

CORPORATE GOVERNANCE

CORPORATE GOVERNANCE STATEMENT, GROUP CORPORATE GOVERNANCE STATEMENT (SECTIONS 289f, 315d 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 company, Delivery Hero SE and the Delivery Hero Group (together also referred to as “the Enterprise”) attaches 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 in its version dated December 16, 2019 (“GCGC”). 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 289 f, 315 d of the German Commercial Code (Handelsgesetzbuch, “HGB”), which is available on the Company’s website at <https://ir.deliveryhero.com/corporate-governance-statement>. In accordance with Principle 22 of the GCGC, this declaration is the central instrument of corporate governance reporting pursuant to Sections 289 f, 315 d 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 <https://ir.deliveryhero.com/declaration-of-compliance>.

Declaration of Compliance 2021

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 2020 with the recommendations of the Government Commission German Corporate Governance Code in the current version dated December 16, 2019, published in the Federal Gazette on March 20, 2020 (the “Code”), and will continue to comply with them in the future with the exception of the recommendations listed below.
- Section B.2 of the Code 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 will continuously monitor the need for succession planning with regard to the specific needs of the Company and, if necessary, provide for long-term succession planning.

- Pursuant to Section B.3 of the Code 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 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 believes that a first-time appointment for a period of more than three years is in the interests of the Company. To that extent, the Company declares a deviation regarding this recommendation.
- Section F.2 of the Code 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 Code in the future.

- Pursuant to Section G.1 indent 1, half-sentence 2 of the Code, 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 € 12,000,000.00 and for the ordinary members of the Management Board at € 9,000,000.00. 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 Code does not require any adjustment of current contracts, Delivery Hero SE declares to that extent a deviation with regard to this recommendation.

Berlin, in December 2021

Delivery Hero SE

On behalf of the Supervisory Board



Dr Martin Enderle

The Management Board



Niklas Östberg



Emmanuel Thomassin



Pieter-Jan Vandepitte

Corporate governance and relevant disclosures on corporate governance practices

Corporate governance – standards of good and responsible corporate governance

Good corporate governance according to the guiding principle of the “reputable businessman” 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 guidelines.

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 Enterprise 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 on **page 46** which is available on the Company’s website at <https://ir.deliveryhero.com/NFR>.

Internal control system

To ensure the reliability of its bookkeeping and accounting as well as the effectiveness and efficiency of operations and compliance with applicable laws and regulations, Delivery Hero SE has set up a Group-wide internal control system to mitigate financial and operational risks. The internal control system’s (“ICS”) effectiveness is evaluated by the Internal Audit department, the Audit Committee and the Supervisory Board. The ICS is constantly adapted to the requirements of the rapidly growing Delivery Hero Group. The ICS team reports to the Risk and Compliance Committee.

The ICS includes the necessary organizational, technical measures and controls within the Enterprise and ensures compliance with internal guidelines, protection of company assets and achievement of corporate goals. Furthermore, the ICS also allows the Company to counteract the risks arising from business activities, monitor these risks on a permanent basis and manage them appropriately.

Risk management system

The key objectives of Delivery Hero SE’s risk management system are to manage and streamline the Group-wide risk management process, to control all risk management-related activities and to ensure a comprehensive view of all significant risks of the Group.

Within Delivery Hero SE, the Risk Management team, as part of the Governance, Risk and Compliance (“GRC”) department is responsible for the early detection, management and monitoring of risks. By means of its continual development of the risk management system, the GRC department ensures that risks are identified and managed throughout the Enterprise according to a specific method.

The risk management system is closely coordinated with the determination of the Group strategy and its business objectives, including the protection of the Group’s assets and value chain. The GRC department reports significant risks directly to the Management Board, the Risk and Compliance Committee, the Audit Committee and the Supervisory Board. Further information on our Group-wide risk management system is provided in our current Risk and Opportunity Report on **page 84**.

Internal auditing system

Independence is the cornerstone of Delivery Hero SE’s internal audit function. Internal auditing provides independent and objective assurance to the Management Board, Audit Committee and Supervisory Board regarding the adequacy and effectiveness of the Enterprise’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.

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

For Delivery Hero SE, compliance signifies the fostering of a sustainable corporate culture of integrity and responsibility, as well as the responsible management of risks. The Company has developed a compliance management system that aims to prevent corruption, conflicts of interest and other violations of law being committed within the Delivery Hero Group, by its employees, directors, executives or suppliers. The compliance management system comprises a system of measures intended to ensure that business is conducted at all times in full compliance with the law and with internal rules and principles. The compliance philosophy of Delivery Hero SE focuses on preventing, detecting and reacting appropriately to every type of misconduct.

