# COMPENSATION REPORT 2024

## A. Preamble

The following Compensation Report complies with the requirements of the German Stock Corporation Act (Aktiengesetz – AktG), especially Section 162 AktG, and also takes the principles, recommendations and suggestions of the German Corporate Governance Code (Deutscher Corporate Governance Kodex) in its version as of April 28, 2022, published in the German Federal Gazette on June 27, 2022 (hereinafter GCGC), as well as investors' expectations into account. The basic features of the compensation system for Management and Supervisory Board members are described, and information is provided with respect to the compensation awarded and due to the members of the Management Board and the Supervisory Board of Delivery Hero SE in 2024. Delivery Hero SE (the "Company") and its consolidated subsidiaries together form the Delivery Hero group (the "DH Group").

The Compensation Report was audited by KPMG AG Wirtschaftsprüfungsgesellschaft (KPMG) as part of the audit of the annual financial statements, and in addition to the legal requirements of Section 162 (3) AktG, also substantively audited. Pursuant to Section 120a (4) AktG, the Annual General Meeting will vote on June 18, 2025 on the audited compensation report. Following the vote on the audited compensation report, the Compensation Report as well as the report on the respective audit are also published on the Company's website at **Compensation** (link unaudited by KPMG). Additionally, the compensation report can be found on the Company's website at **AGM** (link unaudited by KPMG) as soon as the Annual General Meeting 2025 is convened.

## B. Essential developments

In financial year 2024, the members of Delivery Hero SE's Management Board changed with respect to the departure of Emmanuel Thomassin with effect from June 30, 2024.

With effect from January 1, 2024, the Management Board service agreements have been revised for the purpose of the initial implementation of the compensation system approved by the Annual General Meeting on June 14, 2023. The revised Management Board service agreement of Emmanuel Thomassin was terminated with effect from June 30, 2024 in connection with his departure from the Management Board.

Further, on June 19, 2024, the Annual General Meeting approved the Compensation Report 2023 by a majority of 93.05%.

## C. Summary of the compensation system of the Management Board

The compensation system for financial year 2024 of the Management Board of Delivery Hero SE can be summarized as follows:

### COMPENSATION SYSTEM OF THE MANAGEMENT BOARD

| Compensation element | Compensation system (since financial year 2024) |
|---|---|
| **Non-performance-based components** | |
| Base salary | Fixed compensation which is paid in twelve monthly installments |
| Fringe benefits | – Personal budget for traveling between home and work<br>– Contributions to health and nursing care insurance, grant of accident insurance, D&O insurance, reimbursement of the cost for preventive medical examination<br>– Possibility to grant a one-time payment to new members of the Management Board upon taking office to compensate for forfeited compensation at the previous employer |
| **Performance-based components** | |
| Short-Term Incentive (STI) | – Plan type: (Virtual) Restricted Stock Units<br>– Performance period: one year<br>– Waiting period: two years<br>– Performance criteria: Growth, Profitability and ESG targets<br>  – Targets are set in advance of each year by the Supervisory Board<br>– Cap: 150% of the target amount<br>– Payout in cash or shares after two years |
| Long-Term Incentive Plan (LTI) | – Plan type: (Virtual) Performance Share Plan<br>– Performance period: four years<br>– Waiting period: four years<br>– Performance criteria:<br>  – Relative Total Shareholder Return<br>  – Cumulative operating Cashflow<br>– Cap: 150% of the target amount<br>– Payout in cash or shares after four years |

## COMPENSATION SYSTEM OF THE MANAGEMENT BOARD (CONTINUATION)

| Compensation element | Compensation system (since financial year 2024) |
|---|---|
| **Further contractual components** | |
| Malus and clawback | Full or partial reduction / repayment of variable compensation in case of material compliance breaches or in the event of an incorrect consolidated financial statements |
| Maximum compensation | – Chief Executive Officer: € 12,000,000<br>– Ordinary Board Members: € 9,000,000 |
| Severance payment cap | In line with GCGC recommendation limited to the total compensation of two years, but not more than the remaining term of the service agreement |

## D. Principles of the compensation system of the Management Board

### Principles

The overriding objectives of the compensation system are to set market-based incentives for sustainable growth, and increase profitability and shareholder value. The compensation incentives for the members of the Management Board are intended to encourage them to achieve a sustainable, long-term development of the DH Group, promote the corporate strategy and ultimately increase the value of the Company. In the course of continuous development, added value shall be created – for shareholders, for employees, for customers and for Delivery Hero itself.

On the path from a distinctive start-up culture to an established company, a strong performance link should be ensured, and the focus should be on shareholder value.

The path towards achieving these corporate goals also plays an important role for Delivery Hero SE, and entrepreneurial action should not only be oriented towards purely financial corporate success. Rather, the corporate culture should also be promoted, and Delivery Hero SE should live up to its responsibility as part of society. For this reason, non-financial factors from the areas of environment, social and governance ("ESG") also play a significant role in the compensation of the Management Board.

The Management Board's compensation system consists of fixed non-performance-based and variable performance-based components grounded on qualified and demanding performance criteria, incentivizes the implementation of the corporate strategy accordingly and contributes to promoting long-term and sustainable corporate development. The performance criteria and targets for the variable compensation are set in advance by the Supervisory Board. Subsequent changes to the performance criteria and targets are not possible. Exceptional performance is rewarded accordingly, while failure to meet targets reduces the variable performance-related compensation, possibly to zero.

Due to the fundamentally higher weighting of the long-term variable compensation components, the targets set for the long-term variable compensation component create a higher incentive than the relevant targets for the short-term variable compensation.

The compensation system for the members of the Management Board is thus aligned to the requirements of the business strategy and the sustainable and long-term development of Delivery Hero.

In all compensation decisions, the Remuneration Committee and the Supervisory Board each take into account the requirements of the AktG and are guided by the recommendations of the GCGC and the following guiding principles, which are intended to serve the achievement of the objectives of Delivery Hero:

**GUIDING PRINCIPLES**

**Guiding principles for the Management Board compensation**

| Pay for performance | Strategy orientation | Ownership |
|---|---|---|
| – Reward performance<br>– Incentives to achieve and overachieve goals<br>– High proportion of compensation is performance-based ("at risk") | – Clear alignment with business goals<br>– Promotion of company strategy<br>– Support of long-term success and shareholder value | – Foster the entrepreneurial culture<br>– Alignment with shareholders' interests<br>– Majority of compensation is share-based |
| **Sustainability** | **Consistency** | **Regulatory conformity** |
| – Contribution to creating stable environmental, social and governance conditions<br>– Promotion of the sustainable development of Delivery Hero | – Setting similar incentives and targets within Delivery Hero<br>– Consistency between compensation systems for the Management Board and senior management | – Conformity with the regulatory requirements of the AktG<br>– Consideration of the principles, recommendations and suggestions of the GCGC |

### Appropriateness of the compensation

The Supervisory Board adopted the compensation system for Management Board members as proposed by the Remuneration Committee. The compensation system and the appropriateness of the total compensation as well as the individual compensation components are regularly reviewed and, if necessary, adjusted. In doing so, the Supervisory Board takes into account the requirements of the AktG and the recommendations and suggestions of the GCGC.

Criteria for the appropriateness of the compensation are the duties of the individual Management Board member, personal performance as well as the economic situation and future prospects of Delivery Hero SE. In addition, the Supervisory Board pays particular attention that the compensation of the members of the Management Board is competitive but appropriate and does not exceed common market compensation levels. The assessment of the compensation's accordance with common market compensation levels is made both in comparison to other companies (horizontal assessment) and within Delivery Hero SE on the basis of the ratio of the compensation of the Management Board to the compensation of the upper management and the workforce as a whole (vertical assessment).

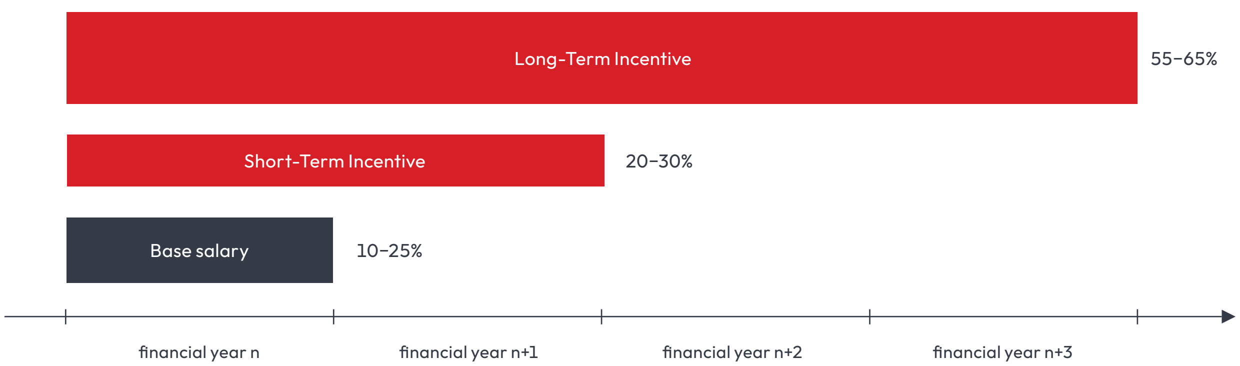
In its last review of the appropriateness of the compensation level and structure in 2024, the Supervisory Board of Delivery Hero SE was assisted by independent external compensation experts. In terms of size and origin, the Supervisory Board defined an international peer group of technology and food delivery companies from Europe and the United States as a suitable peer group for the horizontal assessment. Therefore, the economic situation and future prospects of Delivery Hero SE were considered on the basis of the size criteria of revenue, employees, market capitalization, and net result. For the purpose of the vertical assessment, the compensation of the Management Board of Delivery Hero SE was compared with the compensation of the two levels below the Management Board of the Company (Upper Management) as well as with the average compensation of the employees of Delivery Hero SE in Germany, also over time.

### Structure of the total target compensation

The compensation system of 2024 for Management Board members consisted of two main components: the non-performance-based fixed compensation and the performance-based variable compensation component. The fixed compensation component comprised the base salary and fringe benefits, but explicitly did not comprise any company pension scheme (pension commitments). The variable compensation consisted of a long-term variable compensation component (Long-Term Incentive or LTI) and a short-term variable compensation component (Short-Term Incentive or STI).

The compensation structure excluding fringe benefits can be illustrated in the following graphic.

**COMPENSATION STRUCTURE (RELATIVE SHARE IN % OF TOTAL TARGET COMPENSATION EXCLUDING FRINGE BENEFITS)**




### Total target compensation in financial year 2024

The following table shows the total target compensation for each member of the Management Board for financial year 2024 and the previous financial year 2023. Fringe benefits represent expenses in the respective financial year.

## TOTAL TARGET COMPENSATION OF THE MANAGEMENT BOARD

| | Niklas Östberg CEO | | | | Pieter-Jan Vandepitte COO | | | | Emmanuel Thomassin CFO | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | 2024 | | 2023 | | 2024 | | 2023 | | 2024 | | 2023 | |
| | in kEUR | in % | in kEUR | in % | in kEUR | in % | in kEUR | in % | in kEUR | in % | in kEUR | in % |
| Base salary | 500 | 10% | 350 | 8% | 500 | 19% | 350 | 15% | 500 | 19% | 350 | 15% |
| Fringe benefits | 1 | 0% | 25 | 1% | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% |
| **Short-Term Incentive[1]** | **1,500** | **29%** | **150** | **3%** | **600** | **23%** | **100** | **4%** | **600** | **23%** | **100** | **4%** |
| Short-Term Incentive Bonus | 0 | 0% | 150 | 3% | 0 | 0% | 100 | 4% | 0 | 0% | 100 | 4% |
| STI – Tranche 2024 | 1,500 | 29% | – | 0% | 600 | 23% | – | 0% | 600 | 23% | – | 0% |
| **Long-Term Incentive Plan** | **3,175** | **61%** | **4,000** | **88%** | **1,550** | **58%** | **1,850** | **80%** | **1,550** | **58%** | **1,850** | **80%** |
| LTIP 2018 – Tranche 2023 | 0 | 0% | 4,000 | 88% | 0 | 0% | 1,850 | 80% | 0 | 0% | 1,850 | 80% |
| LTI – Tranche 2024[1] | 3,175 | 61% | 0 | 0% | 1,550 | 58% | 0 | 0% | 1,550 | 58% | 0 | 0% |
| **Total target compensation** | **5,176** | **100%** | **4,525** | **100%** | **2,650** | **100%** | **2,300** | **100%** | **2,650** | **100%** | **2,300** | **100%** |

1 The amount depends on target achievement. The stated target amount refers to 100% target achievement. The amounts paid out or settled in shares of the Company under the STI and under the LTI are each capped at 150% of the respective target amount. There is no guaranteed minimum target achievement, so complete loss of the STI and of the LTI is possible.

