliated companies (in the following text "Delivery Hero", "company" or "we").

The content of the Code of Conduct is relevant for our employees, contractors, the members of our management ("employees of Delivery Hero group"), as well as our customers, suppliers, and competitors.

Our Code of Conduct shall be respected in all situations involving Delivery Hero. Although the original Code of Conduct is in English, translations into local languages of the Delivery Hero group may also be available. In case of any conflicts between the English version and the local translation, the English version shall prevail.

## 1.2 Our commitment to responsible business – message from the board

*Fellow Heroes,*

*Together, we set out to always deliver an amazing experience – fast, easy, and to your door. Delivery Hero has become a place where millions of people regularly order their favorite meals, groceries and pharmacy supplies. We must do everything possible to continue to earn and keep their trust.*

*Delivery Hero continues to grow at an unprecedented pace. Founded in our values of aiming higher and delivering solutions, we drive the industry forward and bring new innovations to life. Our third value, we are Heroes because we care, guides us in our engagement with our communities and each other. For us as a company, it is paramount that all Heroes respect our internal policies, ethical standards and comply with the law. This Code of Conduct will help clarify our expectations and make it easier to act with confidence and integrity according to the same standards across the many markets in which we operate.*

*We trust that each of our employees and each member of our management across our organization understands and respects how the Code of Conduct applies to their individual role and complies with its letter and spirit. To provide you with guidance for your daily work, we have published more detailed internal policies. You can find the latest version of these policies on the company's internal communication platforms. We are aware that this Code of Conduct and other guidelines cannot address every issue or circumstance that may arise. We are certain that in such cases you will apply common sense and base your decisions on our common values to achieve the best possible outcome for Delivery Hero.*

*Thank you for making Delivery Hero the world's leading local delivery platform and such an incredible place to work.*

*Yours,*

*Niklas*

## 1.3 Our vision and values

### 1.3.1 Our vision

# **ALWAYS DELIVERING AN AMAZING EXPERIENCE**

### 1.3.2 Our values

Our core values are based on three pillars:



***We always aim higher***



***We deliver solutions***



***We are heroes because we care***

## 1.4 Your compliance contacts

In case of any ethics and/or compliance-related matter, contact your direct supervisor first. In cases where this seems not feasible or inappropriate or does not achieve the desired outcome in accordance with the law, refer to your Local Compliance team (if applicable) or directly contact the Global Compliance team of Delivery Hero ([compliance@deliveryhero.com](mailto:compliance@deliveryhero.com)). In addition, our internet-based whistleblower platform is made available to anonymously report serious compliance breaches and suspected illegal business practices. For more information on our whistleblower system, please refer to section 6 below.

## 2. Our corporate responsibility

### 2.1 General principles

We act within the framework of ethics, integrity and applicable laws and always in the interest of Delivery Hero. Delivery Hero expects all employees of the group not to engage in any activity or perform tasks that are not in line with the interests of the company. A second job, side project or affiliation with a customer, distributor, supplier, vendor or partner and any financial contributions to the same, except a minority financial investment, are strongly discouraged, but may be allowed in limited circumstances with prior written consent of Delivery Hero and authorized in accordance with labor agreements. The preferential treatment of certain business partners out of private interest is prohibited.

Delivery Hero is committed to providing a safe work environment. We all have a responsibility to abide by all applicable laws, rules, practices, and precautions to protect ourselves, coworkers, and our customers. This includes working free from the influence of any illegal or controlled substances that could prevent one from conducting work activities safely. We all have a responsibility to immediately communicate accidents and unsafe practices or conditions to appropriate personnel.

Ethics and integrity are essential components to our values. Delivery Hero does not tolerate any form of fraud, bribery/corruption or other forms of non-compliant behavior by our employees or other stakeholders of the Delivery Hero group (this also includes misuse of corporate assets – for example vouchers, etc.).

### 2.2 Human rights

We at Delivery Hero respect the dignity and individual rights of all human beings. We highly regard both the right to freedom of association and the right to engage in collective bargaining in accordance with applicable laws and regulations. We condemn any form of exploitation or discrimination such as forced labor, child labor or human trafficking.

### 2.3 Non-discrimination and equal opportunities

We are committed to a policy of equal opportunity for all qualified applicants and employees of the Delivery Hero group without regard to race, color, gender, gender identity or expression, religion, age, national origin, ancestry, sexual orientation, disability or other status in accordance with local laws. We are committed to providing a workplace that is free from discrimination, harassment, intimidation, and abuse.