The Company has developed in addition a Code of Conduct to provide employees with guidance in their decision-making. It is a compilation of the principles, values and rules of conduct of the Company. Every employee of the Delivery Hero Group is responsible for reporting violations, or potential violations, of law, the Code of Conduct or internal guidelines. The Company offers employees of the Enterprise and third parties various means of reporting compliance violations through its whistle-blower system – if wished also in an anonymous way. The Compliance department investigates the reported cases and, if necessary, initiates appropriate measures to eliminate the reported compliance violations.

The existing compliance management system is subject to continuous review and is under continuous 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 effectiveness.

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). Management and control of the Company are implemented by a dualistic management system. The Management Board and the Supervisory Board cooperate on a trust basis to the benefit of the Enterprise and are in regular contact with one another. The Management Board is the management body; it is responsible for the Company's direction and

business management. The Supervisory Board is the Company's controlling and monitoring body, advising and overseeing the Management Board in its management of the Company's business.

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 (Management Board member responsible for the Company's operations, Chief Operating Officer) are personally responsible for managing the Company's business divisions assigned to them. In doing so, the Management Board is bound to act in the Company's interest and committed to sustainably increase the Company's value. 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 which 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 Enterprise. In this context, the Management Board addresses deviations in the course of business development from established plans and agreed targets, indicating the reasons thereof. 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 taking 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 Enterprise 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 Group companies 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 only pursue secondary employment, especially supervisory board mandates outside the Delivery Hero Group, with the approval of the Supervisory Board.

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.

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.

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, 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. A premature re-appointment prior to one year before the end of an appointment period with simultaneous termination of the current appointment shall only happen 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. However, the Supervisory Board will continuously monitor the need for succession planning with regard to the specific needs of the Company and, if necessary, provide for long-term succession planning.

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 2021 financial year were:¹

- Dr Martin Enderle (Chair and member since May 29, 2017)
- Patrick Kolek (member since June 3, 2017, Deputy Chair since 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)
- Gerald Taylor (member from June 18, 2020 until August 31, 2021)

The Supervisory Board has adopted rules of procedure for itself, which 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.3 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. Although it is not the rule to hold meetings in writing, by telephone or by electronic means, the Supervisory Board meetings and committee meetings this year had to be held by telephone and video conference due to the measures taken to contain the spread of the COVID-19 pandemic, that continued to exist in financial year 2021, and the associated travel restrictions. Some of the meetings were held in hybrid form, so that Supervisory Board and committee members who were able to travel could attend the meetings in

¹ The disclosures on the membership in the Supervisory Board and the Supervisory Board committees 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.

person. 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 each, the Supervisory Board as a whole and its committees, fulfill their tasks. This self-assessment was last carried out in the financial year 2019 in cooperation with an external consultant. For this purpose, an online self-assessment of the Supervisory Board was conducted in the period from May to June 2019.

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 trainings by external lawyers and Company employees on the topics 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 Enterprise's business model and structure, 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 2021, please refer to the Report of the Supervisory Board on **page 9**.

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 Enterprise 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 Enterprise, 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 Supervisory Board immediately. 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 on **page 22**).

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 Enterprise'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. More than half of the shareholder representatives on the Supervisory Board 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, 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 qualification.

The members of the Supervisory Board shall comply with the limitation of the number of permissible mandates according to Section C.4 and C.5 GCGC. Accordingly, a Supervisory Board member who is a member of the management board of a listed company shall not hold more than a total of two supervisory board mandates in listed companies outside the Group or in comparable supervisory bodies and shall not chair the supervisory board of a listed company outside the Group. A Supervisory Board member who is not a member of the management board of a listed company shall not accept more than a total of five supervisory board mandates at non-Group listed companies or comparable functions, with an appointment as chair of the supervisory board being counted twice.

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. With regard to the

current state of implementation of the profile of skills and competencies and the objectives for the composition of the Supervisory Board, the following should be noted: the concrete objectives specified by the Supervisory Board for its composition and the targeted profile of skills and competencies were achieved in full in the financial year 2021. The independent Supervisory Board members within the meaning of Section C.6 GCGC are Dr Martin Enderle, Patrick Kolek and Jeanette L. Gorgas as well as Gabriella Ardbo, Dimitrios Tsaousis, Gerald Taylor and Nils Engvall. 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 <https://ir.deliveryhero.com/team>.

For further information, please refer to the objectives of the Supervisory Board, which can be found on the Company's website at <https://ir.deliveryhero.com/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 effectiveness of the internal control system, the risk management system, the internal audit system, 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 hand, and (ii) for the approval of transactions with related parties pursuant to Section 111b (1) AktG.

The members of the Audit Committee in the 2021 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)
- Gerald Taylor (member from June 18, 2020 to August 31, 2021)

Patrick Kolek – as Chair of the Audit Committee and certified public accountant – possesses the expertise required according to Sections 100 (5) and 107 (4) 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. Further, he is not a former member of the Company's Management Board. As Deputy Chair, Dr Martin Enderle also 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 experiences 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 2021 financial year were:

- Dr Martin Enderle (member until July 13, 2018, 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.

