

# CORPORATE GOVERNANCE

## Corporate Governance Statement, Group Corporate Governance Statement (Sections 289f, 315d of the German Commercial Code (HGB))

For Delivery Hero SE (also referred to as the “Company”), good corporate governance is an essential prerequisite for, and a reflection of, responsible and transparent leadership. As a multinational group (the Company together with its consolidated subsidiaries also referred to as the “Delivery Hero Group”), we attach particular importance to management geared toward long-term success, cooperation between the Management Board, Supervisory Board and employees based on trust, as well as sustainable value creation and corporate control. The Management Board and the Supervisory Board of Delivery Hero SE are committed to the principles of strong and responsible corporate governance and, in this regard, aim to meet the highest standards and the values of the Company. In addition to applicable law, the Management Board and Supervisory Board are guided in particular by the recommendations of the German Corporate Governance Code. The Supervisory Board and the Management Board report annually on the corporate governance of the Company together with the Group Corporate Governance Statement in accordance with Sections 289f, 315d of the German Commercial Code (HGB), which is available on the Company’s website at [+ Corporate Governance Statement](#) In accordance with Principle 23 of the GCGC, this declaration is the central instrument of corporate governance reporting pursuant to Sections 289f, 315d of the German Commercial Code (HGB).

## Declaration of Compliance pursuant to Section 161 of the German Stock Corporation Act (AktG)

The Declaration of Compliance will be permanently available on the Company’s website at [+ Declaration of Compliance](#).

## Declaration of Compliance 2022

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

Management Board and Supervisory Board of Delivery Hero SE declare:

Delivery Hero SE (also the “Company”) has complied since the publication of the last declaration of compliance in December 2021 with the recommendations of the Government Commission German Corporate Governance Code in the version dated December 16, 2019 respectively in the current version dated April 28, 2022, published in the Federal Gazette on June 27, 2022 (the “GCGC”), with the exception of the recommendations listed below.

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

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

first-time appointment of Pieter-Jan Vandepitte as a Management Board member continues in the financial year 2022, the Company declares, to that extent, a deviation regarding this recommendation.

– Section F.2 of the GCGC recommends that the consolidated financial statements and the group management report shall be made publicly accessible within 90 days from the end of the financial year, while mandatory interim financial information shall be made publicly accessible within 45 days from the end of the reporting period. Due, among other things, to a large number of M&A activities of the Company and the resulting need for integration within the group, the Company has so far only published its financial reports within the statutory deadlines. In order to maintain a high quality of the financial reporting, the Company will continue to publish the consolidated financial statements and the group management report as well as the mandatory interim financial information within the statutory deadlines. Consequently, Delivery Hero SE hereby declares a deviation from the respective recommendations. However, Delivery Hero SE is constantly seeking to improve its reporting system to comply with these recommendations of the GCGC in the future.

– Pursuant to Section G.1 indent 1, half-sentence 2 of the GCGC, the compensation system of the Management Board shall in particular specify the amount of total remuneration that may not be exceeded (maximum remuneration). In accordance with this recommendation, the Supervisory Board of the Company has resolved amendments to the compensation system for Management Board members and submitted this compensation system to the Annual General Meeting on June 16, 2021 for approval. Pursuant to Section 87a (1) sentence 2 no. 1 of the German Stock Corporation Act (Aktiengesetz, “AktG”), the compensation system provides for a maximum compensation which limits the total amount of compensation actually received for a given financial year. The maximum compensation for the Chair of the Management Board is set at € 12 million and for the ordinary members of the Management Board at € 9 million. In accordance with the statutory

requirements, the Supervisory Board will apply the compensation system to all service agreements with members of the Management Board of Delivery Hero SE that are newly entered into, amended or extended after the expiration of two months following the initial approval of the compensation system by the Annual General Meeting. The currently valid Management Board service agreements, which were already concluded prior to the introduction of section 87a (1) sentence 2 no. 1 AktG and the Annual General Meeting on June 16, 2021, which voted on the Management Board compensation system, do not contain a provision on maximum remuneration. Since the Management Board service agreements are grandfathered and the GCGC does not require any adjustment of current contracts, Delivery Hero SE declares to that extent a deviation with regard to this recommendation of the GCGC.

Berlin, in December 2022

#### Delivery Hero SE

On behalf of the Supervisory Board



**Dr Martin Enderle**

The Management Board



**Niklas Östberg**



**Emmanuel Thomassin**



**Pieter-Jan Vandepitte**

### Compensation Report, compensation system

At [+ Compensation](#), the applicable compensation system for the members of the Management Board pursuant to Section 87a (1) and (2) Sentence 1 of the German Stock Corporation Act (AktG) which was approved by the Annual General Meeting on June 16, 2021, as well as the resolution adopted by the Annual General Meeting on June 16, 2021 pursuant to Section 113 (3) of the German Stock Corporation Act (AktG) on the compensation of the members of the Supervisory Board can be accessed. The 2021 Compensation Report and the corresponding audit report pursuant to Section 162 of the German Stock Corporation Act (AktG) are also available there. For information regarding the compensation of the members of the Management Board and Supervisory Board and the members of the committees in the financial year 2022, please refer to the detailed Compensation Report, which can also be found on the Company's website at [+ AGM](#) as soon as the Annual General Meeting 2023 is convened and additionally, following the conclusion of the Annual General Meeting 2023, at [+ Compensation](#). The Compensation Report also contains specific information on the Company's existing stock option programs and similar securities-based incentive systems.

