

## **Objectives of the Supervisory Board of Delivery Hero SE with respect to its composition**

The Supervisory Board of Delivery Hero SE (“**Company**”) consists of shareholder representatives and of employee representatives. Based on the principles set out in the German Corporate Governance Code (“**GCGC**”), the Supervisory Board shall be composed such that its members collectively possess the knowledge, skills and the professional experience necessary to perform the duties and tasks of the Supervisory Board of the Company.

The composition of the Supervisory Board shall be determined in a way that ensures the supervision of and qualified advice for the members of the Management Board, taking into consideration the international activities of the Delivery Hero group, potential conflicts of interest, as well as the independence, age limit and diversity of its members. To ensure an adequate composition of the Supervisory Board, which is a key element of good corporate governance, the Supervisory Board shall be composed of members who inherit a well-balanced consideration of all the criteria determined in the following objectives.

In this context, the Supervisory Board of the Company resolves upon the following objectives for its composition, taking into account the recommendations and suggestions of the GCGC:

### **1. REQUIREMENTS FOR THE COMPOSITION OF THE SUPERVISORY BOARD AS A GROUP**

#### **a) Skills and Expertise (competence profile)**

The composition of the Supervisory Board must ensure that its members collectively possess the skills and expertise, which are regarded as essential for a good supervision of and advice for the Management Board, while considering the specifics of the Delivery Hero group. This includes in particular the following:

- experience in managing or supervising a medium or large sized international company;
- experience in strategic planning as well as the evaluation, development and implementation of business strategies especially with regard to international growth, scaling, and M&A integration;
- experience in crisis management;
- experience in technology, IT governance and digitalization;
- expertise regarding sustainability issues relevant to the enterprise:

- climate and environment (greenhouse gases, sustainable packaging solutions, energy, as well as food waste);
  - workforce, safety and human rights (working conditions, job creation, diversity and inclusion, employee development as well as health and safety);
  - responsible governance and ethics (customer privacy and data protection, fair business conduct and compliance as well as food safety and quality);
- knowledge of the food delivery and quick commerce business;
  - knowledge of relevant markets in which the Delivery Hero group operates;
  - knowledge in the fields of marketing and sales;
  - general knowledge in the field of accounting and financial reporting;
  - general knowledge in the fields of controlling and risk management; and
  - general knowledge of applicable laws, regulations and corporate governance principles.
  - Moreover, at least one member of the Supervisory Board shall have expertise in the field of accounting and at least one other member of the Supervisory Board shall have expertise in the field of financial auditing.
  - Additionally, at least one member of the Supervisory Board shall have expertise and be appointed as the Supervisory Board's expert in relation to sustainability and the reporting obligations under the Corporate Sustainability Reporting Directive (CSRD).
  - It is not necessary for each individual member of the Supervisory Board to possess all the skills and expertise mentioned above. Instead, the members of the Supervisory Board should complement one another with regard to their specialist knowledge and professional experience. However, each member of the Supervisory Board shall be required to have general knowledge and understanding of the sector in which Delivery Hero group operates either by practical experience, by intensive training, by corporate investment management or by longtime advisory activities.

**b) International activities**

The Supervisory Board shall have at least three members with long-standing international business experience in the main markets of Delivery Hero. This business experience may be gained, e.g., from management positions in companies that operate globally or from advisory functions. Currently, the main markets are Europe, Latin America, Asia-Pacific and Middle East (MENA).

**c) Professional Experience and Diversity**

In order to provide the Supervisory Board with the most diverse sources of experience and specialist knowledge possible, the Supervisory Board shall strive to achieve a reasonable level of diversity among its members. Diversity includes, in particular, character, gender, international representation, different educational and professional backgrounds, specialist knowledge and experience as well as age distribution. In accordance with the applicable legal provisions on the equal participation of women and men in executive positions, the Supervisory Board has set a minimum target of 30 percent representation for both female and male members for the composition of the Supervisory Board.

**d) Independence / Conflict of Interest**

To ensure the independent monitoring and consultation of the Management Board, the Supervisory Board should have an appropriate number of independent shareholder representatives:

- More than half of the shareholder representatives on the Supervisory Board shall be independent within the meaning of the GCGC.
- According to the GCGC, the Supervisory Board members are considered to be independent if they have no personal or business relationship with the Company or its Management Board that may cause a substantial – and not merely temporary – conflict of interest.
- The Chair of the Supervisory Board, the Chair of the Audit Committee, as well as 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 any controlling shareholder.