The members of the Nomination Committee in the 2021 financial year were:

- Dr Martin Enderle (member until July 13, 2018, 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 2021 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)

Remuneration of the members of the Management Board and the Supervisory Board as well as of the members of the committees

For information regarding the remuneration of the members of the Management Board and Supervisory Board and the members of the committees, please refer to the detailed Compensation Report on **page 30**, which can be found on the Company's website at [↗ https://ir.deliveryhero.com/agm](https://ir.deliveryhero.com/agm) as soon as the Annual General Meeting 2022 is convened and additionally, following the conclusion of the Annual General Meeting 2022, at [↗ https://ir.deliveryhero.com/compensation](https://ir.deliveryhero.com/compensation). The Compensation Report also contains specific information on the Company's existing stock option programs and similar securities-based incentive systems.

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

According to Section 76 (4) sentence 1 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 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 Enterprise 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.

For the first level below the Management Board, the Management Board set a target of 0% for the quota of women by June 26, 2022. This notwithstanding, the quota of women in the financial year 2021 increased to 40% from 25% in the financial year 2020 due to operational changes at this level. Pieter-Jan Vandepitte was appointed as member of the Management Board, which resulted in a decrease of the number of employees reflected in the first level below the Management Board. The increase is also due to the transitional period of Jeri Doris, Chief People Officer of the Company until December 31, 2021 and her successor, Ana Mitrsevici, who joined the Company as Senior Vice President People in November 2021. For the second level below the Management Board, the Management Board set a target of 18% for the quota of women by June 26, 2022, which has also been exceeded reaching a quota of 19.4% in the financial year 2021. This quota is equal to the quota achieved in the financial year 2020.

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 (stock corporation) and then to an SE, as well as during its IPO. This composition of the Management Board has thus far proven successful and was complemented by the appointment of Pieter-Jan Vandepitte in 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 years. 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.

The Supervisory Board of the Company has set a five-year target of 30% by July 30, 2023 for the women's quota on the Supervisory Board. Currently, two women sit on the Supervisory Board, which equates to a quota of 33.3%. The Supervisory Board has therefore reached its target.

The Supervisory Board is aware of the importance of diversity, and specifically the particular importance of the participation of women in management and supervisory positions. Accordingly, the Supervisory Board aims to increase the women's quota in the composition of the Management Board and the Supervisory Board in the long term.

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 new initiatives were launched throughout the past financial year. Most notable among these is the launch of the Diversity and Inclusion Advisory Board ("DAB"). 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 focusses 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 on **page 46**.

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.4 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.

On March 27, 2020, the German government passed the act to mitigate the consequences of the COVID-19 pandemic under Civil, Insolvency and Criminal Procedure Law, the validity of which was extended to December 31, 2021 by the German Act concerning measures under the law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 pandemic from December 22, 2020. As a result, 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 in the financial year 2021. The Annual General Meeting 2021 was held in the physical presence of the chair of the

Meeting and Chair of the Supervisory Board, Dr Martin Enderle, the Chief Financial Officer, Emmanuel Thomassin, and the notary public appointed to take the minutes, as well as the authorized proxies of the Company. Niklas Östberg and Pieter-Jan Vandepitte, participated in the virtual Annual General Meeting 2021 via conference call. Shareholders entered in the share register were able to follow the entire Annual General Meeting 2021 via video and audio transmission on the internet. Shareholders were able to exercise their voting rights and ask questions via electronic communication (voting rights could also be exercised by issuing a proxy). In addition, shareholders who registered their shares in due time and exercised their voting rights had the opportunity to object to the resolutions of the Annual General Meeting 2021 by electronic communication to the notary public appointed to record the minutes of the Annual General Meeting 2021.

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 <https://ir.deliveryhero.com/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 will also be available during the annual general meeting.

The Management Board convenes an extraordinary general meeting when required by law. In accordance with the suggestion in Section A.5 GCGC, an extraordinary general meeting will also be convened in the event of a takeover offer relating to the Company, at which the shareholders will discuss the takeover offer and, if necessary, resolve on corporate measures.

D&O insurance

The Company has taken out a Directors' and Officers' Liability Insurance ("D&O Insurance") for the members of the Management Board and Supervisory Board that covers the liability arising from their activities on the Management Board and the Supervisory Board. For the Management Board, a retention of 10% of the loss, up to the amount of one-and-a-half times the fixed annual remuneration, is stipulated in the D&O policy. This retention is in accordance with the German Stock Corporation Act (AktG). No similar retention has been stipulated for the Supervisory Board since the Management Board and the Supervisory Board are of the opinion that a deductible has no influence on Supervisory Board members' sense of responsibility and loyalty with regard to their duties and positions. Moreover, the Company's ability to recruit competent and qualified Supervisory Board members would be limited by the stipulation of a retention. With the deletion of the recommendation pursuant to Section 3.8 (3) GCGC in the current version without replacement, the German Corporate Governance Code no longer provides for a corresponding retention for the Supervisory Board.

