



**Delivery Hero**

Annual financial  
statement and combined  
management report

**Delivery Hero SE**  
December 31, 2020

# COMBINED MANAGEMENT REPORT

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## A. GROUP PROFILE

### 1. Business Model

Delivery Hero SE (the “Company”) and its consolidated subsidiaries, together Delivery Hero Group (also: DH, DH Group, Delivery Hero or Group), provide online food ordering and other delivery services in around 50 countries in four geographic regions, comprising Europe, the Middle East and North Africa (“MENA”), Asia and South America.

The Company is operating as Delivery Hero SE with its registered office in Berlin, Germany. Further information on the group structure and segments can be found in the chapters “Group structure” and “Segments”.

The subsidiaries of the Group operate internet platforms under various brand names, where users of the online food ordering platform are referred to restaurants as well as other vendors and provided with on-demand delivery services. The Delivery Hero internet platforms are aligned with the demands of local customers, who can choose from a wide range of menu options from restaurants in their neighborhood. Orders can be placed by app or via website and are subsequently paid either in cash or via online payment methods. Customer orders are fulfilled either by the own delivery fleet or by the partner restaurants on their own. Delivery Hero offers its partner restaurants a point of sale system in order for them to immediately view and accept orders made on the platform. Furthermore, Delivery Hero offers products and services for restaurants, such as food packaging and advertising. In addition to the online food ordering platforms, the Group also offers own delivery services to restaurants without this capability. The own delivery fleet is coordinated using proprietary dispatch software.

During 2020 Delivery Hero expanded its quick commerce<sup>1</sup> (“q-commerce”) operations globally. The Group offers two separate services: it partners with local vendors from whom it delivers small batches of groceries, electronics, flowers, pharmaceutical products or other household items (agent-model); and operates small warehouses, so-called

Dmarts<sup>2</sup>, which are strategically located in densely populated areas to deliver small batches of groceries and other convenience products within an hour, sometimes as quickly as 10–15 minutes (principal-model). Orders for both are placed via our own delivery platforms. The Group also kick-started the business model of Kitchens, where DH provides kitchen spaces and expertise, including knowledge about the industrialization of kitchens and virtual restaurant concepts, to third-party providers. To a minor extent and only as a pilot project Delivery Hero operates kitchens itself.

Delivery Hero generates a large portion of its revenue from online marketplace services, primarily on the basis of orders placed. The commission fees are based on a contractually specified percentage of the order value. The percentage varies depending on the country, type of restaurant and services provided, such as the use of a point of sale system, last mile delivery and marketing support.

In addition to commissions, Delivery Hero generates revenues from delivery fees and non-commission-based revenues in particular premium placements. Premium placement means that restaurants are ranked at the top among all the listed restaurants in their relevant delivery area displayed in a specific manner. Delivery Hero is also generating growing revenues from orders placed in Dmarts and self-operated kitchens.

Alongside the management of the Group, Delivery Hero SE provides a range of IT, marketing and other services, in particular commercial consultancy services as well as product and technology development. In addition, as the holding company, Delivery Hero SE assumes functions such as Group Controlling and Accounting, Public Relations, Investor Relations, Risk Management and Human Resources Management.

Delivery Hero’s business model is based on the vision of the management team to always deliver an amazing experience, fast and easy to the door of our customers. This starts

with an easy and seamless ordering process, convenient payment options and includes the timely delivery of the order as well as the appropriate handling of any complaints during the order and delivery process.

### 2. Group Structure

The parent company Delivery Hero SE, with its headquarters in Berlin, was founded in 2011 and has since expanded its presence in local markets worldwide with various brands. Delivery Hero comprises 203 companies as of the reporting date (previous year: 133 companies). For further details, refer to Section D.01. of the Consolidated Financial Statements. Delivery Hero SE controls all of its subsidiaries.

### 3. Segments

Starting in 2020, the new segment “Integrated Verticals” was established in addition to the four geographic segments MENA, Asia, Europe and Americas in which the platform business is reported.

The business of Delivery Hero is divided into the following five segments:

- Asia,
- MENA (the Middle East and North Africa),
- Europe,
- Americas and
- Integrated Verticals.

The services and order platforms are suited to local market demand and the respective competitive situation.

#### Asia

Delivery Hero has a strong presence in South Korea where in 2020 the Group mainly operated under the brand of Yogiyo.

Further Asian markets in which Delivery Hero is present with its foodpanda brand comprise various high-growth markets such as Bangladesh, Cambodia, Hong Kong, Laos, Malaysia, Myanmar, Pakistan, the Philippines, Singapore,

<sup>1</sup> Quick commerce or q-commerce is the next generation of e-commerce, bringing small quantities of goods to customers almost instantly whenever they need them.

<sup>2</sup> Dmarts: small local warehouses that allow for a fast delivery of on-demand items, previously referred to as dark stores.



Taiwan and Thailand. The businesses are operating either an own delivery model or mixed models, which provide both own delivery and marketplace services.

In addition, the Group started operations in Japan in September 2020.

## MENA

In the MENA segment, Delivery Hero operates both marketplace and own delivery services in the markets of Bahrain, Egypt, Jordan, the Kingdom of Saudi Arabia (KSA), Kuwait, Oman, Qatar and the United Arab Emirates (UAE) with the brands Talabat, Carriage and Hungerstation. The former Otlob brand in Egypt was rebranded as Talabat during 2020.

Furthermore, Turkey, one of our most mature markets for online food ordering and delivery is included in the MENA segment, where the Group is represented by its Yemeksepeti brand.

In August 2020, the Group acquired InstaShop, which operates an online marketplace platform for ordering groceries and other goods. InstaShop is present in UAE, Qatar, Bahrain, Egypt and Lebanon. For further details, refer to Section D.02. of the Consolidated Financial Statements.

## Europe

In the Europe segment, we offer both a marketplace and own delivery services. We are represented in Austria, Bosnia and Herzegovina, Bulgaria, Croatia, Cyprus, the Czech Republic, Finland, Greece, Hungary, Montenegro, Norway, Romania, Serbia and Sweden with their local brands (Mjam, DameJidlo, donesi, efood, foodora, foodpanda, foody, NetPincér and pauza).

## Americas

The Americas segment represents Delivery Hero's operations in Latin American markets, primarily under the PedidosYa brand. The Group is represented in Argentina, Bolivia, Chile, Colombia, Dominican Republic, Panama, Paraguay and Uruguay.

In October 2020, the Group acquired Glovo's operations in Latin America, adding Costa Rica, Ecuador, Guatemala, Honduras and Peru to its footprint. Simultaneously, Delivery Hero started operations in Venezuela.

In May 2020, Delivery Hero closed its operations in Canada, where it operated the foodora brand, and divested Motwer S.A., Uruguay.

## Integrated Verticals

The Integrated Verticals segment has been established effective January 1, 2020 in addition to the four geographic platform segments MENA, Asia, Europe and Americas. It comprises Dmarts as well as the kitchen business.

Integrated Verticals represent businesses where Delivery Hero acts as principal. Accordingly, revenue is recognized on the basis of gross merchandise value (GMV) excluding VAT. The Dmart-related business activities consist of operating own warehouses with a selected range of groceries and other convenience products from which goods are delivered within a very short time frame to the customer. To a much lesser extent, kitchens operated by Delivery Hero also contribute to the revenues in this segment.

Delivery Hero operates Dmarts in 37 markets across four continents under various local brands. Virtual kitchens are operated under the local brand in Korea and Singapore and under the Sweetheart Kitchen brand in KSA and Kuwait.

In February 2020, the Group acquired the Honest Food Company GmbH ("Honest Food") as a strategic investment into virtual kitchen concepts. Honest Food operates in Austria, Czech Republic, Finland and Hungary.

## 4. Management & Supervision

Delivery Hero SE's Management Board consists of two members. The Management Board is responsible for the strategy and management of the Group. Niklas Östberg (CEO) is responsible for the areas Strategy, Operations, Technology, Product, Personnel, Marketing and Public Relations.

Emmanuel Thomassin (CFO) is responsible for the areas Finance, Procurement, Legal, Investor Relations, Internal Audit and Payment Solutions, as well as Governance, Risk and Compliance. Internal Audit reports directly to the Supervisory Board. The Supervisory Board advises and supervises the Management Board and is involved in transactions of fundamental importance to the Company.

## 5. Management System

The Management Board directs the Group both at segment and group level. The key financial performance indicators monitored are **Total Segment Revenues**<sup>3</sup> and **adjusted EBITDA**<sup>4</sup>. While Total Segment Revenue is indicative of the Group's ability to grow and to provide attractive service offerings to its customers, adjusted EBITDA serves as an indicator of the Group's path to profitability.

Delivery Hero also uses non-financial performance indicators to manage the Group as a whole:

- The number of **Orders**<sup>5</sup> is a key performance indicator that drives revenue and growth.
- **Gross Merchandise Value**<sup>6</sup> (GMV) is influenced by the number of orders and has a direct impact on revenues. It is one of the key elements controlled by Group management.

<sup>3</sup> Total Segment Revenue is defined as revenue before the reduction of vouchers.

<sup>4</sup> Performance measure not defined by International Financial Reporting Standards (IFRS). Adjusted EBITDA is defined as earnings from continuing operations before income taxes, financial result, depreciation and amortization and non-operating earnings effects. Non-operating earnings effects comprise, in particular (i) expenses for share-based compensation, (ii) expenses for services in connection with corporate transactions and financing rounds, (iii) expenses for reorganization measures and (iv) other non-operating expenses and income, especially the result from disposal of tangible and intangible assets, the result from the sale and abandonment of subsidiaries, allowances for other receivables, and non-income taxes. Adjusted EBITDA excludes depreciation from right-of-use assets under IFRS 16.

<sup>5</sup> Orders represent orders made by end consumers in the period indicated. Orders for our South Korean click-to-call operations (similar to a restaurant-specific business directory where customers click on a button that will connect them directly with the restaurant via telephone) have been estimated based on the number of phone calls made by users to restaurants through these click-to-call platforms in the relevant period that lasted 25 seconds or longer multiplied by 60%.

<sup>6</sup> Gross Merchandise Value (GMV) is the total value paid by customers (including VAT, delivery fees, service fees and other subsidies). GMV for our click-to-call operations (similar to a restaurant-specific business directory where customers click on a button that will connect them directly with the restaurant via telephone) have been estimated based on the estimated number of orders multiplied by the average basket size for the orders placed through our South Korean non-click-to-call online marketplaces during the same period.

## 6. Research and Development

Our vision of always delivering an amazing experience is contingent on constant innovation and technological development in all areas of the customer experience. Consequently, innovation and technology is focusing on the enhancement of the value for the platform users by refining our personalization, recommendations and search algorithms in order to provide more personalized offers, order tracking and visibility, as well as facilitating discovering new restaurants and dishes and improving the user interface, performance and stability of our apps.

Innovation and technology is further aiming to enhance the value of our restaurant partners by improving the forecast of demand and supply, inventory management and enabling faster and better delivery and offering tailored marketing solutions. Further, we are increasingly investing into the development of new payment solutions (e.g., wallet solutions), machine learning, smart catalogue management and data infrastructure. We are additionally working towards the further automatization of operations, e.g., enhancing processes in customer care, dynamic pricing, billing and rider onboarding.

The research and development (R&D) activities of Delivery Hero are aiming to provide an amazing experience today and in the future. These challenges include the processing of millions of orders in near realtime, responsible collection of a large amount of data and coping with widely different local requirements across our markets.

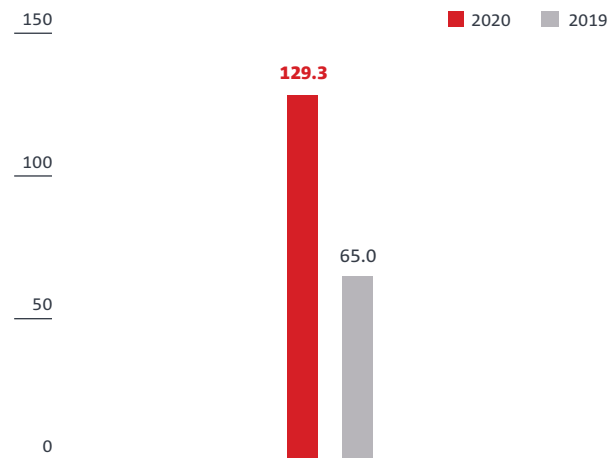
During 2020 we successfully developed and implemented payment services, such as wallet solutions, dynamic pricing and proprietary tech solutions for the q-commerce business, such as an own warehouse management system.

The R&D activities continue to concentrate on the development and enhancement of local technology and platforms in order to provide highly localized solutions combined with innovations by central support functions in:

- Data and analytics
- Logistics, including fleet management and driver/rider scheduling
- Marketing, customer relationship management (CRM) and campaign automation
- Restaurant order transmission, driver tracking and point of sale (POS) integration
- Consumer experience

In order to provide local solutions while leveraging our global platform, we follow a flexible approach, with strong and agile regional tech teams in all our segments. The largest team operates from our headquarters in Berlin.

**R&D EXPENSES (in EUR million)**



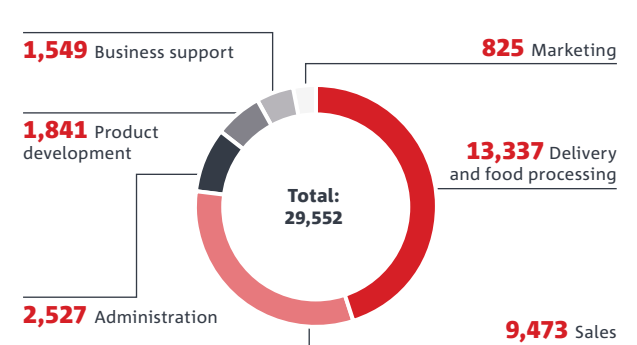
In 2020, R&D expenses of the Group amounted to € 129.3 million (previous year: € 65.0 million). This corresponds to 5.2% (previous year: 5.1%) of revenue. Development costs of € 34.4 million were capitalized (previous year: € 13.0 million), this represents 22.2% (previous year: 19.9%) of total development costs of the year. Amortization of capitalized development costs amounted to € 8.2 million (previous year: € 4.1 million). Third-party R&D services are used only to a minor extent.

At the end of the financial year, 2,167 people (previous year: 1,289 people) were employed in our R&D activities. This represents 6.1% (previous year: 5.2%) of total employees.

## 7. Employees

The average number of employees within our continued operations increased from 22,515 in 2019 to 29,552 in 2020. This change occurred primarily in the areas of delivery, sales, product development and business administration. As of December 31, 2020, Delivery Hero employed 35,528 staff (previous year: 24,617).

**AVERAGE NUMBER OF EMPLOYEES BY AREA 2020**



## B. ECONOMIC REPORT

### 1. Market & Industry Environment

The COVID-19 pandemic has taken a substantial toll on societies and economies, leading to a global recession. The International Monetary Fund (IMF) forecasts a global contraction of 3.5% in 2020, revised upward by 0.9 percentage points from the last forecast of October 2020<sup>7</sup>. This reflects the better-than-expected momentum in the second half of the year. The most negative outcomes, originally predicted by the IMF in their October 2020 World Economic Outlook, have been avoided thanks to coordinated monetary, fiscal, and financial sector policies across the globe<sup>7</sup>.

Below we examine the 2020 outlook for our segments based on the World Bank Global Economic Prospect Report<sup>8</sup>.

#### Asia

The economic impact of the pandemic has exhibited significant cross-country differences. Growth in East Asia and Pacific has seen a sharp deceleration to 0.9% in 2020 (compared to 5.8% in 2019). Countries with low infection rates (such as China and Vietnam) have been more economically robust, with GDP growth between 2% and 3%. This has not been the case for two-thirds of the regional economies of East Asia as well as South Asia, which are expected to have contracted by approximately 7 percentage points below their long-term average in 2020. The divergence can be linked to extensive lockdowns, the relative severity of the virus outbreak or the economic reliance on tourism and travel in these regions.

#### MENA

MENA regional growth severely slowed down in 2020 due to extensive lockdown restrictions and a fall in both oil prices and oil demand. This resulted in an economic contraction of 5.0% in 2020, aggravating the pre-pandemic slowing growth and per capita income losses. The effects of the COVID-19 pandemic have been harsher on oil exporters, with an expected contraction of 5.7% in 2020 (-2.2% for oil importers). This difference is partially caused by the adherence to an agreement made among the OPEC+ members to cut oil production causing a growth constraint for oil exporters.

#### Europe

It is estimated that in the European region, economic activity has contracted by 4.4% in 2020 due to the various consequences of the COVID-19 pandemic. In the first half of 2020, output fell sharply as a function of declining domestic demand and diminishing regional exports, given the weakened global trade. With the ease of restrictions following the first COVID-19 wave in Europe, industrial production and retail sales quickly picked up. However, the recovery was only temporary, slowing down in the second half of 2020 due to a resurgence of infections.

#### Americas

The severe effects of the COVID-19 pandemic have been detrimental for the Latin American & Caribbean region, leading to an estimated contraction of GDP by 6.9% in 2020. Measures to contain the pandemic, risk aversion among households and firms as well as spillover effects from declining global GDP led to this contraction. Despite the strict measures applied by countries in Latin America, the spread of COVID-19 in this region has been amongst the worst globally. The region registered an improvement of economic activity in Q3 2020 as COVID-19 restrictions were partially eased, governments continued their fiscal and monetary support, and external demand improved.

Since Q3 2018, the Americas segment revenues and growth rates have been impacted by the Argentinian operation qualifying as a hyperinflationary economy under IAS 29. This assessment has remained applicable for 2020.

In the financial year 2020 Delivery Hero operations in its MENA and Americas segments were adversely impacted by the volatility and devaluation of some currencies such as the Turkish Lira and the Argentinian Peso, respectively. Some of the important exchange rates against which the Euro appreciated in 2020 (based on Factset annual end of period rates) include the following currencies:

- Argentinian Peso (ARS) +53.1%
- Turkish Lira (TRY) +36.1%
- Kuwaiti Dinar (KWD) +9.3%
- Saudi Arabian Riyal (SAR) +9.0%
- United States Dollar (USD) +9.0%
- South Korean Won (KRW) +2.4%

#### Sector development

Delivery Hero boasts an extensive geographic footprint with operations across several attractive markets in Asia, MENA, Europe, and Latin America.

2020 was an unprecedented year in many ways. The COVID-19 pandemic had dramatic effects on people's lives and societies. One of the consequences the resulting situation brought about was an accelerated usage of delivery services in many areas. The impact of the pandemic on Delivery Hero was multifold: while in parts of its footprint the underlying already strong structural growth was further emphasized, we also experienced strict curfews in some countries in the MENA segment that had an adverse effect on order numbers. On the side of our business partners, the acquisition of new partners – such as restaurants and shops – was higher than expected.

<sup>7</sup> Source: IMF, World Economic Outlook January 2021.

<sup>8</sup> Source: World Bank Group, Global Economic Prospects January 2021.

Change in our industry is everywhere. What started as a marketplace connecting restaurants with customers, has evolved significantly over the years. By establishing our own delivery capabilities, Delivery Hero was able to also provide customers to restaurants, which otherwise would not have been able to economically deliver food on their own. We thereby not only increased the quality of our service by offering a wider selection of high quality restaurants to more customers, but also expanded our total addressable market (TAM). By continuously investing in logistics and technology, we are looking for ways to maximize the efficiency of our operations, the utilization of our rider network and the quality of our service offering. 2020 saw a continuation of this focus.

While the global food delivery industry grew faster in 2020 than we had originally expected, the pandemic also induced significant stress to the ecosystem, which ultimately brought us even closer to our partners. We undertook a long list of measures, helping businesses reach customers even when inhouse dining was prohibited. Delivery Hero also supported campaigns to drive traffic to restaurants, waived onboarding fees and optimized the billing cycle to further increase the frequency of payment, to name only three examples of measures undertaken in many markets to support our partners.

2020 was also the year where Delivery Hero further accelerated the investments in the area of quick commerce – particularly via dark stores, called Dmarts, of which a significant number were opened during the year. The concept of quick last-mile delivery services for convenience and grocery items continues to be a key strategic initiative for the business, capitalizing on the extensive investments Delivery Hero has made in logistics and technology for first- and last-mile delivery.

## 2. Business Performance

### a) Performance

Despite an initial negative COVID-19 impact after the outbreak of the global pandemic at the end of the first quarter of 2020, Total Segment Revenue<sup>9</sup> in 2020 increased significantly by 94.8% on a year-on-year basis to €2,836.2 million (previous year: €1,455.7 million). This increase is largely attributable to strong organic growth across all segments as a result of investments in improved service offering, including the further rollout of own delivery services, targeted investments in customer acquisition and retention as well as the continuous rollout of new vertical concepts. The global pandemic further increased the demand for delivery services throughout all markets, supporting the strong growth of revenues in 2020. The organic growth is supplemented by targeted acquisitions.

In 2020 orders and GMV grew significantly (+95.8% and +66.2%, respectively) compared to 2019, fully meeting the target of a significant year-on-year increase. GMV growth is slightly below order growth due to slightly lower basket sizes in the Asia segment compared to the other segments. Total Segment Revenue (€2,836.2 million) exceeded the target of above €2,400 million that was announced in the Annual Report 2019 and subsequently increased to between €2,700 million and €2,800 million.

For 2020, adjusted EBITDA of the Segments was negative €567.7 million and accordingly below the expectation of a level slightly better compared to the 2019 adjusted EBITDA of the segments of negative €430.9 million. The development against expectations of the adjusted EBITDA was influenced by investments in Integrated Verticals, to strengthen the market position as well as to leverage new business opportunities such as Delivery Hero's entry into Japan.

Despite negative effects of COVID-19-related business restrictions on the adjusted EBITDA margin in the first months of 2020, the business overall benefitted from the growing demand for delivery services during the global pandemic

and the adjusted EBITDA margin<sup>10</sup> improved to minus 20.0% for the full year 2020 after a sequential lifting of COVID-19 measures, slightly outside the expected range of between minus 14% and minus 18% as a percentage of revenues.

### b) Acquisitions and Investments

In August 2020 Delivery Hero acquired 100% of the shares of InstaShop Ltd. ("InstaShop") to strengthen its position in MENA. InstaShop is the largest online grocery marketplace business in the MENA region. Further, in October 2020, the Group acquired substantially all of the Latin American business of Glovoapp23, S.L. ("Glovo") through a combined asset and share deal<sup>11</sup>. This transaction encompassed 100% of the shares of Glovoapp SLU, thereby including 100% of shares in Glovo's business in the countries Peru, Ecuador, Guatemala, Colombia, Costa Rica and Honduras. Simultaneously, Delivery Hero, through its local entities, acquired Glovo's assets in Argentina, Panama and the Dominican Republic. With this acquisition Delivery Hero intends to further strengthen its position in Latin America as the transaction complements existing operations in the Americas segment and adds further countries to the map of our services in Latin America.

The Group also acquired 100% of the share capital of the Honest Food Company GmbH, an own operated kitchen business headquartered in Germany with active operations in Austria.

The total consideration for all acquisitions was €483.5 million.

In 2020, Delivery Hero increased its shareholding in its Glovoapp23, S.L. (at equity), by participating in a funding round and acquiring shares from other minority shareholders for a consideration of €280.5 million, resulting in a total stake of 36.0% as of December 31, 2020. The Group also invested €7.0 million in Hungry Group, increasing its previous stake of 24.5% to 44.1% in September 2020.

<sup>10</sup> Adjusted EBITDA margin is defined as adjusted EBITDA divided by Total Segment Revenue.

<sup>11</sup> The acquisition of Glovo's business in Ecuador was completed on December 23, 2020, following approval by the local authorities.

<sup>9</sup> Total Segment Revenue is defined as revenue before the reduction of vouchers.

Hungry Group operates the Danish marketplace food delivery platform Hungry.dk. Additionally, Delivery Hero acquired a minority share of €13.0 million in Movo Miao Miao International SL and invested into further minority shareholdings with a total amount of €12.1 million.

On December 13, 2019, Delivery Hero SE entered into agreements to acquire approximately 88% of the shares in the South Korean Woowa Brothers Corp. (“Woowa transaction”) and resolved on a capital increase against a contribution in kind under the exclusion of subscription rights. On February 2, 2021, Delivery Hero received the written regulatory approval from the Korea Fair Trade Commission (“KFTC”) confirming its conditional regulatory approval of the transaction by imposing structural remedies. The transaction effectively closed March 4, 2021. The total consideration consists of €1.7 billion in cash and 39.6 million new shares in Delivery Hero valued at a share price of €103.35 as of closing of the transaction on March 4, 2021, resulting in a total amount of €5.7 billion. In the context of financing the cash component of the consideration, in January 2020 Delivery Hero placed €1.75 billion convertible bonds and new shares from a cash capital increase with gross proceeds of €569.1 million. For further details of this transaction we refer to Section I. of the Consolidated Financial Statements.

### c) Divestments and disposal groups held for sale

In December 2020, Delivery Hero accepted the structural remedy that the Korean Fair Trade Commission imposed as a condition for their approval of the Woowa transaction. Accordingly, the Group plans to sell Delivery Hero Korea LLC and its subsidiaries. For more information on the disposal group held for sale refer to Section F.09 of the Consolidated Financial Statements.

On May 11, 2020, Delivery Hero ceased its operations in the Canadian market, in which it was operating the foodora brand.