### Corporate governance and relevant disclosures on corporate governance practices

#### Standards of good and responsible corporate governance

Good corporate governance according to the guiding principle of the "reputable businessperson" serves to sustainably increase the Company's value and promotes the trust in our enterprise's management and supervision among national and international investors, financial markets, business partners, employees and the public. Accordingly, the Company's Management Board, Supervisory Board and executives ensure that our corporate governance policies are actively practiced and continuously developed in all areas of the enterprise.

Corporate governance at Delivery Hero SE is determined in particular by the applicable laws, the recommendations of the GCGC as well as the Company's Articles of Association and the internal rules of procedures and policies.

The Management Board and the Supervisory Board attach great value to an open corporate and management culture. Positive interpersonal relations within the Company as well as the Delivery Hero Group are of paramount importance for the Company's economic success and the satisfaction of its customers, employees, partners and shareholders. A detailed description of our corporate social responsibility can be found in the Non-Financial Report for the Group, which is also available on the Company's website at [+ NFR](#).

#### Compliance, compliance management and the Code of Conduct of Delivery Hero SE

For Delivery Hero SE, compliance is set up to foster a sustainable corporate culture of integrity, responsibility and effective risk management. To ensure that its business is conducted in full compliance with the law and internal policies, the Delivery Hero Group has set up a compliance management system to systematically prevent, detect and react appropriately to conflicts of interest, corruption, financial crimes, fraud, breaches of antitrust regulations and other violations of the law.

To provide employees with guidance in their decision making, the Company has developed a Code of Conduct that defines the standards of conduct of the Delivery Hero Group and constitutes a significant component of the compliance management system. The Company expects all employees to adhere to the Code of Conduct and report violations, or potential violations, of the law, the Code of Conduct or other internal policies. The Company offers employees and third parties means of reporting – also anonymously through its whistle-blower system. The Compliance department investigates reported incidents and, if necessary, initiates appropriate measures.

The compliance management system is subject to continuous review and development by the Management Board in cooperation with the relevant departments. The Management Board bears overall responsibility for the proper functioning of the compliance management system; the Supervisory Board and the Internal Audit department monitor the system's appropriateness and effectiveness.

#### Risk management and internal control system

Within Delivery Hero SE, the Risk Management System ("RMS") is designed to support the enterprise in the early detection, management and monitoring of significant risks for the Delivery Hero Group and their impact on the business strategy.

As part of the business strategy, sustainability targets based on internal and external sustainability data are considered in the risk management process and overall RMS. The RMS manages and streamlines the group-wide risk management process, controls all risk management-related activities and ensures a comprehensive view of all significant risks of the Delivery Hero Group. Further details about key objectives, the risk strategy, the duties of central risk management, the recipients of the Risk and Opportunity Report and information on Delivery Hero SE's RMS can be found in the Risk and Opportunity Report in the Combined Group Management Report.

An objective of the group-wide internal control system ("ICS") is presented in the subsection "Internal control system for financial reporting" of the Risk and Opportunity Report in the Combined Group Management Report.

Furthermore, the ICS is designed to ensure compliance with internal policies, statutory rules and regulations, to protect company assets, and to achieve business strategies and goals by reducing financial and operational risks. Controls are designed to enable the permanent monitoring and management of the risks. The achievement of the Delivery Hero Group's sustainability targets is supported by established controls in the assessment and monitoring of sustainability data.

Both the RMS and the ICS are evaluated for appropriateness and effectiveness by the Internal Audit function. The systems are constantly being further developed. The reporting recipients of the ICS are equivalent to the RMS. The compliance management system is integrated into the RMS and ICS and follows the Delivery Hero Group's risk position.

### Internal auditing system

Independence is the cornerstone of Delivery Hero SE's Internal Audit function. Internal auditing provides independent and objective assurance via its functional reporting line to the Audit Committee of the Supervisory Board regarding the appropriateness and effectiveness of the Delivery Hero Group's other governance processes (risk management, compliance management and internal controls). This is accomplished via risk-based audits performed by the Internal Audit team throughout the Delivery Hero Group and subsequent reporting to the Management Board and the Supervisory Board.

Internal auditing serves to promote responsible corporate governance in accordance with the standards and code of ethics of the Institute of Internal Auditors (IIA) and the German Institute for Internal Auditing (DIIR). The Internal Audit team provides the Audit Committee of the Supervisory Board and the Supervisory Board with a report on its activities on a regular basis. These reports contain, inter alia, an account of the current status of the various audits conducted under the annual audit plan, significant findings of completed audits and any outstanding issues relating to the implementation of management action plans.

### Duties, composition and working methods of the Management Board and the Supervisory Board as well as of the Supervisory Board's committees

#### Dualistic management and control structure

The company form of a European public company (Societas Europaea, SE) expresses Delivery Hero SE's self-image as an internationally oriented Company with European roots. As an SE with its registered office in Germany, the Company is subject to the European and German SE regulations as well as to the German Stock Corporation Act (AktG). The Company has a dual management system that assigns the management of the enterprise to the Management Board and advice and monitoring of the Management Board to the Supervisory Board. The Management Board and the Supervisory Board cooperate on a basis of trust to the benefit of the enterprise and are in regular contact with one another.