Furthermore, pursuant to the GCGC, no more than two former members of the Management Board shall be members of the Supervisory Board.

No member of the Supervisory Board shall be a member of governing bodies of, or exercise advisory function at, significant competitors of the Delivery Hero group, or hold any personal relationships with a significant competitor.

The Supervisory Board's assessment of independence is based on the assessment criteria in the current respective version of the GCGC.

No person shall be proposed for election to the Supervisory Board, who (potentially) has a constant or frequent conflict of interest.

## **2. INDIVIDUAL REQUIREMENTS**

### **a) Age limit**

The Supervisory Board shall itself determine an age limit for its members. Currently, an age limit of 75 years is determined. In individual and justified cases, a deviation from this rule is permitted.

### **b) Term of office**

The continuous period of membership for any member of the Supervisory Board should in general not exceed 12 years. In individual and justified cases, a deviation from this rule is permitted.

### **c) Availability**

The Supervisory Board members shall have sufficient time available to discharge their duties to supervise and advise the Management Board. Thus, it shall be ensured that the Supervisory Board members:

- can attend at least four, but usually five ordinary meetings per year, each of which requires adequate preparation work;
- have sufficient time for the assessment of the financial statements;
- can attend the Annual General Meeting;
- depending on possible membership in one or more of the currently four Supervisory Board committees, invest extra time planning to participate in these committee meetings and do the necessary preparation for these meetings; this applies in particular for the Audit Committee; and
- can attend extraordinary meetings of the Supervisory Board or of a committee of the Supervisory Board to deal with special matters as and when required.

## **3. SUPERVISORY BOARD COMMITTEES**

The Chair of a Supervisory Board committee shall have the following experience:

- specific knowledge within the relevant committee, which qualifies the member of the Supervisory Board as Chair; and
- experience in setting up agendas as well as profound knowledge in preparing and chairing meetings.

In addition, pursuant to the GCGC, at least one member of the Audit Committee must have expertise in the field of accounting and at least one other member of the Audit Committee must

have expertise in the field of auditing. The expertise in the field of accounting shall consist of special knowledge and experience in the application of accounting principles and internal control and risk management systems, and the expertise in the field of auditing shall consist of special knowledge and experience in the auditing of financial statements. Accounting and auditing also include sustainability reporting and its audit and assurance.

The Chair of the Audit Committee shall have appropriate experience in at least one of the two areas. The Chair of the Supervisory Board shall not chair the Audit Committee.

It is expected that the Chair of the respective committee maintains regular contact with the responsible member of the Management Board to address and discuss current issues in relation to the expertise of the respective committee.

#### **4. PROPOSAL OF SUITABLE CANDIDATES**

The Nomination Committee, which is composed exclusively of shareholder representatives, proposes suitable candidates to the Supervisory Board for its recommendations to the Annual General Meeting. In case of the replacement of individual members of the Supervisory Board, it shall be determined which knowledge and expertise is required or must be intensified. Potential candidates shall be identified, in particular taking into account the professional qualifications, professional experience and specialist knowledge of the respective candidate. If the qualifications are equal, the Nomination Committee and the Supervisory Board shall specifically take into account the diversity of the Supervisory Board when proposing new members.

The Supervisory Board, in turn, submits its proposal on the election of suitable candidates for the Supervisory Board to the Annual General Meeting. Both proposals, the proposal of the Nomination Committee and the proposal of the Supervisory Board, shall meet the criteria of the objectives as set forth in sections 1-3 above, while simultaneously aiming at fulfilling the overall profile for required skills and expertise of the Supervisory Board.

In case a member of the Supervisory Board is appointed by court, only proposals which meet the criteria of those objectives shall be submitted to the court (if the proposal is made by the Supervisory Board).

#### **5. REPORT ON THE OBJECTIVES OF THE SUPERVISORY BOARD**

The Supervisory Board will provide information on the current implementation status of the objectives of the Supervisory Board in the form of a qualification matrix in the Corporate Governance Statement.



## **6. PERIODIC REVIEW**

Periodically, it shall be reviewed if the members of the Supervisory Board and the composition of the Supervisory Board meet the above-mentioned criteria.