## 2.4 Donations, sponsoring and charity

All employees of Delivery Hero group are prohibited from authorizing donations or other payments from Delivery Hero to outside organizations such as nonprofit organizations with which they or a member of their immediate family serve as an officer or employee.

Sponsoring and donations that exceed certain amounts defined per Delivery Hero's [Anti-Corruption Policy](#) need to be approved by representatives of the company's management board.

No contributions, gifts or payments may be made on behalf of Delivery Hero to any political party, candidate, lobbying organization and the like without the prior approval of the CEO of Delivery Hero SE.

## 3. Our business relationships

### 3.1 Conflicts of interest

A conflict of interest may arise at any time and competing loyalties could cause you to pursue a personal benefit. All employees of Delivery Hero group are requested to take reasonable steps to avoid any conflict of interest, real or apparent, in connection with their employment. Special attention is required in situations that previously did not represent a conflict of interest but may develop into one.

When you are faced with a potential conflict of interest, you should ask yourself if this activity creates a potential incentive for you or your counterparty, or if this activity harms your reputation or hurts your ability to do your work. Also, consider activities which could damage the reputation of Delivery Hero or yourself if they were presented in the media. If the answer to any of these options is affirmative, the situation is likely to result in a conflict of interest and should be avoided. If you are in doubt, consult your direct supervisor, the compliance organization of Delivery Hero or other members of management for help. All business decisions shall be made solely in the best interests of the company, not for personal benefit. Therefore, you should avoid any actions that create, or appear to create, conflicts of interest with Delivery Hero. A conflict of interest may occur when an individual's own interests (including the interests of a family member or an organization with which an individual has a significant relationship) interfere or appear to interfere with the interests of the company.

Many conflicts of interest or potential conflicts of interest may be resolved or avoided if they are appropriately disclosed and approved. In some instances, disclosure may not be sufficient, and the company may require that the conduct in question be stopped or that actions taken be reversed.

### 3.2 Anti-bribery/Anti-corruption

Bribery or corruption refers to the giving or offering of money, goods or other forms of reward to a recipient in order to bring about a change of their behavior or decisions in the interest of the giver, and which the recipient would otherwise not alter. Delivery Hero does not tolerate any form of bribery or corruption. Offering or accepting a bribe in any form, directly or indirectly, is strictly prohibited. Corruption is a criminal offense in most countries, and it may therefore incur fines for Delivery Hero and/or sanctions under labor and criminal law for the employees involved.

Our [Anti-Corruption Policy](#), available on the company's internal communication platforms, outlines the standards for doing business at Delivery Hero worldwide.

### 3.3 Gifts and hospitality

No employees of Delivery Hero group should give anything of value to anyone, or accept anything of value from anyone, if doing so may compromise or appear to compromise the objectivity of business decisions. Unless explicitly noted in our [Anti-Corruption Policy](#), this includes giving to, or accepting from, a current or prospective supplier, vendor, vendor representative (including but not limited to organizations representing multiple business partners, such as a restaurant chain), landlord or competitor of the company any gifts, entertainment or any form of compensation.

Employees of Delivery Hero group are prohibited from receiving any samples or gifts at home. All samples and gifts must be sent to their primary work location. All employees of Delivery Hero group are prohibited from accepting any loans or services offered by any vendor in order to influence a business deal or gain an undue advantage. Some gifts and entertainment initiatives are allowed and outlined in the Delivery Hero [Anti-Corruption Policy](#) which provides further guidance for all employees.

### 3.4 Dealing with authorities

When dealing with authorities or public officials, special attention must be paid. In particular, you should never offer any advantages, such as money, goods or other forms of reward, to any public official. This also includes payments or other forms of compensation to public officials in order to speed up the process of granting a permit or other bureaucratic procedures (so called facilitation payments), although it may not be considered illegal in some countries. Please consult with your compliance organization when you interact with public officials and other public authorities to execute diligence in our operations.

### 3.5 Financial crimes prevention

Delivery Hero is committed to preventing all forms of financial crimes, especially money laundering, terrorist financing, sanctions/trade embargoes violations and frauds. We fulfil our legal obligations to prevent such activities through

implementation of appropriate oversight systems and controls aimed at their detection, disruption and deterrence.