## 3. Net Assets, Financial Position and Results of Operations

### a) Financial performance of the Group

#### Consolidated statement of profit or loss and other comprehensive income

The 2020 Group result developed as follows:

EUR million	2020	2019	Change	
			EUR million	in %
Revenue	2,471.9	1,237.6	1,234.3	99.7
Cost of sales	-1,977.8	-926.4	-1,051.4	>100
<b>Gross profit</b>	<b>494.2</b>	<b>311.2</b>	<b>183.0</b>	<b>58.8</b>
Marketing expenses	-632.4	-495.2	-137.2	27.7
IT expenses	-152.3	-94.8	-57.5	60.6
General administrative expenses	-615.3	-373.5	-241.8	64.7
Other operating income	36.0	19.9	16.1	81.1
Other operating expenses	-4.5	-6.7	2.2	-32.3
Impairment losses on trade receivables and other receivables	-19.7	-8.8	-11.0	>100
<b>Operating result</b>	<b>-894.2</b>	<b>-648.0</b>	<b>-246.2</b>	<b>38.0</b>
Net interest cost	-73.2	-9.4	-63.8	>100
Other financial result	-334.4	93.7	-428.2	>100
Share of the profit or loss of associates accounted for using the equity method	-86.7	-99.7	13.0	-13.1
<b>Earnings before income taxes</b>	<b>-1,388.5</b>	<b>-663.4</b>	<b>-725.1</b>	<b>&gt;100</b>
Income taxes	-14.2	-26.5	12.3	-46.4
<b>Net loss from continuing operations</b>	<b>-1,402.7</b>	<b>-689.9</b>	<b>-712.9</b>	<b>&gt;100</b>
Net income from discontinued operations	-	920.2	-920.2	>100
<b>Net result</b>	<b>-1,402.7</b>	<b>230.2</b>	<b>-1,633.1</b>	<b>&gt;100</b>

The 2019 segment performance excludes the operations of the German businesses that were sold in 2019.

Adjusted EBITDA of the segments reconciles to earnings before income taxes as follows:

EUR million	2020	2019	Change	
			EUR million	in %
<b>Adjusted EBITDA of the Segments</b>	<b>-567.7</b>	<b>-430.9</b>	<b>-136.8</b>	<b>31.8</b>
Consolidation adjustments	-	-6.3	6.3	>100
Items excluded from segment performance	-	-22.0	22.0	>100
Management adjustments	-92.1	-49.0	-43.1	88.0
Expenses for share-based compensation	-86.1	-44.8	-41.3	92.3
Other reconciliation items	2.4	2.3	0.1	4.7
Amortization and depreciation	-150.7	-97.2	-53.5	55.0
Net interest and other financial result	-494.3	-15.5	-478.8	>100
<b>Earnings before income taxes</b>	<b>-1,388.5</b>	<b>-663.4</b>	<b>-725.1</b>	<b>&gt;100</b>

### Development of revenue

The Delivery Hero Group increased revenues in 2020 to €2,471.9 million (previous year: €1,237.6 million). The increase was mainly driven by high organic order growth while newly acquired entities contributed 1.0% to revenues in 2020. After an initial deceleration due to COVID-19-related lockdowns, order growth accelerated in most countries beyond pre-COVID-19 levels, positively impacting revenue accordingly. The continuous expansion of the Group’s own delivery services, accompanied by an accelerated Dmart rollout, positively affected revenue as well.



As Delivery Hero acts as principal for the sales subsumed in the Integrated Verticals segment it recognizes revenues on a GMV basis in accordance with IFRS 15, whereas sales through our platform business reflected in the regional segments are reflected on a commission basis (percentage of GMV).

Commissions revenues increased to € 1,444.5 million (previous year € 733.0 million), representing 58.4% (previous year: 59.2%) of total revenue and remaining the largest component of revenue, while the share of revenue from delivery fees charged to the customer declined slightly to 23.0% (€568.0 million) in 2020 (previous year: 25.3% (€313.6 million)). Revenues from Integrated Verticals account for 7.3% (€179.4 million) of total revenue (previous year: not reported separately).

#### TOTAL SEGMENT REVENUE

EUR million	2020 (NEW)	2020 (OLD)	2019
<b>Total Segment Revenue</b>	<b>2,836.2</b>	<b>2,729.8</b>	<b>1,455.7</b>
Reconciliation effects <sup>1</sup>	-0.1	106.2	7.2
Vouchers	-364.1	-364.1	-225.3
<b>Revenue</b>	<b>2,471.9</b>	<b>2,471.9</b>	<b>1,237.6</b>

<sup>1</sup> For segment reporting purposes (old), revenues from other on-demand items where Delivery Hero acts as principal are presented net of merchandise value (gross profit presentation).

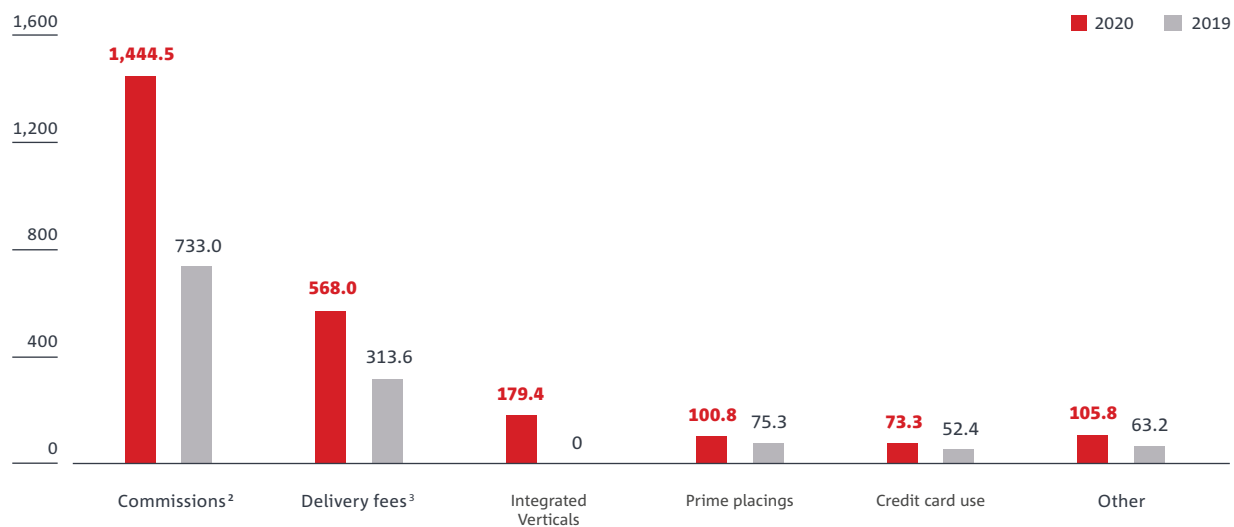
The key financial performance indicator **Total Segment Revenue**, defined as revenue before reduction of vouchers, increased by 94.8% from €1,455.7 million in 2019 to €2,836.2 million in 2020.<sup>12</sup> Commission revenue remains

the largest component of Total Segment Revenue in 2020 with 64.4% (previous year: 65.8%) and amounts to €1,825.5 million (previous year: €958.2 million). Commission revenue from own delivery contributes 70.2% of the total commission revenue (previous year: 58.5%) and increased by 128.7% from €560.3 million in 2019 to €1,281.3 million in 2020. The share of revenue from delivery fees charged separately to the customer remained relatively stable at 20.0% (previous year: 21.5%).

Revenue from Integrated Verticals before deductions of marketing vouchers amounted to €183.6 million of total revenue in 2020 (previous year: not reported separately).

Vouchers continue to be an instrument to attract new and reactivate inactive customers, yet its share of Total Segment Revenue in 2020 declined throughout the reporting period to arrive at an average of 12.8% (previous year: 15.5%).

#### GROUP REVENUE BY TYPE<sup>1</sup> (in EUR million)



<sup>1</sup> Discounts deducted from commission revenue.

<sup>2</sup> Less vouchers.

<sup>3</sup> Fees charged separately to the orderers for delivery services.

#### Development of adjusted EBITDA and net result

In 2020, the negative **adjusted EBITDA of the Segments** increased to negative €567.7 million (previous year: negative €430.9 million).

The improvement of the negative **adjusted EBITDA margin<sup>13</sup>** to 20.0% (previous year: negative 29.6%) was mainly driven by higher cost efficiency despite the continued expansion of own delivery services in many markets and higher profitability in the MENA segment.

**Cost of sales** increased (113.5%) year on year to €1,977.8 million (previous year: €926.4 million) disproportionately compared to the change of revenues as a result of a higher own delivery share (60.6%, previous year: 36.8%), additionally pronounced by the continuous rollout of Dmarts. Integrated Vertical-related cost of sales contributed 7.9% of the total cost of sales. The portion of delivery

<sup>12</sup> Taking into account the amended segment structure, Total Segment Revenue increased by 87.5% to €2,729.8 million in 2020 (old segment structure). For more details on old and new segment structure refer to Section B.03.b.

<sup>13</sup> Adjusted EBITDA margin is defined as adjusted EBITDA divided by Total Segment Revenue.

expenses decreased slightly to 78.7% of the total cost of sales (previous year: 83.9%). The delivery expenses comprise own delivery personnel expenses (€140.3 million, previous year: €144.8 million) as well as external riders (€1,379.3 million, previous year: €620.6 million) and other operating delivery expenses (€37.1 million, previous year: €11.6 million).

**Gross profit margin** in 2020 was 20.0% (previous year: 25.1%). The decline is mainly attributable to higher cost of sales in connection with Dmarts as well as higher own delivery share. Beyond that, lost revenues and their corresponding profit contribution especially from the MENA segment due to the COVID-19-related restrictions in the first half of 2020 and several restaurant support measures (e.g., waiving of onboarding fees) contributed to the lower margin.

**Marketing expenses** increased by €137.2 million year on year to €632.4 million due to higher investments, particularly in Asia. They mainly include expenses for customer acquisition of €274.2 million (previous year: €239.3 million) and expenses relating to restaurant acquisition of €236.1 million (previous year: €150.4 million). Comparing marketing expenses to GMV, the ratio improved from 6.7% in 2019 to 5.1% in 2020 due to comprehensive marketing campaigns in 2020 as well as COVID-19 related effects in 2020.

**IT expenses** increased by €57.5 million to €152.3 million. They mainly comprise personnel expenses. Most of our IT expenses are attributable to research and development activities (2020: €129.3 million; previous year: €65.0 million), predominantly for the refinement of our platforms to enhance the value for our partner restaurants and to further improve the customer experience. Comparing IT expenses to GMV, the ratio was constant at 1.3% in 2019 and 1.2% in 2020.

**General administrative expenses** amounted to €615.3 million in 2020 (previous year: €373.5 million). Expenses for share-based compensation increased to €86.1 million (previous year: €44.8 million) and other personnel-related general administrative expenses increased to €205.5 million in 2020 (previous year: €128.6 million). This was primarily driven by an increase in administrative headcounts. Consulting expenses increased to €67.0 million (previous year: €48.3 million), mainly due to services related to the preparation and execution of M&A transactions. General administrative expenses also include depreciation expenses of €43.0 million for right-of-use assets (previous year: €27.0 million) and €50.4 million of other depreciation and amortization expenses (previous year: €33.0 million). Lease expenses for short term and low value leases increased to €8.7 million in 2020 (previous year: €6.6 million). Tax expenses included increased to €33.0 million (previous year: €6.8 million).

**Other operating income** of €36.0 million (previous year: €19.9 million) includes a gain from the partial release of the contingent consideration liability in connection with the acquisition of Zomato UAE in 2019 of €9.8 million as well as income of €8.7 million in connection with Covid-19-related government grants received. Gains from the sale of rider equipment contributed €8.9 million to other operating income.

**Other operating expenses** amounted to €4.5 million in 2020 (previous year: €6.7 million) and include primarily losses on the disposal of fixed assets of €2.4 million (previous year: €0.6 million), goodwill impairment of €0.0 million (previous year: €2.0 million) and losses from the wind ups and liquidations of subsidiaries in 2020 of €1.6 million (previous year: €2.0 million).

The **impairment losses on trade receivables and other assets** increased to €19.7 million (previous year: €8.8 million), partly due to an overall increase of receivables toward third parties.

**Net interest cost** increased to negative €73.2 million (previous year: negative €9.4 million), mainly due to the finance costs of negative €54.1 million associated with the issuance of four tranches of convertible bonds with a nominal value of €3.3 billion, which were placed in January and July 2020 (refer to Section F.14. of selected Notes to the Consolidated Financial Statements for further detail).

The decrease of the **other financial result** from €93.7 million in 2019 to negative €334.4 million in 2020 was mainly driven by higher foreign currency translation losses of €161.2 million (previous year: loss of €4.8 million) as well as valuation losses of €144.5 million from fair value adjustments of the financial instruments at fair value through profit and loss (previous year: gain of €59.6 million). Fair value losses were primarily driven by measurement effects of the derivatives in connection with the Convertible Bonds II (negative €192.9 million), while the higher currency translation losses resulted from the Group's exchange rate exposure with regard to intercompany loan obligations denominated in foreign currencies and intercompany receivables and payables.

The increase in **current income tax expenses** from €31.4 million in 2019 to €56.9 million in 2020 was mainly driven by rising withholding taxes resulting from payments to Delivery Hero SE. The increase in income from deferred taxes (2020: €42.7 million; 2019: €4.9 million) is mainly a result of the recognition of deferred tax assets of €40.3 million on temporary differences – and the corresponding income from a change in deferred taxes – as based on the recognition of deferred tax liabilities on temporary differences, mainly associated with convertible bonds.

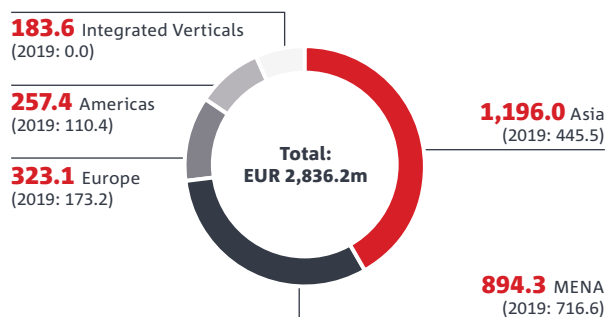
## b) Business development by segment

Starting in 2020, the new segment “Integrated Verticals” was established in addition to the four geographic segments Asia, MENA, Europe and Americas, in which the platform business is reported. In accordance with IFRS 8, segment revenue and adjusted EBITDA of the segments are subsequently presented in the old and new segment structure for the current period. The segment revenue of the Integrated Verticals segment is included based on the revenue recognized from orders where the Group acts as a principal, whereas revenue recognized in the geographic segments is included based on orders where the Group acts as an agent (i.e., delivery of food, flowers, groceries, etc.). Intersegment revenue, which mainly results from services charged by the platform entities where the products of the respective Integrated Verticals are listed, are eliminated as intersegment consolidation adjustments. In 2019 and 2020 (old), revenues from integrated vertical operations were included in the regional segments on a commission basis.

Except as otherwise stated, the following discussion of the segment performance is based on a comparison of 2020, based on the new segment structure, with 2019 (old structure).

The performance of our segments is summarized based on the main key financial performance indicators for managing the Group at the segment level – Total Segment Revenues and adjusted EBITDA of the Segments.

### SEGMENT REVENUE 2020 (NEW; in EUR million)



### REVENUE

EUR million	2020 (New)	2020 (Old)	2019
Asia	1,196.0	1,211.8	455.5
MENA	894.3	931.1	716.6
Europe	323.1	327.2	173.2
Americas	257.4	259.7	110.4
Integrated Verticals	183.6	–	–
Intersegment consolidation adjustments	–18.2	–	–
<b>Total Segment Revenue</b>	<b>2,836.2</b>	<b>2,729.8</b>	<b>1,455.7</b>
Reconciliation effects <sup>1</sup>	–0.1	106.2	7.2
Vouchers	–364.1	–364.1	–225.3
<b>Revenue</b>	<b>2,471.9</b>	<b>2,471.9</b>	<b>1,237.6</b>

<sup>1</sup> For segment reporting purposes (old) revenues from other on-demand items where Delivery Hero acts as principal are presented net of merchandise value (gross profit presentation).

### ADJUSTED EBITDA

EUR million	2020 (New)	2020 (Old)	2019
Asia	–456.1	–471.2	–312.2
MENA	98.6	57.9	43.3
Europe	–2.2	–8.1	–19.0
Americas	–143.1	–146.3	–143.0
Integrated verticals	–64.9	–	–
<b>Adjusted EBITDA of the segments</b>	<b>–567.7</b>	<b>–567.7</b>	<b>–430.9</b>
Consolidation adjustments	–	–	–6.3
Items excluded from segment performance	–	–	–22.0
Management adjustments	–92.1	–92.1	–49.0
Expenses for share-based compensation	–86.1	–86.1	–44.8
Other reconciliation items	2.4	2.4	2.3
Amortization and depreciation	–150.7	–150.7	–97.2
Net interest and other financial result	–494.3	–494.3	–15.5
<b>Earnings before income taxes</b>	<b>–1,388.5</b>	<b>–1,388.5</b>	<b>–663.4</b>

Management adjustments include (i) expenses for services related to corporate transactions and financing rounds of €59.7 million (previous year: €34.8 million), thereof €29.8 million expenses were recognized for earn-out liabilities in connection with acquisitions of current and previous years (previous year: €13.3 million) and €5.9 million in connection with the placement of convertible bonds (previous year: €0.0 million), and (ii) expenses for reorganization measures of €26.4 million (previous year: €14.3 million), mainly with respect to the integration of the Carriage business into Talabat in MENA (€9.4 million), and legal consulting (€10.7 million).

Other reconciliation effects include mainly non-operating income and expenses. In 2020, this item in particular related to the release of a liability for a contingent consideration of €9.0 million regarding the acquisition of the Zomato business in 2019 and the release of a provision of €1.6 million in the context of the settlement of warranty claims for the foodpanda acquisition in 2016. In addition, this item includes other reconciliation effects, including expenses for non-income taxes of €13.3 million (previous year: €4.3 million), of which €4.2 million relate to prior-period taxes for operations divested in 2018.

In 2019 items excluded from segment performance of €22.0 million relate to expenses incurred during 2019 that relate to operations that were divested in 2018.

### NUMBER OF ORDERS

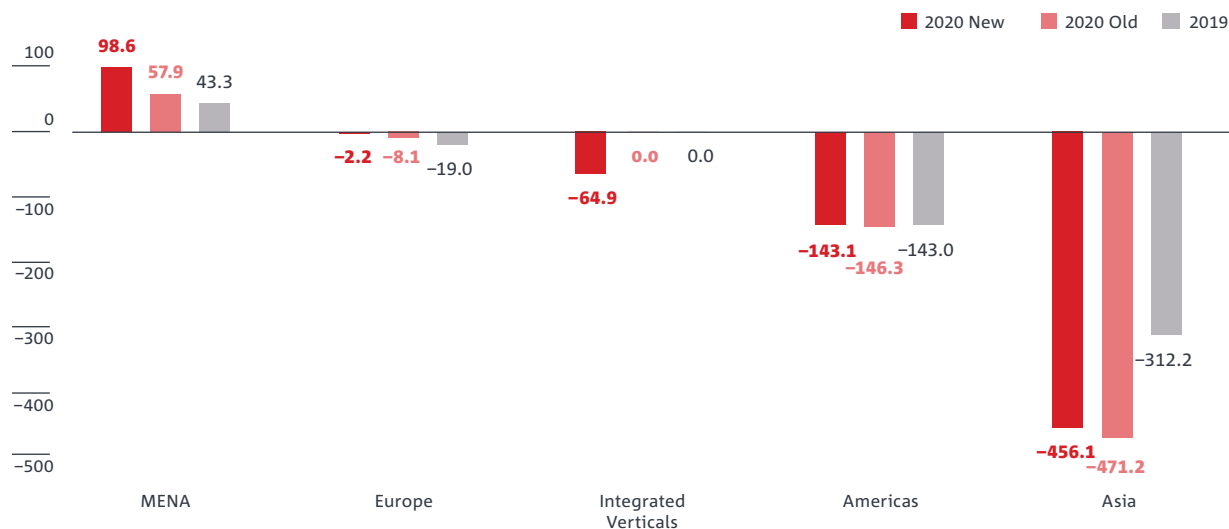
Million	2020	2019	Change	
			million	in %
Asia	667.7	227.0	440.7	>100
MENA	386.3	298.6	87.7	29.4
Europe	128.7	85.0	43.7	51.4
Americas	121.3	55.4	65.9	>100
<b>Total</b>	<b>1,304.1</b>	<b>666.0</b>	<b>638.1</b>	<b>95.8</b>
Thereof Integrated Verticals <sup>1</sup>	24.3	–	24.3	–

### GMV

EUR million	2020	2019	Change	
			million	in %
Asia	5,211.3	2,357.5	2,853.8	>100
MENA	4,335.6	3,476.8	858.8	24.7
Europe	1,737.5	1,047.5	690.0	65.9
Americas	1,076.6	553.6	523.0	94.5
<b>Total</b>	<b>12,360.9</b>	<b>7,435.4</b>	<b>4,925.5</b>	<b>66.2</b>
Thereof integrated Verticals <sup>1</sup>	196.8	–	196.8	–

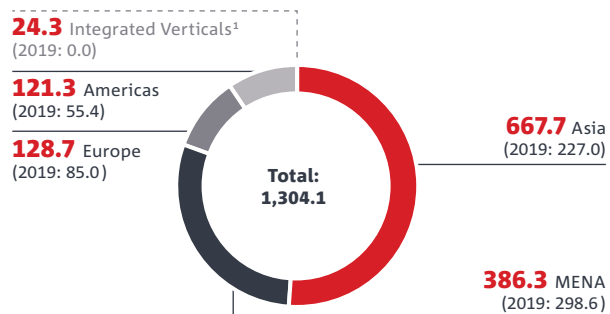
<sup>1</sup> Orders and GMV are presented in both regional segments and Integrated Verticals, subsequently consolidated at group level.

### ADJUSTED EBITDA BY SEGMENT (in EUR million)

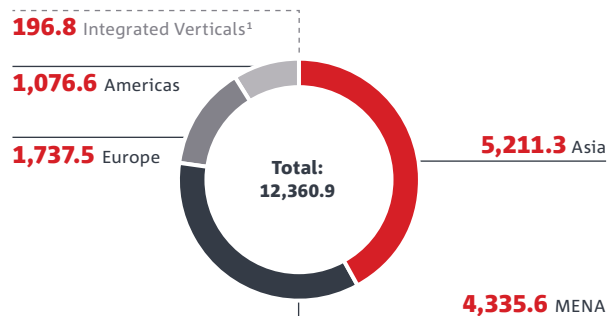




## ORDERS BY SEGMENT 2020 (in million)



## GMV BY SEGMENT 2020 (in EUR million)



<sup>1</sup> Orders and GMV are accounted for in the respective platform segments and shown in the Integrated Verticals segment for illustrative purposes only.

### Asia

During 2020, the Asia segment showed very strong growth, with an increase in segment revenue by 162.6% to €1,196.0 million (previous year: €455.5 million). Orders grew even stronger by 194.1% to 667.7 million (previous year: 227.0 million), however at a lower average basket size.

The positive revenue and order development was driven by overall organic growth which was the result of investments in many of the Asian countries in past years to unlock larger parts of the market. As the COVID-19 pandemic caused relatively fewer infections in many of the Asian markets, the direct negative impact on our business was also limited in the Asia segment.

The adjusted EBITDA increased to negative €456.1 million (previous year: negative €312.2 million) mainly as a consequence of higher marketing and increased delivery costs. However, the adjusted EBITDA margin improved significantly to negative 38.1% (previous year: negative 68.5%) based on the over proportionate revenue growth compared to the cost increase as a result of greater overall efficiency measures undertaken.

### MENA

The MENA segment faced the most stringent restrictions and lockdowns during the pandemic and was therefore hit hardest during the year 2020 in its operative performance. The restrictions, in particular in Kuwait, Saudi Arabia and Turkey, impacted the generation of orders especially during the second and partly the third quarter. Despite these restrictions, segment revenues in MENA increased by 24.8% to €894.3 million (previous year: €716.6 million) and orders grew by 29.4% to 386.3 million (previous year: 298.6 million).<sup>14</sup> Revenues from own delivery services, including separately charged delivery fees, increased by 26.9% from €476.1 million in 2019 to €604.2 million in 2020. The acquisition of Instashop on August 14, 2020 further contributed to the segment performance from thereon with €9.0 million in 2020 (refer to Section D.02. of the Consolidated Financial Statements for more information). The appreciation of the euro against key currencies in the region, such as the Turkish lira, the Kuwaiti dinar and the Saudi riyal softened the increase in segment revenue.

<sup>14</sup> On the basis of the old segment presentation, segment revenues in MENA increased by 29.9% from €716.6 million in 2019 to €931.1 million in 2020.

The negative impact on gross profit that resulted from lower order numbers due to COVID-19 restrictions particularly in the second quarter of 2020 was partly compensated for by cost-saving measures such as marketing reductions. Despite the pandemic impacts, the adjusted EBITDA of the MENA segment increased by 127.6% to €98.6 million based on the new segment structure in 2020, compared to €43.3 million in 2019 (old structure).<sup>15</sup> The adjusted EBITDA margin significantly improved to 11.0% in 2020 (previous year: 6.0%).