## E. Application of the compensation system of the Management Board in 2024

### 1. Non-performance-based compensation

#### a) Base salary

The annual base salary of the Management Board members is paid out in twelve equal monthly installments.

#### b) Fringe benefits

In addition to reimbursement of travel expenses and other business-related expenses, the Management Board members received monthly contributions to their health and nursing care insurance as provided by law. There are no pension commitments or retirement benefit agreements.

Management Board members receive accident insurance with coverage of € 350,000 in the event of death and € 800,000 in the event of disability. Additionally, the Company assumes the costs of a preventive medical examination every two years.

All members of the Management Board are insured against the liability risk of financial losses from performing their duties through a personal liability insurance (D&O) taken out at Delivery Hero's expense with a deductible of 10% of the loss up to one-and-a-half times the annual base salary in accordance with the provisions of the AktG. The contributions to the D&O insurance are not included in the fringe benefits.

### 2. Performance-based compensation

#### a) Short-Term Incentive

While the STI bonus awarded in previous years was based exclusively on the achievement of environmental, social and governance (ESG) targets, for the 2024 financial year, for the first time since the introduction of the currently applicable compensation system, an annual short-term incentive (STI) has been defined based on the achievement of both financial performance criteria and ESG targets.

General conditions

With the STI, virtual shares are allocated annually in the form of "restricted stock units" (RSUs). RSUs give the right to receive a number of shares in the Company or a cash compensation payment depending on the final value of the RSUs and the achievement of growth and profitability targets as well as ESG targets previously determined by the Supervisory Board after the expiration of a contractual two-year waiting period and the fulfillment of certain conditions; RSUs do not constitute stock options (subscription rights) within the meaning of the German Stock Corporation Act (Aktiengesetz – AktG) for shares in Delivery Hero SE.

The Supervisory Board agrees on an individual annual target amount for the STI in euro (STI Target Amount) with each

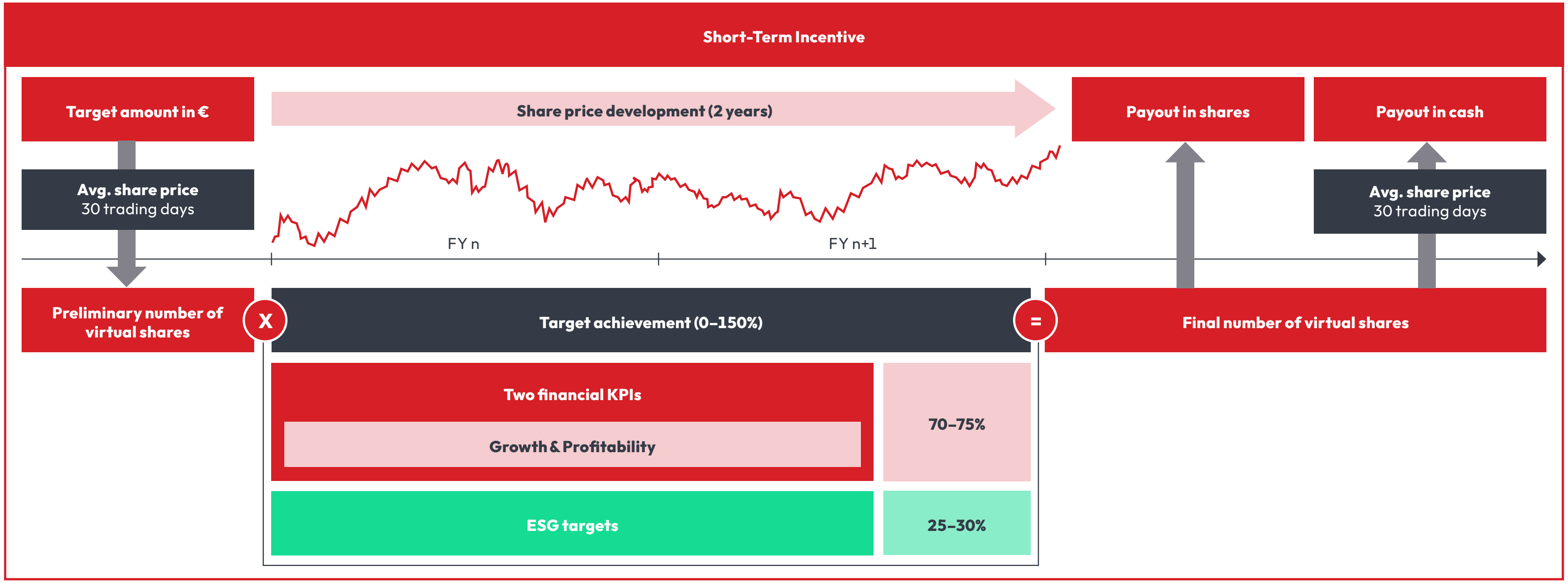
Management Board member in the respective Management Board service agreement. The agreed Target Amount corresponds to a target achievement of 100%. The contractual waiting period of two years (Waiting Period) begins on the date on which the RSUs are allocated.

To determine the preliminary number of RSUs, the individual STI Target Amount is divided either by the average closing price of Delivery Hero SE shares during the last 30 stock exchange trading days prior to the end of the previous financial year or during the last 30 stock exchange trading days prior to the date of the respective grant of RSUs, as determined by the Supervisory Board.

The final number of RSUs is calculated at the end of the one-year performance period based on the weighted Target Achievement of the additively linked performance criteria. The performance period corresponds to the respective financial year for which the STI target amount was agreed (Performance Period). The final number of RSUs determined in this way will only be settled after the end of the Waiting Period, at the discretion of the Supervisory Board, either in the form of shares in Delivery Hero SE or paid out in cash. The Supervisory Board intends to settle in shares.

The following graphic illustrates (in simplified form) how the STI operates.

**SHORT-TERM INCENTIVE (STI)**



### Performance criteria and target achievement

The Supervisory Board determines the performance criteria uniformly for all members of the Management Board before the beginning of each financial year.

In determining the two financial performance criteria for the respective financial year, the Supervisory Board selects one growth metric and one profitability metric from the total pool of six metrics listed below:

#### SHORT-TERM INCENTIVE – FINANCIAL KPIS

| | |
|---|---|
| Growth | Revenue |
| | Gross Merchandise Value (GMV) |
| | Gross Profit |
| Profitability | (adj.) EBITDA |
| | (adj.) EBITDA-Margin |
| | Free Cashflow |

The two financial performance criteria are always weighted equally and can assume a total weighting of 70–75% of the target achievement under the STI.

The ESG targets within the framework of the STI are defined by the Supervisory Board on the basis of a catalog of criteria for at least two of the three areas listed below: environment, social and governance, which are based on the sustainability strategy of the Delivery Hero Group. The Supervisory Board can define one or more ESG targets as part of the STI for a financial year.

The following graphic illustrates a catalog of exemplary criteria for ESG targets.

#### SHORT-TERM INCENTIVE – ESG CRITERIA CATALOGUE

| Environment | Social | Governance |
|---|---|---|
| Sustainable packaging | "Rider welfare" | "Best in class" Governance |
| $CO_2$ emissions | Health & safety | Data security |
| ... | ... | ... |

In setting the ESG targets, the Supervisory Board can, in the case of several ESG targets, determine a different or equal weighting in the context of determining the target achievement. In total, the ESG-relevant part of the STI can assume a weighting of 25–30%.

The STI thus provides incentives for both sustainable growth and increased profitability. The ESG targets are intended to help the Delivery Hero Group fulfill its responsibility as part of society. By acting sustainably, Delivery Hero SE intends to secure its social and economic future viability as part of society and public life. In this understanding and as part of the Group strategy, the sustainability goals of Delivery Hero SE are considered in the compensation system for the Management Board.

For each of the defined performance criteria (from the areas of financial key performance indicators and ESG targets), the Supervisory Board sets an ambitious target value (corresponds to a target achievement of 100%) as well as a minimum and maximum value.

After the end of the Performance Period, the Supervisory Board compares the actual values achieved with the defined target value or minimum and maximum value. The target value is based on budget planning and capital market communications for the respective financial year. If the actual value achieved is above the maximum value, the target achievement is limited to 150%. If the actual value achieved is below the minimum value, the target achievement is 0%. Target achievements between the minimum, target and maximum values are interpolated linearly.

After the end of the one-year Performance Period, the Supervisory Board determines the degree of target achievement for each performance criterion as a percentage value, which can range from 0% to 150% ("Target Achievement Level"). The Supervisory Board then determines the weighted overall level of target achievement from the levels of target achievement for the individual performance criteria, whereby target achievement below the minimum value is included in the calculation by a factor of zero.

The final number of RSUs is calculated by multiplying the preliminary number of RSUs granted by the overall Target Achievement Level and is thus capped at 150% of the preliminary number of RSUs.

There is no guaranteed minimum target achievement, so a payout may not be achieved at all.

If a member joins or leaves the Management Board during the year, target achievement under the STI is determined pro rata temporis.

The compensation under the STI shall be due for settlement at the earliest after lapse of the respective Waiting Period(s).

### b) Long-Term Incentive

Since financial year 2024, the long-term performance-related (variable) compensation of the members of the Management Board consists of a (virtual) performance share plan with a four-year term. The allocation under the LTI is made in the form of virtual shares (Performance Shares), which are settled after the end of the contractual four-year waiting period at the discretion of the Supervisory Board either in the form of shares in Delivery Hero SE or in cash. The Supervisory Board intends to settle in shares. Performance Shares do not constitute stock options (subscription rights) within the meaning of the German Stock Corporation Act (Aktiengesetz – AktG) on shares of Delivery Hero SE.

The Performance Shares give the right to receive a certain number of shares in Delivery Hero SE or a cash compensation payment after the end of the four-year waiting period and fulfillment of certain conditions depending on the final value of the Performance Shares and the achievement of targets under the LTI during a four-year performance period.