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 DAX, Delivery Hero SE is thus subject to the highest legal and stock exchange transparency requirements. Delivery Hero SE reports on the situation and development of the Company and the 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 <https://ir.deliveryhero.com/DD> the transactions in shares of the Company carried out by individuals in management functions at 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, 2021 and the Consolidated Financial Statements as of December 31, 2021 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) HGB. The Annual Financial Statement of the Company for the financial year 2021 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 2021 as the auditor of the annual financial statement and consolidated financial statements (the “Auditor”). The undersigning auditors for the 2021 annual and consolidated financial statements of the Company are Marcus Rohrbach and Björn Knorr.

The Half-Year Financial Report 2021 was initially discussed by the Audit Committee with the Company’s Chief Financial Officer, Emmanuel Thomassin, prior to publication. Subsequently, prior to the publication, it was discussed by the Management Board together with the Supervisory Board – as were the Quarterly Statement for the first and third quarters for the financial year 2021.

The Auditor promptly reports to the chair of the Audit Committee 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 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 27, 2022

Delivery Hero SE

On behalf of the Supervisory Board



Dr Martin Enderle
Chair of the Supervisory Board of Delivery Hero SE

The Management Board



Niklas Östberg



Pieter-Jan Vandepitte



Emmanuel Thomassin

TAKEOVER-RELATED DISCLOSURES AND EXPLANATORY NOTES BY THE MANAGEMENT BOARD

This chapter contains the disclosures pursuant to Sections 289a sentence 1, 315a sentence 1 of the Commercial Code together with the explanatory report of the Management Board pursuant to Section 176(1) sentence 1 German Stock Corporation Act [Aktengesetz – AktG] in conjunction with Section 9(1) lit. C(ii) SE Regulation.

Composition of subscribed capital

At the end of the reporting period, the Company's subscribed capital amounted to € 250,982,539.00 which was subdivided into 250,982,539 no-par value registered shares.

There are no different share classes. The same rights and obligations are associated with all shares. Each share grants one vote and determines the shareholder's share in the profits. Shares held by the Company itself, which do not grant the Company any rights in accordance with Section 71b AktG, are excluded.

Restrictions that concern voting rights or the transfer of shares

Restrictions on transfer

To the best understanding of the Management Board of the Company, the restrictions on transfer as stated by the law on obligations are as follows:

- Overall, 7,743,043 shares are held in escrow according to an escrow agreement executed in connection with the agreement by the Company on the purchase of shares in, and the establishment of a joint venture in Singapore with the management of, Woowa Brothers Corp. The management of Woowa Brothers Corp. will be entitled to receive the shares held in escrow over the course of two to four years after closing, which occurred on March 4, 2021.

Persons who exercise managerial duties at Delivery Hero SE within the meaning of the Market Abuse Regulation (EU) No. 596/2014 (“MAR”) must observe the closed periods (trading prohibitions) established by Article 19(11) MAR.

Restrictions on voting rights

To the best knowledge Management Board of the Company, the restrictions on voting rights are as follows:

- Pursuant to Sections 71b and 71d AktG, by the end of the reporting period, there were no voting rights with respect to 57,052 shares in the Company.
- In accordance with Section 136 AktG, by the end of the reporting period, the members of the Management Board were restricted in exercising their voting rights with respect to 1,054,697 shares in the Company held by them.

There may be voting rights restrictions that arise further pursuant to the Stock Corporation Act, such as Section 136 AktG or capital market law provisions, in particular Sections 33 et seq. of the German Securities Trading Act (Wertpapierhandelsgesetz – WpHG).

Shareholdings exceeding 10% of voting rights

At the end of the reporting period the following direct and indirect holdings in Delivery Hero SE existed, which exceeded the threshold of 10% of the total voting rights¹ and which were notified to the Company by means of a voting rights notification in accordance with Sections 33, 34 WpHG (Sections 32, 22 WpHG old version):

- Naspers Limited with its registered seat in Cape Town, South Africa through in particular MIH Food Holdings B.V. (attributed)

¹ The information shown here takes into account the most recent notifications of voting rights received by the Company at the end of the reporting period. These notifications of voting rights may not take into account capital increases that have already taken place.

In addition, at the end the reporting period, The Goldman Sachs Group Inc. with registered seat in Wilmington, Delaware, United States of America (USA) notified the Company by means of a voting rights notification in accordance with Sections 38 (1) no. 1 and 2, 34 WpHG (Sections 25, 22 WpHG old version) of its indirect holdings in Delivery Hero SE through instruments, which exceeded the threshold of 10%.

