



Delivery Hero

Code of Conduct

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

The Code of Conduct of Delivery Hero Group (in the following “Delivery Hero”, “company” or “we”) is applicable to all employees of Delivery Hero SE and its subsidiaries (in the following “local entities”).

The content of the Code of Conduct is relevant for our employees, the members of our Risk & Compliance Committee, as well as our customers, suppliers, and competitors.

Our Code of Conduct shall be respected in all situations involving Delivery Hero and/or its local entities. Although it is available in English, translations into local languages of Delivery Hero’s local entities may be available, too. In case of disagreements, however, the English version shall prevail.

1.2 Our commitment to sustainable business – message from the board

Dear Heroes,

Together, we set out to create amazing takeaway experiences – for everyone on any occasion, anywhere in the world. Delivery Hero has become a place where millions of people regularly order their favorite meals. We must do everything possible to continue to earn and keep their trust.

As our organization grows at a continuous high pace, every one of you continues to take on more and more responsibility. We, therefore, believe it is important to provide some guidance regarding our internal policies, ethical standards and compliance with the law. This Code of Conduct will help clarify our expectations and make it easier for all of us to act with confidence and integrity according to the same standards across the many markets in which we operate.

We expect every employee in the Delivery Hero to understand how the Code of Conduct applies to their individual role and to comply with the letter and spirit of it. We have published more detailed internal policies, in various important areas, to provide you with guidance for your daily work. You can find the latest version of these policies on the intranet. We are aware that this Code of Conduct or any other guidelines cannot address every issue or circumstance that may arise. We are certain that in such cases you will all apply common sense and base decisions on our values and ethical standards to achieve the best possible outcomes for Delivery Hero.

Thank you for making this company such an amazing place to work.

Yours,
Niklas

1.3 Our vision, strategy and values

1.3.1 Our vision

We aspire to create an amazing takeaway experience.

1.3.2 Our strategy

Every country and department strategy at Delivery Hero should be based upon the following pillars:

Our customers

We build a service that customers love.

This means:

- Offering the right choice of food for any occasion;
- Helping customers choose the food they love;
- Delivering food on time, packaged nicely and directly to their door;
- Always putting customers first and going the extra mile to make them happy.

Our restaurant partners

We enhance our customers' takeaway experience by developing successful long-term relationships with our restaurant partners.

This means:

- Providing customer insights to continuously improve their service;
- Using technology to facilitate better food ordering experiences;
- Supporting restaurants to grow their business

Continuous fast growth

We scale our business to ensure long-term sustainability and relevance for our customers and restaurant partners. This means:

- Winning key markets by being better than our competitors;
- We are in it for the long-run and don't give up easily!;
- Focusing on organic growth and making selected acquisitions of other businesses if it supports our strategy;
- Investing over a very long period of time in products and markets we believe in;
- Being willing to take risks but constantly evaluating and optimizing to ensure we invest in projects that see a high return.

Our organization

We build a great organization where ambitious people love to work. This means:

- Creating an environment where people can develop, grow and are empowered to make a meaningful contribution.
- Ensuring everybody understands their purpose and how they contribute to fulfilling our vision.
- Staying true to our values.

1.3.3 Our values

Our values are based on four pillars:

Every customer matters

- We are passionate about our customers and truly care for every single one of them.
- We invest in understanding our customers to build products and services they love.
- We partner with restaurants to create amazing takeaway experiences.
- We choose to make our customers happy over short-term financial gains.

Deliver solutions

- We believe everything is possible.
- If there is a problem, we look for solutions and not for someone to blame.
- We take ownership and do what we can to fix it.

Go for excellence

- Everyone can be excellent.
- We improve what we do every day.
- We believe that excellence is often achieved by keeping things simple.
- Excellence is not a skill, it's an attitude!

Be a hero!

- We create a friendly and productive atmosphere.
- We help and support each other to achieve our goals.
- We accept differences and treat each other with respect.
- We're all in this together!

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, refer on your Local Compliance Officer (if applicable) or directly contact the Global Compliance Officer of Delivery Hero. In addition, an 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. of the Code of Conduct.

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 its employees not to engage in any activity or perform tasks that are contrary to the interests of Delivery Hero. Auxiliary business for a competitor, a customer or supplier, and any financial contributions to them, except a minority financial investments in listed companies, are to be authorized in accordance with labor agreements only with prior written consent of Delivery Hero. The preferential treatment of certain business partners out of private interest is prohibited.

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 the company. 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, where possible.

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 reporting to work 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 is one of our highest standards. Delivery Hero does not tolerate any form of fraud, bribery/corruption or other forms of non-compliant behavior by our employees of other stakeholders (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 our employees as well as of third parties with whom we have business relations. 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 and 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 without regard to race, color, gender, religion, age, national origin, ancestry, sexual orientation, disability or other legally protected status. We are committed to providing a workplace that is free from discrimination, harassment, intimidation, and abuse.

2.4 Donations, sponsoring and charity

All employees are prohibited from authorizing donations or other payments from Delivery Hero to outside organizations such as not-for-profits 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 a representatives of the company's senior management.

No contributions, gifts or payments may be made from 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 any time competing loyalties could cause you to pursue a personal benefit. All employees 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 embarrass Delivery Hero or yourself if they showed up 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.