#### Duties, lines of authority, and composition of the Management Board

As the Management Board of Delivery Hero SE, Niklas Östberg (Chair of the Management Board, Chief Executive Officer), Emmanuel Thomassin (Chief Financial Officer) and Pieter-Jan Vandepitte (Chief Operating Officer) are personally responsible for managing the Company's business divisions assigned to them. In doing so, the Management Board is obligated to act in the Company's interest and committed to its sustainable value creation. Niklas Östberg, Emmanuel Thomassin and Pieter-Jan Vandepitte lead the Company in a spirit of partnership and, in coordination with the Supervisory Board, are jointly responsible for the corporate strategy and its day-to-day implementation in accordance with applicable laws, the Articles of Association and the Rules of Procedure of the Management Board. The management of all business divisions is aligned with the targets set by the resolutions of the Management Board. Irrespective of the distribution of business responsibilities, the members of the Management Board are jointly responsible for managing the Company. They work together in a collegial manner and inform each other on an ongoing basis of significant measures and transactions in their respective business divisions.

The Rules of Procedure of the Management Board laid down by the Supervisory Board govern the cooperation and responsibilities of the Management Board members. In particular, they contain regulations on the working methods of the Management Board members and on the cooperation with the Supervisory Board. They also contain, inter alia, a catalog of matters requiring Supervisory Board approval, set out the quorum and the majorities required for the passing of Management Board resolutions and determine the matters that are subject to the decision of the entire Management Board. Management Board meetings are held on a regular basis, usually every two weeks. The Management Board, especially the chair, maintains regular contact with the chair of the Supervisory Board.

The Management Board discusses the current state of strategy implementation with the Supervisory Board at regular intervals. It informs the Supervisory Board regularly, promptly and comprehensively with regard to all questions of strategy, planning, business development, risk exposure, risk management and compliance that are of relevance to the Delivery Hero Group. In this context, the Management Board addresses deviations in the course of business development from established plans and agreed targets, indicating the reasons for them. The Supervisory Board may at any time request a report from the Management Board on matters concerning the Company, on its legal and business relations with affiliated companies, and on business operations at these companies which may have a significant influence on the situation of the Company.

When making decisions, Management Board members may not pursue any personal interests. During their term of office, they are subject to a comprehensive non-compete clause and must not exploit business opportunities of the Delivery Hero Group for their own gain. Each member of the Management Board must immediately disclose any conflicts of interest to the Supervisory Board. All transactions between Delivery Hero SE or other companies of the Delivery Hero Group on the one hand, and Management Board members as well as related parties and companies with which they have a personal relationship on the other,

must comply with standard industry practices and may be subject to prior approval by the Supervisory Board. Management Board members may pursue secondary employment, especially more than two supervisory board or comparable mandates at listed companies outside the Delivery Hero Group, with the approval of the Supervisory Board only.

The Supervisory Board is aware of the particular importance of diversity in the Company's management. It firmly believes that management and supervisory bodies with a diverse composition open up diversified perspectives that in turn enable decision-making processes that contribute to a sustainable increase in performance. As regards the composition of the Management Board, the Supervisory Board – even though professional and technical qualifications are always the decisive criterion – attempts to take the international character and various core sectors of the Company's business model into consideration as appropriately as possible while at the same time honoring the principle of diversity, particularly with regard to professional experience and the know-how of the candidates. Even though performance and qualifications are the paramount factors when selecting Management Board members, such members shall not be older than 65 years at the time of their appointment.

Niklas Östberg and Emmanuel Thomassin were first appointed as members of the Management Board in the financial year 2018 following the change of legal form to an SE. Pieter-Jan Vandepitte was first appointed as member of the Management Board in the financial year 2021. As a rule, the first-time appointment of Management Board members should not exceed a maximum period of three years. However, the Supervisory Board first appointed Pieter-Jan Vandepitte as a member of the Company's Management Board in the financial year 2021 for a term of five years. The members of the Supervisory Board hereby expressed their confidence in Pieter-Jan Vandepitte, who, as Chief Operating Officer of the Company since August 2015, had already proven himself as a leader and demonstrated that he is very

familiar with the Delivery Hero Group, its structures, values and objectives, and the cooperation with the members of the Management Board. A premature re-appointment prior to one year before the end of an appointment period with simultaneous termination of the current appointment shall happen only if special circumstances apply.

Due to the term of appointment until April 30, 2026, the age structure and the long-standing commitment of the Management Board members currently in office, the Supervisory Board has not yet developed guidelines for the succession of Management Board members. The Supervisory Board continuously monitors the need for long-term succession planning and is committed to developing guidelines for the succession planning for the members of the Management Board in line with the specific needs of the Company.

#### **Duties, lines of authority and composition of the Supervisory Board**

The Supervisory Board is responsible for regularly advising and monitoring the Management Board in its management of the enterprise. The Supervisory Board performs its functions in accordance with statutory provisions, the Articles of Association of the Company and its own rules of procedure. It is involved in decisions of fundamental importance for the enterprise and – for the benefit of the enterprise – works closely and in a spirit of trust with the other governing bodies of the Company, especially the Management Board.