### Europe

Revenues of the Europe segment increased by 86.5% to €323.1 million and the number of orders grew by 51.4% to 128.7 million. The positive revenue development was mainly driven by revenues from own delivery services and non-commission revenue. Revenues from own delivery services, including separately charged delivery fees, increased by 157.4% to €160.9 million in 2020. The non-commission revenue contributed with an increase of €20.8 million to the segment performance. The strong growth was driven by marketing campaigns to boost and maintain market share and higher demand for food delivery services, which was also driven by restaurant restrictions in the context of COVID-19.

The adjusted EBITDA improved from negative €19.0 to negative €2.2 million, resulting in an adjusted EBITDA margin of negative 0.7% (previous year: negative 10.9%). The improvement of the negative adjusted EBITDA is the result of higher revenue growth compared to the cost increase across the segment. Particularly the high growth of the own delivery services contributed to the higher revenues.

### Americas

In 2020, revenues in the Americas segment increased by 133.1% to €257.4 million (previous year: €110.4 million) and the number of orders grew by 119.1% to 121.3 million (previous year: 55.4 million). The growth in revenue was positively affected by the continuous rollout of own delivery services, organic growth that was positively impacted

<sup>15</sup> On the basis of the old segment presentation, the adjusted EBITDA also increased to positive €57.9 million in 2020 but was impacted by the expansion of Dmarts and corresponding start-up costs.

by COVID-19 and on the back of past investments in the regions. The acquisition of Glovo's Latin American business on October 1, 2020 supplemented the revenue growth with € 12.8 million in 2020 (refer to Section D.02. of the Consolidated Financial Statements for more information). On the other hand, revenue was adversely affected by compensating effects of inflation and the appreciation of the euro, in particular in relation to the Argentinian peso.

Adjusted EBITDA remained stable at negative €143.1 million in 2020 (previous year: negative €143.0 million). Consequentially the negative adjusted EBITDA margin improved significantly to negative 55.7% in 2020 (previous year: negative 129.5%) on the back of overall efficiency improvements, particularly in our own delivery business.

### Integrated Verticals

Integrated Verticals represent businesses where Delivery Hero acts as principal in the sale of on-demand items. Accordingly, revenue is recognized on the basis of gross merchandise value (GMV). The business activities mostly consist of operating own warehouses ("Dmarts") from which goods are delivered within a very short time frame to the customer. To a much lesser extent, kitchens operated by Delivery Hero also contribute to the revenues in this segment. Despite COVID-19 related restrictions in 2020, operations in the Integrated Verticals segment were continuously extended, resulting in revenues of €183.6 million, generated by 24.3 million orders,<sup>16</sup> mainly from Dmarts of which we operated 491 stores at the end of 2020 (December 31, 2019: 54 stores). The adjusted EBITDA amounted to negative €64.9 million, resulting in an adjusted EBITDA margin of negative 35.3% reflecting investments for the global expansion of the segment.

### c) Financial position

Delivery Hero centrally manages the liquidity requirements for Delivery Hero SE and its consolidated subsidiaries. The primary goal of the Group's financial management is the timely provision of liquidity to the subsidiaries, meeting

payment obligations in due course and efficiently consigning excess funds to banks. Financial management is based on a twelve months' cash forecast for the Group and a monthly liquidity plan for the operating entities of the Group. The cash inflow from the disposal of assets, financing transactions and capital increases are administrated by Delivery Hero SE. They will be allocated in accordance with the business plan to subsidiaries and provided for strategic measures as needed. During the reporting period, the Group was able to meet its payment obligations at all times.

The condensed statement of cash flows of the Group is as follows:

EUR million	2020	2019
Cash and cash equivalents as of January 1 <sup>1</sup>	699.4	439.8
Cash flow from operating activities	-530.0	-364.8
Cash flow from investing activities	-905.2	627.3
Cash flow from financing activities	3,764.4	-0.1
Effect of exchange rate movements on cash and cash equivalents	-51.5	-2.8
Net change in cash and cash equivalents	2,329.3	262.4
<b>Cash and cash equivalents as of December 31<sup>1</sup></b>	<b>2,977.1</b>	<b>699.4</b>

<sup>1</sup> Cash included in a disposal group classified as held for sale on December 31, 2020: €54.9 million (December 31, 2019: nil).

In 2020 **cash flow from operating activities** was negative at €530.0 million due to the emphasis on growth, resulting in many group entities not having reached profitability yet. The negative cash flow from operating activities was overcompensated by the positive cash flow from financing activities.

**Cash flow from investing activities** in 2020 amounted to negative €905.2 million. This was mainly characterized by the net cash outflows of €399.9 million related to the acquisitions of InstaShop in the MENA region, Glovo's Latin American business and Honest Food in Germany. Further, cash outflows related to equity accounted investees amounted to €289.2 million for additional investments in Glovo and Hungry.dk and other minority investments. During the year 2020, cash outflows for investments in intangible assets amounted to €39.1 million (previous year: €25.9 million) and property plant and equipment amounted to €169.0 million (previous year: €69.2 million). The significant increase in property, plants and equipment was mainly driven by asset acquisitions for Dmarts and kitchens in line with our rapid expansion. Further, the significant growth in the platform business also contributed to the corresponding additions in assets. The cash flow from investing activities in 2019 mainly reflected the cash inflows from the divestment of the German operations of €487.5 million, as well as cash inflows of €226.5 million in connection with the sale of shares in Just Eat Takeaway.com and a cash inflow of €208.0 million in connection with a multi-year collar loan agreement with respect to 3.2 million shares in Just Eat Takeaway.com. Cash outflows in 2019 of €133.2 million (net of cash) related to the acquisitions of Zomato UAE – including a minority investment in Zomato Holding, additional investment in Glovo and other minority investment.

**Cash flow from financing activities** in 2020 mainly include cash inflows of €3,234.9 million (previous year: nil) resulting from proceeds from the placement of convertible bonds in January and July 2020 as well as cash inflows of €569.1 million related to capital increases from authorized capital in connection with the Woowa transaction and cash inflows of €18.9 million (previous year: €27.6 million) resulting from capital increases in connection with the exercise of equity-settled stock options. Cash outflows of €44.8 million (previous year: €28.2 million) are attributable to lease repayments. In 2019, the cash flow from financing activities included the inflow from the bridge financing for the acquisition of the Zomato business and corresponding

<sup>16</sup> Orders and GMV are presented in both platform segments and Integrated Verticals, subsequently consolidated at Group level.

repayment with proceeds from the divestment of German operations (see cash flow from investing activities).

**Cash and cash equivalents** were not subject to any significant restrictions as of the reporting date.

#### d) Net assets

The Group's balance sheet is structured as follows:

EUR million	<b>Dec. 31, 2020</b>	in %	Dec. 31, 2019	in %	Change
Non-current assets	2,435.4	42.2	1,723.0	64.5	712.3
Current assets	3,339.0	57.8	949.7	35.5	2,389.3
<b>Total assets</b>	<b>5,774.3</b>	<b>100.0</b>	<b>2,672.8</b>	<b>100.0</b>	<b>3,101.6</b>

EUR million	<b>Dec. 31, 2020</b>	in %	Dec. 31, 2019	in %	Change
Equity	1,168.5	20.2	1,869.5	69.9	-701.0
Non-current liabilities	3,607.0	62.5	185.4	6.9	3,421.6
Current liabilities	998.9	17.3	617.9	23.1	381.0
<b>Total liabilities and equity</b>	<b>5,774.3</b>	<b>100.0</b>	<b>2,672.8</b>	<b>100.0</b>	<b>3,101.6</b>

The Group's total assets as of December 31, 2020 increased by 116.1% compared to the previous year.

Between December 31, 2019 and 2020 the Group's balance sheet structure shifted towards a higher share of current assets, corresponding with a higher share of non-current liabilities. This change reflects particularly the increased level of cash and cash equivalents raised by the issuance of several convertible bonds in January and July 2020. These financing measures were initiated in connection with the execution of the Woowa transaction on March 4, 2021.

Non-current assets form 42.2% of the balance sheet as of December 31, 2020 (previous year: 64.5%). They mainly comprise intangible assets of €1,377.3 million (previous year: €1,046.7 million), thereof goodwill €1,106.3 million (previous year: €766.6 million), trademarks €119.5 million (previous year: €161.3 million) and customer bases €91.3 million (previous year: €81.9 million). Intangible assets increased by €330.6 million mainly due to additions in goodwill in connection with the acquisition of InstaShop and Glovo's Latin American business in 2020. Investments account for 16.2% (€391.5 million) of the non-current assets and mainly relate to shares in Just Eat Takeaway.com.

Investments accounted for using the equity method increased by 245.1% to €295.4 million in 2020 (previous year: €85.6 million). The increase was partly offset by currency effects in connection with the appreciation of the euro in relation to some currencies like the Turkish lira and Argentinian peso.

The increase in current assets in 2020 is mainly due to an increase of €2,222.8 million in cash and cash equivalents. Furthermore, the organic growth of the Group in 2020 led to slightly higher trade and other receivables, which increased by 6.8% to €138.2 million. The further roll-out of Dmarts led to a steady increase of inventories by 328.7% to €36.1 million (previous year: €8.4 million). Assets included in a disposal group classified as held for sale in connection with the prospective divestment of the Korean business as a part of the Woowa transaction led to a further increase of current assets of €132.6 million.

In 2020, the Group's equity decreased by 37.5% due to the net loss of €1,402.7 million. Capital increases from authorized capital in connection with the exercise of equity-settled stock options raised equity by €579.2 million. Further services received under equity-settled share-based payment arrangements increased equity by €76.6 million. Contrarily, currency translation losses reflected in other comprehensive income reduced equity by €52.1 million in 2020.

As of the reporting date, non-current liabilities increased significantly by 1,845.6% compared to the previous year. The increase was primarily driven by the convertible bonds given out during the course of 2020 (€2,949.5 million) and the derivative financial instruments recognized in connection with Convertible Bonds II (December 31, 2020: €388.9 million). For further details, refer to Section F.14. of the Consolidated Financial Statements. Further, non-current liabilities as of December 31, 2020 include long-term lease liabilities of €126.4 million as well as earn-out liabilities and deferred compensation from acquisitions of €79.2 million, primarily from the InstaShop and Zomato UAE transactions.

The increase of current liabilities resulted mainly from the Group's organic growth during the reporting period, leading to higher trade payables of €96.6 million (previous year: €63.4 million) and restaurant liabilities of €249.2 million (previous year: €214.7 million). Liabilities included in a disposal group classified as held for sale in connection with the prospective divestment of the Korean business as a part of the Woowa transaction led to a further increase of current liabilities of €117.0 million.

#### e) Overall assessment

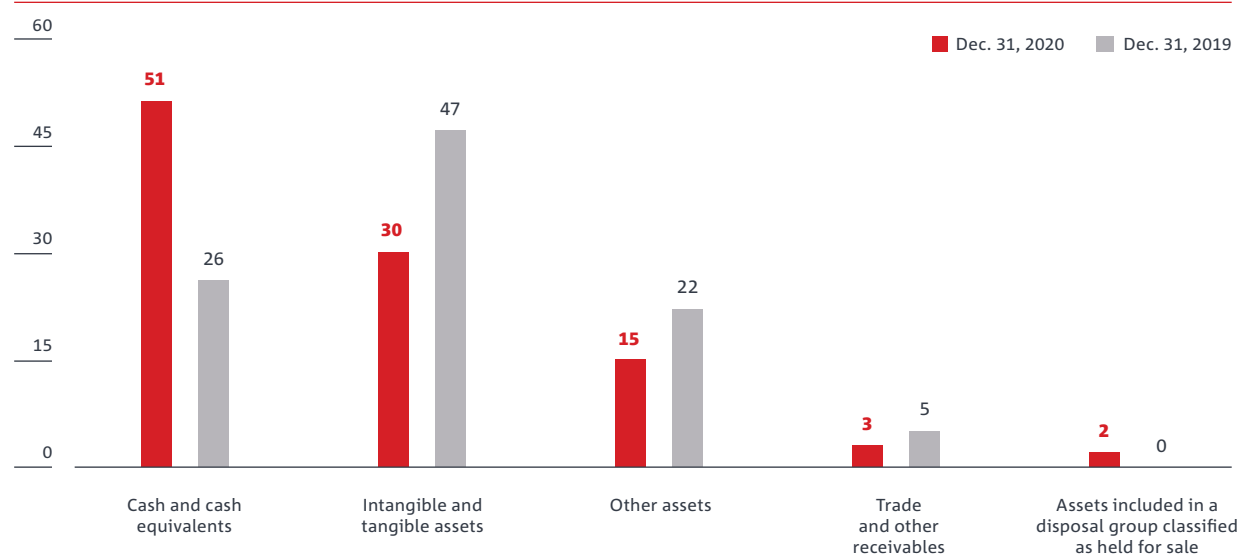
Despite the global COVID-19 pandemic that took a toll on societies and economies in 2020, the Management Board assesses the financial position, financial performance and earnings situation of Delivery Hero as positive. Delivery Hero's operative business, including its extended q-commerce footprint, has proven a resilient performance during the year. In 2020 Total Segment Revenue of €2,836.2 million exceeded expectations. Despite the positive impact on accelerated order growth and Total Segment Revenue, adjusted EBITDA of the Segments was negative €567.7 million, which is below the expectation of adjusted EBITDA being slightly better compared to the prior period (2019: negative €430.9 million). However, we believe that the significant revenue growths and the enhanced service offering, especially with the continuous roll-out of Dmarts, outweighs the higher than expected costs.

#### 4. Subsequent Events

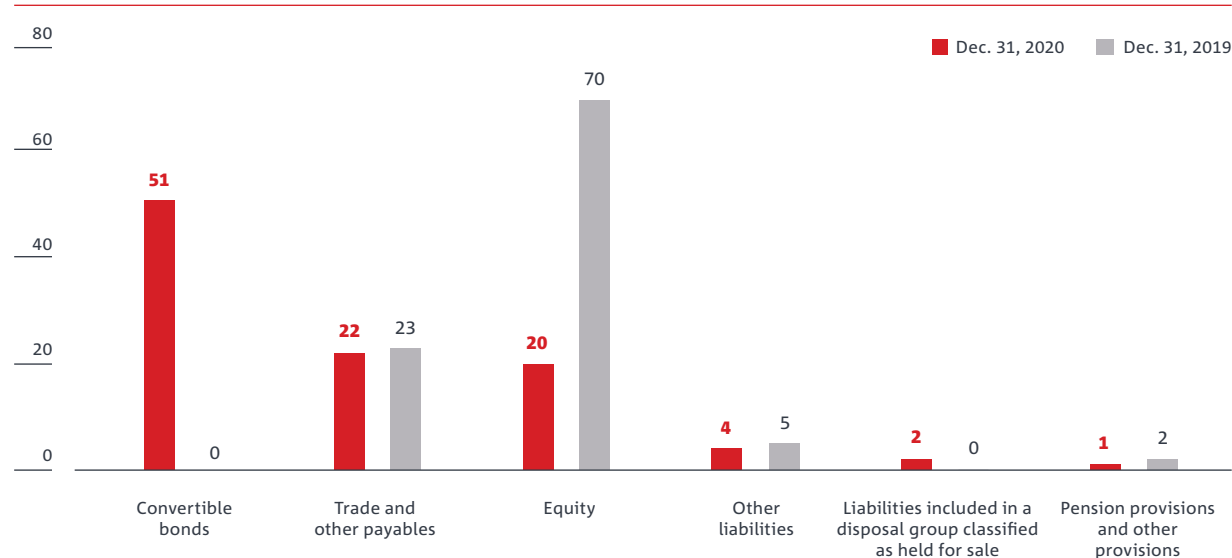
In January 2021 Delivery Hero carried out a capital increase, raising gross proceeds of approximately €1.2 billion. In March 2021 Delivery Hero closed the Woowa transaction and further strengthened its engagement with Glovoapp23 S.L. by investing approximately additional €229.0 million in the company, leading to an increased stake of 37.4% on a fully diluted basis.

For further details on subsequent events, refer to Section I. of the consolidated financial statements.

#### STRUCTURE OF STATEMENT OF FINANCIAL POSITION (in % of total assets)



#### STRUCTURE OF STATEMENT OF FINANCIAL POSITION (in % of liabilities and equity)





## C. RISK AND OPPORTUNITY REPORT

### 1. Risk Policy Principles and Risk Strategy

The constant monitoring, assessment and weighing of known and emerging risks is a fundamental principle of Delivery Hero and the responsibility of the Group's risk management. The aim of risk management is to develop a strategy and to set objectives that ensure an optimal balance between the growth of business, on the one hand, and the mitigation of associated risks, on the other hand, thereby systematically and sustainably fostering the Group's shareholder value.

A risk is considered as a threat of an event, action or failure to act, that could adversely affect Delivery Hero's ability to achieve its business objectives or implement its strategy. When identifying risks, both negative impacts and lost opportunities are considered equally.

The Group's formalized risk management system (RMS) focuses solely on managing risks, whereas the consideration of opportunities is not part of this formalized system. Possible opportunities arising in business activities are described in Section C.06 Opportunity report.

#### a) Risk policy principles

Our Enterprise Risk Management ("ERM") is based on the following principles:

- The conscious acceptance of economically viable risks is an essential part of any business activity.
- The goal of ERM is not to avoid risks but to ensure risk transparency through a systematic ERM process. Thereby, risks can be accepted if they are known, assessed, managed and monitored. Further, in consideration of cost-benefit aspects, an accepted risk should correlate with a potential higher return and added value for the Group.

- ERM is an integral part of Delivery Hero's business processes and relates to all business activities within the Group.
- The Management Board, the global and local ERM functions and local management teams are responsible for enhancing risk culture and risk awareness. Delivery Hero stands for a strong tone from the top with regards to ERM and all other Governance, Risk and Compliance matters ("GRC") in general. Accordingly, over the past years Group management strengthened the GRC and Internal Audit function by adding relevant expertise, embedding local risk management policies in subsidiaries supported by central subject matter experts.
- The ERM ensures a uniform risk understanding throughout the Group by setting definitions, rules and procedures and by documenting them in the ERM manual.
- Every employee within the Group has the responsibility to proactively participate in and support the ERM.
- The ERM enables risk awareness in business decisions.

#### b) Risk strategy

The main goal of Delivery Hero's risk strategy is to assess present and future risks, with regards to costs and benefits, as well as to preserve risk transparency. As we conduct an innovative and growing business, with relatively high inherent risks, that rewards with potential future returns, we are willing to accept risks and even seeking certain risks to achieve our goals within the defined and pursued strategy.

#### MATERIALITY THRESHOLDS

Risk-related materiality thresholds are derived from our risk appetite. Based on the continuing growth focus of the Group, the key metric used as a reference for the definition of the materiality thresholds is revenue.

Delivery Hero distinguishes between two types of materiality thresholds:

- Reporting thresholds for the identification and assessment of risks: If exceeded, the risks have to be included in the Group's enterprise risk assessment and our regular reporting process. The reporting threshold, considered to have an insignificant financial impact, is defined as follows: Group revenue x 1% x 0.5 (€ 12.4 million).
- Materiality limits/escalation criteria for ad-hoc reporting: The materiality limits/escalation criterion for ad-hoc reporting, corresponding to a medium financial impact, is defined as follows: Group revenue x 2.5% (>€ 61.8 million).

Local entities apply the same formulas with local revenue input to determine risks to be reported to the GRC function.

### 2. Group-wide Risk Management System ("RMS")

The key objectives of Delivery Hero's RMS 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. The RMS identifies, assesses, treats, monitors and reports risks.

Delivery Hero's RMS considers the key elements in accordance with Section 315 (2), No. 1a HGB and the internationally recognized COSO framework of the Committee of Sponsoring Organizations of the Treadway Commission.

It consists of the pillars risk identification, risk assessment, risk treatment, risk monitoring and risk reporting. This includes the risk management process and its instruments as well as all underlying principles and guidelines. The RMS is closely aligned with the determination of the Group's strategy and its business objectives, including safeguarding of the Group's assets and the value chain. The RMS deals with all significant risks, not only with risks that could jeopardize the existence of the Group.

## RISK MANAGEMENT CYCLE



### a) Risk identification

Risks are identified by all employees of Delivery Hero, including our nominated risk owners throughout the different departments of the Group and by the Global Risk Manager or local risk managers on the basis of data analyses, process reviews, interviews and actual events. The risk identification also comprehends the identification of potential interactions between risks, based on qualitative factors. The interaction of risks could lead to the identification of new risks.

### b) Risk assessment

After the risk identification, the risk owners, supported by central and/or local risk managers, assess their individual risks based on the evaluation criteria described below. These criteria are applicable to all subsidiaries of Delivery Hero to ensure that all risks are assessed uniformly in order to ensure comparability.

Risks are assessed with respect to two dimensions:

- **Impact** is the extent to which the risk, if materialized, would affect Delivery Hero and its objectives.
- **Likelihood** is defined as the probability of a risk occurring over a predefined period.

The combination of likelihood of occurrence and impact results in the risk assessment.

Identified risks in the red area of the matrix are characterized as high (or critical) and require immediate action from management with high priority or need to be monitored closely. Risks in the amber area are categorized as medium (or moderate) risks, which require mid-term action and/or regular monitoring. Risks in the green area are characterized as low (or minor) and are not excluded from action but have a lower priority.

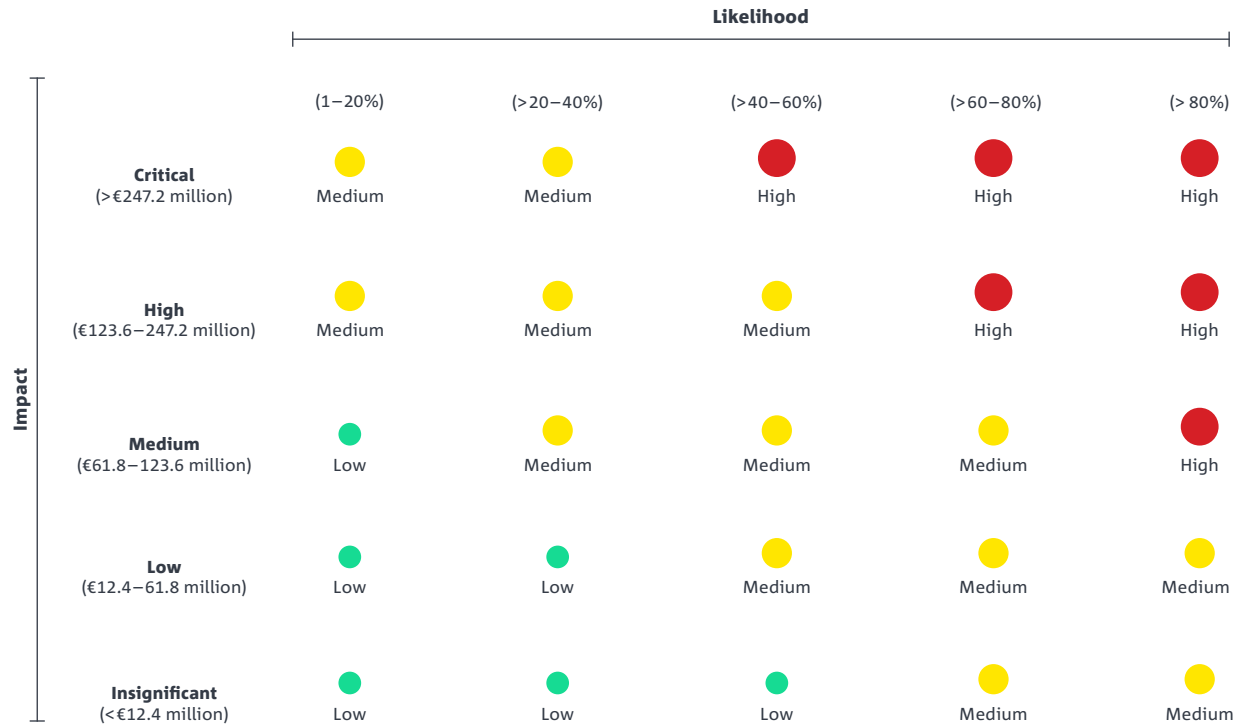
To assess the potential impact of a risk, different categories are considered. Risks can be evaluated either from a quantitative (financial) perspective and/or from qualitative perspectives such as business objectives, brand image, operations, health, legal and environment.

The impact scale ranges from insignificant (score of one) to critical (score of five):

- I. Insignificant: The risk does not affect the daily performance/insignificant financial losses/no injuries
- II. Low: Minimal impairment of daily business/first aid for injuries required/situation immediately under control/low financial losses
- III. Medium: Medium interruptions of daily business/medical care needed in case of injuries/medium financial losses/damage is limited by external assistance
- IV. High: Temporary loss of business functionality and capacity, major violation/significant damage to reputation/large financial losses
- V. Critical: Massive financial losses/bankruptcies/death, major reputational damage or damage to the relationship with the stakeholders

In cases where the same risk is associated to two or more different impact categories, and these categories score differently, we always use the highest impact score in the impact assessment.