Further information on the shareholding listed above can be found in the disclosures on voting rights notifications in the relevant notes of the Delivery Hero SE 2021 Annual Financial Statement as well as the “Voting Rights Notifications” section on the Company's website at <https://ir.deliveryhero.com/votingrights>.

Shares with special rights conferring powers of control

There are no shares with special rights conferring powers of control.

Statutory requirements and provisions in the Articles of Association regarding the nomination and dismissal of members of the Management Board, and the amendment process of the Articles of Association

In accordance with Section 7(1) of the Articles of Association, the Management Board consists of one or more individuals. The number of individuals is determined by the Supervisory Board. The Management Board of Delivery Hero SE currently consists of three individuals. In accordance with Sections 9(1), 39(2), 46 SE Regulation, Sections 84 and 85 AktG, and Sections 7(3), 7(4) of the Articles of Association, the Supervisory Board appoints the members of the Management Board for a maximum term of six years. Individuals may be reappointed. If multiple individuals are appointed to the Management Board, the Supervisory Board

may designate a Chair as well as a Deputy Chair, pursuant to Section 7(2) of the Articles of Association. If an essential member of the Management Board is absent, the court must, in urgent cases and at the request of an involved party, appoint another member; see Section 85(1), sentence 1 AktG. If there is material cause to do so, the Supervisory Board may revoke the appointment of the member of the Management Board as well as the designation as Chair of the Management Board, see Sections 9(1), 39(2) SE Regulation and Section 84 (3), sentences 1 and 2 AktG.

Amendments to the Articles of Association are made by resolution of the General Meeting in accordance with Section 20(2) of the Articles of Association, requiring, unless this conflicts with mandatory legal provisions, a majority of two-thirds of the valid votes cast or, if at least one-half of the share capital is represented, a simple majority of the valid votes cast. As far as the law requires, a capital majority in addition to a majority of votes for resolutions of the General Meeting, a simple majority of the share capital represented at the time the resolution is passed shall be sufficient to the extent that this is legally permissible. In accordance with Section 12(5) of the Articles of Association, the Supervisory Board is authorized to make changes to the Articles of Association by resolution, if such changes are only related to amendments in the wording.

Powers of the Management Board with respect to the possibility of issuing or buying back shares

The Management Board was originally authorized by resolution of the Annual General Meeting from June 9, 2017 (agenda item 2) to increase the registered capital of the Company until June 8, 2022, with the consent of the Supervisory Board, by up to a total of €8,961,523.00 with the issuance of up to 8,961,523 new no-par value registered shares against contributions in cash (Authorized Capital/IV). The Authorized Capital/IV has been used several times since the original authorization. The subscription rights of the shareholders are excluded. The Authorized Capital/IV serves the fulfillment of acquisition rights (option rights)

which have been granted or promised by the Company to current or former employees and managing directors of the Company and its affiliated companies, members of the Supervisory Board of the Company and further beneficiaries who are or were acting for the Company or its affiliated companies, in order to replace the hitherto existing virtual share program of the Company with effect as of April 21, 2017. New shares with utilization of the Authorized Capital/IV may be issued only for this purpose. By the end of the reporting period, the Authorized Capital/IV still amounted to €3,230,801.00 after partial utilization.

The Management Board was originally authorized by resolution of the Annual General Meeting of June 16, 2021 (agenda item 7) to increase the share capital of the Company until June 15, 2026, with the consent of the Supervisory Board, once or repeatedly, by up to a total of €13,725,505.00 with the issuance of up to 13,725,505 new no-par value registered shares against contributions in cash and/or in-kind contributions (Authorized Capital/VII). The subscription rights of the shareholders are only excluded in certain cases, amongst others, upon issuance of up to 2,958,563 new shares as part of a long-term incentive program to members of the Management Board and employees of the Company and to members of management bodies or employees of companies affiliated with the Company, and can only be excluded by the Management Board, with the consent of the Supervisory Board. The Management Board is authorized to determine any further details of the capital increase and its consummation, subject to the consent of the Supervisory Board; this also includes the determination of the profit participation of the new shares, which may, in deviation of Section 60 (2) AktG, entail profit participation rights from the beginning of the financial year preceding their issue if, at the time of issue of the new shares, the Annual General Meeting has not yet adopted a resolution on the profit participation for that financial year. By the end of the reporting period, the Authorized Capital/VII still amounted to €12,939,704.00 after partial utilization. On December 31, 2021 the Management Board, with

the consent of the Supervisory Board, resolved to reserve 4,326,885 shares of the Authorized Capital/VII, in connection with an agreement of the Company to acquire approximately 39.4% of the shares in Glovoapp S.L. 23.