The Articles of Association of Delivery Hero SE stipulate that the Supervisory Board consists of six members. The Supervisory Board comprises six members, three of whom are employee representatives.

The members of the Supervisory Board in the 2022 financial year were <sup>1</sup>:

- Dr Martin Enderle (member and chair since May 29, 2017)
- Patrick Kolek (member since June 3, 2017, Deputy Chair since July 13, 2018)

<sup>1</sup> The disclosures on the membership in the Supervisory Board and the Supervisory Board committees and the chairpersonship of the Supervisory Board also refer to the period prior to the legal form change from Delivery Hero AG to Delivery Hero SE coming into force on July 13, 2018.

- Jeanette L. Gorgas (member since June 18, 2020)
- Gabriella Ardbo (member since June 18, 2020)
- Nils Engvall (member since June 18, 2020)
- Dimitrios Tsaousis (member since November 2, 2021)

The Supervisory Board has adopted rules of procedure for itself that govern in particular the working methods and the division of responsibilities of the Supervisory Board and its committees. The chair of the Supervisory Board coordinates the work of the Supervisory Board and represents the interests of the Supervisory Board externally. In accordance with the suggestion in Section A.6 GCGC, he is – to an appropriate extent – prepared to hold discussions with investors on issues specific to the Supervisory Board. The Supervisory Board holds at least two meetings per calendar half-year, with further meetings convened as and when necessary. Meetings held, and resolutions passed, in writing, by telephone or by means of electronic media are permissible. In general, the Supervisory Board passes its resolutions by a simple majority of the members participating in the vote; in the event of a tie, the chair shall have the casting vote. The Supervisory Board discusses the business development, strategic planning and significant investments on a regular basis. The Supervisory Board also regularly assesses how effective the Supervisory Board as a whole and its committees fulfill their tasks. The evaluation is based on a survey using electronic questionnaires that reflect current requirements of the applicable German law and the GCGC and contain questions addressing all aspects of the Supervisory Board's work. The Supervisory Board then discusses the results in a meeting and decides upon any necessary improvements. The self-evaluation was last conducted in cooperation with an external consultant in October 2022.

The Supervisory Board members undertake the training and development measures required for their duties on their own responsibility and are supported in this by the Company. The Company offers regular training by external lawyers and Company employees on topics such as capital market law and corporate governance. Furthermore, the Company has developed a comprehensive onboarding program for new Supervisory Board members, which can also be attended by

existing Supervisory Board members. In addition to presentations on the Delivery Hero Group's business model and structure of the enterprise, the onboarding program includes presentations by employees in particular from the Finance, Investor Relations, Strategy, Governance, Risk and Compliance, and Internal Audit departments. In this context, the members of the Supervisory Board have the opportunity to bilaterally discuss current issues relating to the business divisions of the Management Board with the respective members of the Management Board and other executives. With regard to the specific activities of the Supervisory Board in the financial year 2022, please refer to the Report of the Supervisory Board.

In accordance with the recommendations of the GCGC, the Supervisory Board has set up four committees: an Audit Committee, a Remuneration Committee, a Nomination Committee and a Strategy Committee. Each committee comprises three members. The chair of each committee reports regularly and comprehensively to the full Supervisory Board on the work of the committee.

The Supervisory Board of the Company has set objectives regarding its composition and has determined a profile of skills and competencies for the body as a whole, which in particular seeks to ensure the following:

The Supervisory Board members should collectively possess the knowledge, skills and professional experience necessary for the proper discharge of their duties – supervising and advising the Management Board. Furthermore, the legal gender quota is to be considered. The individual members of the Supervisory Board should possess the knowledge, skills and professional qualifications and experience they need to properly and diligently fulfil the duties and responsibilities assigned to them. At least one member of the Supervisory Board and the Audit Committee must have expertise in the field of accounting. At least one additional member of the Supervisory Board and the Audit Committee must have expertise in the field of financial auditing. Each Supervisory Board member is required to have general knowledge of the field in which the Delivery Hero Group operates, either through practical experience, intensive

training, corporate investment management or through longtime advisory activities. The chairs of the Supervisory Board's committees should each have specific knowledge within the respective committee and experience in drawing up agendas as well as sound knowledge in preparing and chairing meetings. In addition, all members of the Supervisory Board must have sufficient time available to discharge their duties to supervise and advise the Management Board. No more than two former members of the Management Board shall be members of the Supervisory Board.

Each member of the Supervisory Board is obliged to observe the enterprise's best interest. They may neither pursue personal interests in their decisions nor exploit business opportunities of the Delivery Hero Group for their own benefit. No candidates shall be proposed for election as members of the Supervisory Board to the Annual General Meeting who, at the same time, are members of the governing bodies of, or exercise advisory functions at, significant competitors of the Delivery Hero Group, or hold any personal relationships with a significant competitor or who (potentially) are permanently or frequently subject to a conflict of interest. Supervisory Board members must disclose possible conflicts of interest to the Chair of the Supervisory Board immediately. The Chair of the Supervisory Board must disclose an own conflict of interest to the Deputy Chair of the Supervisory Board. Conflicts of interest that have occurred are handled appropriately; the Supervisory Board provides information about them and how they were addressed in its report to the Annual General Meeting. Material and not merely temporary conflicts of interest involving a Supervisory Board member shall result in the termination of the Supervisory Board member's mandate.