#### General conditions

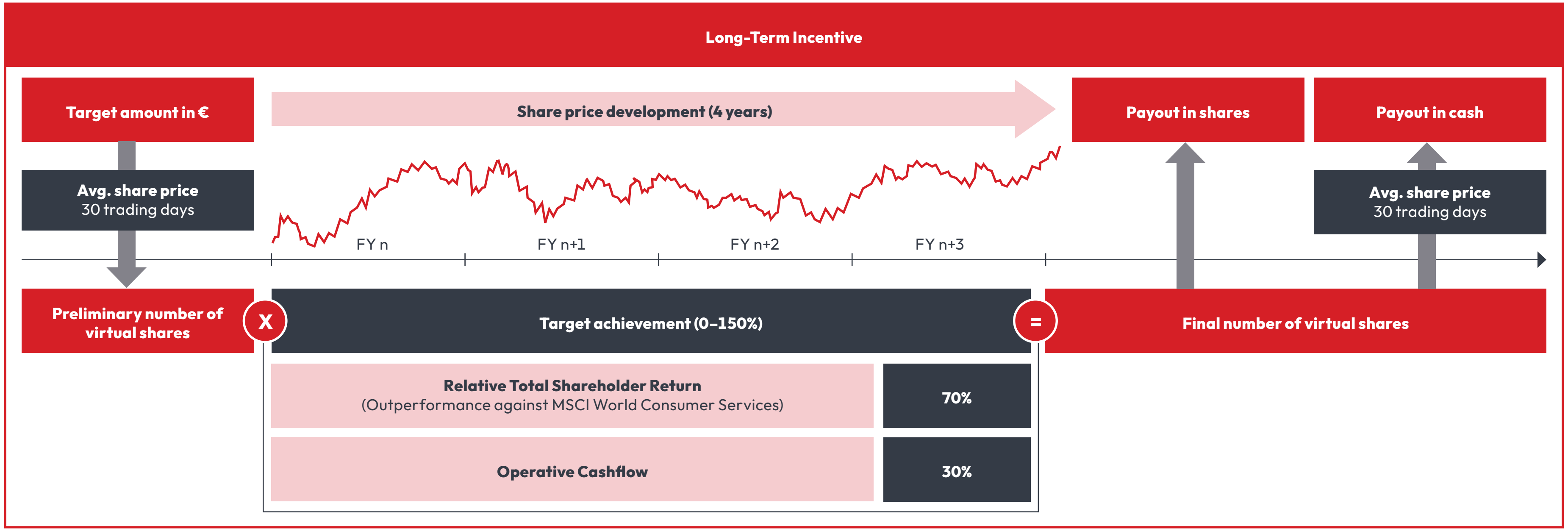
The Supervisory Board agrees an individual annual target amount for the LTI in euro (LTI Target Amount) with the respective Management Board member in the respective Management Board service agreement. The agreed target amount corresponds to a target achievement of 100%.

The Supervisory Board allocates the LTI Target Amount for the financial year to the respective Management Board member in the form of Performance Shares. The contractual waiting period of four years (Waiting Period) begins on the date of allocation of the Performance Shares.

To determine the preliminary number of Performance Shares, the individual LTI Target Amount is divided either by the average closing price of Delivery Hero SE shares during the last 30 stock market trading days prior to the end of the financial year preceding the Waiting Period or during the last 30 stock market trading days prior to the day of the respective allocation of the Performance Shares, as determined by the Supervisory Board.

The following graphic shows in simplified form how the Performance Share Plan or LTI works.

**LONG-TERM INCENTIVE (LTI)**



### Total Shareholder Return (TSR) performance criterion

For the performance criterion “relative TSR”, which has a weighting of 70% within the target achievement under the LTI, the ratio between the TSR of the Delivery Hero-share (Delivery Hero TSR) and the TSR of a sector index selected by the Supervisory Board before the beginning of the financial year – typically, the MSCI World Consumer Services Index – (Index TSR) during the four-year contractual performance period is determined, whereby the contractual performance period corresponds to a period of four financial years, including the first financial year for which the LTI target amount was agreed in each case (Performance Period):

- The start and end values for determining the Delivery Hero TSR and the Index TSR are based on the average value of Delivery Hero SE share or the sector index during the last 30 stock market trading days before the start and before the end of the respective four-year Performance Period.
- To determine the relative TSR, Delivery Hero TSR is set in relation to the Index TSR. If Delivery Hero TSR is exactly equal to the Index TSR, the target achievement is 100%.

A range equal to +/- 25 percent of the TSR performance of the index is used to determine the minimum value (50% of target achievement) and the maximum value (150% of target achievement) of the target achievement curve. In the event of outperformance above the maximum value, the target achievement is capped at 150%. If the performance is below the minimum value, the relative TSR is not taken into account when determining the overall level of target achievement. Target achievements between the minimum, target and maximum values are interpolated linearly.

### Operating cash flow performance criterion

For the performance criterion “Operating Cash Flow”, which has a weighting of 30% within the target achievement under the LTI, the sum of the operating cash flow of the Delivery Hero Group during the four-year Performance Period is decisive.

Before the start of the respective financial year, the Supervisory Board sets an ambitious target value – corresponding to 100% target achievement – as well as a minimum and maximum value. After the end of the Performance Period, the Supervisory Board compares the actual cumulative operating cash flow generated with the target, minimum and maximum value.

If the value actually achieved is above the maximum value, the target achievement is limited to 150%. If the value actually achieved is below the minimum value, then the target achievement is 0%. Target attainments between the minimum, target and maximum values are interpolated linearly.

### Overall Target Achievement Level

After the end of the respective four-year Performance Period, the Supervisory Board determines the target achievement level for the two performance criteria as a percentage value, which can range from 0% to 150%. The Supervisory Board then determines the weighted overall Target Achievement Level from the degrees of target achievement for the individual performance criteria, whereby target achievement below the minimum value is included in the calculation by a factor of zero.

The final number of Performance Shares is determined by multiplying the preliminary number of Performance Shares by the overall Target Achievement Level and is thus limited to 150% of the preliminary number of Performance Shares. There is no guaranteed minimum target achievement, so the payout may not be made at all.

The compensation under the LTI shall be due for settlement at the earliest after lapse of the respective Waiting Period(s).

## c) Long-Term Incentive Plan (until the end of the financial year 2023)

From the financial years 2018 to 2023, the performance-based compensation for the members of the Management Board consisted of a Long Term Incentive Plan (LTIP) with stock options that are settled in Delivery Hero shares.

### General conditions

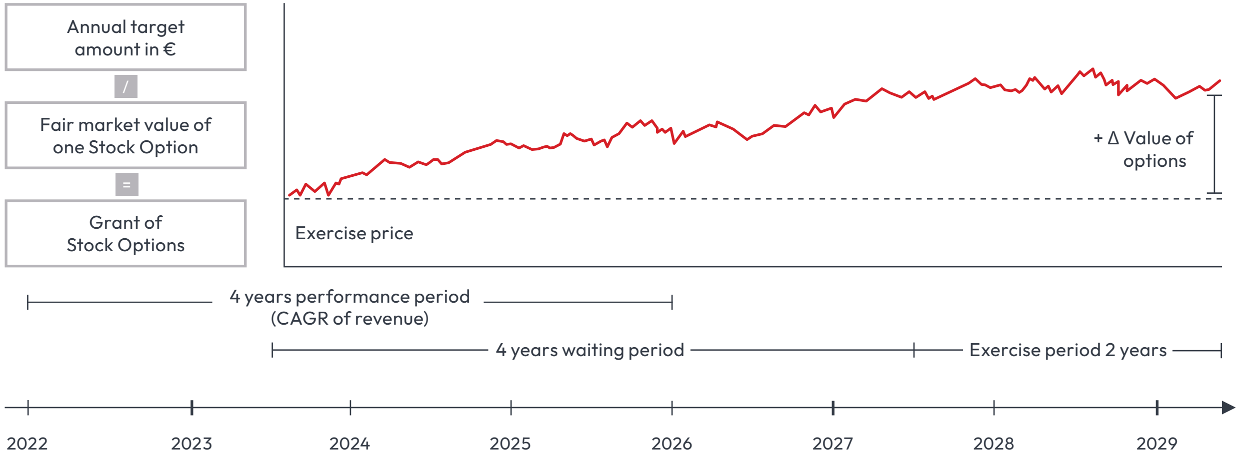
For the concrete implementation of the LTIP, a specific Target Amount in euro was contractually agreed with each member of the Management Board, in the amount of which options on shares in Delivery Hero SE were granted annually (Stock Options).

To calculate the number of Stock Options granted to each member of the Management Board in a financial year, the annual Target Amount in euro was divided by the fair market value (FMV) of a Stock Option at the respective grant date.

The FMV depends on future events in connection with the development of the Company’s share price and the revenue growth target (see below). In order to derive the FMV of a Stock Option at the grant date, the future development of both the Company’s share price and the Group’s total revenue (as a basis for the revenue growth target) at a future date were simulated on a financial-mathematical basis.

The number of Stock Options thus determined is blocked for a period of four years from the grant date (waiting period). After expiration of the four-year waiting period, an exercise period of two years applies (exercise period).

LONG-TERM INCENTIVE PLAN (LTIP)[1]




**1** Illustrative representation.

## Exercisability and performance target

The exercisability of the Stock Options after the four-year waiting period depends on the achievement of a performance target. It is defined as a CAGR (compound annual growth rate) of revenue of the Group over the performance period. If this performance target is not achieved, the Stock Options dependent on the performance target are forfeited without substitute or compensation. The performance period of a total of four years started one year before the respective year of grant date of the Stock Options and lasts for three further years from the grant date.

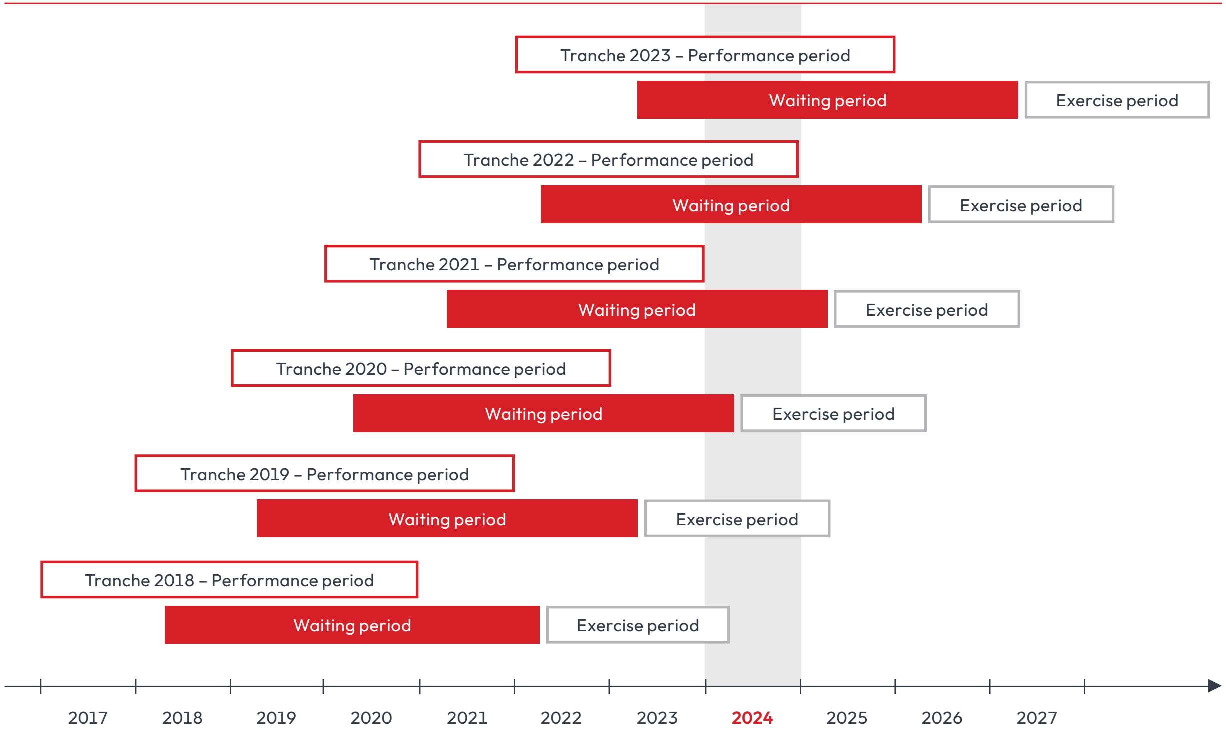
The Stock Options under the LTIP can be exercised only during the exercise windows specified by the Company. In the two-year exercise period following the expiration of the waiting period, there are two to four exercise windows each year. The exercise price per Stock Option corresponds to the volume-weighted three-month average price of Delivery Hero SE shares in the XETRA trading system of the Frankfurt Stock Exchange (or any successor system) within the three months immediately preceding the grant date, but at least to the statutory minimum issue amount of € 1.00 pursuant to Section 9 para. (1) AktG.