## RISK MATRIX AND FINANCIAL IMPACT SCALE OF DELIVERY HERO



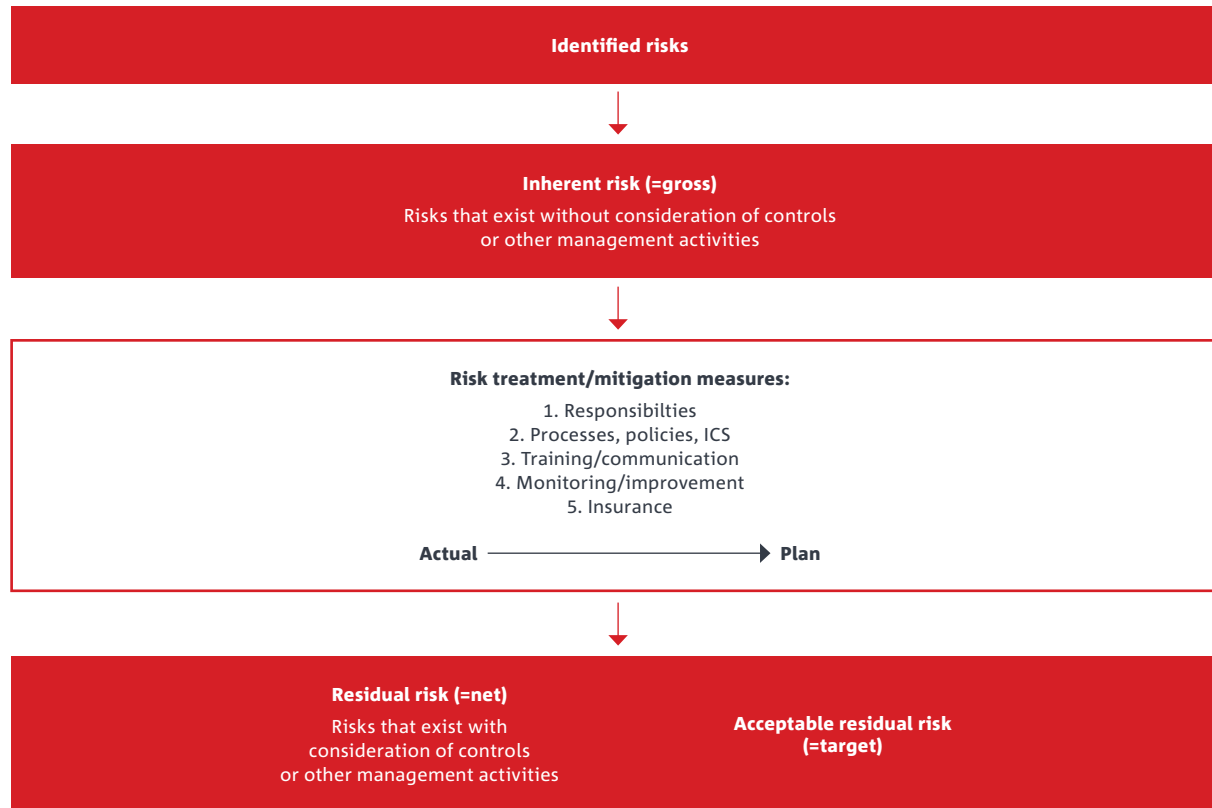
### GROSS VERSUS NET RISK

In the first step, we evaluate a risk without considering the effect of the risk treatment strategy and the risk mitigation measures (the gross or inherent risk). In the second step, we then define the remaining net risk, taking into account the risk treatment as well as the implementation of any risk mitigation measures (the net or residual risk).

Acceptable residual risk refers to scenarios where a risk treatment has been implemented (target).

The image below presents the differences between gross, net and target risk.

## DIFFERENCES BETWEEN GROSS AND NET RISK



### c) Risk treatment

The treatment of risks encompasses actions or strategies to manage identified and assessed risks. One of the following options needs to be chosen by the risk owner in alignment with management:

- I. Risk avoidance: Risk can be avoided by stopping a certain activity that is posing the risk
- II. Risk reduction/mitigation: Risk can be reduced by taking necessary measures

III. Risk transfer: The risk can be transferred to a third party, insurance or consulting company

IV. Risk acceptance: Taking no action can be favored based on a cost-benefit analysis

### d) Risk monitoring

Risk monitoring refers to the continuous follow-up of identified, assessed and treated risks with the respective risk owner and/or central/local risk manager with the purpose of evaluating the latest likelihoods and impacts as well as monitoring and re-evaluating the defined actions and the progress of implementation. Continuous risk monitoring is a collective responsibility between the central risk management, local risk management, as well as with the respective risk owners. Continued risk monitoring is carried out.

### e) Risk reporting

We have established the following reporting structure for the identified key risks:

- I. Quarterly Risk & Compliance Committee meeting
- II. Regular updates to the Audit Committee
- III. On-demand updates to the Supervisory Board
- IV. Ad hoc updates for critical risks to the Management Board and/or Supervisory Board

## 3. System of Internal Financial Reporting Controls

Delivery Hero has implemented a detailed system of internal financial reporting controls. This system aims to identify, evaluate and control all risks that could have a significant impact on the proper preparation of the consolidated financial statements in compliance with the relevant accounting standards and applicable laws. As a key component of the accounting and reporting process, the system of internal financial reporting controls comprises preventive monitoring and investigative control measures in accounting and operational functions, which ensure a methodical and consistent process for preparing the financial statements. The control system is based on the various Group processes that have a significant impact on financial reporting.



These processes and the relevant risk for the financial reporting are analyzed and documented. A control matrix contains all controls, including a description of the control, type of control, and the frequency of its execution. We have implemented standardized monthly reporting and review procedures for subsidiary financial statements. These are subject to a multi-level monthly review process on a regional and Group level to ensure consistency and correctness across the Group.

Our global accounting and reporting manual provides detailed accounting instructions on all key components of the financial statements to the Group's finance teams. The identification of risks for the consolidated financial statements further involves the observations of the Group's internal audit function, the results of statutory audits and the risk assessment of the Group accounting function. Based on the assessment of complexity and the involvement of judgment within the application of accounting policies, the accounting for selected complex reporting topics, e.g., business combinations and share-based compensation arrangements, is centrally administered to comply with the Group's reporting requirements. Risks are further mitigated by the cross-functional exchange among central functions, in particular between Legal, Strategy, Group Accounting and Group Controlling. Identified risks are continuously monitored and reassessed. Based on this assessment and in accordance with the requirements of the respective International Financial Reporting Standards, the risks are reflected and disclosed in the Group's Consolidated Financial Statements. The system of internal controls is subject to regular reviews by the GRC department and/or risk-based assessments performed by Internal Audit.

#### **4. Internal Audit System**

Internal Audit is an independent, objective assurance and consulting activity designed to add value and improve Delivery Hero's operations. It is a function separate and distinct from management, the Governance, Risk & Compliance (GRC) department and the external auditors. The function helps the Delivery Hero Group to accomplish its objectives by bringing a systematic, disciplined approach to evaluating and improving governance, risk management, control and compliance processes.

Internal Audit provides reasonable assurance to the Management Board, the Audit Committee and the Supervisory Board that the Group's risk management and internal control systems are adequate and effective, as designed and implemented by the management. This is accomplished via risk-based audits performed throughout the Group. Internal Audit is continuing to grow its central team in Berlin, and its hubs in Singapore, Dubai and Montevideo. With the local expertise on board, it can serve management with more timely and relevant results. Internal Audit supports strong corporate governance in accordance with the International Standards for the Professional Practice of Internal Auditing of the Institute of Internal Auditors (IIA) and the standards of the German Institute of Internal Auditors (Deutsches Institut für Interne Revision (DIIR)). It maintains a quality assurance and improvement program that covers all internal audit activities and continuously monitors its effectiveness.

In 2020, Internal Audit performed audits that included, but were not limited to, Delivery Hero's risk management system (RMS) and internal controls system (ICS) in accordance with the Institut der Wirtschaftsprüfer (IDW) Prüfungsstandards.

Internal Audit provides the Audit Committee of the Supervisory Board with a report on its activities on a quarterly basis, and the Supervisory Board with a report at least once a year. These reports contain, inter alia, an account of the current status of the various audits conducted under the

flexible, risk-based audit plan, significant findings of completed audits and any outstanding issues relating to the implementation of management action plans. Reporting also includes significant risk exposures, control deficiencies, governance issues, and other matters of importance to senior management and the Audit Committee of the Supervisory Board.

#### **5. Risk Report as of December 31, 2020**

In 2020, the Delivery Hero Group's risk and opportunity profile changed compared to the profile as described in the risk and opportunity report of the annual report 2019. The main additions to the risk portfolio refer to the pandemics situation (COVID-19), uncertainty of the approval from authorities regarding, for example, specific laws and regulations with a direct impact on our operations, the integration of new entities, external financing and its implications on the liquidity risk, uncertainty regarding the successful outcome of the new verticals and transfer pricing.

Individual risks are generally assessed considering a twelve-month period from the reporting date. The key risks in each risk area are described below. These risks are applicable to all our segments (unless explicit reference to individual segments is made) and are based on the gross risk assessment. The actions taken as described below are – unless otherwise stated – considered adequate to mitigate the respective risks.

##### **a) Strategic risks**

The online food delivery market is continuing to grow very quickly, supported by growing internet penetration and the use of smartphones worldwide. The industry continues to be highly competitive. It is, however, to be noted that in many markets consolidation has advanced and various competitors have fully closed or reduced their operations. In various countries Delivery Hero is subject to pressure from other existing competitors, own delivery models, large food chains and brands, as well as new well-funded market entrants. Our success is dependent on our ability

to maintain a strong position in our markets. If we are unable to protect our strong positions, our service may be exposed to pricing pressure and sales may decline. Complementary delivery services and “super-apps” that extend the scope of services and products to be delivered (e.g., ride-hailing or travel booking) may attract our brands’ customers and consequently affect our market position. Delivery Hero is continuously focusing on increasing its restaurant base and on the enhancement of customer loyalty by creating an amazing customer experience.

The growth and success of our industry depends on the continued growth of e-commerce and quick commerce as marketplaces, the corresponding channel shift from offline to online and mobile devices, the development of new technologies and customers’ acceptance of online aggregator platforms, all of which may not develop as experienced in the past.

In addition, Delivery Hero continued to roll out complementary service offerings (e.g. expanding the products offered via Dmarts, engaging with shops offering a wide range of products) in selected cities and countries to enhance the frequency of orders on its platforms during 2020. The risk of increasing competitive pressure is considered high.

Delivery Hero is making significant investments in its delivery service, in particular in the form of riders and delivery related technology and capabilities, which may not be able to recoup through the commissions charged to our restaurants and delivery fees charged to our customers. We intend to further expand the scope and development of our own delivery service, but there can be no assurance that this intended expansion and development will be a success.

Furthermore, in 2020, Delivery Hero continued to acquire and integrate new companies, which exposes the Group to risks that can adversely affect its assets and liabilities, financial position, and results. The post-merger integration plays an important role in the success of the operation, and might be affected by the loss of key personnel, negative changes in the course of ongoing business processes and adverse changes in the relationship with customers and employees. Consequentially, integration processes may require more time and resources than expected. Furthermore, the integration of acquired businesses and the adoption of our Group wide-policies and Internal Control Systems may require more resources than expected and effect the entities’ operations adversely. An acquisition may also prove to be less beneficial than initially anticipated.

Non-compliance with the closing conditions that are usually associated with such transactions, could lead to litigation between the parties, with others and/or claims against Delivery Hero.

Our markets and, in particular, the emerging markets and developing economies in which we operate, may not be as attractive as we currently believe and may not develop as we anticipate.

We may not have adequately identified, assessed, or avoided potential transactional risks. Furthermore, there can be no assurance that all required regulatory approvals, such as antitrust clearances, were obtained in connection with all acquisitions. Any failure by us to identify, correctly assess or avoid the problems, liabilities or other shortcomings or challenges of an acquired company or technology, including issues related to intellectual property, data protection, regulatory compliance, accounting practices, employee or customer issues or insufficient contract management, including violations of contractual agreements or disputes

concerning the content of oral contracts, which we conclude with our partner restaurants in some jurisdictions, could harm our business or our reputation, and we could incur extraordinary or unexpected legal, regulatory, contractual, labor or other costs as a consequence of business additions and we may not be able to achieve the cost savings, synergies or other benefits we hoped to achieve from such business additions. The risk is considered high.

Technological changes and disruptive technologies may affect our current business model negatively, if we are not able to continuously realize technological improvements. New generations of consumers and restaurants might expect different technological applications and solutions. Delivery Hero’s product and technology teams are constantly focusing on innovation in all areas of the consumer experience. In this context technological developments in the online food delivery space and in other internet-based business models are constantly evaluated. The risk of disruptive technologies is considered high.

As we are operating in emerging and developing markets, we are subject to economic, political and legal risks in these countries. Unexpected regulatory or capital market requirements as well as changes to applicable laws may require Delivery Hero to flexibly react to changes to its business processes (refer to compliance risks for more detail). Furthermore, financial turbulences, economic and institutional instability in certain markets, an expansive monetary policy of large central banks worldwide and an unresolved debt problem in numerous industrial and developing countries result in considerable risks for our business. Further considering the expansion into new markets and investments in new verticals with differing applicable regulations, overall, the risk of economic, political, legal and financial risks occurring is considered high.

Natural disasters and catastrophes, such as hurricanes, earthquakes, tornadoes or blizzards as well as chemical, nuclear or other industrial accidents or the outbreak of another widespread health epidemic or pandemic or other adverse public health developments that impact either several markets in which we operate or single countries in which we generate a significant amount of our revenue or profit, such as South Korea, Kuwait and Saudi Arabia, or where our partner restaurants, kitchens, Dmarts, suppliers, riders and customers are located, can impact our industry in such regions. Such events can make it difficult for our partners to fully staff their restaurants, kitchens and Dmarts and for us to employ or engage riders to deliver food, groceries and pharmaceuticals to our customers. Particularly severe cases may even cause a temporary inability to obtain supplies, cause temporary or permanent closures of our partners and other suppliers or prohibit the delivery of food and supplies to our customers, any of which could materially disrupt our business and operations and materially adversely affect our financial performance.

The impact of the COVID-19 pandemic on our business and financial results is highly uncertain and cannot be predicted, including the scope and duration of the pandemic and actions taken by governmental authorities in response to the pandemic, and may be negative. In 2020, our business has, to a limited extent, given the overall positive development, been negatively affected by the outbreak of the infectious coronavirus disease caused by a novel strain of coronavirus (SARS-CoV-2) ("COVID-19"). COVID-19 may continue to impact our industry and markets or may disrupt our operations, our partner restaurants, kitchens, Dmarts, suppliers, riders and customers in ways that could have an adverse effect on our business, results of operations and financial condition. The impact of the COVID-19 pandemic on the industry and the markets in which we operate as well as on our business, financial condition and

the results of operations will depend largely on future developments, including the duration and spread of the outbreak globally and the related impact on consumer confidence and spending, all of which are highly uncertain and cannot be predicted with certainty at this time. If the countries in which we operate experience a severe recession this will reduce consumer confidence and spending power and materially adversely affect our business and prospects. We assess this risk as medium.

Online food delivery is based on the aggregation of customer demand for food and beverages as well as the offering of a broad selection of menu options by our restaurant partners. Disruptions in the restaurant supply may have an adverse effect on the performance of our business model. The outbreak of the coronavirus and the subsequent assessment by the World Health Organization (WHO) in March 2020 that COVID-19 can be characterized as a pandemic is one of the rare events that resulted in broad restrictions to restaurant operations, including temporary closure of restaurants, as well as curfews in cities and countries. Such restrictions in the first place have a harmful effect on restaurants' ability to continue operations, but in the second place may disruptively affect the success of Delivery Hero's business model in the relevant markets. Potential authoritative measures for pandemic control can be initiated and altered at short notice and might impact our business operations extensively. The impact is contingent on many factors, including the duration and intensity of the outbreak, and the effectiveness of public health measures and supportive macroeconomic measures. Considering our diversification in several markets that are differently exposed to the coronavirus outbreak and corresponding pandemic control measures, we currently assess this risk as medium.

To identify such strategic risks in a timely manner, we promote local entrepreneurship to enable our local management teams to react quickly to individual market changes. In addition, Delivery Hero promotes strategical and technological collaboration between local and central teams to leverage the global organization. If a reaction to local developments is needed, mitigating actions are established based on the individual facts and circumstances identified.

#### **b) Operational risks**

Delivery Hero operates websites, platforms, payment solutions and other data processing systems, which we use to collect, maintain, transmit and store information about our partner restaurants, customers and suppliers. They all rely on the security of our systems and the fact that their data is handled properly and is not misused. Any breaches may result in material reputational damage. Therefore, we maintain and continuously improve our technical and organizational measures and implement our standards worldwide.

However, IT security risks, in particular cybersecurity, remain the biggest inherent risk of our business model. As the nature and characteristics of cyberattacks are constantly evolving, the risk that new security gaps can only be closed with a time lag exists.

Delivery Hero is also subject to business continuity risks. We rely on complex IT and telecommunication systems in order to enable our customers to conveniently access our platforms and enhance their ordering experience. We also use such technology for processing orders, managing delivery operations and invoicing. IT and telecommunication systems provided by third parties, such as SAP and Salesforce, may be difficult to integrate with other tools due to their complexity, resulting in high data inconsistency and incompatibility.

Delivery Hero is also dependent on third parties and our success depends upon our relationships with them. These companies provide various services relevant to our business, such as software, marketing, payment processing and data host services. For example, we rely on third-party payment processors and encryption and from third-party licensed authentication technology that is designed to effectively secure transmission of personal information provided by our customers. We also rely on third-party data center hosts and network carriers to provide a reliable network backbone with the speed, data capacity, security and hardware necessary for reliable internet access and services.

As an internet-based company, we are strongly dependent on the functionality, security and stability of our websites and online order platforms. In 2019 and 2020, we have experienced multiple major service disruptions, which led to the loss of orders, and in the future, we may experience further service disruptions, outages, or other performance problems due to a variety of factors, including infrastructure changes, human or software errors, capacity constraints due to an overwhelming number of users accessing our platform simultaneously, and denial of service, fraud or security attacks. In some instances, we may not be able to identify the cause or causes of these performance problems within an acceptable period of time. Online food delivery is preferred mainly because of its convenience; therefore, even short system downtimes can lead to high financial losses, including reputational damage to our brands. The risk is considered high.

To avoid harm to our systems, we are continuously evaluating, improving and implementing processes with the aim of reflecting best practice processes, which include comprehensive internal controls, process improvements and employee IT expertise. Before implementation, proprietary software is subject to a quality assurance process. Methods used to protect against external attacks include the use of external service providers, redundant systems and regular

stress and penetration tests. Moreover, an incident management process is in place that enables a systematic search for the causes of any malfunctions. The continuous monitoring of and constant efforts to improve our system security is of utmost priority for the Group. Due to the importance of data to our business, we assess the risk of data security issues and system malfunctions as high.

We are continuously increasing the number of deliveries and expanding our logistics business in several regions. This may be combined with a larger volume of cash that is collected and transferred, bearing the risk of theft, inconsistencies in cash reconciliations and administrative effort. To mitigate this risk, several control mechanisms have been established that secure the cash-payment procedure. In addition, several projects have been initiated to mitigate the named risks. At the same time, we are strongly promoting online payment options to our business partners and customers. The risk is considered to be medium.

Concerning the expansion of Delivery Hero's Dmarts operation, we are strongly dependent on good inventory management procedures and system, that allow us to fulfill the needs of our customers, while optimizing the stock. Inaccurate forecast, unreliable suppliers, theft of goods, inventory damage and loss, could increase inventory costs and, indirectly, negatively affect the customer experience. Therefore, to mitigate this risk, we maintain a strong control of the inventory stock using the appropriate systems and procedures. This risk is considered medium.

Due to the complexity of the broad variety of payment methods used by our customers, we face the risk of operational failures in our checkout process, which could adversely affect our conversion rate (i.e., the percentage of people visiting our websites who actually place an order) and customer satisfaction, since we may be unable to provide automated online payment processes in some of our markets and for certain restaurants due to a lack of sophisticated local payment systems. We consider this risk to be low.

In order to manage all identified and newly arising business challenges with their inherent risks properly, access to a rich talent pool is needed. Future growth will continue to pose various challenges to us, such as finding and/or retaining suitable personnel, including qualified IT personnel, implementing an enhanced control framework to support operations and establishing sufficiently robust compliance procedures and recruiting appropriately skilled compliance personnel. We depend on talented personnel to grow and operate our business and we may not be able to retain, attract new or replace such qualified personnel. The growth of the online food delivery market and increasing online penetration affects our need for new riders for our own delivery service. If we are unable to find a sufficient number of riders for our delivery service, our delivery operations will be negatively affected. We consider this risk to be medium.

### **c) Compliance risks**

Government regulations and legal uncertainties may place administrative and financial burdens on our business.

Delivery Hero compliance risks arise mainly from potential violations or non-compliance with laws, rules, regulations, agreements, or industry or ethical standards and can lead mainly to fines and/or legal and reputational damage.

We may be subject to litigation proceedings in connection with M&A transactions and other corporate measures which could harm our business and the results of operations. We face potential liability, expenses for legal claims and harm to our business resulting from litigation proceedings in connection with the acquisition and divestment of operations, including potential claims related to business combination, integration squeeze-out or other corporate measures by third-party shareholders of Group companies as well as other adverse legal consequences due to claims of regulatory authorities. Regardless of the outcome of arbitrations, litigations or administrative proceedings, whether potential or actual, they can be costly and may also damage our reputation and have a material adverse impact on our ability to compete for business. This risk is considered medium.

As the internet continues to revolutionize commercial relationships on a global scale, the use of the internet and mobile devices in everyday life is becoming more prevalent and the business of food delivery is getting more and more attention from local governments and media. New laws and regulations relating to the internet, the e-commerce, quick commerce and food sectors may be enacted and current laws might be changed. These laws and regulations may affect many aspects of our business, such as the collection, use and protection of data from website visitors and related privacy issues, antitrust, employment contracts, online payment services, pricing, corruption prevention, tax, commission rates charged to our partner restaurants, content, copyrights, trademarks and the origin, distribution and quality of goods, foods and services. Furthermore, the successful launch of several vertical businesses like Dmarts, grocery shops and kitchens throughout 2019 and 2020 exposed Delivery Hero to additional regulations in all the countries where these new verticals operate.

Delivery Hero is, in many countries of its Europe segment, subject to the EU Payment Services Directive II which covers online-based payment services and provides a uniform regulation of payments via the internet and mobile phones. It increases customer protection and the requirements for user authentication. In particular, the Payment Services Directive II (PSD II) prevents European companies without a banking or payment services license from collecting and holding payments resulting from online transactions on behalf of others (e.g., restaurants in Delivery Hero's business model). In 2020, other countries, such as Singapore, adopted similar regulations. This forces companies to either outsource the provision of payment services to third parties, to discontinue online payment services or to apply for a banking or payment services license. Monitoring of adherence as well as modification of or non-compliance with such regulations could adversely affect our business by increasing compliance costs, including non-compliance fines and administrative burdens. An assessment and

design of relevant processes was conducted under consideration of external advice. The Group has initiated steps for license application in selected jurisdictions. The risk posed by payment service regulations is considered to be high. In addition, with respect to payment transactions that cross a certain threshold or result in the issuance of e-money, "know your customer" ("KYC") requirements may apply, forcing us to comply with certain additional formal requirements. Such KYC compliance requirements may adversely affect the onboarding of new restaurant partners and consequently the growth of our business and/or may slow down payment processes and significantly increase our cost of compliance. We consider this risk to be medium.

Privacy-related regulation of the internet could interfere with our strategy to collect and use personal information as part of our marketing efforts and operations. As a result of the General Data Protection Regulation (Regulation 2016/679/EU of the European Parliament and Council of April 27, 2016, the "General Data Protection Regulation"), which came into force on May 25, 2018, data controllers have more obligations when it comes to handling personal data. Due to different interpretation possibilities of the General Data Protection Regulation (GDPR) with regard to marketing activities as well as the use of new and innovative technologies or processes, the risk exists that regulatory authorities and judicature may put forward an interpretation of the legislative language that deviates from our understanding. Due to a lack of guidance that is not conducive to reducing the overall complexity, the question of whether and how the cookie banner settings must be set remains a matter of legal uncertainty. The mitigation of this uncertainty could exist in the complete and thus possibly disproportionate adjustment of the cookie banner setting to the requirement formulated by the European Court of Justice in its decision of October 1, 2019. Alternatively, a potential risk could be reduced to an acceptable level by continuously monitoring the overall situation, regularly assessing the risk of varying likelihood and severity for the

rights and freedoms of natural persons, evaluating changes in the legal situation and preparing suitable measures for immediate implementation. Regarding GDPR, we review our data processing activities critically, particularly for compliance with the principles of data processing and adjusted security measures as defined by Art. 25 and Art. 32 GDPR. Additionally, the Group has established a data protection management system to ensure compliance with the GDPR requirements. Non-compliance with applicable regulations can result in fines and other sanctions. The risk is considered to be medium.