The Supervisory Board shall reflect a well-balanced level of diversity, particularly in respect of the internationality of its members, their experience and different career paths and professional backgrounds. The Supervisory Board has set a target for the quota of women and men on the Supervisory Board (for further details in this regard, please refer to the section about the targets on the appointment of women in management roles).

Bearing in mind the Delivery Hero Group's international operations, at least three members of the Supervisory Board shall have international business experience in the Delivery Hero Group's core markets, namely in Europe, South America, the Middle East and North Africa (MENA) and the Asia-Pacific region. The appropriate business experience may be acquired in particular through management tasks in a globally operating company or by working as an advisor.

The Supervisory Board shall include what it considers to be an appropriate number of independent members. If shareholder representatives and employee representatives are considered separately, more than half of the Supervisory Board members in each of these groups shall be independent of the Company and the Management Board as defined in Section C.7 sentence 2 and sentence 3 GCGC. If the Company has a controlling shareholder and the Supervisory Board comprises six members or less, at least one shareholder representative shall be independent of the controlling shareholder. At present, there is an age limit of 70 years and a term limit of twelve years for Supervisory Board members, from which, however, deviations can be made in justified individual cases, since the most important factor for the appointment as member of the Supervisory Board is the candidate's professional and technical qualifications.

The chair of the Supervisory Board, the chair of the Audit Committee and the chair of the Remuneration Committee shall be independent from the Company and the Management Board. The chair of the Audit Committee shall also be independent from controlling shareholders.

The Supervisory Board is convinced that the composition described ensures independent and efficient advice and supervision of the Management Board. The implementation status of the profile of required skills and expertise is disclosed below in the form of a qualification matrix.

**SUPERVISORY BOARD OF DELIVERY HERO SE: QUALIFICATION MATRIX 2022**

Composition of the Supervisory Board of Delivery Hero SE	Dr Martin Enderle Chair	Patrick Kolek Deputy Chair	Jeanette L. Gorgas Member	Gabriella Ardbo Member	Nils Engvall Member	Dimitrios Tsaousis Member
<b>1) Personnel Requirements and Diversity</b>						
- Nationality	German	US-American	US-American	Swedish	Swedish	Greek
- Age	57	52	54	30	37	50
- Gender	Male	Male	Female	Female	Male	Male
- First appointment	2017	2017	2020	2020	2020	2021
- Term of office	2024	2024	2024	2024	2024	2024
- Committee memberships	4	4	3	1	-	-
- Independence <sup>1</sup>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<b>2) Skills and Competencies</b>						
- Experience in managing or supervising a medium or large sized international company	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- Experience in strategic planning as well as the evaluation, development and implementation of a business strategy	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
- Experience in crisis management	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
- Expertise regarding sustainability issues relevant to the enterprise						
- Climate and environment						
- greenhouse gases	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- sustainable packaging solutions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- sustainable business partners	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- food waste	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- Workforce, safety and human rights						
- working conditions	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
- diversity and inclusion	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- employee development	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- health and safety	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

<sup>1</sup> Pursuant to the German Corporate Governance Code.

**SUPERVISORY BOARD OF DELIVERY HERO SE: QUALIFICATION MATRIX 2022**

Composition of the Supervisory Board of Delivery Hero SE	Dr Martin Enderle Chair	Patrick Kolek Deputy Chair	Jeanette L. Gorgas Member	Gabriella Ardbo Member	Nils Engvall Member	Dimitrios Tsaousis Member
<b>2) Skills and Competencies</b>						
- Responsible governance and ethics						
- customer privacy and data protection	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- fair business conduct and compliance	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- food safety and quality	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- Knowledge of the food delivery business	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
- Knowledge of relevant markets in which the Delivery Hero group competes	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- Knowledge in the fields of marketing, sales, technology and digitalization	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
- General knowledge in the field of accounting	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
- General knowledge in the fields of controlling and risk management	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
- General knowledge of legal and corporate governance standards	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
- Expertise in the field of accounting	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- Expertise in the field of auditing	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- General knowledge in the field in which Delivery Hero operates	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<b>3) Long-standing international business experience in the main markets of Delivery Hero</b>						
- Europe	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
- Latin America	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- Asia-Pacific Region	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- Middle East (MENA)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



The Supervisory Board reviews the continuation of target achievement regarding the composition of the Supervisory Board and the fulfillment of the profile of skills and competencies at regular intervals.

Proposals submitted by the Supervisory Board to the Annual General Meeting for the election of Supervisory Board members take these objectives into account while, at the same time, aiming for continuous fulfillment of the profile of skills and competencies for the body as a whole. Each candidate proposal to the Annual General Meeting is accompanied by a curriculum vitae, providing information on the relevant knowledge, skills and professional experience as well as an overview of the material activities performed in addition to the Supervisory Board mandate. The curriculum vitae of all Supervisory Board members are updated continuously, but at least once a year, and published on the Company's website at [+ Team](#).