The Management Board is authorized by resolution of the Annual General Meeting of June 18, 2020 (agenda item 7) to increase the share capital of the Company until June 17, 2025, with the consent of the Supervisory Board, once or repeatedly, by up to a total of €20,000,000.00 with the issuance of up to 20,000,000 new no-par value registered shares against contributions in cash and/or in kind (Authorized Capital 2020/I). The subscription rights of the shareholders are only excluded in certain cases and can only be excluded by the Management Board with the consent of the Supervisory Board. The Management Board is authorized to determine any further details of the capital increase and its consummation, subject to the consent of the Supervisory Board; this also includes the determination of the profit participation of the new shares, which may, in deviation from Section 60 (2) AktG, also participate in the profit of completed financial years. Shares which are issued to members of the Management Board and employees of the Company, as well as to members of the corporate bodies and employees of affiliated companies of the Company within the meaning of Sections 15 et seqq. AktG, shall have in each case a full profit participation for the financial year in which they are issued. On December 31, 2021, the Management Board, with the consent of the Supervisory Board, resolved to reserve 14,456,910 shares of Authorized Capital 2020/I, in connection with an agreement of the Company to acquire approximately 39.4% of the shares in Glovoapp S.L. 23.

The Management Board was originally authorized by resolution of the Annual General Meeting on June 18, 2020 (agenda item 8) to increase the share capital of the Company until June 17, 2025, with the consent of the Supervisory Board, once or repeatedly, by up to a total of €18,675,300.00 with the issuance of up to 18,675,300 new

no-par value registered shares against contributions in cash and/or non-cash contributions (Authorized Capital 2020/II). The Authorized Capital 2020/II has been partially utilized since the original authorization. The subscription rights of the shareholders are only excluded in certain cases and can only be excluded by the Management Board with the consent of the Supervisory Board. The Management Board is authorized to determine any further details of the capital increase and its consummation, subject to the consent of the Supervisory Board; this also includes the determination of the profit participation of the new shares, which may, in deviation from Section 60 (2) AktG, also participate in the profit of completed financial years. Shares which are issued to members of the Management Board and employees of the Company, as well as to members of the corporate bodies and employees of affiliated companies of the Company within the meaning of Sections 15 et seqq. AktG, shall have in each case a full profit participation for the financial year in which they are issued. By the end of the reporting period, the Authorized Capital 2020/II still amounted to €8,644,772.00 after partial utilization.

The Management Board is authorized by resolution of the Annual General Meeting on June 16, 2021 (agenda item 9) to increase the share capital of the Company until June 15, 2026, with the consent of the Supervisory Board, once or repeatedly, by up to a total of €6,940,000.00 with the issuance of up to 6,940,000 new no-par value registered shares against contributions in cash and/or in kind (Authorized Capital 2021). The subscription rights of the shareholders can be excluded by the Management Board with the consent of the Supervisory Board only for the purposes of granting shares to employees of the Company and to members of the management bodies and employees of companies affiliated with the Company within the meaning of Sections 15 et seq. AktG. The Management Board is authorized to determine any further details of the capital increase and its consummation, subject to the consent of the Supervisory Board; this also includes the determination of the profit participation of the new shares, which

may, in deviation from Section 60 (2) AktG, also participate in the profit of completed financial years.

In accordance with authorization by the Annual General Meeting (formerly Delivery Hero AG) of June 13, 2017 (agenda item 4, lit. a)), the share capital of the Company is conditionally increased by €3,485,000.00 with the issuance of up to 3,485,000 new no-par value registered shares of the Company with a nominal amount of the registered share capital of €1.00 per share (Conditional Capital 2017/II). The conditional capital 2017/II serves to secure subscription rights from Stock Options issued by the Company under the authorization of the Annual General Meeting of June 13, 2017 until June 30, 2020 to members of the Management Board of the Company, members of managing corporate bodies of affiliated companies as well as selected executives and employees of the Company or affiliated companies in Germany and abroad. The new shares will be entitled to profit participation from the beginning of the financial year for which, at the time the subscription right is exercised, no resolution has yet been passed by the Annual General Meeting on the appropriation of the net income. The Management Board of the Company or, to the extent members of the Management Board are affected, the Supervisory Board of the Company, is authorized to determine the further details of the conditional capital increase and its consummation.