Restaurants and grocery retailers in Europe are obliged to comply with food safety and hygiene regulations and food labeling regulations, and are subject to official controls from the competent local authorities. Furthermore, compliance with the food safety law of each jurisdiction where our entities operate is needed. Our restaurant partners have the legal and contractual obligation to comply with the applicable food safety and hygiene regulations. Compliance with food labeling regulations by our partner restaurants requires awareness of ingredients, allergens and cross-contamination risks. We are dependent on the accuracy of the relevant information being supplied to our marketplaces by our partner restaurants and vendors. In order to support our partner restaurants, we have initiated several process improvements and conducted training courses for our restaurant care agents. Our Dmarts and kitchens are not only subject to food labeling regulations in each country of operation, but also to hygiene and safety requirements. Food safety refers to the proper handling, preparation, storage and transportation of food in order to protect people from foodborne illnesses. To achieve this, we need to adhere to several global and local food safety and hygiene requirements to ensure the delivery of safe and clean products to our customers. Each country has specific requirements for the areas where foodstuffs are prepared, treated and stored, that have to be taken into consideration.

Isolated or widespread food safety incidents, such as food-borne diseases, outbreaks or food fraud and food tampering cases, occur within the food sector and our business is not immune and may be exposed occasionally to such incidents at present or in the future. Such incidents, whether actual or perceived, could adversely affect our business, brands and reputation and potentially impact our revenues and results.

Delivery Hero has centrally engaged a dedicated Food Safety and Quality management team to direct and control the organization with regards to food safety and to strengthen its food safety management systems. DH controlled entities and affiliated companies are responsible for the implementation of food safety in all the marketplaces they operate in. Food safety and food compliance risks are inherent to our service offering and are therefore rated as high.

Given that DH SE and/or the Group may be considered to have or gain a strong position in most of the countries where we are present in, there is an increased risk that actions we take may be scrutinised under antitrust and competition laws. Furthermore, in a number of countries, antitrust laws and authorities are relatively new and there is a lot of uncertainty as to how these laws are interpreted and enforced by the local authorities. In addition, antitrust laws require self-assessment of behaviour, which is never without risk. Currently, as local authorities might view us as having a strong market position we are subject to antitrust and competition laws and related investigations in some of our current markets and may be found in violation of applicable antitrust and competition laws. Taking into account the aforementioned factors, the overall antitrust risk exposure may be considered as high. However, the Group is continuously promoting an antitrust and competition law compliance culture within the Group as well putting internal controls in place with the aim to prevent future antitrust and competition law infringements, and consulting external counsel where relevant.

Conducting business in currently around 50 countries requires us to comply with numerous and complex legal and regulatory requirements including international sanctions laws, which makes compliance more costly and challenging. These risks will increase, as we further expand our business into new jurisdictions.

Various members of the international community, in particular the United States and the European Union and its member states, have imposed or may impose economic sanctions and other restrictive measures on certain countries in which we operate or may operate in the future, such as El-Salvador, Iraq, Nicaragua and Venezuela, which we are currently expanding our operations to, as well as on certain individuals or entities. Any person, including any Group company, with a U.S. or EU nexus is prohibited from dealing with sanctioned countries, individuals or entities, or entities owned or controlled by any sanctioned person. In order to exclude dealings with specific “black-listed” individuals or entities relating to the countries affected by such international sanctions and to mitigate risks for our Group companies as well as our Group’s Management Board members, Supervisory Board members, managing directors and employees and any other third party our Group companies may be dealing with in the course of their businesses, which and who could become subject to monetary penalties, reputational damages or even criminal sanctions, we are currently putting in place compliance programs aiming at the mitigation of such risks. The risk is considered to be medium.

The online food industry is fast-paced, which forced us to grow quickly in the past. There is no assurance that our organizational set up, internal control systems and compliance procedures were adequate at all times. We may not in all countries and at all times have or have had adequate tax compliance structures in place or may have focused on using structures to avoid the incurrence of additional tax burdens. Our Group companies may not yet have appropriate taxation methods or an optimal tax structure.

Our business is subject to the general tax environment in the jurisdictions in which we operate and to possible future changes in the tax regimes of the respective jurisdictions, which may change to our detriment. Additionally, corporate restructurings in the past and in the future could lead to additional tax payments, and we may be required to pay additional taxes following tax audits, fines or penalties. In addition, we are regularly subject to tax audits, which can result in a reduction of the tax loss carryforward, or the payment of additional taxes. Any additional taxes and provisions could have a material adverse effect on our assets, financial condition, cash flows and results of operations.

Against the background of an increasing focus on global transfer pricing systems applied within multinational groups (e.g. the Base Erosion and Profit Shifting “BEPS” Initiative of the OECD) and the increasing size and complexity of the business of the Delivery Hero Group, the Group’s transfer pricing model was developing over time and was adjusted effective as of January 1, 2019.

From an OECD perspective and in light of the arm’s length principle, the remuneration for intercompany services and assets provided has to accurately reflect the functions performed, assets used, and risks assumed by the transaction parties. Both the old model and the new model meet the OECD requirements at the supranational and the national level. However, against the background of the abovementioned changes, the new model is considered to be more sustainable, whereas if the old model had been continued in the light of the business forecasts, it was expected to have led to results that would have required corrections from a transfer pricing perspective.

Due to the in-house transfer pricing capacity as well as the close alignment with external transfer pricing advisors, all intergroup transactions that are subject to transfer pricing regulations are under regular review and assessment. Uncertain tax positions are recognized for uncertain tax



treatments, if DH assesses the probability of acceptance of the uncertain tax treatment by the tax authorities as less than 50%.

However, as per nature, Delivery Hero SE and its subsidiaries are subject to regular tax audits in several jurisdictions. Since tax audits are of a retrospective nature and transfer prices are becoming core subject matter, transfer pricing within the Delivery Hero group will become the subject of discussion. In case of deviating assessments of our transfer pricing system by tax authorities, Delivery Hero SE faces the risk of additional tax payments that were not previously recognized as uncertain tax positions or for which the probability of unacceptance of the uncertain tax treatment by the tax authorities was assessed to be remote. Delivery Hero considers this risk to be medium.

We do business in certain countries where corruption, extortion and money laundering are considered to be widespread, and we are exposed to the risk of violation of anti-corruption and anti-money laundering laws and regulations. Anti-corruption laws and regulations in force in many countries generally prohibit companies from making direct or indirect payments to civil servants, public officials or members of governments for the purpose of entering into or maintaining business relationships. We conduct business in, and may expand our business to, certain countries where corruption and extortion are considered to be widespread, and we may be required to obtain approvals from or comply with certain formalities or other obligations of public officials. As a result, we are exposed to the risk that employees, agents or authorized persons of ours could make payments or grant hidden benefits in violation of anti-corruption laws and regulations, despite of our clear guidance, especially in response to demands or attempts at extortion. This risk is considered to be medium.

The risk of conflicts with rider personnel has increased since the working conditions in the food industry, particularly in the food delivery branch, have come to the attention of labor unions, increasing the potential for labor-related disputes. However, riders are considered by Delivery Hero as a key stakeholder for the success of its operations; therefore we have focused on improving the rider experience through several initiatives, such as the Global Rider Program.

Another risk related to our riders fleet relates to the employment status, either as freelancers or employees. Due to possible changes to labor law, regulations or case law in the markets where we operate, it is possible that the current employment model will suffer changes, exposing us to additional financial burdens, employment-related litigation and governmental sanctions. To mitigate this risk, we closely monitor the legal developments in the countries where we operate. Due to uncertainty, the risk is considered medium.

#### **d) Financial risks**

As an internationally operating group we are exposed to various financial risks. These risks comprise liquidity risks, financial market risks and default risks.

#### **RISK MANAGEMENT IN RELATION TO THE USE OF FINANCIAL INSTRUMENTS**

The objective of our financial risk management is to limit financial risks arising from business activities. Accordingly, such risks are monitored within our risk management system and managed by the Group's treasury function. Financial risk management addresses the risks by selecting appropriate means, including limiting external financing to fixed interest arrangements in order to minimize interest rate risks, matching when possible foreign currency denominated cash inflows and outflows within the Group to mitigate the foreign currency exposure as well as the performance of aging analyses and enforcing of a higher share of online payments to reduce the default risk.

Derivative transactions are only used in exceptional cases and mostly as part of another overall transaction such as e.g. derivatives embedded in financing transactions.

#### **LIQUIDITY RISK**

Liquidity risk is the potential inability to meet the Group's financial obligations due to a lack of financial resources. Liquidity risks may arise in the form of limited access to financing opportunities as a result of the general market situation or rising refinancing costs, including the risk of the DH Group's creditworthiness being downgraded. The exposure to liquidity risk is closely monitored at the Group level using weekly liquidity status reports and regular cash forecast reports to ensure adequate distribution of funds and early identification of additional funding needs. An undrawn secured revolving credit facility of €125 million further secures the funding of operations of the Group. The liquidity risk is assessed as medium.

During 2020 Delivery Hero placed convertible bonds with a total principal amount of €3.25 billion. The increased level of convertible debt could increase the Group's vulnerability to general adverse economic and industry conditions and limit its ability to fund future working capital requirements and capital expenditures or to engage in future acquisitions. It could also limit DH's flexibility in planning for or reacting to changes in the business and the markets by impairing the ability to obtain additional financing in the future or by placing us at a competitive disadvantage.

In connection with the closing of the Woowa transaction on March 4, 2021, a cash consideration of €1.7 billion upon closing became payable (refer to Section I. Subsequent Events of the Consolidated Financial Statements).

#### **FINANCIAL MARKET RISK**

Financial market risks arise from changes in the fair value of future cash flows from financial instruments due to changes in market prices and mainly comprise currency risks and fair value risks.

Since the Group does not currently have significant interest-bearing liabilities with variable interest rates, the Group is not currently exposed to risks arising from interest rate fluctuation.

Since our operations are conducted in many different currencies, we are exposed to risks of changes in foreign currency exchange rates. Driven by our geographic footprint and investing activities outside the European Monetary Union, such risks are caused by fluctuations or devaluations of currencies as well as foreign exchange controls or governmental measures that impact our ability to convert currencies and repatriate dividends, if any. Currency exchange risks and movements in foreign exchange rates between the Euro and the currencies of the local markets may materially impact the results of our operations due to translation effects. The Group's entities are exposed to currency risk in particular with regard to intercompany loan obligations denominated in foreign currencies and intercompany receivables and payables. Adverse translation effects can further be caused by the translation of financial results of our consolidated subsidiaries prepared in their respective functional currencies into euros, our reporting currency, in the course of preparing the Group's consolidated financial statements. The foreign currency exposure includes, among others, the Turkish lira, the Argentinian peso, the Korean won, the US dollar, the Saudi riyal and the Kuwaiti dinar. The volatility of foreign exchange rates and depreciations of currencies against the euro are especially noted for the Turkish lira and Argentinian peso. Argentina's economy continues to be considered highly inflationary and is reported as a hyperinflationary economy under IAS 29 (refer to Section B.16b of the Consolidated Financial Statements). In 2020 Delivery Hero started operations in Venezuela. Venezuela's economy is also considered a hyperinflationary economy under IAS 29. However, the functional currency of Delivery Hero's operations in Venezuela is the US dollar.

Foreign currency devaluations are closely monitored and the associated financial risks are continuously assessed. For material foreign currency positions financial instruments to mitigate the risk are evaluated by the Group treasury department and entered into if assessed to be economically reasonable. For the currency risk arising from the USD-nominated cash consideration in connection with the Woowa transaction refer to Section H.02. of the Consolidated Financial Statements for details on the deal-contingent option. Currency risks are considered medium.

The effects on profit or loss that would result if the foreign currencies have appreciated or depreciated by 10% as of the reporting date are presented in Section H.02. of the Consolidated Financial Statements.

The Group is exposed to fair value risks as a result of its engagement in listed and non-listed entities and other financial instruments recognized at fair value through profit or loss. The fair values of these financial instruments are monitored closely in order to derive further actions if deemed necessary. Fair value risks are considered medium.

#### **DEFAULT RISK**

The default risk is the risk that business partners, primarily restaurants, do not meet their payment obligations, which may result in a loss for the Group. This risk mainly involves current trade receivables from offline payments. Delivery Hero is not exposed to a significant default risk from a single customer. The default risk is generally spread widely over multiple restaurant partners. Besides active accounts receivable management, the Group mitigates the default risk by aiming for a higher online payment share. In addition, any loss of cash through bank failures or other factors may negatively affect our operations. Overall, the default risk is classified as low risk considering the high degree of diversification.

## **6. Opportunity Report**

The opportunity report summarizes business opportunities for Delivery Hero, which can materialize during the year following the reporting date.

### **Macroeconomic development**

In theory every person in our markets that has access to the internet is a potential customer. We believe that growth opportunities in our markets will continue to increase through online and mobile customer engagement and last-mile logistics capabilities, as well as shifts in customer behavior due to changes in lifestyle, urbanization and convenience. In our view this trend is particularly driven by a generation of younger consumers who heavily rely on smartphones for everyday transactions, appreciates overall convenience, and represents the growing on-demand culture. COVID-19 has further accelerated this changing behavior, helping local restaurants and shops despite restrictions to continue their business via our platforms, thereby increasing the number of orders worldwide.

### **Other market developments**

In 2020 Delivery Hero maintained a strong growth trajectory in terms of orders, revenue and gross merchandise value. We expect this trend to continue in the upcoming years. This will be driven by both, our food delivery business, where we expect investments into the quality and the scope of our offering to support strong organic growth, and by our q-commerce offering which we expect to further increase order frequency and customer loyalty. Our investment in the roll-out of our Dmart business will continue in 2021.

As more consumers generate more orders, the marketplace becomes more attractive to restaurants, and being listed in the marketplace becomes an operational advantage at some point.

We envision growth opportunities by focusing on and investing in markets where we are leading players and markets where we see a potential to become market leaders with a reasonable investment level. Examples of this strategy are the acquisitions of Glovo's Latin American business and Instashop, and the launch of delivery operations in Japan.

### Logistics

Investments in logistics technology are a cornerstone of our success. Product improvements in e.g. demand forecasting, fleet management and route optimization not only allow us to further reduce our cost per order, they help reduce delivery times, thereby increasing customer satisfaction and loyalty.

It is the quality of our logistics infrastructure that allowed us to expand our offering beyond food into the delivery of grocery and convenience goods via our Dmarts business. Without extensive investments in our own delivery capabilities, a successful operation of last-mile delivery would not be possible. Consequentially, we see our existing delivery infrastructure as a competitive advantage that allow us to capture and satisfy consumers increasing demand for convenience. On this basis we believe we are in an exceptional position for the coming years to reach a broader customer base with an extended offering of on-demand items.

### Personalization and customer experience

Our efforts in hyper personalization of services and recommendation of menu options are enhancing the end-customer experience. Based on data collection and analysis, we aim to identify users' meal and grocery preferences before they decide themselves. Such aspects of convenience will positively affect customer retention and provide further growth potential in the future.

Tailored customer services and detailed customer awareness may enable us to generate complementary revenues from marketing services as well as the cross-listing of other services and products fitted to customer preferences.

### Technology

The Group is continuing to integrate global solutions into local platforms and aims at standardization. This approach will further simplify our complex IT landscape and reduce maintenance. This will also have a positive effect on IT development expenses. By advancing the automatization of operations, we expect to improve pace and service quality in areas like customer care, billing and rider onboarding in the short term. In addition, we will further invest in technological innovation to constantly improve our on-demand platforms.

### Personnel opportunities

Delivery Hero has professionals worldwide, which enables us to grow at speed while maintaining best practices. We are able to dedicate our resources to challenges we may face in any country.

Our People Operations department supports the business in core operations, people partnering, talent development, employee engagement, employee experience and talent acquisition. This ensures the ability to retain those talented professionals we work alongside, attract new talent worldwide and further grow our reputation and business.

## D. OUTLOOK

### 1. Macroeconomic and Industry Outlook

While the economic outlook for 2021 is brighter than for 2020, the recovery is still projected to be subdued. Global real GDP growth is estimated to come in at 4% in 2021 which is more than 5% below the pre-pandemic projections for the year<sup>17</sup>. Material risks in the containment of the pandemic or other adverse events potentially derailing the economic recovery also prevail. These include, but are not limited to, the financial stress triggered by high debt levels paired with weak growth<sup>18</sup>.

In 2021, GDP growth in **Asia** is expected to differ significantly between East Asia and South Asia as certain countries are expected to respond better to the challenges invoked by the COVID-19 pandemic than others<sup>17</sup>. East Asia and South Asia are expected to grow by 7.4% and 3.3% in 2021, respectively<sup>17</sup>. In **MENA**, growth for 2021 is estimated to be a modest 2.1%, supported by the expectation that in the short term lockdown restrictions will continue to be eased, global oil demand will rise and governments throughout the regions will offer policy support<sup>17</sup>. For **Europe**, the World Bank is expecting 2021 GDP growth to come in at 3.3%<sup>17</sup>. The European outlook remains highly uncertain as the potential growth could be weakened if it takes longer than expected to bring the pandemic under control in the region. Additionally, worsening of external financing conditions or a rise of geopolitical tensions represent risks in the region<sup>17</sup>. Finally, in the **Americas**, a modest economic recovery to 3.7% growth is projected for 2021 as the World Bank expects to see the vaccinations progressing, restrictions easing, oil and metal prices rising and improving external conditions supporting the recovery in the region<sup>17</sup>.

<sup>17</sup> Source: World Bank Group, Global Economic Prospects January 2021.

<sup>18</sup> Source: IMF, World Economic Outlook January 2021.

The successful development of effective vaccines against COVID-19 has created hope for a more positive growth outlook since the outbreak of the pandemic. However, significant challenges remain as governments have to find the right balance between imposing restrictive measures to contain the pandemic and stimulating economic activity while at the same time ensuring a speedy execution of their vaccination campaigns<sup>19</sup>. According to the World Economic Bank, the effectiveness of these policies are major variables in its future scenarios, the outcome of which varies between a strong economic recovery in their upside scenario and a further financial crisis in the severe downside scenario<sup>19</sup>.

Delivery Hero remains upbeat about the growth prospects of the delivery industry as 2020 accelerated the demand for these services. 2020 saw customer behavior and expectations evolve at an unprecedented rate due to a global pandemic. At Delivery Hero, we believe that these trends are here to stay, and will continue to drive the further adoption of our services by more and more consumers. Long-term structural trends that we expect to continue to support industry growth include changing customer behaviors, improving last mile logistics and increasing urbanization.

More specifically, for 2021 we see these five major trends for the delivery industry:

- **Convenience:** With changing lifestyles globally, convenience has probably become the first and most sought after aspect of any delivery experience. Our customers expect to get whatever they need, whenever they need it, locally and fast – and this does not stop with food.
- **Quick Commerce:** The next generation of e-commerce. Delivering products to customers instantly and in small batches, whenever and wherever they need them.

- **Rider Safety:** It goes without saying that our rider partners are an important part of our eco-system. We are always looking for new ways to support the riders, who make it possible for us to continue delivering an amazing experience to all our customers. The health and safety of riders remains a priority.
- **Sustainability:** We are committed to sustainability, both when it comes to our environmental footprint and our social impact (more details on our activities and ambitions in this area can be found in the non-financial report, cf. page 35)
- **Hyperlocalization:** We constantly leverage and combine global and local strengths to create products that are close to our customers and best meet their needs.

## 2. Company Expectations

In 2020, on a total segment level we achieved an order, GMV and revenue growth of 95.8%, 66.2% and 94.8%, respectively. Total Segment Revenue stood at €2,836.2 million in 2020 and at the upper end of the guided range.

For 2021, we expect another significant increase in Total Segment Revenues to above €6.1 billion. This growth should be driven by a significant increase in orders and GMV compared to 2020. For GMV we anticipate to reach a level of at least €31.0 billion. Both a further strong organic development but also the consolidation of the Woowa group effective March 4, 2021, will contribute to the further significant growth.

We are expecting further improvements in efficiency in the 2021 business year and a further improvement of the adjusted EBITDA to GMV margin for the Group.

Despite the strong growth and the anticipated investments into new verticals, the further expansion in our markets – most notably Japan and Vietnam – and into the delivery capabilities especially in the Woowa operations in South

Korea, the adjusted EBITDA of Delivery Hero is expected to be slightly better than the 2020 adjusted EBITDA of the Segments of negative €567.7 million.

Due to the fact that we are operating in a relatively young and still rapidly evolving industry, as well as the significant acquisition of the Woowa group in March 2021 and the associated investments in these activities, any forecast on the earnings trend is subject to considerable uncertainty.

The assumptions on the economic development of the market and the industry are based on assessments that we consider realistic in line with currently available information. However, these estimates are subject to uncertainty and bring with them the unavoidable risk that the forecasts will not occur, either in terms of direction or in relation to extent. The forecast for the forecast period is based on the composition of the Group at the time the financial statements were prepared.

<sup>19</sup> Source: World Bank Group, Global Economic Prospects January 2021.

## E. SUPPLEMENTARY MANAGEMENT REPORT TO THE SEPARATE FINANCIAL STATEMENTS OF DELIVERY HERO SE

The management report of Delivery Hero SE and the group management report have been combined. The annual financial statements of Delivery Hero SE were prepared in accordance with the German Commercial Code (Handelsgesetzbuch) ("HGB").

### 1. Business Model

Delivery Hero SE (the "Company" or "DH SE"), a European stock corporation, is the parent company of the Delivery Hero Group with its registered office at Oranienburger Strasse 70, 10117 Berlin, Germany.

Delivery Hero SE is the holding company of the Group's subsidiaries that operate internet platforms under various brand names, where users of the online food ordering platform are referred to restaurants as well as other vendors and provided with on-demand delivery services. During 2020, the subsidiaries extended the service offerings by expansion of the quick commerce<sup>20</sup> operations and the launch of the business model of Kitchens<sup>21</sup>. The operating activities of the Company include the administration of participation in other companies as well as the provision of general administrative-, marketing- and IT-related services and financing to these direct and indirect participations.

The Company is represented by its Management Board, which also determines the corporate strategy of the Group. In its capacity as a Group holding company, Delivery Hero SE maintains central functions including group controlling, group accounting, investor relations, risk management, internal audit, corporate taxes, mergers and acquisitions, treasury and human resources.

<sup>20</sup> Quick commerce or q-commerce is the next generation of e-commerce, bringing small quantities of goods to customers almost instantly whenever they need them.

<sup>21</sup> Within the business model "Kitchens" kitchen spaces and expertise, including knowledge about the industrialization of kitchens and virtual restaurant concepts, is provided to third-party providers.

## 2. Net Assets, Financial Position and Result of Operations of the Company

### a) Result of operations

The result of operations of Delivery Hero SE are shown in the summarized income statement below:

EUR million	2020	2019	Change	
			EUR million	in %
Revenue	146.7	91.5	55.2	60.4
Increase or decrease in finished and unfinished products and services	0.3	-0.6	0.9	>100
Other own work capitalized	17.5	3.8	13.7	>100
Other operating income	114.3	874.6	-760.3	-86.9
Material expenses	-13.6	-7.8	-5.8	74.9
Personnel expenses	-225.3	-132.7	-92.6	69.7
Depreciation, amortization and impairments	-640.3	-160.3	-480.0	>100
Other operating expenses	-517.0	-304.5	-212.5	69.8
Net interest result	3.9	38.4	-34.5	-89.9
Income from investments	38.4	57.2	-56.8	-99.3
<b>Earnings before taxes (EBT)</b>	<b>-1,113.1</b>	<b>459.7</b>	<b>-1,572.8</b>	<b>&gt;100</b>
Taxes	37.1	-13.2	50.3	>100
<b>Net profit/loss</b>	<b>-1,076.0</b>	<b>446.5</b>	<b>-1,522.4</b>	<b>&gt;100</b>

The increase in revenue in 2020 was mainly attributable to higher services recharged to Group subsidiaries.

In 2020 personnel expenses of € 17.5 million (previous year: € 3.8 million) have been capitalized for the development of new intangible assets.

Other operating income of the reporting period comprise € 63.5 million recharged costs incurred on behalf of Group subsidiaries (previous year: € 40.1 million) and € 30.1 million (previous year: € 6.0 million) of realized and unrealized foreign currency gains. The other operating income of the previous year was significantly impacted by the disposal gain of € 797.0 million that arose from completion of the sale of the German subsidiaries Delivery Hero Germany GmbH and Foodora GmbH to JustEat Takeaway.com.

The increase of material expenses of € 5.8 million compared to the previous year resulted mainly from restaurant merchandise and equipment, which was purchased as part of shared service center functions for Group subsidiaries.

Personnel expenses rose by € 92.6 million in 2020 compared to the previous year. This is primarily attributable to an increase in the number of staff and increased share-based compensation expenses (2020: € 83.8 million; previous year: € 47.7 million).

Depreciation, amortization and impairments are split as follows:

EUR million	2020	2019
Intangible assets	8.7	4.8
Property, plant and equipment	4.5	2.6
Shares in affiliated companies	402.4	67.7
Loans to affiliated companies	167.2	80
Equity investments	12.1	1.5
Trade receivables	26.7	0.7
thereof against affiliated companies	23.8	0.1
Other assets (deal contingent option)	18.7	3.0
<b>Total</b>	<b>640.3</b>	<b>160.3</b>

In 2020, the impairment of shares in and loans to affiliated companies and receivables from affiliated companies related to entities in South America (€394.9 million; previous year: €84.6 million), Europe (€62.9 million; previous year: €20.3 million), Asia (€22.5 million; previous year: €27.8 million) and the Middle East region (€105.9 million; previous year: €15.1 million). Further impairments of €7.3 million were related to the shares and loans to the Canadian entity in the context of its cease of operations.