For further information, please refer to the objectives of the Supervisory Board of Delivery Hero SE with respect to its composition, which can be found on the Company's website at [+ Objectives](#).

### Composition and working methods of the Audit Committee

The Audit Committee is, inter alia, responsible for preparing resolutions of the Supervisory Board relating to the audit and the approval of the Annual Financial Statement and the approval of the Consolidated Financial Statements, as well as for the Management Board's draft proposal for the appropriation of net retained profits and the Supervisory Board's proposal to the Annual General Meeting for the election of an auditor. In addition, the Audit Committee deals in particular with the monitoring of accounting, the accounting process, the appropriateness and effectiveness of the internal control system, the risk management system and the internal audit system, as well as with the audit of the financial statements – particularly the selection and

independence of the auditor, the quality of the audit and the additional services performed by the auditor – and compliance. The Audit Committee also reviews the audit reports and the auditor's findings and makes recommendations to the Supervisory Board in this regard. On behalf of the Supervisory Board, the Audit Committee shall also be responsible (i) for the approval of material transactions between the Company on the one hand and a member of the Management Board or a related party within the meaning of Section 138 of the German Insolvency Code (Insolvenzordnung) or a relative within the meaning of Section 15 of the German General Tax Code (Abgabenordnung) of a member of the Management Board on the other, and (ii) for the approval of transactions with related parties pursuant to Section 111b (1) of the German Stock Corporation Act (AktG).

The members of the Audit Committee in the 2022 financial year were:

- Patrick Kolek (member and Chair since August 1, 2018)
- Dr Martin Enderle (member until July 13, 2018 and since August 1, 2018, Deputy Chair since June 16, 2021)
- Jeanette L. Gorgas (member since October 19, 2021)

As Chair of the Audit Committee and certified public accountant, Patrick Kolek possesses the expertise required according to Sections 100 (5) and 107 (4) of the German Stock Corporation Act (AktG) in the fields of accounting and financial auditing along with special knowledge and experience in the application of accounting standards and internal control procedures. In addition, according to his own assessment and that of the Supervisory Board, Patrick Kolek is independent. Furthermore, he is not a former member of the Company's Management Board. As Deputy Chair, Dr Martin Enderle has the necessary expertise in the field of accounting. This is due, in particular, to his many years of practical experience as managing director and CEO of numerous companies. In addition, he gained various experience in financial auditing

during his mandate as a member of the supervisory board of Rocket Internet SE and his long-standing mandate on the Supervisory Board and Audit Committee of Delivery Hero SE. The members of the Audit Committee as a whole are familiar with the sector in which the Company operates.

### Composition and working methods of the Remuneration Committee

The compensation system for the Management Board as well as the amount and appropriateness of the compensation of the individual Management Board members and the compensation system for the Supervisory Board are reviewed and – if necessary – revised by the Remuneration Committee. In this regard, the Remuneration Committee supports the activities of the full Supervisory Board.

The members of the Remuneration Committee in the 2022 financial year were:

- Dr Martin Enderle (member until July 13, 2018, member and Chair since August 1, 2018)
- Patrick Kolek (member since August 1, 2018, Deputy Chair since June 16, 2021)
- Gabriella Ardbo (member since June 18, 2020)

### Composition and working methods of the Nomination Committee

The Nomination Committee is composed exclusively of shareholder representatives and nominates suitable candidates to the Supervisory Board for its proposals to the Annual General Meeting for the election of Supervisory Board members. In addition to the statutory requirements and the recommendations of the GCGC, it also takes into account the desired profile of skills and competencies for the entire body with regard to the knowledge, skills and professional experience of the candidates, the specific objectives of the Supervisory Board for its composition and the diversity of the body. On this basis, the Nomination Committee determines an appropriate number of available candidates, with whom it conducts interviews. In this context, it considers whether the candidates meet the competence profile and the objectives of the Supervisory Board – in particular, whether they are independent and free of conflicts of interest and whether they have sufficient time to diligently fulfill the duties of a Supervisory Board member. The Nomination Committee then nominates the suitable candidates to the Supervisory Board for approval together with an explanation of the selection process and the suitability of the candidates. Further, the Nomination Committee concerns itself with the succession planning of as well as suitable candidates for the Management Board and prepares a proposal to the Supervisory Board following the detailed assessment of the suitability of a potential candidate.

The members of the Nomination Committee in the 2022 financial year were:

- Dr Martin Enderle (member until July 13, 2018, member and Chair since August 1, 2018)
- Patrick Kolek (member since August 1, 2018)
- Jeanette L. Gorgas (member since June 18, 2020, Deputy Chair since June 16, 2021)

### Composition and working methods of the Strategy Committee

The Strategy Committee is composed exclusively of shareholder representatives and deals with matters of material strategic importance to the Delivery Hero Group. These include, but are not limited to, certain capital expenditures, the entry into new business areas, the acquisition and sale of a company or shares in a company, cooperation agreements of strategic importance and other strategic issues.