It is the responsibility of each employee to be vigilant, perform adequate customer due diligence and understand economic sanctions and embargoes applicable in the market Delivery Hero is operating or cooperating with. Each suspicious customer behavior or activity must be reported to the designated compliance officer for review.

## 4. Our commitment to the market

### 4.1 Market transparency

Delivery Hero can only establish and keep the public's confidence, as well as the trust of our various stakeholders, by conducting proper accounting and reporting. Therefore, Delivery Hero strictly complies with all statutory rules for accounting and financial disclosures. Delivery Hero will not tolerate any interference with its financial reporting or any manipulations of its accounts.

### 4.2 Fair and free competition

Delivery Hero competes vigorously in the sectors that it is active in but is committed to doing so in a manner that is fair, honest, ethical and legal. We expect all employees of Delivery Hero group to conduct their activities on behalf of Delivery Hero in a manner consistent with applicable antitrust and competition laws. Antitrust and competition laws are designed to encourage and protect free and fair competition. These laws exist within the EU Member States as well as in other countries where Delivery Hero does business and apply to any relationships with competitors, customers, service provider and suppliers.

Antitrust and competition laws prohibit practices that include:

(1) Agreements or arrangements (including informal understandings, such as oral "gentlemen's agreements") between competitors that reduce or restrict competition with each other, such as price fixing, bid rigging, allocations of customers or territories or agreements not to deal with third parties, and

(2) Other practices, such as requiring exclusivity, excessive pricing, "tying/bundling" (conditioning the sale of a product on the purchase or sale of another product), or imposing non-competes where these practices have an unreasonable impact on competition such as where these unduly exclude competitors or exploit other parties.

To avoid practices that may result in allegations of a violation of antitrust or competition laws, the following policies shall apply:

(1) No employee shall enter into any understanding, agreement, plan or scheme that the employee has reason to believe, or has been advised by Delivery Hero's General Counsel, central legal

team ([legal@deliveryhero.com](mailto:legal@deliveryhero.com)) or any local legal support, to be illegal under any of the applicable antitrust or competition laws;

(2) No employee shall exchange or discuss with any competitor commercially sensitive information which relate inter alia to information on prices or pricing policies, volumes, costs, distribution policies, supplier or customer selection or classifications, strategy and business plans, or any other similar information which may reduce competition between them.

### 4.3 Selecting service providers and suppliers

We always aim to ensure that our service providers and suppliers follow the same high ethical principles of conduct as we do at Delivery Hero. Therefore, we use due diligences when selecting them and ask them to agree to our Supplier Code of Conduct before entering into a commercial agreement.

Our procurement's way of working is based on the [Global Procurement Policy](#). For further information and guidance please refer to our procurement department ([procurement@deliveryhero.com](mailto:procurement@deliveryhero.com)). Delivery Hero pays appropriate prices for external products and services, and accurately documents payments.

### 4.4 Treatment of inside information

Delivery Hero complies with applicable trading laws and treats inside information with the highest standards of confidentiality. Inside information is information, which, if it became publicly known, would likely have a significant effect on the company's share price, bonds and derivatives, which relate to the company's shares or bonds, or other related financial instruments of the company.

The abuse of inside information in the market is strictly criminal and hence prohibited and no Delivery Hero employee may disclose to a third party, or other employees of Delivery Hero group, any inside information except when properly authorized to do so. As such, the unauthorized use of information about Delivery Hero's strategy, operations and financial data, etc. for private matters is strictly prohibited. The same also applies to inside information relating to other companies which is obtained in the course of work. For more information, please revert to the [Post IPO Publication Guidelines FAQ](#) and the [Capital Markets Compliance Guidelines](#) available on our internal communication platforms or reach out to [capitalmarket@deliveryhero.com](mailto:capitalmarket@deliveryhero.com).

## 5. Protecting our assets

### 5.1 Communication

The employees of Delivery Hero group shall not provide untrue or misleading information with respect to our business and services.



If you are contacted and asked to discuss company business with any members of the press, investors or market analysts, do not provide any information. Instead, you should politely advise the outside party that you are not authorized to discuss the subject and refer them to the communications department of Delivery Hero ([corporate\\_communications@deliveryhero.com](mailto:corporate_communications@deliveryhero.com)). Similarly, when using social media, you should be clear that you are not speaking on behalf of the company. You should always:

- express your personal opinion only in your individual capacity on your own social media accounts and, even then, avoid the appearance that you are speaking or acting on behalf of Delivery Hero;
- only post accurate facts and figures about the company that have previously been made public by Delivery Hero;
- Take every possible precaution to ensure that you are not disclosing any confidential information about Delivery Hero without its permission; and
- refrain from using any Delivery Hero or third-party logos or trademarks without prior written permission.