In accordance with authorization by the Annual General Meeting of June 16, 2021 (agenda item 8) the share capital of the Company is conditionally increased by up to €47,219,560.00 with the issuance of up to 47,219,560 new no-par value registered shares of the Company with a nominal amount of the registered share capital of €1.00 per share (Conditional Capital 2019/I). The conditional capital increase is tied to the granting of shares on the exercise of conversion or option rights or the fulfillment of conversion or option obligations to the holders or creditors of convertible bonds, warrant bonds, profit participation rights and/or income bonds (or a combination of these

instruments), issued by the Company on the basis of the authorizing resolution of the Annual General Meeting of June 12, 2019, until June 11, 2024, in each case at conversion or option price to be determined. The new shares participate in profits from the beginning of the financial year in which they are created and for all subsequent financial years. In deviation hereof, the Management Board can, insofar as legally permissible, and with the approval of the Supervisory Board, determine that the new shares participate in profits from the beginning of the financial year for which, at the time of either the exercise of the conversion or option rights, or the fulfillment of conversion or option obligations, or the granting of shares in lieu of cash amounts due, no resolution has yet been passed by the Annual General Meeting on the appropriation of net income. The Management Board is authorized to determine the further details of the consummation of the conditional capital increase. On January 15, 2020, the Management Board resolved upon the placement by the Company – partially utilizing the authorization by the Annual General Meeting of the Company of June 12, 2019 against contribution in cash, of two tranches of convertible bonds in the principle aggregate amount of €1,750,000,000.00, with conversion rights to new shares of the Company from the Conditional Capital 2019/I. No conversion rights have been exercised as of the end of the reporting period.

In accordance with authorization by the Annual General Meeting of June 12, 2019 (agenda item 11), the share capital of the Company is conditionally increased by €3,000,000.00 with the issuance of up to 3,000,000 new no-par value registered shares of the Company with a nominal amount of the registered share capital of €1.00 per share (Conditional Capital 2019/II). The Conditional Capital 2019/II serves exclusively to secure subscription rights from stock options issued by the Company on the basis of the authorizing resolution of the Annual General Meeting from June 12, 2019, until June 30, 2022, to members of the Management Board of the Company, members of managing corporate bodies of affiliated companies as well as selected

executives and employees of the Company or affiliated companies in Germany and abroad. The new shares will be entitled to profit participation from the beginning of the financial year for which, at the time of the exercise of the subscription right, no resolution has yet been passed by the Annual General Meeting on the appropriation of net income. The Management Board of the Company or, to the extent members of the Management Board are affected, the Supervisory Board of the Company, is authorized to determine the further details of the conditional capital increase and its consummation.

In accordance with authorization by the Annual General Meeting of June 18, 2020 (agenda item 9), the share capital of the Company is conditionally increased by € 20,000,000.00 with the issuance of 20,000,000 new no-par value registered shares of the Company with a nominal amount of the registered share capital of € 1.00 per share (Conditional Capital 2020/I). The Conditional Capital 2020/I serves the granting of shares on the exercise of conversion or option rights or the fulfillment of conversion or option obligations to the holders or creditors of convertible bonds, warrant bonds, profit participation rights and/or income bonds (or a combination of these instruments), issued on the basis of the authorizing resolution of the Annual General Meeting of June 18, 2020 until June 17, 2025, in each case at a conversion or option price to be determined. The new shares participate in profits from the beginning of the financial year in which they are created and for all subsequent financial years. In deviation hereof, the Management Board can, insofar as legally permissible, and with the approval of the Supervisory Board, determine that the new shares participate in profits from the beginning of the financial year for which at the time of either the exercise of the conversion or option rights, or the fulfillment of conversion or option obligations, or the granting of shares in lieu of cash amounts due, no resolution of the Annual General Meeting has yet been passed on the appropriation of net income. The Management Board is authorized to determine the further details of the consummation of the conditional

capital increase. On July 7, 2020, the Management Board, with the consent of the Supervisory Board, resolved upon the placement by the Company – partially utilizing the authorization by the Annual General Meeting of the Company of June 18, 2020 –, against contribution in cash, of two tranches of convertible bonds in the principle aggregate amount of € 1,500,000,000.00, with conversion rights to new shares of the Company from the Conditional Capital 2020/I. No conversion rights have been exercised as of the end of the reporting period.

In accordance with authorization by the Annual General Meeting of June 16, 2021 (agenda item 8), the share capital of the Company is conditionally increased by € 14,000,000.00 by issuing up to 14,000,000 new no-par value registered shares of the Company with a nominal amount of the registered share capital of € 1.00 per share (Conditional Capital 2021/I). The Conditional Capital 2021/I serves the granting of shares on the exercise of conversion or option rights or the fulfillment of conversion or option obligations to the holders or creditors of convertible bonds, warrant bonds, profit participation rights and/or income bonds (or a combination of these instruments), issued on the basis of the authorizing resolution from June 16, 2021, until June 15, 2026, in each case at a conversion or option price to be determined. The new shares participate in profits from the beginning of the financial year in which they are created and for all subsequent financial years. In deviation hereof, the Management Board can, insofar as legally permissible, and with the approval of the Supervisory Board, determine that the new shares participate in profits from the beginning of the financial year for which at the time of either the exercise of the conversion or option rights, or the fulfillment of conversion or option obligations, or the granting of shares in lieu of cash amounts due, no resolution of the Annual General Meeting has yet been passed on the appropriation of net income. The Management Board is authorized to determine the further details of the consummation of the conditional capital increase. On September 2, 2021, the Management Board, with the

consent of the Supervisory Board, resolved upon the placement by the Company against contribution in cash, of two tranches of convertible bonds in the principle aggregate amount of € 1,250,000,000.00, with conversion rights to new shares of the Company from the Conditional Capital 2021/I. No conversion rights have been exercised as of the end of the reporting period.