The members of the Strategy Committee in the 2022 financial year were:

- Jeanette L. Gorgas (member and Chair since June 18, 2020)
- Dr Martin Enderle (member since August 1, 2018, Deputy Chair since June 16, 2021)
- Patrick Kolek (member since August 1, 2018)

### Targets on the appointment of women in management roles pursuant to Section 76 (4) and Section 111 (5) of the German Stock Corporation Act (AktG)

According to Section 76 (4) sentence 1 of the German Stock Corporation Act (AktG), the Management Board must set targets for the quota of women in the two management levels below the Management Board. According to Section 111 (5) sentence 1 of the German Stock Corporation Act (AktG), the Supervisory Board must likewise set targets for the quota of women on the Supervisory Board and on the Management Board.

The Company attaches great importance to diversity throughout the Delivery Hero Group and believes that the participation of different groups at managerial levels is prudent for driving business growth and leading our market in innovation. That being so, the Management Board is pursuing projects in partnership with the Diversity and Inclusion team to improve the quota of women and other diversity characteristics within managerial positions.

The Management Board had set targets for the period from June 27, 2017 to June 26, 2022 of 0% women in the first management level below the Management Board and 18.0% in the second management level. These targets have been achieved: As of June 26, 2022, the quota of women in the first management level below the Management Board was 33.3% and in the second management level 22.2%. The Management Board set new targets for the period from June 27, 2022 to June 26, 2027 of 33.3% women in the first management level below the Management Board and 22.2% in the second management level.

The Supervisory Board has set a five-year target of 0% by July 30, 2023, for the quota of women on the Management Board. The Supervisory Board is of the opinion that, for an appointment as member of the Management Board of the Company, the best possible professional and technical qualifications, and not gender, are of primary importance. In this regard, it is taken into account that the Company has been led by the same Management Board members since its conversion from a GmbH (German limited liability company) to an AG (German stock corporation) and then to an SE, as well as during its IPO – complemented by the appointment of Pieter-Jan Vandepitte in the financial year 2021. As he has been the Company's Chief Operating Officer since 2015, the Supervisory Board and the Management Board have gained a comprehensive picture of his working methods, experience and knowledge over the past few years. This composition of the Management Board has thus far proven successful. In view of the current exclusively male composition of the Management Board, the target of 0% has been achieved. However, as a matter of course, this does not exclude an increase in the quota of women at this level.

In accordance with the law, the Supervisory Board of the Company must consist of a minimum of 30.0% women and a minimum of 30.0% men. The Company is required by law to comply with minimum percentages for both the number of women and men when appointing members to the

Supervisory Board. Reasons must be given for any failure to meet these standards. In the financial year 2022, the proportion of women and men on the Supervisory Board amounted continuously to at least 33.3% respectively. The minimum percentages of 30.0% on the Supervisory Board were thus met throughout the entire financial year 2022 based on joint compliance, i.e. taking into account both the shareholder and the employee representatives.

### Diversity plan

The Management Board of Delivery Hero SE believes that diversity is key to creating an amazing customer and employee experience as well as a better future for the communities we operate in. Therefore diversity and inclusion are firmly embedded in the corporate culture of the Company and the Delivery Hero Group. All dimensions of diversity exist on an equal footing at Delivery Hero SE, be they, for example, age, gender, educational background and profession, origin and religion, or sexual orientation and identity. The employees of Delivery Hero SE come from more than 100 different countries and six continents. The Management Board and the Supervisory Board of the Company also regard it as their duty to further promote – beyond setting targets for the women’s quota on the Management Board and Supervisory Board and in management positions – the consideration of the various dimensions of diversity in the Company and to create a space which allows for the unfolding of potential.

Many initiatives were carried out throughout the past financial year. Most notable among these is the continuation of the Diversity and Inclusion Advisory Board (“DAB”). Established in 2021, the DAB is a body of expertise that advises the Management Board in order to drive and promote the Company’s development and efforts regarding diversity and inclusion. In doing so, the DAB focuses on bringing forward perspectives and representing the interests of underrepresented groups related to visible identities like gender, ethnicity, and disability, as well as invisible identities like sexual orientation, religion, and neurodiversity. Further details on specific actions can be found in the Non-Financial


Report for the Group. In addition, since 2021, Delivery Hero SE has been implementing the Women in Leadership program, focused on enhancing equity and increasing female representation to create outstanding leaders that strengthen our business. As of December 31, 2022, 56.0% of Delivery Hero SE’s female leaders with the position of director or higher have participated or are in the process of participating in the program.

To date, the Company has not pursued a diversity concept of its own in respect of the composition of the Management Board and the Supervisory Board. Nevertheless, the manifestation and further development of an open and integrative corporate culture has a high priority in the daily work of the Management Board and the Supervisory Board.

### Corporate governance practice and transparency Shareholders and the general meeting

The shareholders exercise their co-management and control rights in the Annual General Meeting, where they also exercise their voting rights. The Annual General Meeting is chaired, in accordance with the Articles of Association, by the chair of the Supervisory Board or by another Supervisory Board member designated by him. As chair of the meeting, the chair of the Supervisory Board is guided by the suggestion in Section A.7 GCGC that an annual general meeting should be completed within four to six hours at the latest. Each share grants one vote. On the basis of its statutory duties, the Annual General Meeting decides, inter alia, on the appropriation of net retained profits, the discharge of the Management Board and the Supervisory Board, the appointment of the auditor, the election of Supervisory Board members as well as on capital or structural measures.