Other operating expenses increased by €212.5 million to €517.0 million, mainly due to expenses for impending losses of €166.0 million (previous year: €41.5 million) resulting from the valuation of derivatives in connection with hedging transactions for shares in JustEat Takeaway.com (“collar transactions”). In addition, losses of €147.2 million (previous year: €7.9 million) from foreign currency translation are included, mainly resulting from the translation of US dollar balances. Furthermore, higher expenses for IT and licenses of €38.5 million (previous year: €23.2 million), expenses for servers of €29.8 million (previous year: €12.0 million), and bank fees of €17.2 million (previous year: €0.3 million) that mainly comprise transaction costs in connection with the placement of the convertible bonds contributed to the increase in other operating expenses. In the previous year other operating expenses included a merger loss of €131.8 million.

Net interest includes interest income, mainly from loans to subsidiaries, of €67.8 million, and interest expense of €64.0 million, mainly comprising interest expenses on the convertible bonds and negative interests paid on short term investments.

The taxes totaling an income of €37.1 million (previous year: expense of €13.2 million) resulted mainly from the recognition of deferred tax assets on loss carryforwards in profit or loss in the reporting year due to the recognition

of deferred tax liabilities on temporary differences arising from the disagio recognized in connection with the convertible bonds directly in equity (see also comments on deferred taxes).

Expenses totaling €19.7 million (previous year: €10.2 million) incurred mainly with respect to withholding taxes from trading and rendering services to affiliated companies and current taxes and taxes for tax audit risks in foreign jurisdictions in which Delivery Hero SE is subject to tax as a shareholder.

The change in the annual result for 2020 compared to the previous year resulted mainly from the disposal gain from the sale of the German subsidiaries included in the previous year as well as higher depreciation in the financial year.

The net loss in 2020 includes research and development expenses of €91.7 million (previous year: €31.1 million). Furthermore, development costs of €17.5 million (previous year: €3.8 million) were capitalized in 2020.

## b) Financial position

The following condensed cash flow statement (indirect method) shows the Company’s financial position:

EUR million	2020	2019
Cash and cash equivalents at the beginning of the financial year	252.2	111.4
Cash flows from operating activities	-599.8	-130.8
Cash flows from investing activities	-1,734.4	37.7
Cash flows from financing activities	3,825.1	232.8
<b>Net change in cash and cash equivalents</b>	<b>1,490.9</b>	<b>139.7</b>
Effect of movements in exchange rates on cash and cash equivalents	-41.8	1.1
<b>Cash and cash equivalents at the end of the financial year</b>	<b>1,701.3</b>	<b>252.2</b>

The negative cash flow from operating activities is mainly the result of usual business payments, for example personnel expenses, IT expenses and consulting expenses, which are only partially recharged to the companies within the Group based on the Group-wide cost-allocation concept.

The cash flow from investing activities mainly includes cash outflows for the acquisition of shares in other companies, capital increases in subsidiaries and payments for long-term loans to subsidiaries totaling €1,720.0 million. Cash inflows of €20.1 million resulted from repayments of loans granted to subsidiaries. In the prior period the positive cash flows from investing activities were mainly impacted by the sale of the German subsidiaries.

The positive cash flows from financing activities mainly includes cash inflows of €3,235.0 million from proceeds from the placement of convertible bonds in January and July 2020. Further cash inflows of €589.2 million are related to capital increases from the authorized capital in January 2020 and to the exercise of equity-settled stock options.



### c) Net assets

Net assets are illustrated by the following condensed balance sheet:

	Dec. 31, 2020		Dec. 31, 2019		Change (%)
	EUR million	Share (%)	EUR million	Share (%)	
<b>ASSETS</b>					
Non-current assets	5,173.6	66.0	3,005.4	87.4	72.1
Current assets	2,360.3	30.1	421.1	12.3	>100
Prepaid expenses	301.0	3.8	10.3	0.3	>100
<b>Total assets</b>	<b>7,834.9</b>		<b>3,436.8</b>		<b>&gt;100</b>
<b>LIABILITIES</b>					
Equity	2,923.8	37.3	3,074.3	89.5	-4.9
Provisions	143.1	1.8	139.5	4.1	2.6
Liabilities	4,728.3	60.3	222.0	6.5	>100
Deferred income	0.9	0.0	1.0	0.0	-12.3
Deferred tax liabilities	38.7	0.5	0.0	0.0	n/a
<b>Total equity and liabilities</b>	<b>7,834.8</b>		<b>3,436.8</b>		<b>&gt;100</b>

The total assets of Delivery Hero SE increased by 128.0% in 2020. This increase results primarily from higher liabilities as a result of the placement of convertible bonds during the year. The funds received were used by the company for financing of its affiliates and by building up cash and cash equivalents.

Non-current assets as at December 31, 2020 mainly comprised shares in affiliated companies (€1,946.8 million; previous year: €1,479.0 million), investments (€575.4 million; previous year: €269.3 million), loans to affiliated companies

(€1,246.3 million; previous year: €766.9 million), and securities (€1,356.9 million; previous year: €464.3 million).

Current assets as at December 31, 2020 consisted primarily of cash and cash equivalents of €1,701.3 million (previous year: €252.1 million) and receivables and other assets of €653.9 million (previous year: €164.2 million).

Prepaid expenses included the unamortized discount amounts from the bonds issued in the financial year amounting to €284.9 million (previous year: nil).

Equity changed to €2,923.8 million as of December 31, 2020 (previous year: €3,074.2 million) as a result of the recognition of the implicit conversion premiums from the convertible bonds placed in the financial year in the capital reserves, as well as capital increases and additions to capital reserves from further vesting under the share-based payment programs. The equity ratio amounts to 37.3% (previous year: 89.5%) and has thus decreased significantly compared to the previous year, mainly due to the debt financing from the convertible bonds issued.

Provisions as of December 31, 2020 mainly comprised provisions for outstanding invoices (€44.9 million; previous year: €28.6 million) and provisions for share-based payments (€13.6 million; previous year: €10.5 million), personnel provisions (€4.9 million; previous year: €3.7 million) and a provision for impending losses of €5.5 million (previous year: €41.5 million) for the valuation of derivatives. The provisions include an obligation to pay the option premium of the deal contingent option to hedge the USD purchase price liability in connection with the planned Woowa acquisition in South Korea (€47.0 million; previous year: €44.8 million).

The liabilities as of December 31, 2020 (€4,728.3 million; previous year: €222.0 million) mainly related to repayment obligations (including accrued interest) arising from the convertible bonds issued (€3,263.1 million; previous year: nil) and liabilities from loans granted as part of the collar transactions (€1,377.9 million; previous year: €208.0 million).

### d) Overall assessment

Overall, the management assesses the Company's net assets, financial position and results of operations as positive. The additional liquidity raised creates the basis for further investing activities and further growth of the Company's subsidiaries.

The result in 2020 was significantly influenced by impairments on financial assets, mainly driven by intragroup restructuring and as well as permanent impairments due to anticipations of lower margins in connection with the focus on the Own-Delivery segment. Further, the development of the US dollar-EUR exchange rate and related valuation effects on the deal contingent option and short term investments nominated in US dollars that are held in anticipation of the purchase price payment from the Woowa transaction in US dollars, as well as valuation effects on loans issued in foreign currencies and valuation effects from the Collar-IV-transaction impacted the result.

The acquisition of Woowa in March 2021 is subject to the condition imposed by the Korean Antitrust Commission (“KFTC”) in South Korea to divest the 100% South Korean subsidiary Delivery Hero Korea LLC. It is expected that the sale will be completed within fiscal year 2021 generating a disposal gain that will have a significant impact on the 2021 net result as key financial performance indicator. In this respect, the Company expects that the net result for 2021 will be significantly higher than the net result for 2020.

## **F. OTHER DISCLOSURES**

### **1. Takeover-Related Information Pursuant to Sections 289a and 315a of the German Commercial Code (HGB)**

We refer to the information at the end of this document.

### **2. Compensation Report Pursuant to Section 162 of German Stock Corporation Act (AktG)**

We refer to the information at the end of this document.

### **3. Corporate Governance**

The Management Board and the Supervisory Board of Delivery Hero SE have issued the Declaration of Compliance pursuant to Section 161 of the German Stock Corporation Act (AktG) (based on the German Corporate Governance Code in the version dated February 7, 2017, as well as the version dated December 16, 2019, published in the Federal Gazette on March 20, 2020), which was published on the website of Delivery Hero SE in December 2020 (<https://ir.deliveryhero.com/declaration-of-compliance>).

The Group Corporate Governance Statement according to Section 289f and Section 315d of the German Commercial Code (HGB) is included in the section Corporate Governance of the 2020 Annual Report.

### **4. Non-Financial Report**

The combined separate non-financial report of Delivery Hero SE and the Group prepared in accordance with Sections 315b and c and 289b to e of the German Commercial Code (HGB) has been assured with limited assurance by KPMG AG Wirtschaftsprüfungsgesellschaft. It is included in the annual report 2020 in the section separate non-financial report and published on the website of Delivery Hero SE (<https://ir.deliveryhero.com/NFS>).

### **5. Treasury Shares**

For information on the treasury shares held as of the reporting date in accordance with Section 160 (1) no. 2 of the German Stock Corporation Act (AktG) we refer to the notes to the 2020 financial statements of Delivery Hero SE, Section III. Notes to the individual balance sheet items – Equity, are published on the website of Delivery Hero SE (<https://ir.deliveryhero.com/reports>).

## 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 [Aktiengesetz – 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 € 199,377,935.00 which was subdivided into 199,377,935 no-par value registered shares.

In January, February and in March 2021, three further capital increases were registered, so that at the time of the publication of this report the Company's subscribed capital amounts to € 249,017,321.00, which is subdivided into 249,017,321 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

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

- Overall 367,200 shares were held in escrow according to an investment agreement. The agreement contains vesting periods respectively for one third of the shares, which ended at the conclusion of June 30, 2018, June 30, 2019, and June 30, 2020, respectively.

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 Management Board of the Company's best knowledge, the restrictions on voting rights as stated by the law on obligations 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 78,230 shares in the Company. At the time of the publication of this report, there are no voting rights with respect to 73,819 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 the 728,406 shares in the Company held by them. At the time of publication the members of the Management Board are restricted in exercising their voting rights with respect to 794,838 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 2020 financial year, the following direct and indirect holdings in Delivery Hero SE existed, which exceeded the threshold of 10% of the total voting rights<sup>1</sup> and which were notified to the Company by means of voting rights notifications 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)
- Baillie Gifford & Co<sup>2</sup> with its registered seat in Edinburgh, United Kingdom through in particular Vanguard World Fund (attributed)

Further information on the shareholdings listed above can be found in the disclosures on voting rights notifications in the relevant notes of the Delivery Hero SE 2020 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.

<sup>1</sup> The information shown here takes into account the most recent notifications of voting rights received by the Company. These notifications of voting rights may not take into account capital increases that have already taken place.

<sup>2</sup> Baillie Gifford & Co fell below the threshold of 10% of the total voting rights on March 4, 2021 and submitted the corresponding voting rights notification to the Company on March 10, 2021.

### **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 two 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 in particular with respect to the possibility of issuing or buying back shares**

The Management Board of the Company was originally authorized to increase the registered capital of the Company until June 8, 2022, with the consent of the Supervisory Board once or repeatedly, by up to a total of €8,158,550.00 by the issuance of up to 8,158,550 new no-par value registered shares against contributions in cash (Authorized Capital/III). The subscription rights of the shareholders were excluded. The Authorized Capital/III was used for any purposes (including, without limitation, in connection with acquisition transactions by the Company, the issuance of additional shares under the so-called Loan and Escrow Agreement entered into on August 7, 2014, as amended from time to time, or under any new loan agreements, etc.). To the extent that the new shares were issued pursuant to the so-called Loan and Escrow Agreement entered into on August 7, 2014, as amended from time to time, or any new loan agreements, the new shares were issued at the lowest issue price. The Management Board of the Company was authorized to further determine, with the consent of the Supervisory Board, the scope of the shareholders' rights pertaining to the shares to be newly issued and the further conditions of the issuance of the new shares. The Authorized Capital/III was fully utilized and was cancelled by resolution of the Supervisory Board of January 15, 2020.

The Management Board is 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, once or repeatedly, by up to a total of €3,822,655.00 by the issuance of up to 3,822,655 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 fulfilment 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. The Management Board is authorized to further determine, with the consent of the Supervisory Board, the scope of the shareholders' rights pertaining to the shares to be newly issued and the further conditions of the issuance of the new shares. By the end of the reporting period, the Authorized Capital/IV still amounted to €4,382,929.00 after partial utilization. At the time of the publication of this report, the Authorized Capital/IV amounts to €3,822,655.00 after partial utilization with the share capital increase registered on February 24, 2021.

The Management Board was originally authorized to increase the registered capital of the Company until June 8, 2022, with the consent of the Supervisory Board, once or repeatedly, by up to a total of €18,675,300.00 by the issuance of up to 18,675,300 new no-par value registered shares against contribution in cash (Authorized Capital/V). The subscription rights of the shareholders are excluded. The Authorized Capital/V served the fulfilment of contractual claims, already agreed upon prior to January 1, 2017, to those shareholders who subscribed for new shares in Delivery Hero GmbH (prior to the conversion into Delivery Hero AG) based on the company's increase of nominal share capital resolutions dated from December 4 until 9, 2016; shares out of the Authorized Capital/V may only be issued for this purpose. For certain claims, the utilization of the Authorized Capital/V was limited to 3,505,500 new shares. The shares would be issued at the lowest issue price. The Management Board was authorized to determine with the consent of the Supervisory Board the further scope of the shareholders' rights pertaining to the shares to be newly issued and the further conditions of the issuance of the new shares. The Authorized Capital/V was cancelled by resolution of the Annual General Meeting on June 18, 2020 (agenda item 8).

The Management Board is authorized by resolution (agenda item 6) of the Annual General Meeting of June 6, 2018 to increase the share capital of the Company until June 8, 2022, with the consent of the Supervisory Board, once or repeatedly, by up to a total of € 13,725,505.00 by the issuance of up to 13,725,505 new no-par value registered shares against contributions in cash and/or non-cash contributions (Authorized Capital/VII). The Authorized Capital/VII has been partially utilized since the original authorization. By virtue of its resolution dated December 13, 2019, the Management Board resolved to partially utilize the Authorized Capital/VII and, under exclusion of the subscription rights of the existing shareholders, to reserve a total of up to 42,087,761 new shares in connection to a M&A transaction. The capital increase in relation to this partial utilization of the Authorized Capital/VII with issuance of 39,636,147 shares was registered on March 4, 2021. The subscription rights of the shareholders are only excluded in certain cases or 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, entail profit participation rights for completed fiscal 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 fiscal year in which they are issued. By the end of the reporting period, the Authorized Capital/IV still amounted to € 53,361,652.00 after partial utilization. At the time of the publication of this report, the Authorized Capital/IV amounts to € 13,725,505.00 after partial utilization with the share capital increase registered on March 4, 2021.

The Management Board is authorized by resolution (agenda item 7) of the Annual General Meeting of June 18, 2020 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 or 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 fiscal 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 fiscal year in which they are issued.

The Management Board is authorized by resolution (agenda item 8) of the Annual General Meeting on June 18, 2020 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 € 9,232,335.00 by the issuance of up to 9,232,335 new no-par value registered shares against contributions in cash and/or non-cash contributions (Authorized Capital 2020/II). The Authorized Capital/II has been partially utilized since the original authorization. The subscription rights of the shareholders are only excluded in certain cases or 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 fiscal 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 fiscal year in which they are issued.

In accordance with authorization by the Annual General Meeting of June 13, 2017 (agenda item 4, lit. a)), the share capital of the Company is conditionally increased by € 3,485,000.00 by issuing 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 (formerly Delivery Hero AG) of June 13, 2017 (agenda item 4, lit. a)) as part of the Stock Option Program 2017 from the date of the registration of Conditional Capital 2017/II 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 fiscal 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 12, 2019 (agenda item 6), the share capital of the Company is conditionally increased by up to € 61,219,560.00 by issuing up to 61,219,560 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 fulfilment 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 12, 2019. The new shares participate in profits from the beginning of the fiscal year in which they are created and for all subsequent fiscal 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 fiscal year for which, at the time of either the exercise of the conversion or option rights, or the fulfilment 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 at least € 1,500,000,000.00, with conversion rights to new shares of the Company from the Conditional Capital 2019/I. No conversion rights have been exercised yet.

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 by issuing 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 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 fiscal 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 by issuing up to 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 fulfilment 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, in each case at a conversion or option price to be determined. The new shares participate in profits from the beginning of the fiscal year in which they are created and for all subsequent fiscal 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 fiscal year for which at the time of either the exercise of the conversion or option rights, or the fulfilment 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 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 at least € 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 yet.

The complete version of these authorizations is set out in the Company's Articles of Association in the version of March 2, 2021 (registered in the trade registry on March 4, 2021). 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>.

Subject to approval by the Supervisory Board and in accordance with the principles of equal treatment of shareholders (Section 53a, AktG), the Management Board is (or respectively – regarding the authorization to take treasury shares as security – was), authorized, until June 12, 2022, to acquire shares to be held by the Company as treasury shares up to a total number corresponding to 10% of the Company's share capital existing at the time of the resolution, or – if this value is lower – at the time the authorization is exercised, or to take them as security, subject to a time limit of the authorization until June 30, 2017. Together with other shares held by the Company itself and which the Company has already acquired or taken as security and still owns, or which are attributed to it in accordance with Section 71a et seq. AktG, the shares acquired under the above-mentioned authorization and taken as security must not exceed 10% of the respective share capital in the Company at any time. This authorization may be exercised by the Company once or multiple times, fully or in partial amounts, for a single or multiple purpose, but also by group companies or by third parties in the name and on behalf of the Company or group companies. The authorization must not be exercised for the purpose of trading in Company's 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 five substantial software license contracts, which are subject to a change of control clause. One of them contains an automatic termination of a service component, two provide the supplier with the right to terminate in the event of an acquisition by a direct competitor, and the other two provide the supplier with the right to terminate. 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.

**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, Management Board member Emmanuel Thomassin is entitled to compensation in the amount of 150% of the severance cap, which may not exceed the remaining term of the Service Agreement (CoC-Cap). In the case of resignation from office following a change of control, the incentive instruments held by Management Board members Niklas Östberg and Emmanuel Thomassin (such as convertible bonds and share options) become vested or are immediately allocated. 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 payments 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.

## **COMPENSATION REPORT PURSUANT TO §§ 289a (2), 315a (2) HGB**

(This compensation report pursuant to §§ 289a(2), 315a(2) HGB constitutes part of the Combined management report 2020).

The following compensation report complies with the accounting standards for capital market-oriented companies (German Commercial Code, German accounting standards and International Financial Reporting Standards) along with the recommendations of the German Corporate Governance Code (Deutscher Corporate Governance Kodex) in the version of February 7, 2017 (hereinafter “DCGK 2017”) and in the version of December 16, 2019 (hereinafter “DCGK 2020”) published in the Federal Gazette on the 20th March 2020 (“DCGK 2020”) as far as applicable. The basic features of the compensation system for Management and Supervisory Board members are described, and information is provided with respect to the remuneration granted and paid out to the members of the Management Board and the Supervisory Board of Delivery Hero SE in 2020.

### **Basic features and objectives of the compensation system for members of the Management Board**

The Supervisory Board adopts the compensation system for Management Board members as proposed by the Compensation Committee. The compensation system and the appropriateness of the total compensation, along with the individual compensation components, are regularly reviewed and adjusted as necessary. In particular, the provisions of § 87 AktG (Aktengesetz, German Stock Corporation Act) and the recommendations and suggestions made in Sections 4.2.2 and 4.2.3 of DCGK 2017 have been taken into account. In its review of the appropriateness of the compensation level and system, the Supervisory Board of Delivery Hero SE was assisted by independent external compensation experts.

The current compensation system for the members of the Management Board was resolved by the Supervisory Board in June 2017 and became effective on January 1, 2018. Since then it has applied equally to all members of the Management Board. It is in alignment with the Company’s corporate strategy and suitable to facilitate a sustainable corporate development. A high level of congruence with the interests of the investors is achieved through the distinct variable share-based compensation component. The agreed internal performance target corresponds to the Company’s growth-oriented strategy. The stock option plan awarded to the Management Board balances risk (total loss) and opportunities (upside without cap), thereby ensuring harmonization with the interests of shareholders.

Pursuant to the recommendation G.3 of DCGK 2020 and in order to assess the specific total compensation of Management Board members, the Supervisory Board initially used a peer group of all entities listed in the MDAX since Delivery Hero SE was listed in the MDAX at the time of the assessment. Due to the extraordinary growth of Delivery Hero SE in terms of market capitalization with a potential listing in the German benchmark index DAX at the time of the assessment, a second peer group consisting of all DAX as well as MDAX companies was used in addition. In this horizontal market comparison, the Supervisory Board considered the equally weighted criteria revenue, number of employees and market capitalization.

The Supervisory Board will regularly review and adjust the compensation system as necessary to take account of the Company’s further development.

### **The structure of the compensation system**

The current compensation system for Management Board members consists of two main components: the non-performance-based salary and a long-term performance-based compensation component. Consequentially, the variable compensation is provided for a multi-year period as recommended by Section 4.2.3 para. 2 sentence 3 DCGK 2017.

### **Non-performance-based compensation**

#### **Base salary**

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

#### **Fringe benefits**

In addition to reimbursement of travel costs and other business-related expenses, the Management Board members receive monthly contributions to their health and nursing care insurance as provided by law.

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

In addition, Mr Östberg has been granted a personal budget of € 25,000 annually, which, subject to presentation of receipts, covers the costs of commuting between his place of residence and place of work.

## Performance-based compensation

### Share-based compensation

The performance-based compensation consisted of the Stock Option Program 2017 (also “SOP 2017” or “DH SOP”), which was launched after the initial public offering (IPO)<sup>1</sup>.

Under the SOP 2017 the beneficiaries receive share option rights that have an individual exercise price that depends on the date on which those rights were granted. The vesting period of the granted options is four years. In part, the granted stock options can be exercised after the first two years of the vesting period (“cliff”). All other options vest during the remaining two years of the vesting period. The options have to be exercised two years after the end of the four-year vesting period at the latest (“exercise period”). The exercise requires a share price higher than the exercise price at the exercise date. Instead of equity settlement, the Company reserves the right to cash settle the vested options; however, the Company aims for equity settlement. In case of cash settlement the beneficiary receives for each option right an amount equal to the difference between the share price at the time of exercise and the exercise price. Only during the exercise periods specified by the Company can option rights be exercised. It was not permitted to exercise options during the first year after the IPO.

Since 2018, the performance-based compensation has consisted of a Long-Term Incentive Plan (LTIP).

Under the LTIP, the performance-based compensation is granted in the form of a stock option plan that is settled in shares. Contractually, a target value of stock options in € is granted annually. The commitment is binding for four years.

To calculate the number of stock options (SOPs) granted in a financial year, the annual target value in € is divided by the fair value of an SOP at the grant date. The calculated number of SOPs granted is blocked of a period of four years from the date on which they are granted. Subsequently, an

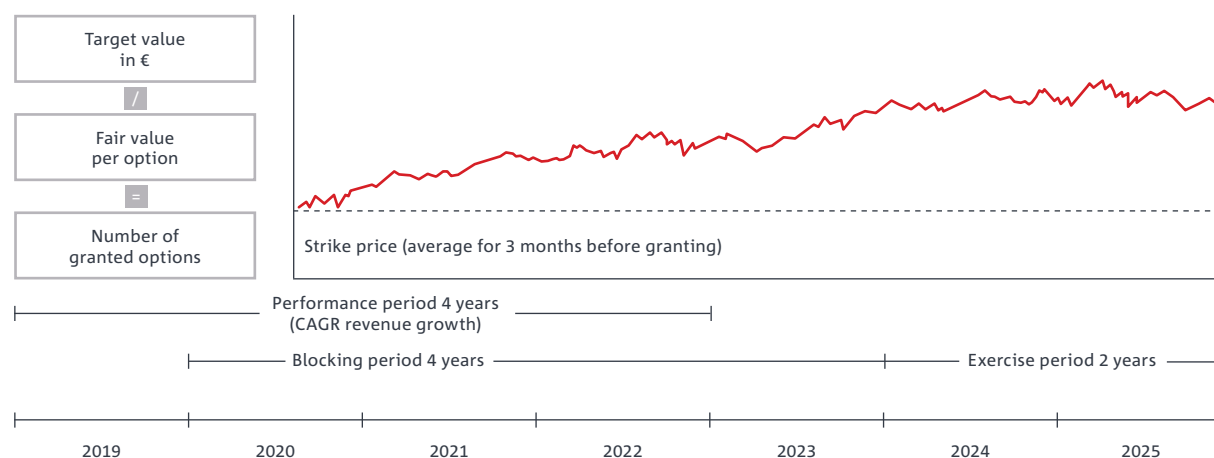
exercise period of two years is provided. The members of the Management Board do not receive any shares in the form of “Restricted Stock Units” (RSU), as is customary in the general LTIP.

The performance period of four years in total begins one year before the grant date and runs for three more years.

The exercisability of the SOP after the blocking period depends on the achievement of a revenue growth target. The performance target is derived from the Company’s corporate strategy. It is defined as a compound annual revenue growth rate (CAGR) of at least 20% over the performance period, i.e., an average revenue growth of 20% annually. Should this target not be reached, all SOPs expire without substitute or compensation.