The share price at which the Stock Options can be exercised is not capped in order to support strong alignment with the interests of the shareholders. Because of equity settlement, the absence of a cap on the share price imposes no additional risks or costs on the Company.

### Target achievement in financial year 2024

The exercise period of the LTIP Tranche 2020 started in financial year 2024. Furthermore, the waiting period of the Tranche 2020 and the performance period of the Tranche 2022 of the LTIP ended. The following figure illustrates the outstanding Tranches of LTIP, including the respective performance period, waiting period, and exercise period:

**OUTSTANDING LONG-TERM INCENTIVE PLAN (LTIP)-TRANCHES**




For Tranche 2020, whose waiting period ended within financial year 2024, the Supervisory Board set before the beginning of the performance period a CAGR of revenue of at least 20% over the performance period as performance target. As the CAGR of revenue was at least 20% over the performance period for financial years 2019–2022, the Stock Options can be exercised completely within the subsequent two-year exercise period starting in financial year 2024 (provided that the share price at the time of exercise is above the exercise price of the option).

For the Tranche 2022, the performance period ended with financial year 2024. The waiting period ends in June of financial year 2026. The Supervisory Board set the same performance target for the Tranche 2022 as for the Tranche 2021, i.e. a CAGR of revenue of at least 20% over the performance period. The CAGR of revenue was also at least 20% over the performance period for financial years 2021–2024. Therefore, the Stock Options from the Tranche 2022 can be exercised completely after the end of the waiting period at the beginning of the exercise period in financial year 2026.

The following table shows the revenue growth and the CAGR for the Tranche 2022, whose performance period ended in financial year 2024 as well as for the other granted tranches under the LTIP:

### REVENUE GROWTH AND CAGR FOR THE RESPECTIVE TRANCHES

| | Revenue growth[1] | | | | | | | | CAGR | |
|---|---|---|---|---|---|---|---|---|---|---|
| | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 | 2024 | Target | Actual |
| Tranche 2018 | 60% | 65% | 112% | 97% | | | | | 20% | 82% |
| Tranche 2019 | | 65% | 112% | 97% | 90% | | | | 20% | 90% |
| Tranche 2020 | | | 112% | 97% | 90% | 32% | | | 20% | 80% |
| Tranche 2021 | | | | 97% | 90% | 32% | 9% | | 20% | 52% |
| Tranche 2022 | | | | | 90% | 32% | 9% | 22% | 20% | 35% |
| Tranche 2023 | | | | | | 32% | 9% | 22% | 20% | – |

1 The performance target is achieved if the average CAGR (compound annual growth rate) of the revenue on a like-for-like basis as published in the trading updates amounts to at least 20%.

#### d) Overview of granted and exercised Stock Options

In financial year 2024, virtual shares of the STI and LTI were granted to the members of the Management Board for the first time. For Niklas Östberg, virtual shares in the amount of € 1.5 million were granted under the STI and in the amount of € 3.2 million under the LTI.

Pieter-Jan Vandepitte was granted virtual shares in the amount of € 0.6 million under the STI and in the amount of € 1.6 million under the LTI. Emmanuel Thomassin was granted virtual shares in the amount of € 0.2 million under the STI and in the amount of € 0.4 million under the LTI.[1] The final number of shares under the STI will be calculated at the end of a one-year performance period based on linked performance criteria, while the LTI has a four-year performance period.

During financial year 2024, no Stock Options previously granted in connection with Management Board activities were exercised by members of the Management Board.

The following tables below show the number of shares granted to the members of the Management Board in the financial year 2024, previously granted stock options as well as the exercised and outstanding stock options, including the main conditions for the exercise of the rights:

1 The amounts granted for Emmanuel Thomassin have been considered on a pro-rata basis, due to his resignation effective June 30, 2024. The proportionate grant amounts correspond to the vesting period from April 1 to June 30, 2024 for the STI and LTI.

## GENERAL CONDITIONS OF STOCK OPTIONS GRANTED TO THE MEMBERS OF THE MANAGEMENT BOARD

| | | Award type | Target amount in kEUR | Fair Value per option in EUR | Number of granted options | Exercise price in EUR | Performance period | Waiting period | Exercise period |
|---|---|---|---|---|---|---|---|---|---|
| LTIP Tranche 2018 | Niklas Östberg | Stock Options | 1,000 | 9.69 | 103,156 | 38.30 | 01/2017–12/2020 | 05/2018–05/2022 | 05/2022–05/2024 |
| | Emmanuel Thomassin | | 500 | | 51,578 | | | | |
| LTIP Tranche 2019 | Niklas Östberg | Stock Options | 1,500 | 10.16 | 147,637 | 36.64 | 01/2018–12/2021 | 05/2019–05/2023 | 05/2023–05/2025 |
| | Niklas Östberg | | 703 | 9.49 | 74,032 | 37.38 | | | |
| | Emmanuel Thomassin | | 750 | 10.16 | 73,818 | 36.64 | | | |
| | Emmanuel Thomassin | | 351 | 9.49 | 37,015 | 37.38 | | | |
| LTIP Tranche 2020 | Niklas Östberg | Stock Options | 4,000 | 44.95 | 88,987 | 70.11 | 01/2019–12/2022 | 05/2020–05/2024 | 05/2024–05/2026 |
| | Emmanuel Thomassin | | 1,850 | | 41,156 | | | | |
| LTIP Tranche 2021 | Niklas Östberg | Stock Options | 4,000 | 38.69 | 103,385 | 115.02 | 01/2020–12/2023 | 05/2021–05/2025 | 05/2025–05/2027 |
| | Pieter-Jan Vandepitte | | 1,850 | 41.05 | 45,066 | 115.31 | | 06/2021–06/2025 | 06/2025–06/2027 |
| | Emmanuel Thomassin | | 1,850 | 38.69 | 47,815 | 115.02 | | 05/2021–05/2025 | 05/2025–05/2027 |
| LTIP Tranche 2022 | Niklas Östberg | Stock Options | 4,000 | 11.92 | 335,570 | 35.30 | 01/2021–12/2024 | 10/2022–10/2026 | 10/2026–10/2028 |
| | Pieter-Jan Vandepitte | | 1,850 | 11.92 | 155,201 | 35.30 | | | |
| | Emmanuel Thomassin | | 1,850 | 11.92 | 155,201 | 35.30 | | | |
| LTIP Tranche 2023 | Niklas Östberg | Stock Options | 4,000 | 7.61 | 525,624 | 34.41 | 01/2022–12/2025 | 07/2023–07/2027 | 07/2027–07/2029 |
| | Pieter-Jan Vandepitte | | 1,850 | 7.61 | 243,101 | 34.41 | | | |
| | Emmanuel Thomassin | | 1,850 | 7.61 | 243,101 | 34.41 | | | |

## GENERAL CONDITIONS OF SHARES GRANTED TO THE MEMBERS OF THE MANAGEMENT BOARD

| | | Award type | Target amount in kEUR | Share price in EUR | Number of granted awards | Performance period | Waiting period |
|---|---|---|---|---|---|---|---|
| STI Tranche 2024 | Niklas Östberg | Shares | 1,500 | 22.17 | 67,659 | 01/2024–12/2024 | 07/2024–07/2026 |
| | Pieter-Jan Vandepitte | | 600 | 22.17 | 27,064 | | 07/2024–07/2026 |
| | Emmanuel Thomassin[1] | | 150 | 27.73 | 5,408 | | 06/2024–06/2026 |
| LTI Tranche 2024 | Niklas Östberg | Shares | 3,175 | 22.17 | 143,212 | 01/2024–12/2027 | 07/2024–07/2028 |
| | Pieter-Jan Vandepitte | | 1,550 | 22.17 | 69,914 | | 07/2024–07/2028 |
| | Emmanuel Thomassin[1] | | 388 | 27.73 | 13,971 | | 06/2024–06/2028 |

**1** Pro rata information, due to termination in June 2024.

## OVERVIEW OF TARGET ACHIEVMENT AND EXERCISE OF STOCK OPTIONS OF THE MEMBERS OF THE MANAGEMENT BOARD

| | | | Target Achievement / Excercise of Stock Options | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | Award type | Achievement of performance target[1] | Number of forfeited options | Final number of options | Number of exercised / released awards | Share price at exercise / release date in EUR | Exercise / release date | Intrinsic value[2] of exercised options in kEUR | Number of outstanding options |
| LTIP Tranche 2018 | Niklas Östberg | Stock Options | 100% | 103,156 | 103,156 | n / a – no exercise of options | | | | 0 |
| | Emmanuel Thomassin | | | 51,578 | 51,578 | | | | | 0 |
| LTIP Tranche 2019 | Niklas Östberg | Stock Options | 100% | 0 | 221,669 | n / a – no exercise of options | | | | 221,669 |
| | Emmanuel Thomassin | | | 0 | 110,883 | | | | | 110,883 |
| LTIP Tranche 2020 | Niklas Östberg | Stock Options | 100% | 0 | 88,987 | n / a – no exercise of options | | | | 88,987 |
| | Emmanuel Thomassin | | | 0 | 41,156 | | | | | 41,156 |
| LTIP Tranche 2021 | Niklas Östberg | Stock Options | 100% | 0 | 103,385 | Exercise of the LTIP Tranche 2021 possible when exercise period starts in 2025 | | | | |
| | Pieter-Jan Vandepitte | | | 0 | 45,066 | | | | | |
| | Emmanuel Thomassin | | | 0 | 47,815 | | | | | |
| LTIP Tranche 2022 | Niklas Östberg | Stock Options | 100% | 0 | 335,570 | Exercise of the LTIP Tranche 2022 possible when exercise period starts in 2026 | | | | |
| | Pieter-Jan Vandepitte | | | 0 | 155,201 | | | | | |
| | Emmanuel Thomassin | | | 0 | 155,201 | | | | | |
| LTIP Tranche 2023 | Niklas Östberg | Stock Options | Target achievement determined after end of performance period of LTIP Tranche 2023 on 31.12.2025 | | | Exercise of the LTIP Tranche 2023 possible when exercise period starts in 2027 | | | | |
| | Pieter-Jan Vandepitte | | | | | | | | | |
| | Emmanuel Thomassin | | | | | | | | | |
| STI Tranche 2024 | Niklas Östberg | Shares | Target achievement determined after end of performance period of STI 2024 during 2025 | | | Release of the STI 2024 after waiting period in 2026 | | | | |
| | Pieter-Jan Vandepitte | | | | | | | | | |
| | Emmanuel Thomassin | | | | | | | | | |
| LTI Tranche 2024 | Niklas Östberg | Shares | Target achievement determined after end of performance period of LTI 2024 during 2028 | | | Release of the LTI 2024 after waiting period in 2028 | | | | |
| | Pieter-Jan Vandepitte | | | | | | | | | |
| | Emmanuel Thomassin | | | | | | | | | |

**1** The performance target for the LTIP can either be reached (100%) or missed (0%). The performance target for the STI and LTI is capped at 150%, and therefore can range between 0% and 150%.
**2** The intrinsic value of an exercised option reflects the final value of a Stock Option as the difference between the share price at exercise date and the exercise price, multiplied by the number of exercised Stock Options.

## 3. Payments in the event of termination of the agreement

Payments in the event of death

In the event of death of a member of the Management Board prior to the end of the term of the service agreement, the respective spouse of the deceased member of the Management Board is entitled to receive the undiminished compensation for the month of death and the following six months, but no longer than until the end of the original term of the service agreement.

Payments in the event of termination of the agreement or temporary incapacity to work

If the service agreement with a member of the Management Board ends because of removal, resignation from office or a mutual termination agreement, the members of the Management Board are entitled to a severance payment that complies with the recommendations of the GCGC. However, no such entitlement to a severance payment applies in the event that the service agreement is terminated by the Company in accordance with Section 626 German Civil Code (Bürgerliches Gesetzbuch – BGB) for good cause for which the Management Board member is responsible, or in the event that the service agreement is terminated by the Management Board member without good cause under Section 626 BGB. The severance payment may not exceed the amount of two years' total compensation and may not exceed the compensation for the remaining term of the agreement (severance payment cap).