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 employees involved.

Our Anti-Corruption Policy, available on Delivery Hero's intranet, outlines the standards for doing business at Delivery Hero worldwide.

3.3 Gifts and hospitality

No employees of Delivery Hero should give anything of value to anyone, or accept anything of value from anyone, if doing so may compromise or appears 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 partner, such as a restaurant chain), landlord or competitor of the company any gifts, entertainment or any form of compensation. Employees are prohibited from receiving any samples or gifts at home. All samples and gifts must be sent to their primary work location. All employees are prohibited from accepting any loans or services from any vendor. Some gifts and entertainment initiatives are allowed and outlined in the Delivery Hero Anti-Corruption Policy that provides further guidance for all employees.

3.4 Dealing with authorities

When dealing with authorities or public officials, special attention has to 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 recompense to public officials in order to speed up the process of granting a permit or other bureaucratic procedures (so called facilitation payments), which are not 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 Money laundering

The Delivery Hero Group shall not accept, facilitate or support money laundering. We fulfill our legal obligations to prevent money laundering and do not participate in money laundering activities. In cases of doubt, you should report unusual financial transactions, especially those involving cash, which could give grounds to suspect money laundering, to the responsible finance, legal or compliance department for review.

4. Our commitment to the market

4.1 Market transparency

We as Delivery Hero can only establish and keep the public's confidence, as well as the trust of our various stakeholders, by proper accounting and reporting. Therefore, Delivery Hero strictly complies with all statutory rules for proper accounting and financial disclosure and you should never try to interfere with or alter Delivery Hero's financial reporting.

4.2 Fair and free competition

Delivery Hero competes vigorously in the marketplace, but is committed to doing so in a manner that is fair, honest, ethical and legal. We expect all employees 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 in Germany and in other countries where Delivery Hero does business and apply to relationships with competitors, customers and suppliers.

Antitrust and competition laws generally prohibit practices that include:

(1) Agreements or arrangements between competitors that eliminate or restrict their 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 exclusive dealing, price discrimination, "tying" (conditioning the sale of a product on the purchase or sale of another product), or in circumstances where these practices have an unreasonable impact on competition.

In order to avoid activities that may raise inferences of a violation or result in an allegation of a violation of the 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 or any local legal support, is illegal under any of the antitrust or competition laws; (2) No employee shall exchange or discuss with any competitor information relating to Delivery Hero's prices or pricing policies, volumes, costs, distribution policies, supplier or customer selection or classifications, credit policies or any other similar competitive information.

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 our service providers and suppliers.

Our procurement process is based on objective and comprehensible criteria, using a documented procedure. For further information and guidance please refer to our Procurement department.

Delivery Hero pays fair market value for services, and accurately documents payments for services.

4.4 Treatment of significant non-public information

Delivery Hero complies with applicable trading laws and treats any significant non-public information with highest confidentiality. Non-public information in this sense includes information not available to the general public, which would be likely to influence investment decisions.

The abuse of non-public information in the market is strictly prohibited and no Delivery Hero employee may disclose to a third party any non-public information except when properly authorized to do so. The same also applies to non-public information relating to other companies which is obtained in the course of work. The use of non-public information of Delivery Hero's strategy, operations, etc. for private matters is strictly prohibited.

5. Protecting our assets

5.1 Communication and advertising

The employees of Delivery Hero 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 designated spokespeople of Delivery Hero. Similarly, when using social media you should be clear that you do not speak on behalf of the company. You should always:

- State that the materials and opinions you are posting are yours and not the company's;
- Take every possible precaution to ensure that you are not disclosing any confidential information about Delivery Hero; and
- Refrain from using any Delivery Hero or third party logos or trademarks without prior written permission.

5.2 Protecting our assets – confidentiality, intellectual property and other fraud

All our employees 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, 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 clear indication that Delivery Hero has publically released the information. Always take reasonable and necessary precautions to protect any confidential information relating to Delivery Hero or its local entities 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 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 have to 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 in order 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 collect and process data only with personal consent, in cases where a clear legal standard allows it, or if it is necessary to fulfill contractual obligations. Furthermore, we collect, process and use personal information only to the extent necessary for its designated purpose. 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, in order to prevent its unauthorized access, misappropriation, 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, and
- Download unauthorized or unlicensed software on Delivery Hero computers.

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 your local technical support team or Help Desk.

6. Reporting of non-compliance

Every employee at Delivery Hero is responsible for addressing violations or potential violations of the laws, the Delivery Hero Code of Conduct or internal policies. To report serious compliance breaches and illegal business practices an internet-based whistleblower platform 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 appears not possible. Our speak-up portal can be accessed here:

www.bkms-system.net/deliveryhero

All reported issues will be carefully assessed by Delivery Hero and in appropriate cases, 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 may share it only on a need-to-know basis consistent with applicable law. Delivery Hero will respect the request of 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 with regard to executing business. It is the duty of every single employee of Delivery Hero to ensure their compliance with its rules and regulations and our corporate values. Naturally, our Code of Conduct cannot regulate 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 intranet. 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!

Contact details:

Primoz Novak

compliance@deliveryhero.com

Code of Conduct



Delivery Hero