There are two to four exercise windows each year within the two-year exercise period. The exercise price is the equivalent of Delivery Hero’s average share price during the three months before the grant date. The share price at which the option rights may be exercised is not capped in order to support a strong alignment with the interests of the shareholders. Because of equity settlement, the absence of a cap on the share price imposes no additional risks or costs on the Company. Hence no maximum value is provided for the SOP. In the event of extraordinary events, however, the Supervisory Board can, as called for in § 87 (1) sentence 3 AktG, set a limit to ensure the appropriateness of the compensation.

### LONG-TERM INCENTIVE PROGRAM (LTIP)



<sup>1</sup> For detailed information about SOP 2017 and other share-based compensation programs refer to Section H.01 of the consolidated financial statements.

### Special compensation

In the current and previous year no special compensation was granted.

### Pension commitments

No pension arrangement with Management Board members exists.

### Payments at the end of Management Board service

In the event that a Management Board member dies before the term of his service contract ends, the spouse of the deceased is entitled to a grant of the unreduced remuneration for the month of death and the six following months, but for no longer than the end of the original term of the service contract.

If the service relationship ends early due to dismissal or resignation from office, or as a result of a termination agreement, then the Management Board members are entitled to severance pay. This does not apply in the event that, in accordance with § 626 BGB, the Company terminates the employment agreement for good cause for which the Management Board member is responsible, respectively, in the event that the Management Board member terminates the employment agreement without good cause (§ 626 BGB) for which the Company is responsible. The severance pay may not exceed the value of two years' total compensation and may equate to a maximum of the compensation for the remaining term of contract (severance pay cap). The severance provision thus complies with the recommendation of Section 4.2.3 para. 4 DCGK 2017.

In the event of a change of control, the Management Board member has the right to resign from his office with three months' notice. His employment agreement will also end at that time. A change of control is present if:

- the Company is delisted;
- the Management Board member's appointment is terminated by a change in the Company's form or by a merger of the Company with another company, unless an appointment as member of the Management Board of the new company on equal economic terms as before is offered to the Management Board member;
- an intercompany agreement according to §§ 291 et seqq. AktG is made with the Company as a dependent company, or the company is integrated according to §§ 319 et seqq. AktG;
- a shareholder or third party directly or indirectly acquires at least 30% of the voting rights in the Company, including the voting rights that are attributable to the shareholder or third party according to § 30 WpÜG (Wertpapiererwerbs- und Übernahmegesetz, German Securities Acquisition and Takeover Act).

In the event of a resignation from office or dismissal due to the change of control, Mr Thomassin is entitled to a remuneration in the amount of 150% of the severance cap, which may not under any circumstances remunerate more than the remaining term of the employment agreement. This provision in the current compensation system was in compliance with the relevant recommendation of Section 4.3.2. para. 5 DCGK 2017.

The Management Board members' contracts provide a post-contractual non-competition clause for two years. During the non-compete period the Management Board member is entitled to a waiting allowance equal to 50% of the remuneration last received. Other remuneration

earned during the term of the non-compete period is offset with the waiting allowance to the extent that the total of the waiting allowance and the other remuneration would exceed the remuneration last received according to the contract.

### Loans and advances

The Management Board members did not receive advances or loans in 2020.

### Disclosures pursuant to the requirements of DCGK

The following tables follow the recommendations of DCGK 2017 and present the individualized Management Board members' compensation. The table "Granted benefits" presents the target values (the value of the compensation at 100% target achievement) of the compensation components that were granted in financial year 2020, not the compensation that was actually paid. The value of the performance-based, share-based compensation components reflects the grant date fair values. Besides the target values, minimum and maximum compensation amounts are also shown to the extent applicable. The table "Payout" shows the compensation actually paid in financial year 2020. The values "Base salary" and "Fringe benefits" correspond to the values in the "Granted benefits" table, as they are paid irrespective of whether the performance targets are achieved.

## GRANTED BENEFITS

EUR K	Niklas Östberg CEO				Emmanuel Thomassin CFO			
	2019	2020	2020 (MIN)	2020 (MAX)	2019	2020	2020 (MIN)	2020 (MAX)
Base salary	325.0	350.0	350.0	350.0	325.0	350.0	350.0	350.0
Fringe benefits	25.0	25.0	0.0	25.0	0.0	0.0	0.0	0.0
<b>Sum</b>	<b>350.0</b>	<b>375.0</b>	<b>350.0</b>	<b>375.0</b>	<b>325.0</b>	<b>350.0</b>	<b>350.0</b>	<b>350.0</b>
Special bonus	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Multi-year variable compensation	2,202.6	4,000.0	0.0	n/a	1,101.3	1,850.0	0.0	n/a
LTIP (4-year plan term)	2,202.6	4,000.0	0.0	n/a	1,101.3	1,850.0	0.0	n/a
<b>Total compensation</b>	<b>2,552.6</b>	<b>4,375.0</b>	<b>350.0</b>	<b>375.0</b>	<b>1,426.3</b>	<b>2,200.0</b>	<b>350.0</b>	<b>350.0</b>

## PAYOUT

EUR K	Niklas Östberg CEO		Emmanuel Thomassin CFO	
	2019	2020	2019	2020
Base salary	325.0	350.0	325.0	350.0
Fringe benefits	25.0	25.0	0.0	0.0
<b>Sum</b>	<b>350.0</b>	<b>375.0</b>	<b>325.0</b>	<b>350.0</b>
Special bonus	0.0	0.0	0.0	0.0
Multi-year variable compensation	0.0	45,371.8	1,190.0	13,090.4
VSP/SOP 2018	0.0	45,371.8	1,190.0	13,090.4
LTIP (4-year plan term)	0.0	0.0	0.0	0.0
<b>Total compensation</b>	<b>350.0</b>	<b>45,746.8</b>	<b>1,515.0</b>	<b>13,440.4</b>

In the financial year 2020, the third tranche of the 2018 LTIP commitment was granted to the members of the Management Board. The third and fourth tranches of this LTIP commitment were raised for Niklas Östberg from previously € 2,500k each to € 4,000k each and for Emmanuel Thomassin from previously € 850k each to € 1,850k each.

During the financial year, 566,600 options of the SOP 2018 were exercised and sold by Niklas Östberg, resulting in a payout of € 45,372k. Emmanuel Thomassin has exercised and sold in the financial year 180,000 options, resulting in a payout of € 13,090k. In the previous year, 40,000 options were exercised and sold by Emmanuel Thomassin, resulting in a payout of € 1,190k. Niklas Östberg did not exercise any previously granted compensation components in the previous year. There are still outstanding options, which have been granted in previous years but have not yet been exercised and may be exercised in 2021 or the following years.

### Disclosures pursuant to the German GAAP (“HGB”)

According to the applicable international accounting standards, compensation for the Management Board members in the financial year 2020 came to € 6.6 million (previous year: € 4.0 million), of which non-performance-based components accounted for € 0.7 million (previous year: € 0.7 million) and performance-based components accounted for € 5.9 million (previous year: € 3.3 million).

The individualized total compensation received by the Management Board members, broken down by non-performance-based and performance-based compensation components, can be seen in the following tables.

The expense from share-based compensation recognized in 2020 amounted to € 4.5 million (previous year: € 5.1 million) for Mr Östberg and € 2.6 million (previous year: € 2.4 million) for Mr Thomassin.

### 2020

EUR K	Non-performance-based components			Performance-based components			Total
	LTIP						
	Base salary	Fringe benefits	Special bonus	Allocation value <sup>1</sup>	Number of shares/options <sup>2</sup>	Fair value <sup>3</sup>	
Acting Board members							
Niklas Östberg	350.0	25.0	0.0	4,000.0	88,987.0	4,000.0	4,375.0
Emmanuel Thomassin	350.0	0.0	0.0	1,850.0	41,156.0	1,850.0	2,200.0
<b>Total</b>	<b>700.0</b>	<b>25.0</b>	<b>0.0</b>	<b>5,850.0</b>	<b>130,143.0</b>	<b>5,850.0</b>	<b>6,575.0</b>

<sup>1</sup> Increase of tranches for 2020 and 2021 of LTIP commitment 2018 – see statement above.

<sup>2</sup> Number of options granted, subject to the achievement of the performance target. Information relates to the commitment for 2019. The number of future options can only be made during the respective allocation years, as these are dependent on future share prices.

<sup>3</sup> Fair value at the grant date (date of the legally binding commitment). Information on the valuation model can be found in the notes on the consolidated financial statements.

### 2019

EUR K	Non-performance-based components			Performance-based components			Total
	LTIP						
	Base salary	Fringe benefits	Special bonus	Allocation value <sup>1</sup>	Number of shares/options <sup>2</sup>	Fair value <sup>3</sup>	
Acting Board members							
Niklas Östberg	325.0	25.0	0.0	2,202.6	221,669.0	2,202.6	2,552.6
Emmanuel Thomassin	325.0	0.0	0.0	1,101.3	110,833.0	1,101.3	1,426.3
<b>Total</b>	<b>650.0</b>	<b>25.0</b>	<b>0.0</b>	<b>3,303.9</b>	<b>332,502.0</b>	<b>3,303.9</b>	<b>3,978.9</b>

<sup>1</sup> In the financial year, the LTIP commitment from the previous year was raised for Niklas Östberg for the 2019 tranche to € 1,500k and for the tranches of 2020 and 2021 to € 2,500k (previously € 1,000k each). The LTIP commitment from the previous year for Emmanuel Thomassin was increased to € 750k for the 2019 tranche and to € 850k for the tranches of 2020 and 2021 (previously € 500k each). In addition there was a one-off commitment in the amount of € 703k for Niklas Östberg and in the amount of € 351k for Emmanuel Thomassin.

<sup>2</sup> Number of options granted, subject to the achievement of the performance target. Information relates to the commitment for 2019. The number of future options can only be set during the respective allocation years, as these are dependent on future share prices.

<sup>3</sup> Fair value at the grant date (date of the legally binding commitment). Information on the valuation model can be found in the notes on the consolidated financial statements.



In 2020, a total of 88,987 new stock options in the amount of € 4.0 million were granted under the LTIP to Mr Östberg. Mr Thomassin was granted a total of 41,156 new stock options in the amount of € 1.9 million in 2020. The option rights can be exercised in financial year 2024 at the earliest. In the previous year, a total of 221,669 new stock options in the amount of € 2.2 million were granted under the LTIP to Mr Östberg. Mr Thomassin was granted a total of 110,833 stock options in the amount of € 1.1 million in 2019. The option rights granted to the Management Board members and outstanding are shown on the right side.

### Former Management Board members' compensation

As of the balance sheet date, Delivery Hero SE has no pension recipients or other beneficiaries among its former Executive Board members or Management Board members. Total remuneration for former Management Board members and their survivors, along with pension liabilities to former Management Board members and their survivors, therefore amount to € 0.

### Other provisions

In the event of a temporary incapacity to work because of illness, accident or other reason for which the Management Board member is not at fault, the member continues to receive their unreduced remuneration for six months, but no longer than as the term of their employment. Mr. Thomassin is entitled to receive for another six months, but no longer than the term of his employment, a payment of 80% of his remuneration.

Both Management Board members are covered by the Company's directors' and officers' liability insurance with a standard coverage level. The insurance provides a minimum deductible of 10% of any claim up to a maximum of 150% of the fixed annual salary, as prescribed by the German Stock Corporation Act.

### STOCK OPTIONS SOP 2017

	Niklas Östberg, CEO		Emmanuel Thomassin, CFO	
	Weighted average exercise price in EUR	Number of options	Weighted average exercise price in EUR	Number of options
<b>Outstanding stock options as of January 1, 2019</b>	<b>5.71</b>	<b>846,600</b>	<b>11.7</b>	<b>390,000</b>
Granted in the reporting period	0.00	0	0.0	0
Forfeited in the reporting period	0.00	0	0.0	0
Exercised in the reporting period	0.00	0	5.0	40,000
Expired in the reporting period	0.00	0	0.0	0
<b>Outstanding stock options as of January 1, 2020</b>	<b>5.71</b>	<b>846,600</b>	<b>12.4</b>	<b>350,000</b>
Granted in the reporting period	0.00	0	0.0	0
Forfeited in the reporting period	0.00	0	0.0	0
Exercised in the reporting period	5.83	566,600	8.89	180,000
Expired in the reporting period	0.00	0	0.0	0
<b>Outstanding stock options as of December 31, 2020</b>	<b>5.83</b>	<b>280,000</b>	<b>7.86</b>	<b>170,000</b>
Exercisable on December 31, 2020	0.0	0	0.0	0

### STOCK OPTIONS LTIP

	Niklas Östberg, CEO		Emmanuel Thomassin, CFO	
	Weighted average exercise price in EUR	Number of options	Weighted average exercise price in EUR	Number of options
<b>Outstanding stock options as of January 1, 2019</b>	<b>38.30</b>	<b>103,156</b>	<b>38.30</b>	<b>51,578</b>
Granted in the reporting period	36.89	221,669	36.89	110,833
Forfeited in the reporting period	n/a	0	n/a	0
Exercised in the reporting period	n/a	0	n/a	0
Expired in the reporting period	n/a	0	n/a	0
<b>Outstanding stock options as of January 1, 2020</b>	<b>37.34</b>	<b>324,825</b>	<b>37.34</b>	<b>162,411</b>
Granted in the reporting period	70.11	88,987	70.11	41,156
Forfeited in the reporting period	n/a	0	n/a	0
Exercised in the reporting period	n/a	0	n/a	0
Expired in the reporting period	n/a	0	n/a	0
<b>Outstanding stock options as of December 31, 2020</b>	<b>44.38</b>	<b>413,812</b>	<b>43.96</b>	<b>203,567</b>
Exercisable on December 31, 2020	n/a	0	n/a	0

### Payments at the end of Management Board service

In the event of early termination of Management Board services before the applicable performance period of a current SOP tranche ends, the SOPs expire without substitute or compensation in the following cases:

- Revocation of the appointment for good cause
- Revocation of the appointment without good cause in the first year of the first contractual four-year commitment
- The Management Board member's resignation from office in the first two years of any contractual commitment
- Termination of Management Board services as Bad Leaver

Otherwise the Management Board members are entitled to the already non-forfeitable SOP at the normal end of the blocking period.

### Compensation of members of the Supervisory Board of Delivery Hero SE

The compensation received by the members of the Supervisory Board is specified in § 15 of the Articles of Association of Delivery Hero SE. The members of the Supervisory Board

receive a fixed annual salary of € 15,000. The chairman of the Supervisory Board receives an annual fixed salary in the amount of € 200,000 (previous year: € 150,000), while the deputy chairman receives a fixed salary in the amount of € 20,000. The chairman of the Audit Committee receives additionally a fixed annual salary of € 15,000. The other chairmen of committees additionally receive a fixed annual remuneration of € 5,000. In addition, all out-of-pocket expenses incurred in the performance of the duties as a Supervisory Board member as well as the value added tax on the Supervisory Board compensation are reimbursed.

For service in a committee of the Supervisory Board an annual salary of € 2,000 is granted in addition. The committee chairman receives no additional committee salary.

The individual values for the financial year are shown in the following table.

In 2020, a total of € 507 (previous year: € 6,525) was reimbursed for expenses. In addition, € 14,691 were subsequently reimbursed for 2019.

In the financial year a total of 169 new stock options in the amount of € 7,500 and a total of 79 shares in the form of RSUs in the amount of € 7,500 were granted under the LTIP to Gerald Taylor, member of the Supervisory Board (employee representative), in his function as an employee.

In the previous year, a total of 7,381 new stock options in the amount of € 75,000 were granted under the LTIP to Christian Graf von Hardenberg, former member of the Supervisory Board. In addition, a total of 663 shares in the form of RSUs in the amount of € 25,000 were granted in the previous year.

The Management Board



**Niklas Östberg**  
Managing Director



**Emmanuel Thomassin**  
Managing Director

EUR	Fixed salary		Committee compensation		Total compensation	
	2020	2019	2020	2019	2020	2019
Dr Martin Enderle	200,000	150,000	14,000	14,000	214,000	164,000
Patrick Kolek	20,000	20,000	21,000	21,000	41,000	41,000
Hilary Goshier (until 18.06.2020)	6,967	15,000	3,251	7,000	10,219	22,000
Vera Stachowiak (until 18.06.2020)	6,967	15,000	929	2,000	7,896	17,000
Björn Ljungberg (until 18.06.2020)	6,967	15,000	929	2,000	7,896	17,000
Christian Graf von Hardenberg (from 01.04.2019 until 18.06.2020)	6,967	11,301	–	–	6,967	11,301
Nils Engvall (from 18.06.2020)	8,074	–	–	–	8,074	–
Gabriella Ardbo (from 18.06.2020)	8,074	–	1,077	–	9,150	–
Jeanette L. Gorgas (from 18.06.2020)	8,074	–	3,768	–	11,842	–
Gerald Taylor (from 18.06.2020)	8,074	–	1,077	–	9,150	–
Semih Yalcin (from 13.07.2018 until 01.04.2019)	–	3,740	–	–	–	3,740
<b>Total</b>	<b>280,164</b>	<b>230,041</b>	<b>46,030</b>	<b>46,000</b>	<b>326,194</b>	<b>276,041</b>

**DELIVERY HERO SE, BERLIN**  
BALANCE SHEET AS OF DECEMBER 31, 2020

ASSETS	31.12.2020		31.12.2019	
IN MILLION EUR				
<b>A. FIXED ASSETS</b>				
<b>I. INTANGIBLE ASSETS</b>				
1. INTERNALLY GENERATED INTANGIBLE ASSETS	19.0		4.2	
2. PURCHASED TRADEMARKS AND SOFTWARE	8.5		11.5	
3. ADVANCE PAYMENTS AND ASSETS UNDER DEVELOPMENT	8.3	35.8	2.4	18.0
<b>II. PROPERTY, PLANT AND EQUIPMENT</b>				
1. PLANT AND MACHINERY	0.4		0.3	
2. OFFICE AND OTHER OPERATING EQUIPMENT	11.2		6.3	
3. ADVANCE PAYMENTS AND ASSETS UNDER CONSTRUCTION	0.9	12.5	1.3	7.9
<b>III. FINANCIAL ASSETS</b>				
1. SHARES IN AFFILIATED COMPANIES	1,946.8		1,479.0	
2. LOANS TO AFFILIATED COMPANIES	1,246.3		766.9	
3. INVESTMENTS	513.7		225.7	
4. SECURITIES HELD AS FIXED ASSETS	1,356.9		464.3	
5. SHARES IN OTHER INVESTMENTS	61.7	5,125.4	43.7	2,979.5
		5,173.7		3,005.4
<b>B. CURRENT ASSETS</b>				
<b>I. INVENTORIES</b>				
1. UNFINISHED SERVICES	1.2		1.0	
2. FINISHED GOODS AND MERCHANDISE	2.0		1.6	
3. ADVANCE PAYMENTS	1.9	5.1	2.2	4.8
<b>II. RECEIVABLES AND OTHER ASSETS</b>				
1. TRADE RECEIVABLES	0.5		4.7	
2. RECEIVABLES FROM AFFILIATED COMPANIES	162.6		102.2	
3. OTHER ASSETS	490.8	653.8	57.4	164.2
<b>III. CASH ON HANDS AND BANK BALANCES</b>				
		1,701.3		252.1
		2,360.2		421.1
<b>C. DEFERRED EXPENSES</b>		301.0		10.3
		7,834.9		3,436.8



**BALANCE SHEET**  
ANNUAL FINANCIAL STATEMENT 2020

SHAREHOLDER'S EQUITY AND LIABILITIES IN MILLION EUR	31.12.2020		31.12.2019	
<b>A. SHAREHOLDER'S EQUITY</b>				
<b>I. ISSUED CAPITAL</b>				
1. SUBSCRIBED CAPITAL	199.4		188.8	
2. OWN SHARES (NOMINAL VALUE)	-0.1	199.3	-0.1	188.7
<b>II. CAPITAL RESERVE</b>		3,700.1		2,785.1
<b>III. PROFIT / LOSS CARRYFORWARD</b>		100.4		-346.1
<b>IV. NET LOSS / PROFIT FOR THE YEAR</b>		-1,076.0		446.5
		2,923.8		3,074.3
<b>B. PROVISIONS</b>				
1. TAX PROVISIONS		16.7		8.3
2. OTHER PROVISIONS		126.4		131.2
		143.1		139.5
<b>C. LIABILITIES</b>				
1. CONVERTIBLE BONDS		3,263.1		0.0
2. LIABILITIES TO BANKS		1,377.9		208.0
3. TRADE PAYABLES		2.0		0.4
4. LIABILITIES TO AFFILIATED COMPANIES		5.5		2.7
5. OTHER LIABILITIES		79.8		10.9
– THEREOF FOR TAXES EUR 5.608.729,00 (PY: EUR 1.646.674,80) –				
– THEREOF FOR SOCIAL SECURITY EUR 921.677,87 (PY: EUR 268.136,95) –				
		4,728.3		222.0
<b>D. DEFERRED INCOME</b>		0.9		1.0
<b>E. DEFERRED TAX LIABILITIES</b>		38.7		0.0
		7,834.9		3,436.8

**DELIVERY HERO SE, BERLIN**  
INCOME STATEMENT FOR THE PERIOD  
FROM JANUARY 1 TO DECEMBER 31, 2020

IN MILLION EUR	2020		2019	
1. REVENUE		146.7		91.5
2. INCREASE OR DECREASE IN FINISHED AND UNFINISHED PRODUCTS AND SERVICES		0.3		-0.6
3. OTHER OWN WORK CAPITALIZED		17.5		3.8
4. OTHER OPERATING INCOME		114.3		874.6
5. COST OF MATERIALS				
A) COST OF RAW MATERIALS, SUPPLIES AND PURCHASED GOODS		-13.6		-7.8
6. PERSONNEL EXPENSES				
A) WAGES AND SALARIES	-206.1		-120.9	
B) SOCIAL SECURITY AND OTHER BENEFITS	-19.1	-225.3	-11.8	-132.7
– THEREOF FOR PENSIONS: EUR –169170.05000 (PY: EUR –110318.21000) –				
7. AMORTIZATION OF				
A) INTANGIBLE ASSETS AND DEPRECIATION OF PROPERTY, PLANT AND EQUIPMENT		-13.2		-7.3
B) WRITE-DOWNS ON CURRENT ASSETS EXCEEDING ORDINARY WRITE-DOWNS USUAL FOR THE COMPANY	-45.4	-58.5	-0.8	-8.1
8. OTHER OPERATING EXPENSES		-517.0		-307.5
9. INCOME FROM INVESTMENTS		0.4		57.2
– THEREOF FROM AFFILIATED COMPANIES: EUR 143320.74000 (PY: EUR 57198361.90000) –				
10. INCOME FROM THE LENDING OF FINANCIAL ASSETS		67.1		44.2
– THEREOF FROM AFFILIATED COMPANIES: EUR 67121292.42000 (PY: EUR 44199694.47000) –				
11. INTEREST AND SIMILAR INCOME		0.7		0.8
12. WRITE-DOWNS OF FINANCIAL ASSETS		-581.8		-149.2
13. INTEREST AND SIMILAR EXPENSES		-56.5		-6.6
– THEREOF TO AFFILIATED COMPANIES: EUR –1933.85000 (PY: EUR –2647442.31000) –				
14. NEGATIVE INTERESTS PAID ON SHORT TERM INVESTMENTS		-7.5		-0.6
15. INCOME TAXES	-	37.4	-	-13.1
– THEREOF FOR DEFERRED TAXES: EUR 58123521.00000 (PY: EUR –105837.40000) –				
16. EARNINGS AFTER TAXES		-1,075.7		446.6
17. OTHER TAXES		-0.3		-0.1
18. NET LOSS / PROFIT FOR THE YEAR		-1,076.0		446.5



## NOTES TO THE FINANCIAL STATEMENTS FOR FISCAL YEAR 2020

### A. GENERAL INFORMATION

Delivery Hero SE, based in Berlin, met the definition of a large corporation set out in Section 267(3) and (4) of the German Commercial Code (Handelsgesetzbuch, HGB) as at the end of the reporting period on December 31, 2020. The Company is entered on the register of companies maintained by the Local Court of Charlottenburg under the number 198015 B with the business address Oranienburger Straße 70, 10117 Berlin, Germany.

The Delivery Hero SE financial reports have been prepared in accordance with the provisions of the German Commercial Code (Handelsgesetzbuch, HGB) as well as those of the German Companies Act (Aktiengesetz, AktG).

The fiscal year corresponds with the calendar year.

Delivery Hero SE closed fiscal year 2020 with a net loss of € 1,076.0 Mio. (previous year: annual loss of € 446.5 million). The Management Board is working on the basis that Delivery Hero SE will remain equipped with sufficient liquidity and capital to continue trading. Accordingly, these statements have been prepared on the assumption that the Company will remain a going concern.

### German Corporate Governance Code Declaration per AktG § 161/HGB § 285(16)

The Management and Supervisory Boards of Delivery Hero SE submitted the declaration of compliance with the recommendations of the "German Corporate Governance Code 2020" Commission as specified in AktG § 161 on December 22, 2020. This statement is permanently available to view at:

<https://ir.deliveryhero.com/declaration-of-compliance>

### B. ACCOUNTING AND REPORTING POLICIES

#### 01. GENERAL INFORMATION

The income statement has been classified by the nature of costs in accordance with HGB § 275(2).