In the event of a change of control, the Management Board member has the right to resign from office with three months' notice. At this time, the service agreement also ends. The Management Board service agreements each provide for a post-contractual non-competition clause for two years. For the duration of the non-competition clause, the respective Management Board member is entitled to compensation amounting to 50% of their last contractually received compensation. Other severance payments received by the Management Board member under the respective service contract shall be offset against this compensation for the non-compete obligation. Other compensation earned during the term of the non-compete period will be offset with compensation for the non-compete obligation to the extent that the total of the compensation for the non-compete obligation and the other compensation would exceed the compensation last received according to the contract.

In the event of premature termination of service on the Management Board within one year of the award date of the preliminary number of RSUs under the STI and / or performance shares under the LTI (vesting date), the RSUs and performance shares shall be forfeited without any entitlement to compensation, whereby in the event of a good leaver before the vesting date, the portion attributable to the period between the beginning of the respective financial year and the effective date of the good leaver event shall be deemed vested. A good leaver is a member of the Management Board whose office or contractual relationship with the company has been terminated for a reason that does not qualify the Management Board member as a bad leaver, or due to a mutually agreed termination of the existing contractual relationship between the Company and the Management Board member.

An exception to this is if a Management Board member resigns from office in connection with a change of control or if a delisting occurs. In this case, all RSUs and performance shares awarded under the STI and LTI become vested regardless of the vesting provisions and are allocated immediately. All outstanding RSUs and Performance Shares of such member of the Management Board for the respective financial year in which the resignation in connection with the change of control or the delisting becomes effective, shall be deemed to have vested and to have been allocated pro rata temporis for the period from the beginning of the financial year in which the delisting or the resignation took place until the delisting or the resignation took effect.

In the event of premature termination of service on the Management Board before the applicable performance period of a current LTIP Tranche ends, the Stock Options expire without substitute or compensation in the following cases:

- Revocation of the appointment for good cause,
- Revocation of the appointment without good cause in the first year of the first contractual four-year commitment,
- The Management Board member's resignation from office in the first two years of any contractual commitment or
- Termination of Management Board services as a bad leaver.

Otherwise the Management Board members are entitled to the already non-forfeitable Stock Options at the normal end of the waiting period. A deviation from this occurs if a Management Board member steps down or is removed from the Management Board in the course of a change of control. In this case, all Stock Options granted under the LTIP shall become fully vested, irrespective of the vesting periods or cliff provisions and will be immediately allocated. After the expiration of the waiting period, the Management Board members are then entitled to exercise the Stock Options.

In the event of a temporary incapacity to work because of illness, accident, or other reason for which the Management Board member is not at fault, the member continues to receive their unreduced compensation for six months, but no longer than the term of their employment. Emmanuel Thomassin was entitled to receive a payment of 80% of his compensation, for another six months, but no longer than the term of his employment. If a Management Board member becomes permanently incapacitated during the term of their service agreement, their service agreement shall end nine months after the end of the month in which the permanent incapacity was determined, unless it ends earlier due to expiration of its term.

### 4. Benefits from third parties

The members of the Management Board did not receive benefits from third parties.

### 5. Malus and clawback

In the event of a serious and intentional violation of statutory duties or the Company's internal guidelines in the form of the code of conduct by a member of the Management Board, the Company may partially or fully reduce the variable compensation (STI bonus and LTIP as well as since financial year 2024, STI and LTI) (malus) and partially or fully reclaim variable compensation components that have already been paid out under the STI bonus and LTIP and the STI and LTI (clawback). All variable components of the Management Board compensation, i.e. both the compensation under the STI bonus and the LTIP or STI and LTI for the respective financial year in which the violation of duties or compliance guidelines occurred, are covered by the malus and clawback provisions.

### 6. Maximum compensation

In accordance with Section 162 (1) AktG, the Supervisory Board shall ensure compliance with maximum total compensation and shall outline this in the remuneration report. The Supervisory Board set the current maximum compensation for the Chair of the Board of Management at € 12,000,000 and for the ordinary members of the Board of Management at € 9,000,000. The shareholders' meeting on June 14, 2023 approved this maximum compensation.

Compliance with maximum total compensation can only be evaluated retrospectively, when the last remuneration component for the financial year in question is determined. The current Board of Management compensation system includes two multi-year variable elements of compensation: The STI has a performance period of one year and a waiting period of two years and the LTI has a performance period and a waiting period of four years each.

This means that a final report on compliance with maximum total remuneration from the current Management Board compensation system (in place since 2024) can be provided only in the remuneration report for the 2027 financial year.

If it should become clear before this that the maximum total compensation will be exceeded, the payment of the compensation component causing the maximum compensation to be exceeded is capped. In this case, compliance with the maximum total compensation would be reported in the financial year in which the capping took place. The applicable maximum total compensation has not been exceeded to date.

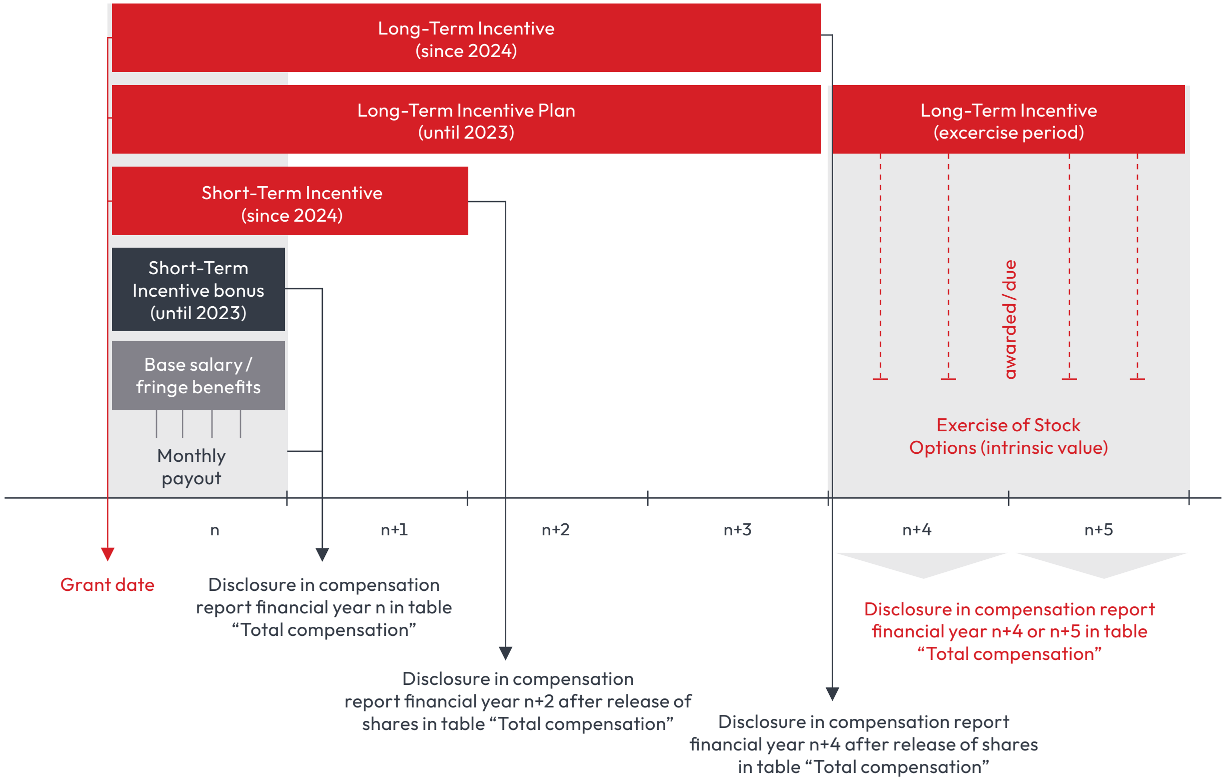
Due to the absence of any new entry into, amendment, or extension of the service agreements with the members of the Management Board of Delivery Hero SE in the period from the approval of the previous compensation system on June 16, 2021 until December 31, 2023, the Supervisory Board does not apply the maximum compensation to such Management Board service agreements which were in effect during that period.

## F. Compensation of the Management Board in 2024

### 1. Management Board members' compensation

Regarding the regulatory requirements according to Section 162 para. (1) AktG, the compensation awarded and due must be reported individually for each member of the Management Board. The following figure illustrates the disclosure of the compensation components awarded and due to the members of the Management Board. "Awarded" means compensation actually given to the board member in the reporting period, while "due" means compensation for which a due obligation of the Company was established in the reporting period but has not yet been fulfilled. The non-performance-based compensation, i.e. the base salary paid out and the expenses of the fringe benefits in financial year 2024, are disclosed in the table "Total compensation of the Management Board". For performance-based compensation, exercised Stock Options are reported in the table at their intrinsic value and shares at their fair value at the time of release. The STI bonus applicable to prior periods, on the other hand, is disclosed in the financial year for which it was granted, although payout takes place only at the beginning of the following year.

## DISCLOSURE OF COMPENSATION COMPONENTS[1]




1 Illustrative representation.

The following table "Total compensation of the Management Board" shows for financial years 2024 and 2023 the individualized Management Board members' compensation awarded and due:

**TOTAL COMPENSATION OF THE MANAGEMENT BOARD (AWARDED AND DUE ACCORDING TO § 162 AKTG)**

| | Niklas Östberg CEO | | | | Pieter-Jan Vandepitte COO | | | | Emmanuel Thomassin CFO (until June 30, 2024) | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | 2024 | | 2023 | | 2024 | | 2023 | | 2024 | | 2023 | |
| | in kEUR | in % | in kEUR | in % | in kEUR | in % | in kEUR | in % | in kEUR | in % | in kEUR | in % |
| Base salary | 500 | 100% | 350 | 71% | 900 | 100% | 350 | 82% | 250 | 20% | 350 | 82% |
| Fringe benefits | 1 | 0% | 25 | 5% | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% |
| Severance payment | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% | 1,000 | 80% | 0 | 0% |
| **Short-Term Incentive**[1] | | | | | | | | | | | | |
| Short-Term Incentive Bonus | 0 | 0% | 118 | 24% | 0 | 0% | 78 | 18% | 0 | 0% | 78 | 18% |
| STI – Tranche 2024 | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% |
| **Long-Term Incentive Plan**[1] | | | | | | | | | | | | |
| LTIP | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% |
| LTI – Tranche 2024 | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% |
| **Total compensation** | **501** | **100%** | **493** | **100%** | **900** | **100%** | **428** | **100%** | **1,250** | **100%** | **428** | **100%** |

1 Final payment amount after assessment of target achievement.

The severance payment of € 1.0 million for Emmanuel Thomassin was agreed in the 2024 financial year and relates to his departure from the company.

The total compensation of the Management Board includes all compensation for the financial year that relates to Management Board activities.

In accordance with the statutory regulation (Section 87a (2) sentence 2 AktG), the compensation system for the Management Board provides that, in the event of extraordinary circumstances, the Supervisory Board, at the proposal of the Remuneration Committee, may temporarily deviate from the provisions of the Management Board compensation system if this is necessary in the interest of the long-term well-being of the company. In the reporting year, the Supervisory Board made use of this option regarding the remuneration of Management Board member Pieter-Jan Vandepitte. For the 2024 financial year, Pieter-Jan Vandepitte's fixed base salary was increased by a one-time amount of € 400,000. The adjustment of the remuneration during the year deviates from the Management Board remuneration system in that the system stipulates that the target total remuneration shall be determined before the beginning of a financial year. Furthermore, the increased base salary leads to a deviation from the compensation structure specified by the compensation system regarding the ratio of fixed and variable remuneration components to the target total remuneration (fixed basic remuneration 29.51% instead of 10% to 25%, long-term incentive 50.82% instead of 55% to 65% and short-term incentive 19.67% instead of 20% to 30%). Furthermore, the annual base salary was not paid out in twelve equal monthly installments as provided for in the compensation system.

