

## Declaration of Compliance 2023

### Declaration by the Management Board and the Supervisory Board of Delivery Hero SE regarding the recommendations of the Government Commission German Corporate Governance Code pursuant to section 161 AktG

Management Board and Supervisory Board of Delivery Hero SE declare:

Delivery Hero SE (also the “Company”) has complied since the publication of the last declaration of compliance in December 2022 with the recommendations of the Government Commission German Corporate Governance Code in the version dated April 28, 2022, published in the Federal Gazette on June 27, 2022 (the "GCGC"), with the exception of the recommendations listed below.

In addition, the Company will continue to comply with the recommendations of the GCGC in the future subject to the following deviations:

- Section B.2 sentence 1 and sentence 2 of the GCGC recommends that the supervisory board together with the management board shall ensure a long-term succession planning and the approach shall be described in the Corporate Governance Statement. With respect to the term of the Management Board service agreements and the age structure of the Management Board members currently in office, as well as the long-standing commitment of Niklas Östberg, as chair of the Management Board (Chief Executive Officer) and co-founder of the Company, Emmanuel Thomassin, as Chief Financial Officer of the Company, and Pieter-Jan Vandepitte as Chief Operating Officer of the Company, the Supervisory Board has not yet developed guidelines for the succession planning for the Management Board members. To that extent, a deviation is declared regarding this recommendation. The Supervisory Board continuously monitors the need for long-term succession planning and is committed to developing guidelines for the succession planning for the members of the Management Board in line with the specific needs of the Company to comply with this recommendation of the GCGC in the future.
- Pursuant to Section B.3 of the GCGC, the first-time appointment of Management Board members shall be for a period of not more than three years. Deviating from this, the Supervisory Board of the Company appointed Pieter-Jan Vandepitte in the financial year 2021 as a member of the Management Board for an initial period of five years. The term of his initial appointment ends on April 30, 2026. Pieter-Jan Vandepitte has been Chief Operating Officer of the Company since August 1, 2015. During this time, he has already proven himself as a leader and demonstrated that he is closely familiar with the Delivery Hero Group, its structures, values and objectives and the cooperation with the members

of the Management Board. Over the past years, the Supervisory Board has gained a comprehensive picture of Pieter-Jan Vandepitte's working methods, experience and knowledge. The Supervisory Board therefore believed that a first-time appointment for a period of more than three years was in the interests of the Company. Given that the first-time appointment of Pieter-Jan Vandepitte as a Management Board member continues in the financial year 2023, the Company declares, to that extent, a deviation regarding this recommendation.

- Section F.2 of the GCGC recommends that the consolidated financial statements and the group management report shall be made publicly accessible within 90 days from the end of the financial year, while mandatory interim financial information shall be made publicly accessible within 45 days from the end of the reporting period. Due, among other things, to a large number of M&A activities of the Company and the resulting need for integration within the group, the Company has so far only published its financial reports within the statutory deadlines. In order to maintain a high quality of the financial reporting, the Company will continue to publish the consolidated financial statements and the group management report as well as the mandatory interim financial information within the statutory deadlines. Consequently, the Company hereby declares a deviation from the respective recommendations. However, the Company is constantly seeking to improve its reporting system to comply with these recommendations of the GCGC in the future.
  
- **Until December 31, 2023:**  
Pursuant to Section G.1 indent 1, half-sentence 2 of the GCGC, the compensation system of the Management Board shall in particular specify the amount of total remuneration that may not be exceeded (maximum remuneration). In accordance with this recommendation, the Supervisory Board of the Company had resolved amendments to the compensation system for Management Board members and submitted this compensation system to the Annual General Meeting on June 16, 2021 for approval. Pursuant to Section 87a (1) sentence 2 no. 1 of the German Stock Corporation Act (Aktiengesetz, "AktG"), the compensation system provides for a maximum compensation which limits the total amount of compensation actually received for a given financial year. The maximum compensation for the Chair of the Management Board is set at € 12 million and for the ordinary members of the Management Board at € 9 million. The Management Board service agreements which are valid currently, until December 31, 2023, were already concluded prior to the introduction of Section 87a (1) sentence 2 no. 1 AktG and the Annual General Meeting on June 16, 2021, which voted on the Management Board compensation system, and do not contain a provision on maximum remuneration. Since such Management Board service agreements are grandfathered and the GCGC does not require any adjustment of current contracts, the

Company declares to that extent a deviation with regard to this recommendation of the GCGC.

- **From January 1, 2024:**

The Supervisory Board has resolved a new compensation system for the members of the Management Board and submitted this compensation system to the Annual General Meeting on June 14, 2023 for approval. Pursuant to Section 87a (1) sentence 2 no. 1 AktG, this new compensation system also provides for a maximum compensation which limits the total amount of compensation actually received for a given financial year. The maximum compensation for the Chair of the Management Board is set at € 12 million and for the ordinary members of the Management Board at € 9 million. The Supervisory Board has entered into new Management Board service agreements with the members of the Management Board with effect from January 1, 2024. These Management Board service agreements contain the aforementioned provisions on maximum compensation. In this respect, the Company will comply with recommendation G.1, indent 1, half-sentence 2 of the GCGC in the financial year 2024.

Berlin, in December 2023

**Delivery Hero SE**

On behalf of the Supervisory Board

The Management Board

Dr. Martin Enderle

Niklas Östberg

Emmanuel Thomassin

Pieter-Jan Vandepitte