In accordance with authorization by the Annual General Meeting of June 16, 2021 (agenda item 10), the share capital of the Company is conditionally increased by € 5,020,000.00 by issuing up to 5,020,000 new no-par value registered shares of the Company with a nominal amount of the registered share capital of € 1.00 per share (Conditional Capital 2021/II). The Conditional Capital 2021/II serves exclusively to secure subscription rights from stock options issued by the Company on the basis of the authorizing resolution from June 16, 2021, until June 15, 2026, to members of the Management Board of the Company, members of managing corporate bodies of affiliated companies as well as selected executives and employees of the Company or affiliated companies in Germany and abroad. The new shares will be entitled to profit participation from the beginning of the financial year for which, at the time of the exercise of the subscription right, no resolution has yet been passed by the Annual General Meeting on the appropriation of net income. The Management Board of the Company or, to the extent members of the Management Board are affected, the Supervisory Board of the Company, is authorized to determine the further details of the conditional capital increase and its consummation.

The complete version of these authorizations is set out in the Company's Articles of Association. The current version of the Articles of Association of the Company is available in the sub-section "Articles of Association" on the Company's website at <https://ir.deliveryhero.com/articles-of-association>.

In accordance with authorization by the Annual General Meeting of June 16, 2021 (agenda item 11), the Management Board is authorized, with the consent of the Supervisory Board, to acquire up to 5% of the Company's own shares existing at the time of the resolution – also with the use of equity derivatives or – if this value is lower - the Company's share capital existing at the time of the exercise of the authorization until June 15, 2026. This authorization may be exercised once or several times, in whole or in partial amounts, in pursuit of one or several purposes by the Company, but also by group companies or third parties for the account of the Company or group companies. The authorization may not be used for the purpose of trading in the Company treasury shares.

Material company agreements that are subject to the condition of a change of control resulting from a takeover bid and subsequent effects

The following material agreements of the Company exist which are subject to a change of control following a takeover bid:

The Company is party to three substantial software license contracts, which are subject to a change of control clause. One of them contains an automatic termination of a service component and two provide the supplier with the right to terminate in the event of an acquisition by a direct competitor (one of them having a twelve-month notice applicable to the termination). Furthermore, the Company is party to four substantial lease contracts, which contain a common consent requirement for the transfer of the lease agreement in case of a sale of the business.

Furthermore, the terms and conditions of the convertible bonds the Company has issued are subject to a change of control clause resulting from a takeover bid. In such an event, the terms and conditions of the convertible bonds provide for the right of each bondholder to submit a conversion notice for any of its bonds, that have not yet been converted or redeemed, at an adjusted conversion price, conditional upon the occurrence of an acceptance event.

The Company has adopted an employee share purchase plan in order to enable employees to purchase shares of the Company and benefit from free matching shares. In the event of a change of control, the right to the matching shares will become due, pro-rated for the number of days of employment of each beneficiary, during the vesting period.

Compensation agreements concluded by the company with members of the Management Board or employees for the event of a takeover bid

In the event of a change of control, members of the Management Board are entitled to resign from their position within three months of the date of the change of control, subject to a notice period of three months from the end of a calendar month. Resignation from the Management Board becoming effective results in the termination of the respective Board member's contract of employment.

In the case of resignation from office following a change of control, the Management Board member Emmanuel Thomassin is entitled to compensation in the amount of two year's compensation, provided that the payment does not compensate more than the remaining term of the Service Agreement (CoC-Cap). In the case of resignation from office following a change of control, any incentive instruments held by Management Board members Niklas Östberg, Emmanuel Thomassin and Pieter-Jan Vandepitte (e.g. convertible bonds, shares issued under a long term incentive

program, stock options and any other similar direct or indirect participations in the Company, granted as compensation) becomes fully vested, irrespective of the vesting periods or cliff provisions which are applicable to the respective incentive instrument or will be immediately allocated in accordance with the respective program provisions. In the case of Emmanuel Thomassin the CoC-Cap is also applicable in this respect. The employment contracts for each of the Management Board members provide for compensation in lieu of vacation in the event of resignation from office following a change of control.

The employment contracts of members of the Management Board do not provide for any other compensation in the event of their termination of the employment due to a change of control.

There are no similar compensation agreements with other Company employees.