The higher base salary was necessary to secure Pieter-Jan Vandepitte as interim CEO in South Korea for a transitional period of several months following the unexpected departure of the previous CEO of the South Korean subsidiary Woowa Brothers Corp. Woowa Brothers Corp. is one of Delivery Hero SE's most significant subsidiaries. Due to the sudden departure of the previous CEO of Woowa Brothers Corp. it was of crucial importance for Delivery Hero SE to find an interim CEO with a deep understanding of the operational and strategic direction of Woowa Brothers Corp.

Apart from the deviation described above, the members of the Management Board hold employment contracts that comply with the current compensation system.

There was no full or partial reduction of variable compensation (malus) or reclaiming of variable compensation components that have already been paid (clawback) in financial year 2024.

### 2. Former Management Board members' compensation

In 2024, the total compensation for former Management Board members and their survivors, along with pension liabilities to former Management Board members and their survivors amounted to € 0. The compensation components for the former Management Board member Emmanuel Thomassin as active member of the Management Board is disclosed in the previous section.

## G. Compensation of the Supervisory Board

### 1. Supervisory Board members' compensation

The compensation for the members of the Supervisory Board was approved by the Annual General Meeting of June 16, 2021, by a majority of 99.79% and was retroactively applied effective January 1, 2021 and amended by resolution of the Annual General Meeting of June 19, 2024, with a majority of 99.96%, to be applicable from the end of this Annual General Meeting. The compensation of the members of the Supervisory Board is outlined in the following.

## SUPERVISORY BOARD COMPENSATION

| Compensation element | Compensation (until end of AGM on June 19, 2024) | Compensation (since end of AGM on June 19, 2024) |
|---|---|---|
| Fixed remuneration | – Chair: € 150,000<br>– Deputy Chair: € 50,000<br>– Ordinary Board member: € 25,000 | – Chair: € 200,000<br>– Deputy Chair: € 100,000<br>– Ordinary Board member: € 50,000 |
| Committee compensation | | |
| Audit Committee | – Chair: € 80,000<br>– Deputy Chair: € 40,000<br>– Ordinary Member: € 20,000 | – Chair: € 80,000<br>– Deputy Chair: € 40,000<br>– Ordinary Member: € 20,000 |
| Remuneration / Strategy Committee | – Chair: € 80,000<br>– Deputy Chair: € 40,000<br>– Ordinary Member: € 20,000 | – Chair: € 80,000<br>– Deputy Chair: € 40,000<br>– Ordinary Member: € 20,000 |
| Nomination Committee | – Chair: € 40,000<br>– Deputy Chair: € 20,000<br>– Ordinary Member: € 10,000 | – Chair: € 80,000<br>– Deputy Chair: € 40,000<br>– Ordinary Member: € 20,000 |
| Other | – Reimbursement of out-of-pocket expenses (including their value added tax) as well as the value added tax on compensation<br>– Provision of D&O liability insurance | – Reimbursement of out-of-pocket expenses (including their value added tax) as well as the value added tax on compensation<br>– Provision of D&O liability insurance |

The members of the Supervisory Board receive a fixed annual remuneration of € 25,000 until the end of the Annual General Meeting of June 19, 2024 and a fixed annual remuneration of € 50,000 from the end of the Annual General Meeting of June 19, 2024 (previous year: € 25,000). The Chair of the Supervisory Board receives an annual fixed remuneration in the amount of € 150,000 until the end of the Annual General Meeting of June 19, 2024 and a fixed annual remuneration of € 200,000 from the end of the Annual General Meeting of June 19, 2024 (previous year: € 150,000), while the Deputy Chair receives a fixed remuneration in the amount of € 50,000 until the end of the Annual General Meeting of June 19, 2024 and a fixed annual remuneration of € 100,000 from the end of the Annual General Meeting of June 19, 2024 (previous year: € 50,000).

The ordinary member of the Audit Committee / Remuneration Committee / Strategy Committee receives an additional fixed annual compensation of € 20,000 payable after the end of the financial year. The ordinary member of the Nomination Committee receives an additional fixed annual compensation of € 10,000 until the end of the Annual General Meeting of June 19, 2024 and an additional fixed annual compensation of € 20,000 from the end of the Annual General Meeting of June 19, 2024. The Chair of the respective committees receives an additional fixed annual compensation in the amount of four times the compensation of the respective ordinary committee member and the Deputy Chair of the respective committee receives an additional fixed annual compensation in the amount of twice the compensation of the respective ordinary committee member. All fixed compensation components become payable on a pro-rata basis to the member's assignment to the Supervisory Board.

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

The members of the Supervisory Board are appropriately included in a financial loss liability insurance (D&O) for board members in the interests of the Company. The Company pays the premiums for this insurance.

## 2. Basic principles of the compensation of the Supervisory Board

The compensation system for the members of the Supervisory Board is based on the legal requirements and takes into account the recommendations and suggestions of the GCGC. Delivery Hero SE always pursues a long-term perspective in its entrepreneurial activities. In the course of continuous development, added value shall be created – for shareholders, employees, customers, and the Company itself.

The Supervisory Board advises and supervises the Management Board and is closely involved in important operational and strategic corporate governance topics. The compensation of the Supervisory Board is a key factor in ensuring the Supervisory Board's effectiveness. Supervisory Board compensation that is appropriate and in line with the market thus promotes the business strategy and long-term development of Delivery Hero SE.

The compensation system for the Supervisory Board of Delivery Hero SE as well as the specific compensation of the members of the Supervisory Board are stipulated in Section 15 of the Articles of Association. The competent body is the Annual General Meeting, which passes resolutions on the compensation of the members of the Supervisory Board at least once every four years in accordance with Section 113 para. (3) AktG. The Remuneration Committee according to the Rules of Procedure of the Supervisory Board prepares the resolutions passed by the Supervisory Board on proposals to the Annual General Meeting for resolutions regarding Supervisory Board compensation. Pursuant to Section 179 para. (2) sentence 2 AktG and Section 20 para. (2) of the Articles of Association, a material amendment to the compensation system and the compensation of the members of the Supervisory Board set out in the Articles of Association requires a simple majority of votes. In the event that the Annual General Meeting does not approve the compensation system, a revised compensation system must be submitted for resolution at the latest at the following ordinary Annual General Meeting of the Company, according to Section 113 para. (3) sentence 6 and Section 120a para. (3) AktG.

The compensation of the Supervisory Board members exclusively consists of fixed compensation and thus follows suggestion G.18 of the GCGC as well as the expectations of most investors and proxy advisors and is in line with the predominant practice of the companies in the DAX and MDAX. This practice corresponds to the function of the Supervisory Board as an independent advisory and control body. At the same time, members of the Supervisory Board are incentivized by the compensation system to actively support and supervise the implementation of the business strategy. In accordance with recommendation G.17 of the GCGC, the higher expenditure of time by the Chair, who according to recommendation D.5 of the GCGC is to be involved particularly closely in discussions on strategy, business development, risk situation, risk management and compliance, and by the Deputy Chair and the committee members is adequately taken into account.

## H. Compensation of the Supervisory Board in 2024

The table below states the relative proportion together with the individual values of the total compensation for the Supervisory Board for financial years 2024 and 2023:

### TOTAL COMPENSATION OF THE SUPERVISORY BOARD

| | Fixed salary | | | Committee compensation | | | Total compensation | |
|---|---|---|---|---|---|---|---|---|
| | **2024** | | 2023 | **2024** | | 2023 | **2024** | 2023 |
| | in kEUR | in % | in kEUR | in kEUR | in % | in kEUR | in kEUR | in kEUR |
| Kristin Skogen Lund | 107.4 | 45% | – | 128.9 | 55% | – | 236.3 | – |
| Dr Martin Enderle | 123.7 | 42% | 150.0 | 168.5 | 58% | 200.0 | 292.2 | 350.0 |
| Roger Rabalais | 33.6 | 26% | – | 95.3 | 74% | – | 128.9 | – |
| Jeanette L. Gorgas | 11.7 | 17% | 25.0 | 56.2 | 83% | 120.0 | 67.9 | 145.0 |
| Patrick Kolek | 16.6 | 25% | 50.0 | 49.7 | 75% | 150.0 | 66.3 | 200.0 |
| Gabriella Ardbo[1] | 38.5 | 66% | 25.0 | 20.1 | 34% | 20.0 | 58.5 | 45.0 |
| Nils Engvall[1] | 38.5 | 78% | 25.0 | 10.7 | 22% | 0.0 | 49.2 | 25.0 |
| Scott Ferguson | 25.9 | 56% | – | 20.5 | 44% | – | 46.4 | – |
| Isabel Poscherstnikov[1] | 26.8 | 71% | – | 10.7 | 29% | – | 37.6 | – |
| Dimitrios Tsaousis[1] | 36.0 | 100% | 25.0 | 0.0 | 0% | 0.0 | 36.0 | 25.0 |

1 Employee representatives

In 2024, a total of € 21,495 (previous year: € 7,469) in expenses was reimbursed or paid directly by the Company.

## I. Comparative presentation of the change of the compensation and company performance

The following table shows the comparative presentation of the change in the awarded and due compensation of the members of the Management Board, the Supervisory Board and the employees of Delivery Hero SE as well as the Company performance for financial years 2024 and 2023. Due to the possibility to exercise the Stock Options within a two year exercise period, the considered payout values of the LTIP can be highly volatile as it might vary from year to year.

## COMPARATIVE PRESENTATION

| | 2024 | 2023 | Change 2024/2023 | Change 2023/2022 | Change 2022/2021 | Change 2021/2020 | Change 2020/2019 |
|---|---|---|---|---|---|---|---|
| | in kEUR | in kEUR | in % | in % | in % | in % | in % |
| **Management Board** | | | | | | | |
| Niklas Östberg | 501.0 | 492.6 | 2% | 3% | 27% | -99% | 1,692% |
| Pieter-Jan Vandepitte | 900.0 | 428.4 | 110% | 2% | 37% | n/a | n/a |
| Emmanuel Thomassin | 1,250.0 | 428.4 | 192% | 2% | -96% | -14% | 842% |
| Average | 883.7 | 449.8 | 96% | 3% | -89% | -86% | 1,388% |
| **Supervisory Board – members in 2024** | | | | | | | |
| Kristin Skogen Lund | 236.3 | – | n/a | n/a | n/a | n/a | n/a |
| Dr Martin Enderle | 292.2 | 350.0 | -17% | 0% | 5% | 55% | 30% |
| Roger Rabalais | 128.9 | – | n/a | n/a | n/a | n/a | n/a |
| Jeanette L. Gorgas | 67.9 | 145.0 | -53% | 0% | 16% | 951% | n/a |
| Patrick Kolek | 66.3 | 200.0 | -67% | 0% | 5% | 366% | 0% |
| Gabriella Ardbo[1] | 58.5 | 45.0 | 30% | 0% | 0% | 392% | n/a |
| Nils Engvall[1] | 49.2 | 25.0 | 97% | 0% | 0% | 210% | n/a |
| Scott Ferguson | 46.4 | – | n/a | n/a | n/a | n/a | n/a |
| Isabel Poscherstnikov[1] | 37.6 | – | n/a | n/a | n/a | n/a | n/a |
| Dimitrios Tsaousis[1] | 36.0 | 25.0 | 44% | 0% | 508% | n/a | n/a |
| Average | 101.9 | 131.7 | -23% | 0% | 5% | 120% | -52% |
| **Employees** | | | | | | | |
| Average of Delivery Hero SE Germany (FTE) in %[2] | | | 9% | 12% | 20% | 10% | |
| **Company Performance** | | | | | | | |
| Net profit/loss in EUR million of DH SE | 914.0 | -3,745.3 | -124% | 188% | -52% | 150% | -341% |
| Adjusted EBITDA in EUR million of DH Group | 692.5 | 253.6 | 173% | 154% | 41% | -40% | -32% |
| Revenue in EUR million of DH Group | 12,294.7 | 9,941.9 | 24% | 16% | 46% | 137% | 96% |
| Share price in EUR | 27.1 | 25.0 | 8% | -44% | -54% | -23% | 80% |

**1** Employee representatives
**2** All employees are included in the analysis on a full-time equivalent basis, only working students and interns were excluded. Total compensation considers the base salary and the long-term incentive plans.