Please remember to always contact our communications department when you are unsure whether your intended social media post meets the above-mentioned criteria or not.

## **5.2 Protecting our assets – confidentiality, intellectual property and other types of fraud**

All employees of Delivery Hero group are obliged to protect Delivery Hero's property. Delivery Hero assets comprise intellectual property, business strategies, financial data and other confidential information, as well as physical assets.

During your employment or service, you will be creating intellectual property for Delivery Hero. In this regard, please note that your employer is the legal owner of any works or products you create, or work on, including all code, images, designs, marketing materials and documents. In case where the ownership of such intellectual property rights cannot be transferred, you agree to grant to Delivery Hero the exclusive and unlimited right to use such intellectual property rights for any purposes whatsoever. At no point in time should you use any intellectual property belonging to Delivery Hero for any purpose other than as instructed and for the benefit of Delivery Hero.

Additionally, during your employment, you may acquire certain information about Delivery Hero, its customers, suppliers or business partners or another third party that is confidential, competitively sensitive and/ or proprietary. You should always assume that company information is confidential or competitively sensitive unless you have a clear indication that Delivery Hero has publicly released the information. Always take reasonable and

necessary precautions to protect any confidential information relating to Delivery Hero or another company to which you have access. You should not disclose any confidential business information to anyone outside Delivery Hero, even to members of your own family, unless the disclosure is:

- properly authorized in advance and
- in connection with a clearly defined, legitimate business need. Even within our company and among your co-workers, you must only share confidential information on a need-to-know basis. Company assets are only to be used for explicit business purposes. Any form of fraud or other non-compliant behavior is strictly prohibited and will not be tolerated.

You are always welcome to use staff discounts and vouchers for online food ordering, but when doing so – please use them in the way intended. In particular:

- never hand out company vouchers you receive from Delivery Hero to someone else on the staff or someone you know privately;
- never order on behalf of someone else when using company vouchers or staff discounts; and
- never refund your own orders or orders of your coworkers, friends and/or other acquaintances. All order refunds must be properly authorized in accordance with the applicable policies.

## **5.3 Data privacy and data security**

We are aware of the highly sensitive nature of our customers', employees', shareholders', and suppliers' personal data, and handle all such information with the utmost confidentiality and care to protect it in compliance with applicable law. A variety of technical and organizational measures, aimed at ensuring the confidentiality of personal data, support us in these efforts. We are responsible to ensure high standards of data protection and follow the policies intended to protect Delivery Hero's information. We collect and process our employee's data because this is necessary to fulfill the employment contract between the employer and employee. We also want to give a free choice to our employees; therefore, we also give you the option to provide consent to the processing of your data if this information is not absolutely necessary for your employment contract with us.

We respect the extensive rights of those individuals whose data we are collecting, processing and using. Delivery Hero places the utmost importance on maintaining data security, as this has a significant influence on business success and the company's image among the general public.

That is why we protect company as well as customer and employee data with all suitable and appropriate technical and organizational means at our disposal, to prevent its unauthorized

access, misappropriation, alteration, damage, destruction, loss, or premature deletion. To safeguard our information systems, you should never:

- share your Delivery Hero system passwords with anyone;
- leave laptops or other mobile devices unattended while traveling or in an exposed location where they can be stolen;
- download, install or use unauthorized or unlicensed software on Delivery Hero computers;
- save your private information on company devices; and
- transfer or share company data with unauthorized third parties.

If you suspect a data breach or become aware of any situation in which data has been compromised, including the loss or theft of a laptop or handheld device, immediately report the situation to Cyber Security Incident Response Team CSIRT ([CSIRT@deliveryhero.com](mailto:CSIRT@deliveryhero.com)).

## 6. Reporting of non-compliance

Every employee, supplier and management member at Delivery Hero is responsible for addressing violations or potential violations of law, the Delivery Hero Code of Conduct or internal policies. To report serious compliance breaches and illegal business practices an internet-based whistleblower platform managed by a central compliance team is made available in multiple languages and available around the clock.