In the financial year 2022, the Management Board and the Supervisory Board of the Company again decided to hold the Annual General Meeting as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies pursuant to the law concerning measures in corporate, cooperative, association, foundation and residential property law to combat the effects of the COVID-19 pandemic of March 27, 2020 (BGBl. I no. 14 2020, p. 570), last amended by Article 15 of the law concerning the establishment of a special fund for structural aid 2021 (“Aufbauhilfe 2021”) and for the temporary suspension of the obligation to file for insolvency due to heavy rainfall and flooding in July 2021 and including amendments to other laws of September 10, 2021 (BGBl. I no. 63 2021, p. 4147).

The Company supports the shareholders as far as possible in the exercise of their rights in the Annual General Meeting. All documents and information relating to the Annual General Meeting are available to all interested parties in German and English on the Company’s website at  **AGM** as soon as the Annual General Meeting has been convened. Following the Annual General Meeting, the voting results are also made available on the Company’s website in German and English.

Shareholders have the option of exercising their voting rights in the Annual General Meeting themselves or having it exercised by an authorized proxy of their choice. In addition, the Management Board ensures the appointment of an authorized proxy for the exercise of the shareholder’s voting rights in accordance with the shareholder’s instructions (voting proxy appointed by the Company); this authorized proxy is also available during the Annual General Meeting.

**D&O insurance**

The Company has taken out a directors' and officers' liability insurance (called D&O insurance) for the members of the Management Board and the Supervisory Board that covers the liability arising from their activities on the Management Board and the Supervisory Board. For the Management Board, retention of 10% of the loss, up to the amount of one-and-a-half times the fixed annual remuneration, is stipulated in the insurance policy. This retention is in accordance with the German Stock Corporation Act (AktG).

**Transparent corporate governance and communication**

Transparency is one of the essential components of good corporate governance. The shares of the Company are listed in the Prime Standard segment of the Frankfurt Stock Exchange. As a company listed in the German Stock Index MDAX, Delivery Hero SE is thus subject to high legal and stock exchange transparency requirements. Delivery Hero SE reports on the situation and development of the Company and the Delivery Hero Group in both German and English in order to inform institutional investors, private shareholders, financial analysts, business partners, employees and the interested general public simultaneously and equally. All material information, such as ad hoc announcements and voting rights notifications, reportable changes in the composition of the shareholder structure, all financial reports and the financial calendar, are published on the Company's website in German and English. In addition, the Company also publishes on its website at [+ Managers' Transactions](#) the transactions in shares of the Company carried out by members of the Management Board and the Supervisory Board of Delivery Hero SE, and by persons closely associated with them, in accordance with Article 19 of Regulation (EU) No. 596/2014 (Market Abuse Regulation). As part of its comprehensive investor relations work, the Company maintains a close and constant contact with current and potential shareholders.

**Accounting and auditing**

The unaudited Half-Year Financial Report as of June 30, 2022 and the Consolidated Financial Statements as of December 31, 2022 were drawn up according to the International Financial Reporting Standards (IFRS) as applicable in the EU. The Consolidated Financial Statements contain in addition the disclosures that are required according to Section 315a (1) of the German Commercial Code (HGB). The Annual Financial Statement of the Company for the financial year 2022 was drawn up according to the provisions of the German Commercial Code (HGB) and the provisions of the German Stock Corporation Act (AktG).

KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin was chosen for the financial year 2022 as the auditor of the annual financial statement and consolidated financial statements (the "Auditor"). The undersigning auditors for the 2022 annual and consolidated financial statements of the Company are Marcus Rohrbach and Milan Lucas.

The Half-Year Financial Report 2022 was initially discussed by the Audit Committee with the Company's Chief Financial Officer Emmanuel Thomassin. Further, prior to the publication, it was discussed by the Management Board together with the Supervisory Board as were the Quarterly Statements for the first and third quarter for the financial year 2022.

The Auditor promptly reports to the chair of the Audit Committee about any possible grounds for exclusion or reasons for bias that arise during the audit if they are not promptly eliminated. The Auditor shall also report promptly on all findings and issues of material importance for the tasks of the Supervisory Board which come to the Auditor's knowledge during the performance of the audit. It is likewise agreed that the Auditor will inform the Supervisory Board and note in the audit report, if, during the performance of the audit, he identifies any facts that indicate an inaccuracy in the declaration of compliance issued by the Management Board and the Supervisory Board pursuant to Section 161

of the German Stock Corporation Act (AktG). The chair of the Audit Committee is also in direct contact with the Auditor outside of the Audit Committee meetings to ensure a regularly and timely exchange on important issues. Prior to the election proposal of the Auditor to the Annual General Meeting, the Company obtains a comprehensive declaration of independence from the Auditor in order to ensure that there are no business, financial, personal or other relations that could cast doubt on the independence of the Auditor.

Berlin, April 26, 2023

**Delivery Hero SE**

On behalf of the Supervisory Board



**Dr Martin Enderle**

Chair of the Supervisory Board

The Management Board



**Niklas Östberg**



**Emmanuel Thomassin**



**Pieter-Jan Vandepitte**