Berlin, April 22, 2025

**Delivery Hero SE**

On behalf of the Supervisory Board

**Kristin Skogen Lund**
Chair of the Supervisory Board of Delivery Hero SE

The Management Board

**Niklas Östberg**
Co-Founder and
Chief Executive Officer

**Marie-Anne Popp**
Chief Financial Officer

**Pieter-Jan Vandepitte**
Chief Operating Office

# INDEPENDENT AUDITOR’S REPORT

To Delivery Hero SE, Berlin

## Report on the Audit of the Consolidated Financial Statements and of the Combined Management Report

### Opinions

We have audited the consolidated financial statements of Delivery Hero SE, Berlin, and its subsidiaries (the Group), which comprise the consolidated statement of financial position as of December 31, 2024, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the financial year from January 1 to December 31, 2024, and notes to the consolidated financial statements, including significant information on the accounting policies. In addition, we have audited the management report of the Company and the Group (hereinafter: “combined management report”) of Delivery Hero SE, including the remuneration contained in the appendix to the combined management report, including the related disclosures, for the financial year from January 1 to December 31, 2024. In accordance with German legal requirements, we have not audited the content of those components of the combined management report specified in the “Other Information” section of our auditor’s report.

In our opinion, on the basis of the knowledge obtained in the audit,

- the accompanying consolidated financial statements comply, in all material respects, with the IFRS Accounting Standards issued by the International Accounting Standards Board (IASB) (hereinafter referred to as “IFRS Accounting Standards”) as adopted by the EU, and the additional requirements of German commercial law pursuant to Section 315e (1) HGB [Handelsgesetzbuch: German Commercial Code] and, in compliance with these requirements, give a true and fair view of the assets, liabilities, and financial position of the Group as of December 31, 2024, and of its financial performance for the financial year from January 1 to December 31, 2024, and
- the accompanying combined management report as a whole provides an appropriate view of the Group’s position. In all material respects, this combined management report is consistent with the consolidated financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. Our opinion on the combined management report does not cover the content of those components of the combined management report specified in the “Other Information” section of the auditor’s report.

Pursuant to Section 322 (3) sentence 1 HGB, we declare that our audit has not led to any reservations relating to the legal compliance of the consolidated financial statements and of the combined management report.

### Basis for the Opinions

We conducted our audit of the consolidated financial statements and of the combined management report in accordance with Section 317 HGB and the EU Audit Regulation No 537/2014 (referred to subsequently as “EU Audit Regulation”) and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). We performed the audit of the consolidated financial statements in supplementary compliance with the International Standards on Auditing (ISAs). Our responsibilities under those requirements, principles and standards are further described in the “Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements and of the Combined Management Report” section of our auditor’s report. We are independent of the group entities in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. In addition, in accordance with Article 10 (2)(f) of the EU Audit Regulation, we declare that we have not provided non-audit services prohibited under Article 5 (1) of the EU Audit Regulation. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinions on the consolidated financial statements and on the combined management report.

**Material Uncertainty about the Ability of Subsidiaries to Continue as a Going Concern**
We refer to the disclosures in Section B.2 “Going concern premises as basis of accounting” in the notes to the consolidated financial statements and the information in Section C.4.a) “Risk report – Regulatory risks related to riders” of the combined management report, in which management comments that the consolidated annual financial statements were prepared on a going concern basis. Regarding the existing going-concern risk at subsidiary Glovoapp Spain Platform S.L.U., Spain (“Glovo Spain”), management describes that at this subsidiary there are risks regarding the legal status of riders, which could entail a back payment of social insurance contributions and the payment of fines. In this regard, we also refer to our comments in the section entitled “Key Audit Matters in the Audit of the Consolidated Financial Statements – Recognition and measurement of provisions relating to risks in connection with the legal social security classification of riders in Spain”. Should these risks materialize, the payments arising therefrom could not be paid without the Parent Company’s support. As described in the disclosures under B.2 “Going concern premises as basis of accounting” of the notes to the consolidated financial statements and in Section C.4.a) “Risk report – Regulatory risks related to riders” of the combined management report, these events and conditions indicate considerable uncertainty that may cast significant doubt on the subsidiary’s ability to continue its business activities and which represents a risk that could affect the subsidiary’s ability to continue as a going concern within the meaning of Section 322 (2) sentence 3 HGB. Our opinions on the consolidated financial statements and the combined management report have not been modified in this regard.

**Key Audit Matters in the Audit of the Consolidated Financial Statements**
Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year from January 1 to December 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters.

## Impairment testing of goodwill

Please refer to Section B.6 and F.1 of the notes to the consolidated financial statements for information on the accounting policies applied and the assumptions made.

**The Financial Statement Risk**
Goodwill was reported in the amount of € 5,132.7 million as of December 31, 2024, and represents a considerable share of assets.

Goodwill is tested for impairment annually at the level of the cash generating units (CGUs) or group of CGUs to which goodwill has been allocated. If impairment triggers arise during the financial year, an event-driven goodwill impairment test is also carried out during the year.

For impairment testing, the carrying amount of the respective CGU or group of CGUs is compared with its recoverable amount. If the carrying amount exceeds the recoverable amount, an impairment loss is recognized. The recoverable amount is the higher of the CGU’s or group of CGU’s fair value less costs to sell and its value in use. The annual impairment testing date was November 30, 2024.

Impairment testing of goodwill is complex and based on a range of assumptions that require judgment. This includes in particular the assumptions for achieving the estimated surplus cash flows during the 5-year planning horizon as well as in a steady state, and the long-term growth rates of revenue and adjusted EBITDA for each CGU or group CGUs as well as the discount rates used.

As a result of the impairment tests performed, the Company identified a required impairment loss of € 89.7 million. Furthermore, the Company’s sensitivity analysis indicated that a reasonably possible change in the discount rate or terminal value EBITDA margin would cause an impairment of goodwill of a CGU or groups of CGUs.

There is the risk for the consolidated financial statements that the existing impairment loss is not recognized in the amount required. There is also the risk that the related disclosures in the notes are not appropriate.

**Our Audit Approach**
First, we used the information obtained during our audit to assess for which CGUs or group of CGUs there were indications of a need for impairment. With the involvement of our valuation experts, we then assessed the appropriateness of significant assumptions and the valuation method used by the Company. To this end, we discussed the estimated surplus cash flows during the 5-year planning horizon as well as in the steady state, and the assumed long-term growth rates of revenue, as well as the adjusted EBITDA margins for individual companies of CGUs or groups of CGUs selected according to risk criteria as well as the discount rates used with those responsible for planning.

We analyzed the budget approved by the Management Board and acknowledged by the Supervisory Board on which the impairment testing of goodwill was based. We also checked the plausibility of the Company’s overall budget with the market capitalization. Using external market data and analyst estimates, we assessed the measurements of selected individual companies within relevant CGUs or groups of CGUs based on elements selected according to risk criteria.

We evaluated the accuracy of the Company’s previous forecasts by comparing selected budgets of previous financial years with actual results and by analyzing deviations.

We compared the assumptions and data underlying the discount rate, in particular the risk-free rate, the company-specific risk premiums such as country risks and the beta coefficient, with our own assumptions and publicly available data.

To assess the methodically and mathematically correct implementation of the valuation method, we verified the Company's valuation using our own calculations and analyzed deviations. In order to take account of forecast uncertainty, we also investigated the impact of possible changes to the capitalization rate within ranges and for individual companies selected according to risk criteria on the fair value based on the long-term planned revenue and adjusted EBITDA for each CGU or group of CGUs by calculating alternative scenarios and comparing these with the Company's measurements.

Finally, we assessed whether the disclosures in the notes on the impairment testing of goodwill were appropriate. This also included an assessment of the appropriateness of disclosures in the notes according to IAS 36.134(f) on sensitivity in the event of a reasonably possible change in the key assumptions used for measurement.

### Our Observations

The calculation method used for impairment testing of goodwill is appropriate and in line with the accounting policies to be applied.

The assumptions and data used by the Company for measurement are reasonable overall.

The related disclosures in the notes are in all material respects appropriate.

## Existence of revenue

Please refer to Section B.04 of the notes to the consolidated financial statements for information on the accounting policies applied. Explanatory notes on revenue are provided in Section G.1 in the notes to the consolidated financial statements.

### The Financial Statement Risk

The Group's revenue amounted to € 12,294.7 million in financial year 2024 (PY: € 9,941.9 million). Delivery Hero generates revenue mainly from commissions for food orders in the marketplace business, income from delivery fees, the sale of foods and other products for everyday use and non-commission-based income, such as advertising services, subscription models and other services. Delivery Hero operates globally in more than 70 countries. Revenue is generated almost exclusively abroad, especially in the Asia and MENA (Middle East and North Africa) regions. The basic data underlying revenue is recorded in different IT systems depending on the region.

Revenue is one of Delivery Hero's main performance indicators of objective achievement and also represents a key decision-making basis. In this respect, both internal and external decisions are made based on revenue generated in the financial year and based on current revenue development.

There is the risk for the financial statements that platform-based sales revenue, which is typically automatically generated from mass transactions, especially in the areas of commission fees, delivery fees, advertising services and listing fees, as well as Dmarts (sale and delivery of food and other products), are influenced by manual postings. There is also a risk that non-platform-based sales revenue is recognized, especially in the areas of subscription models without underlying service or delivery. Moreover, there is a risk that revenue from non-existent restaurants is recognized.

### Our Audit Approach

We evaluated the design and setup of internal controls concerning revenue recognition, especially to ensure the existence of revenue and to verify manual revenue entries. Based on the resulting findings, we assessed the effectiveness of selected controls.

Our further audit procedures varied for the respective subsidiaries and included, among other activities, the following:

- Reconciling manual sales entries for platform-based sales revenue with the corresponding evidence on the services rendered or deliveries.
- Reconciling non-platform-based sales transactions – which were selected using a statistical method – with underlying agreements and incoming payments.
- Reconciling, using a statistical procedure, selected sales transactions conducted with restaurants newly identified in the reporting year with the evidence of services rendered or deliveries made, as well as checking the existence of these restaurants.
- Using data analysis routines, especially for assessing the existence of the recognized sales revenue.

### Our Observations

The approach for recognizing revenue is appropriate.

## Recognition and measurement of provisions relating to risks in connection with the legal social security classification of riders (food couriers) in Spain

Please refer to Sections B.13, B.18 b) and F.12 of the notes to the consolidated financial statements for information on the accounting policies applied and the assumptions made. Explanatory notes on the rider-related risks can be found in Section B.a) of the combined management report.

### The Financial Statement Risk

The provisions of Delivery Hero SE as of December 31, 2024, include potential third-party claims in conjunction with current investigations being conducted by Spanish social security authorities on the legal social security classification of riders under an old business model at subsidiary Glovo Spain. A contingent liability of € 440 to 770 million for a further investigation is disclosed in the notes, which concerns the classification of riders as part of the business model operated since August 2021.

A requirement for recognizing provisions is that a present external obligation exists that is expected to result in an outflow of resources embodying economic benefits and can be estimated reliably. The amount of the provision is the best estimate of the amount required to settle the obligation.

If the possibility of an outflow of resources is considered to be unlikely but possible, then a contingent liability is be disclosed in the notes and, if practicable, supplemented with disclosures on the estimate of the financial effects as well as on uncertainties regarding the amount and due dates of the outflows.