Our whistleblower system guarantees an anonymous submission and the highest level of security for whistleblowers. Employees should first contact their supervisor or their respective Compliance department and make use of the whistleblower platform only in cases where this does not appear possible. Our speak-up portal can be accessed here: [www.bkms-system.net/deliveryhero](http://www.bkms-system.net/deliveryhero). A [Whistleblower FAQ](#) is available on the company's internal communication platforms.

All reported issues will be carefully assessed by Delivery Hero and where appropriate, the case will be managed as per the regulations and procedures for handling reported compliance concerns. The confidentiality of information given by the individual reporting a compliance violation will be protected to the maximum extent possible. The recipient of the information of Delivery Hero – which, regardless of the language used, always is the compliance team at Delivery Hero SE in Berlin -may share it only on a need-to-know basis consistent with applicable law. Delivery Hero will respect the request for confidentiality and anonymous reporting.

## 7. Summary and wrap-up

With our Code of Conduct we have outlined the behavior that we at Delivery Hero expect all employees of Delivery Hero group to follow. It is the duty of every single employee to ensure their compliance with our rules, regulations and corporate values. Naturally, our Code of Conduct cannot regulate in detail every issue which might present a case of non-compliance and cover every possible facet of expected behavior. For many of the subject areas mentioned in the Code of Conduct additional policies and guidelines exist, which provide guidance in greater detail. You can find all policies and guidelines in our corporate repository, which can be accessed through the company's internal communication platforms. Whenever you encounter a situation which is not described in this Code of Conduct or any other policy or guideline, use your common sense, ask your direct supervisor or refer to one of the other compliance contacts. And last but not least:

**If you become aware of a potential incident of non-compliance – speak up and please let us know!**

Contact details:  
Delivery Hero Central Compliance Department  
[compliance@deliveryhero.com](mailto:compliance@deliveryhero.com)

<b>Revision Log</b>		
<b>Revision</b>	<b>Date of Release</b>	<b>Description of Changes</b>
1.0	2016-10-07	First Release
1.1	2017-11-07	First Review: Whistleblower Hotline
1.2	2018-08-31	Second Review: No Changes
1.3	2020-10-01	Third Review: General update including, "Vision" and "Values" update, Financial Crime Prevention



## 8. Appendix

### Info sheet of useful contacts at Delivery Hero SE and links to related policies.

1. Below are some useful contacts of relevant departments at Delivery Hero SE for questions or communicating incidents of unsafe practices or conditions:

Compliance Department	<a href="mailto:compliance@deliveryhero.com">compliance@deliveryhero.com</a>
Communications Department	<a href="mailto:corporate_communications@deliveryhero.com">corporate_communications@deliveryhero.com</a>
Cyber Security Incident Response Team	<a href="mailto:CSIRT@deliveryhero.com">CSIRT@deliveryhero.com</a>
Data Protection	<a href="mailto:DPO@deliveryhero.com">DPO@deliveryhero.com</a>
Information Security Department	<a href="mailto:security@deliveryhero.com">security@deliveryhero.com</a>
Investor Relations	<a href="mailto:ir@deliveryhero.com">ir@deliveryhero.com</a>
Legal Department	<a href="mailto:legal@deliveryhero.com">legal@deliveryhero.com</a>
People Department	<a href="mailto:people@deliveryhero.com">people@deliveryhero.com</a>
Procurement Department	<a href="mailto:procurement@deliveryhero.com">procurement@deliveryhero.com</a>

Alternatively, the whistleblower hotline may be used to report serious compliance breaches and illegal business practices such as:

- Corruption/ Bribery/ Conflict of Interest
- Fraud/ Misappropriation/ Embezzlement
- Breach of Data Protection Laws/ Data Security
- Money Laundering
- Anti-competitive practices
- Books & Records
- Discrimination and Harassment
- Serious breaches of Code of Conduct/ Corporate Policies

The Delivery Hero whistleblower portal can be accessed here: [www.bkms-system.net/deliveryhero](http://www.bkms-system.net/deliveryhero)

Please refer to Section 6. of the Code of Conduct for more information on anonymity and processing.

2. Below are links to other Delivery Hero policies mentioned in the Code of Conduct:

[Anti-Bullying and Anti-Harassment Guideline](#)

[Anti-Corruption Policy](#)

[Capital Markets Compliance Guidelines](#)

[Global Procurement Policy](#)

[Group Policy Data Protection](#)

[Post IPO Publication Guidelines FAQ](#)

[Whistleblower FAQ](#)



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