The recognition and measurement of the recognized provisions as well as disclosures on contingent liabilities in conjunction with current investigations being conducted by Spanish social security authorities are consequently based on estimates requiring judgment that are made by the Management Board.

There is the risk for the consolidated financial statements that the probability of the outflow of resources is inaccurately estimated and provisions are not recognized or not in the amount required, as well as the risk that the disclosures in the notes to consolidated financial statements on contingent liabilities are inaccurate.

Regarding the going concern risk at the subsidiary Glovo Spain, please refer to the section entitled “Material uncertainty about the ability of individual subsidiaries to continue as a going concern”.

### Our Audit Approach

To audit the provisions and the disclosures in the notes on contingent liabilities for possible claims in conjunction with current investigations being conducted by Spanish social security authorities regarding the social security classification of riders, we involved our Spanish social security specialists and interviewed, among other persons, the Chairperson of the Audit Committee, the Management Board, local management as well as contacts at Corporate Accounting, Corporate Compliance and Corporate Legal. We obtained written information from the lawyers working for Delivery Hero and also interviewed selected lawyers working for Delivery Hero. Furthermore, we analyzed written correspondence with relevant authorities and evaluated the underlying documents.

### Our Observations

The assumptions made by the Management Board are reasonable.

## Recognition and measurement of provisions relating to risks in connection with EU competition law investigations

Please refer to Sections B.13, B.18 b) and F.12 of the notes to the consolidated financial statements for information on the accounting policies applied and the assumptions made. Explanatory notes on the EU antitrust proceedings can be found in Section B.c) of the combined management report.

### The Financial Statement Risk

Delivery Hero SE recognized provisions in the consolidated financial statements for possible third-party claims in conjunction with current EU antitrust proceedings in the amount of € 400 million.

A requirement for recognizing provisions is that a present obligation exists against third party that is expected to result in an outflow of resources embodying economic benefits and can be estimated reliably. The amount of the provision is the best estimate of the amount required to settle the obligation. Therefore, the recognition and measurement of antitrust provisions are based on the Management Board’s estimates.

There is the risk for the consolidated financial statements that provisions are not recognized or not in the amount required.

### Our Audit Approach

When auditing the antitrust provisions, we involved our KPMG lawyers and interviewed the Chairperson of the Audit Committee, the Management Board, local management as well as contacts in Corporate Accounting, Corporate Compliance and Corporate Legal. We obtained written information from the lawyer engaged by Delivery Hero and also interviewed this lawyer. Furthermore, we assessed the documents underlying the calculation of the provision.

### Our Observations

The assumptions made by the Management Board are reasonable.

### Other Information

Management and / or the Supervisory Board are / is responsible for the other information. The other information comprises the following components of the combined management report, whose content was not audited:

- the separate combined non-financial report of the Company and the Group referred to in the combined management report,
- the combined corporate governance statement of the Company and Group, referred to in the combined management report, and
- information extraneous to management reports and marked as unaudited.

The other information also includes the remaining parts of the annual report. The other information does not include the consolidated financial statements, the combined management report information audited for content and our auditor's report thereon.

Our opinions on the consolidated financial statements and on the combined management report do not cover the other information, and consequently we do not express an opinion or any other form of assurance conclusion thereon.

In connection with our audit, our responsibility is to read the other information and, in so doing, to consider whether the other information

- is materially inconsistent with the consolidated financial statements, with the combined management report information audited for content or our knowledge obtained in the audit, or
- otherwise appears to be materially misstated.

### Responsibilities of Management and the Supervisory Board for the Consolidated Financial Statements and the Combined Management Report

Management is responsible for the preparation of the consolidated financial statements that comply, in all material respects, with IFRS Accounting Standards as adopted by the EU and the additional requirements of German commercial law pursuant to Section 315e (1) HGB and that the consolidated financial statements, in compliance with these requirements, give a true and fair view of the assets, liabilities, financial position, and financial performance of the Group. In addition, management is responsible for such internal control as they have determined necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting unless there is an intention to liquidate the Group or to cease operations, or there is no realistic alternative but to do so.

Furthermore, management is responsible for the preparation of the combined management report that, as a whole, provides an appropriate view of the Group's position and is, in all material respects, consistent with the consolidated financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In addition, management is responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a combined management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the combined management report.

The Supervisory Board is responsible for overseeing the Group's financial reporting process for the preparation of the consolidated financial statements and of the combined management report.

Furthermore, management and the Supervisory Board are responsible for the preparation of the remuneration report contained in a separate section of the combined management report, including the related disclosures, in accordance with the requirements of Section 162 AktG. In addition, they are responsible for such internal control as they have determined necessary to enable the preparation of the remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements and of the Combined Management Report

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the combined management report as a whole provides an appropriate view of the Group's position and, in all material respects, is consistent with the consolidated financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our opinions on the consolidated financial statements and on the combined management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Section 317 HGB and the EU Audit Regulation and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) and supplementary compliance with the ISAs will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements and this combined management report.

We exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements and of the combined management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinions. The risk of not detecting a material misstatement resulting from fraud is higher than

the risk of not detecting a material misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal control relevant to the audit of the consolidated financial statements and of arrangements and measures relevant to the audit of the combined management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control or of these arrangements and measures.
- Evaluate the appropriateness of accounting policies used by management and the reasonableness of estimates made by management and related disclosures.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the consolidated financial statements and in the combined management report or, if such disclosures are inadequate, to modify our respective opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to be able to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements present the underlying transactions and events in a manner that the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Group in compliance with IFRS Accounting Standards as adopted by the EU and the additional requirements of German commercial law pursuant to Section 315e (1) HGB.
- Plan and perform the audit of the consolidated financial statements to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business segments within the Group to provide a basis for our opinions on the consolidated financial statements and on the combined management report. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our opinions.
- Evaluate the consistency of the combined management report with the consolidated financial statements, its conformity with [German] law, and the view of the Group's position it provides.
- Perform audit procedures on the prospective information presented by management in the combined management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by management as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with the relevant independence requirements, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, the actions taken or safeguards applied to eliminate independence threats.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

## Other Legal and Regulatory Requirements

### Report on the Assurance on the Electronic Rendering of the Consolidated Financial Statements and the Combined Management Report Prepared for Publication Purposes in Accordance with Section 317 (3a) HGB

We have performed assurance work in accordance with Section 317 (3a) HGB to obtain reasonable assurance about whether the rendering of the consolidated financial statements and the combined management report (hereinafter the "ESEF documents") contained in the electronic file ["deliveryherose-2024-12-31-de.zip"; SHA256-Hash value; e3e553dea5796725162a697ca6e60173a80d9f33bf3efad2144f55933c282565] made available and prepared for publication purposes complies in all material respects with the requirements of Section 328 (1) HGB for the electronic reporting format ("ESEF format"). In accordance with German legal requirements, this assurance work extends only to the conversion of the information contained in the consolidated financial statements and the combined management report into the ESEF format and therefore relates neither to the information contained in these renderings nor to any other information contained in the file identified above.

In our opinion, the rendering of the consolidated financial statements and the combined management report contained in the electronic file made available, identified above and prepared for publication purposes complies, in all material respects, with the requirements of Section 328 (1) HGB for the electronic reporting format. Beyond this assurance opinion and our audit opinion on the accompanying consolidated financial statements and the accompanying combined management report for the financial year from January 1 to December 31, 2024, contained in the “Report on the Audit of the Consolidated Financial Statements and the Combined Management Report” above, we do not express any assurance opinion on the information contained within these renderings or on the other information contained in the file identified above.

We conducted our assurance work on the rendering of the consolidated financial statements and the combined management report contained in the file made available and identified above in accordance with Section 317 (3a) HGB and the IDW Assurance Standard: Assurance Work on the Electronic Rendering of Financial Statements and Management Reports Prepared for Publication Purposes in Accordance with Section 317 (3a) HGB (IDW AsS 410 (06.2022)) [if conducive to the understanding of the report at an international level: and the International Standard on Assurance Engagements 3000 (Revised)]. Our responsibility in accordance therewith is further described below. Our audit firm applies the IDW Standard on Quality Management 1: Requirements for Quality Management in Audit Firms (IDW QMS 1 (09.2022)).

The Company’s management is responsible for the preparation of the ESEF documents including the electronic rendering of the consolidated financial statements and the combined management report in accordance with Section 328 (1) sentence 4 item 1 HGB and for the tagging of the consolidated financial statements in accordance with Section 328 (1) sentence 4 item 2 HGB.

In addition, the Company’s management is responsible for such internal control that they have considered necessary to enable the preparation of ESEF documents that are free from material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB for the electronic reporting format.

The Supervisory Board is responsible for overseeing the process of preparing the ESEF documents as part of the financial reporting process.

Our objective is to obtain reasonable assurance about whether the ESEF documents are free from material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB. We exercise professional judgment and maintain professional skepticism throughout the assurance work. We also:

- Identify and assess the risks of material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB, design and perform assurance procedures responsive to those risks, and obtain assurance evidence that is sufficient and appropriate to provide a basis for our assurance opinion.
- Obtain an understanding of internal control relevant to the assurance on the ESEF documents in order to design assurance procedures that are appropriate in the circumstances, but not for the purpose of expressing an assurance opinion on the effectiveness of these controls.
- Evaluate the technical validity of the ESEF documents, i.e. whether the file made available containing the ESEF documents meets the requirements of Commission Delegated Regulation (EU) 2019/815, as amended as of the reporting date, on the technical specification for this electronic file.
- Evaluate whether the ESEF documents provide an XHTML rendering with content equivalent to the audited consolidated financial statements and the audited combined management report.
- Evaluate whether the tagging of the ESEF documents with Inline XBRL technology (iXBRL) in accordance with the requirements of Articles 4 and 6 of the Commission Delegated Regulation (EU) 2019/815, as amended as of the reporting date, enables an appropriate and complete machine-readable XBRL copy of the XHTML rendering.

### Further Information pursuant to Article 10 of the EU Audit Regulation

We were elected as auditor of the consolidated financial statements at the Annual General Meeting on June 19, 2024. We were engaged by the Supervisory Board on October 18, 2024. We have been the auditor of the consolidated financial statements of Delivery Hero SE without interruption since financial year 2017.

We declare that the opinions expressed in this auditor’s report are consistent with the additional report to the Audit Committee pursuant to Article 11 of the EU Audit Regulation (long-form audit report).

In addition to the financial statement audit, we have provided to the Company or its subsidiaries the following services that are not disclosed in the consolidated financial statements or in the combined management report:

Additionally, to the consolidated financial statements, we audited the annual financial statements and the combined management report of Delivery Hero SE and performed various audits of the annual financial statements of subsidiaries and reviews of interim financial statements. In addition, the following other statutory or contractual audits were performed: the audit of the non-financial statement, the project-related audit of the implementation of parts of the requirements of the CSRD and EU Taxonomy Regulation and an EMIR audit in accordance with Section 20 WpHG. We also provided consulting services in connection with an investigation by supervisory authorities and provided information from databases.

## Other Matter – Use of the Auditor’s Report

Our auditor’s report must always be read together with the audited consolidated financial statements and the audited combined management report as well as the examined ESEF documents. The consolidated financial statements and combined management report converted to the ESEF format – including the versions to be entered in the German company register [Unternehmensregister] – are merely electronic renderings of the audited consolidated financial statements and the audited combined management report and do not take their place. In particular, the ESEF report and our assurance opinion contained therein are to be used solely together with the examined ESEF documents made available in electronic form.

## German Public Auditor Responsible for the Engagement

The German Public Auditor responsible for the engagement is Milan Lucas.

Berlin, April 22, 2025

KPMG AG
Wirtschaftsprüfungsgesellschaft

| | |
|---|---|
| **Lucas** | **Heidgen** |
| Wirtschaftsprüfer | Wirtschaftsprüfer |
| [German Public Auditor] | [German Public Auditor] |