In the interests of improved clarity and conciseness, some of the remarks that statutory provisions make optional for the statement of financial position have been published in these notes.

#### 02. ACCOUNTING POLICIES

The following accounting policies were the main ones applied for the preparation of the annual financial reports:

#### ASSETS

##### Fixed Assets

**Intangible fixed assets** acquired for cash are recognized at their acquisition cost and, where subject to exhaustion or obsolescence, are systematically amortized using the linear method in line with their normal useful life. IT programs acquired for cash are amortized over a normal useful life of two to three years. An exception is made for IT programs with an acquisition cost under € 800 (previous year: € 800), which are immediately expensed at their full amount. Licenses are amortized over the useful life specified in the relevant license agreement. The option to capitalize internally generated intangible assets is utilized in accordance with HGB § 248(2). Internally generated intangible assets, including own work capitalized, are recognized at production cost and systematically amortized using the linear method over one to three years. Options to incorporate general administration costs and reasonable expenses for the Company's social benefits, voluntary social payments, and retirement benefits were not utilized.

**Tangible fixed assets** are measured at their acquisition or production cost less scheduled, linear depreciation. Tangible fixed-asset additions are normally depreciated pro rata temporis. This depreciation uses depreciation rates that are determined based on predicted useful life and do not vary significantly from the depreciation schedules provided by tax laws.



The accounting provision of Section 6(2) of the German Income Tax Act (Einkommensteuergesetz, EStG) is applied when recognizing **low-value assets**. Acquisition or production costs for movable fixed assets that are subject to wear and tear and can be used independently are charged in full as an expense during the fiscal year in which they are acquired, produced, or contributed if the acquisition or production costs do not exceed € 800 (previous year: € 800) for the individual asset after deducting the input-tax amount included in the costs.

The **investments section** measures investments in affiliated companies, investments, other investments which contain non-securitised shares in companies that do not constitute an investment in accordance with § 271 (1) HGB as well as securities held as fixed assets at acquisition cost or their fair value. Borrowings are recognized at their nominal or fair value.

The Company uses the discounted-cash-flow method to calculate the fair value of investments in affiliates as part of an impairment test. If there is no exchange or market price, the discounted-cash-flow method is also used analogously for borrowings depending on the remaining term.

Fixed assets that lose value permanently are subjected to impairment write-downs. Corresponding write-ups are carried out if the grounds for the write-downs cease to apply.

### Current Assets

**Inventory** includes advance payments, which are recognized at their nominal or fair value. Unfinished goods, finished goods and merchandise are recognized at acquisition cost in compliance with the lower of cost or market principle.

**Receivables and other assets** are recognized at their nominal or fair value as at the end of the reporting period. Reasonable write-downs are made if the collection of receivables is laden with identifiable risks, and uncollectible receivables are fully written off. Receivables in foreign currencies are valued in accordance with the strict lower of cost or market principle. When they are first recognized they are converted using the mean rate on the day they are recognized. Receivables with a remaining term of less than one year are measured using the mean spot exchange rate as at the end of the reporting period. Long-term receivables are recognized at a lower value if the exchange rate is lower at the end of the reporting period, while any gains from a higher exchange rate remain unrecognized.

**Cash and cash equivalents** are recognized at their nominal value as at the end of the reporting period.

Recognized prepaid expenses refer to payments prior to the end of the reporting period if the expense is for a given time period following the end of the reporting period. They are recorded at their nominal value as at the end of the reporting period.

**Prepaid expenses** include the disagios from the convertible bonds placed in the financial year. For the convertible bonds issued in the current year, no premium in excess of the settlement amount was agreed. The conversion premium was estimated by comparing the capital market interest rate of comparable convertible bonds with the interest rate specified in the terms and conditions at the time of issuance. A prepaid expense in the amount of the premium was capitalized as a disagio in accordance with § 250 (3) sentence 1 HGB. The disagio amounts are allocated to net interest income over the term of the bond.

### LIABILITIES

The **subscribed capital** is reported at nominal value.

Delivery Hero SE has existing stock-appreciation plans. The stock plans give employees rights or shares (Restricted Stock Units - „RSUs“) that generally entitle the beneficiary to acquire shares in the Company (share-based compensation settled in equity instruments) on completion of a specified period of work for the Company. With some plans, the Company is required to settle the rights in cash at certain exit events (e.g. change of control). In addition, the Company has an option to settle by issuing new shares or in cash. The occurrence of exit events is seen as unlikely at the present time. There are no plans to utilize the option for settling in cash for the stock-appreciation plans, with the exception of the Virtual Share Program 2017, which was converted to cash settlement in 2019. The remaining stock plans are classified as share-based compensation settled in equity instruments. These commitments are reported in accordance with international IFRS 2 rules since the German Commercial Code does not provide explicit regulation for such share-based compensation. The entitlements from the commitments are recognized under personnel expenses with an offsetting entry in the capital reserve under equity. The obligation arising from the cash-settled share-based compensation plan is included in other provisions. The total entitlements are measured by pricing the options using the Black-Scholes model.

RSUs are granted based on a contractually fixed euro value. RSU entitlements are measured by dividing the respective granted award amount by the fair value of one RSU derived from Delivery Hero's 30-day average share price prior to the respective grant date.



**Provisions** are recognized at the settlement amount seen necessary based on reasonable commercial judgment. All recognizable risks, uncertain liabilities and impending losses from pending transactions are taken into account.

Provisions with a remaining term of more than one year are discounted based on a market interest rate that averages the last seven fiscal years and corresponds to the remaining term.

Provisions were formed for future expenses incurred through fulfillment of statutory obligations for business-document archival; these provisions were of the relevant settlement amount, i.e. incorporating costs foreseen for the time of fulfillment. Provisions were calculated for archival costs on the assumption of an average remaining retention period of 5.5 years and predicted price/cost increases of 0.1% p.a. (previous year: 1.2%).

**Payables** are recognized at their settlement amount. Payables in foreign currencies are converted using the mean daily rate at the time of recognition. Current foreign-currency payables with a remaining term of one year or less are measured using the mean spot exchange rate. Noncurrent foreign-currency payables are recognized and charged at a greater amount if the rate is higher at the end of the reporting period. Any lower rate (producing a valuation gain) remains unrecognized.

### Deferred Tax Liabilities

If there are differences between the methods under commercial law for measuring assets, debts, accruals, and deferrals and those under tax law, and the resulting differing amounts will foreseeably break down in later fiscal years, any net tax burden incurred is recognized under deferred tax liabilities in the statement of financial position. Any net tax relief incurred through these differences is not recognized, in accordance with the option under HGB § 274(1), second sentence, which we utilize.

### VALUATION UNITS

Derivative financial instruments were concluded in 2019 to hedge foreign currency risks and fair value risks. No valuation units in accordance with § 254 HGB were formed.

## C. EXPLANATION OF STATEMENT ITEMS

### Fixed Assets

Developments among fixed assets are described along with the fiscal year's amortization and depreciation in the schedule of assets in Appendix I of these notes.

Exercising the option to capitalize internally generated intangible assets saw recognition of € 27.3 million in 2020 (previous year: € 6.6 million).

Due to the capitalization of internally generated, fixed intangible assets, HGB § 268(8) imposes a restriction on distributions worth € 19.0 million (previous year: € 4.2 million).

The investments in affiliates, investments, securities held as fixed assets and shares in other entities recognized in the investments section are composed as illustrated in Appendix II to these notes.

Additions to investments in affiliates mainly comprised the acquisition of 100% of the shares in Instashop Limited, British Virgin Islands, (€ 320.9 million) and of 100% of the shares in Glovoapp SLU (€ 154.4 million).

Loans to affiliated companies in the amount of € 1,246.3 million (previous year: € 766.9 million) result from intragroup financing.

Impairment of loans of € 167.2 million (previous year € 80.0 million) were recognized in the year under review due to expected permanent impairment. Impairments of € 402.4 million (previous year € 67.7 million) were recognized for shares in affiliated companies in the year under review due to expected permanent impairment. The impairment of shares in and loans to affiliated companies and receivables from affiliated companies related to entities in South America (€ 394.9 million; previous year: € 84.6 million), Europe (€ 62.9 million; previous year: € 20.3 Mio.), Asia (€ 22.5 million; previous year: € 27.8 million) and the Middle East region (€ 105.9 million; previous year: € 15.1 million). Further impairments of € 7.3 million were related to the shares and loans to the Canadian entity in the context of its cease of operations.

Impairment of investments, investment securities and shares in other investments amounted to €12.1 million (previous year: € 1.5 million).

Additions to investments mainly comprise the acquisition of further shares in Glovo, Spain, in the amount of € 280.5 million as part of participation in a funding round and the acquisition of shares from other minority shareholders.

Securities held as fixed assets mainly include the shares in Takeaway.com that are attributable to the company as of the balance sheet date.

On February 12, 2020, Delivery Hero entered into a forward purchase agreement to acquire 8.4 million shares in Just Eat Takeaway.com and a multi-year collar agreement relating to 8.8 million shares in Just Eat Takeaway.com to restore its equity position following the dilution of shares that had been caused by the merger between Takeaway.com and Just Eat plc (“collar II transaction”). On June 16, 2020 Delivery Hero entered into an additional agreement to purchase shares and a multi-year collar agreement for 0.8 million shares in Just Eat Takeaway.com (“collar III transaction”).

The equity collar transactions, comprising a combination of call and put positions, limit the downside risk of the shares, while allowing Delivery Hero to participate in part in future share price appreciations.

Within the scope of the collar II and collar III transactions, Delivery Hero acquired a further 9.2 millions shares in Just Eat Takeaway.com at a purchase price totaling € 895.5 million in the year under review. In the course of the equity collar transactions, the acquired shares and a further 0.4 million shares were transferred to a custody account and sold by Morgan Stanley. Cash proceeds from the custodian sale of the shares totaling €908.7 million were granted to Delivery Hero as a loan. In each case, the loan was offset against the purchase price liability from the previous share acquisition. During the financial year, the transactions resulted in net cash inflows of € 12.9 million.

In the previous year, Delivery Hero concluded its first multi-year equity collar transaction for 3.2 million shares in Just Eat Takeaway.com in April 2019 (collar I transaction). In a similar manner to the collar transactions in the year under review, the underlying shares were transferred to a custody account and sold by Morgan Stanley. The cash proceeds from the transaction were paid out to Delivery Hero as a loan.

The shares underlying the collar transactions are still recognized by Delivery Hero, as the beneficial ownership is attributable to Delivery Hero. A total of 12.8 million (previous year: 3.2 million) shares in Just Eat Takeaway.com (€ 1,144.9 million; previous year € 220.5 million) have been pledged to banks as collateral for liabilities.

On October 16, 2020, Delivery Hero entered into another agreement with Morgan Stanley that combines and modifies the collar-I and collar-II transactions (“collar IV”). The contractual amendments mainly refer to an extension of the maturities of the derivatives in the transaction and a change in the strike prices of the short call and long put positions. The settlement amounts of the loans granted under the collar I and collar II transactions were increased by a total of € 260.9 million as part of the transaction. The increased loan amount was not paid out to Delivery Hero. At the modification date, the provisions for contingent losses for the derivative positions from collar I and collar II resulting from the fair value measurement of the derivatives at the modification date were derecognized in the amount of € 202.0 million. For the collar IV derivatives, a total option premium paid in the amount of the fair value of the collar IV derivatives at the time of modification of € 52.1 million was recognized and is reported under other assets. A modification fee of € 6.8 million was incurred and is included in other operating expenses.

Other investments include non-securitised shares in companies that do not constitute an investment in accordance with § 271 (1) HGB.

### Receivables and Other Assets

The **trade receivables from third parties**, amounting to € 0.5 million (previous year: € 4.7 million), mainly result from passing on marketing costs to the German entities that were sold to Takeaway.com.

**Receivables from affiliates** were, like last year, mainly the result of trade and services rendered. Due to a predicted ongoing loss of value impairments were recognized for receivables from affiliates at € 23.8 million (previous year: € 0.1 million).

**Other assets** primarily comprise a USD fixed deposit (€ 409.4 million; previous year: n/a), the option premium from the collar IV transaction (€ 52.1 million; previous year: n/a – please refer to details above) as well as a USD/EUR foreign currency deal contingent option entered into in the scope of the contractual agreement of December 13, 2019 with Woowa Brothers Corp., South Korea, to acquire approx. 88% of the shares in Woowa, in the amount of € 23.1 million (previous year: € 41.8 million). The term of the collar IV derivative ends in tranches between April and November 2023. The remaining term to maturity of the other assets is under one year.

As of December 31, 2020, Delivery Hero SE reported € 1,701.3 million (previous year: € 252.1 million) in cash and cash equivalents consisting of bank balances. Of this amount, € 1,252.7 million (previous year: € 250.1 million)



relates to balances denominated in euros and € 448.2 million (previous year: € 1.5 million) to balances denominated in US-dollars. Of the cash and cash equivalents, € 1.2 million are restricted in use as they serve to secure guarantee facilities.

The **prepaid-expenses** mainly result from the disagio in the amount of the conversion premium from the issuance of the convertible bonds in the financial year. It also includes insurance premiums paid up to 2022 and user fees for software licenses paid in advance in the financial year.

All other receivables and other assets mature, like last year, within one year.

## Equity

The Delivery Hero SE **subscribed capital** is underpinned by no-par bearer shares of € 1.00. The subscribed capital amounts to € 199.4 million (previous year: € 188.8 million) (shares at December 31, 2020: 199, of which 10,602,896 were subscribed from the authorized capital at a nominal value of € 1.00).

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 from this.

As in the previous year, the Company holds 78,230 own shares with a nominal value of € 1.00.

The Delivery Hero SE **authorized and conditional capital** as at December 31, 2020 consisted of 184,124,441 shares with a nominal value of € 1.00 (previous year: 154,727,337 shares).

The capital reserve increased by € 915.0 million to € 3,700.1 million in 2020 (previous year: € 2,785.1 million). The increase results from the premium generated in the context of a capital increase against cash contribution from the authorized capital on January 21, 2020 (Section 272 (2) no. 1 German Commercial Code (HGB)) from the issuance of convertible bonds (see below) and from the issuance of further shares in the course of the share-based compensation programs.

### CAPITAL RESERVES PURSUANT TO HGB § 272

€ MILLION	DECEMBER 31, 2020	DECEMBER 31, 2019
HGB 272(2) NO. (1)	1,871.8	1,290.5
HGB 272(2) NO. (2)	586.8	287.4
HGB 272(2) NO. (3)	-	-
HGB 272(2) NO. (4)	1,241.5	1,207.2
	<b>3,700.1</b>	<b>2,785.1</b>

On January 15, 2020, and July 8, 2020, Delivery Hero placed a total of four tranches of senior, unsecured convertible bonds (Convertible Bonds I and II) in a total principal amount of € 3,250.0 million. The bonds with a denomination of € 100,000 were each issued at 100% of their nominal amount and are listed on the Frankfurt Stock Exchange in the over-the-counter segment. The contractual parameters of the bond tranches are as follows:

	NOMINAL VALUE	INTEREST P.A.	CONVERSION PRICE	END OF TERM
<b>CONVERTIBLE BONDS I - PLACEMENT JANUARY 2020</b>				
TRANCHE A	875,0 MIO. €	0.250%	98.000 €	23-JAN-24
TRANCHE B	875,0 MIO. €	1.000%	98.000 €	23-JAN-27
<b>CONVERTIBLE BONDS II - PLACEMENT JULY 2020</b>				
TRANCHE A	750 MIO. €	0.875%	143.925 €	15-JUL-25
TRANCHE B	750 MIO. €	1.500%	148.975 €	15-JAN-28

The bondholders are entitled to convert the bonds into shares at any time during the conversion period. The number of conversion shares is determined on the basis of the nominal amount to be converted and the conversion price applicable on the conversion date. In total, the Convertible Bonds represent subscription rights for 28.1 million shares.

Delivery Hero is entitled to redeem the Convertible Bonds of the January-placement ("Convertible Bonds I") at any time (i) on or after February 13, 2023 (Tranche A) and February 13, 2025 (Tranche B), if the stock exchange price per Delivery Hero share amounts to at least 130% (Tranche A) or 150% (Tranche B) of the then relevant

conversion price over a certain period or (ii) if 15% or less of the aggregate principal amount of the relevant tranche of the Convertible Bonds I remain outstanding.

Delivery Hero is entitled to redeem the Convertible Bonds of the July-placement (“Convertible Bonds II”) at any time (i) on or after August 5, 2023 (Tranche A) and February 5, 2026 (Tranche B) if the stock exchange price per Delivery Hero share amounts to at least 130% (Tranche A) or 150% (Tranche B) of the then relevant conversion price over a certain period or (ii) if 15% or less of the aggregate principal amount of the relevant tranche of the Convertible Bonds II remain outstanding.

The holders of the Convertible Bonds I and II hold a conditional put right if an investor gains indirect or direct voting rights of 30% or more (“change of control”). If such a change of control occurs, each bondholder of Convertible Bond I and II has the right to declare those bonds that have not yet been converted or redeemed to be due. In that case, the bonds are redeemed at their principal amount plus interest accrued.

For the Convertible Bond II, Delivery Hero held a contingent cash settlement option as of December 31, 2020. If a takeover bid occurred prior to the regular start of the conversion period and the bid was accepted, DH had the option to settle any conversions that occurred based on that event either in settlement shares or alternatively in cash. The option expired on February 14, 2021.

The disagio for the conversion rights at the time of issue totaling € 321.0 million resulting from the sub-interest rate on the bonds was included in the capital reserve in accordance with Section 272 (2) No. 2 HGB.

In 2018 Delivery Hero SE issued a long-term incentive plan (LTIP) consisting of two types of awards: Restricted Stock Plan (RSP) and Stock Option Program (SOP). Eligible participants are the Management Board, managing directors of certain subsidiaries and other members of the management as well as certain employees. Delivery Hero commits to award restricted stock units (RSUs) and stock options based on a certain euro-amount per year over the period of four years. The award consists of individual tranches (four in total) that are awarded to the participants in a single agreement in year one.

Every year a number of RSUs and stock options are allocated to each beneficiary. Each annual tranche is determined by dividing the granted award amount (a) by the fair market value of one RSU derived from the 30-day average DH share price prior to the annual grant date and/or (b) by the fair market value of one stock option whereby the strike price of each option is determined based on the three-month average price per share before the annual grant date.

Each tranche awarded vests quarterly over one year after the contractual grant date. The first award is generally subject to a 24 months cliff. A bad leaver loses all vested and unvested awards. A good leaver retains all vested RSUs and stock options. The SOP contains a revenue-based performance target.

The awards will be settled in shares. Even though Delivery Hero has the right to settle in cash equal to the fair value of the shares at the settlement date, DH does not intend to exercise this right.

A total of € 75.3 million (previous year: € 35.5 million) in entitlements to stock-based compensation was recorded in the capital reserve for the LTIP as at December 31, 2020. As of December 31, 2020, a total of 2,460,697 (previous year: 2,011,422) nonexercised options were outstanding; 130,143 (previous year: 332,502) nonexercised options were granted to the Management Board and 348,865 (previous year: 1,133,905) non-exercised options were granted to employees. As of December 31, 2020, 847,035 (previous year: 592,405) restricted stock units (RSUs) were outstanding.

The beneficiaries of DH SOP received option rights, entitling them to subscribe to shares in Delivery Hero SE subject to certain conditions. The awards vest gradually over a period of up to 48 months subject to individual cliff provisions of generally 12 to 24 months. If a beneficiary leaves the company before completing the vesting requirements, the individual forfeits his/her rights under the program.

The Group plans to settle by means of equity instruments and classifies the program as an equity-settled share-based payment arrangement. In the event of certain exit events (e.g., a change of control), the program conditions provide for a cash settlement by the Group. However, the occurrence of such an event is currently considered unlikely.

As of December 31, 2020, the capital reserve for equity-settled share-based payments amounted for the DH SOP to € 114.9 million (previous year: € 114.9 million). As of December 31, 2020 a total of 1,362,950 (previous year: 3,267,728) nonexercised options were outstanding; 450,000 nonexercised options (previous year: 1,196,600) pertain to the Management Board and 912,950 nonexercised options (previous year: 2,071,128) pertain to other employees.



The net loss of € 975.6 million (previous year: net profit of € 100.4 million) is the difference of an annual loss of € 1,076.0 million and a profit of € 100.4 million carried forward.

### Provisions

The tax provisions as of December 31, 2020 include provisions for income taxes of foreign subsidiaries in jurisdictions in which the Company is subject to tax as a shareholder. Furthermore, tax provisions were created as a result of an audit that has not yet been completed and provisions for expected tax arrears from VAT and trade tax.

Other provisions as of December 31, 2020 are broken down as follows:

EUR MILLION	DECEMBER 31, 2020	DECEMBER 31, 2019
OBLIGATIONS TO STAFF	18.5	14.2
OUTSTANDING INVOICES	44.9	28.5
LEGAL, ADVICE, AND ANNUAL-ACCOUNTING EXPENSES	1.9	1.2
ONEROUS-CONTRACT PROVISION AND DEAL CONTINGENT OPTION PREMIUM	52.5	86.3
OTHER	8.6	1.0
	126.4	131.2

Other provisions include the obligation of € 47.0 million (previous year: € 44.8 million) to pay the expected option premium of the deal contingent option that is payable at the closing of the planned transaction with Woowa.

The valuation of the derivatives of the collar-III-transaction relating to shares in Just Eat Takeaway.com resulted in a contingent loss of € 5.5 million as of December 31, 2020 (previous year: € 41.5 million), which was accrued accordingly. The collar-options were measured using a Black-Scholes valuation.

The obligations to staff are the result of entitlements to share-based compensation.

The provisions – except for the provision for impending losses from the collar-III-transaction - mostly have a remaining time of up to one year before they mature.

### Payables

Payables are categorized by remaining time to maturity as illustrated in the following schedule of payables.

Liabilities to banks include loans of € 1,377.9 million (previous year: € 208.0 million) granted to Delivery Hero in 2019 and 2020 in connection with the collar transactions by Morgan Stanley. The liabilities are secured by the pledge of 12.8 million shares in JustEat Takeaway.com.

On January 23, 2020 and July 8, 2020, Delivery Hero SE placed two tranches of convertible bonds each with a total nominal amount of €3,250.0 million. The bonds were recognized at the settlement amount.

Other liabilities comprise uncontingent purchase price components from acquisitions in the current financial year that are due in subsequent years.





2020	EUR MILLION	REMAINING TIME TO MATURITY			
		TOTAL	UP TO 1 YEAR	1 TO 5 YEARS	MORE THAN 5 YEARS
CONVERTIBLE BONDS		3,263.1	13.1	1,625.0	1,625.0
LIABILITIES TO BANKS		1,377.9	-	1,377.9	-
TRADE PAYABLES		2.0	2.0	-	-
OF WHICH OWED TO AFFILIATED COMPANIES		-	-	-	-
LIABILITIES TO AFFILIATED COMPANIES		5.5	5.5	-	-
OF WHICH TRADE LIABILITIES		5.5	5.5	-	-
OTHER LIABILITIES		79.8	8.0	71.8	-
OF WHICH OTHER LOANS AND FINANCIAL LIABILITIES		4.1	1.4	2.7	-
OF WHICH TAX		5.6	5.6	-	-
OF WHICH SOCIAL SECURITY		0.9	0.9	-	-
		4,728.3	28.6	3,074.7	1,625.0

2019	EUR MILLION	REMAINING TIME TO MATURITY			
		TOTAL	UP TO 1 YEAR	1 TO 5 YEARS	MORE THAN 5 YEARS
LIABILITIES TO BANKS		208.0	-	208.0	-
TRADE PAYABLES		0.4	0.4	-	-
OF WHICH OWED TO AFFILIATED COMPANIES		-	-	-	-
LIABILITIES TO AFFILIATED COMPANIES		2.7	2.7	-	-
OF WHICH TRADE LIABILITIES		2.7	2.7	-	-
OTHER LIABILITIES		10.9	3.8	7.1	-
OF WHICH OTHER LOANS AND FINANCIAL LIABILITIES		5.0	-	5.0	-
OF WHICH TAX		1.6	1.6	-	-
OF WHICH SOCIAL SECURITY		0.3	0.3	-	-
		222.0	6.9	215.1	-

**Deferred tax liabilities** (gross) increased by € 106.7 million to € 109.4 million (previous year: € 2.7 million) in 2020 mainly due to the initial recognition of deferred tax liabilities on the temporary difference related to the disagio recognized for the conversion premiums of the convertible bonds. The deferred tax liability on the disagio was recognized directly in equity upon initial recognition. Effects from subsequent measurement of the deferred taxes related to the conversion premium are recognized in profit or loss.

Deferred tax assets on losses carried forward were only capitalised if they were covered by a corresponding surplus on the liabilities side. However, after application of the minimum taxation, a deferred tax liability of € 38.7 million remains.

The temporary differences mainly result from the disagio relating to the conversion premium on the convertible bonds, internally generated intangible assets, and different tax and commercial law measurements of financial assets, other accruals and liabilities. The company-specific tax rate is 30.18%.

EUR MILLION	AT BEGINNING OF FISCAL YEAR	CHANGE	AT CLOSE OF FISCAL YEAR
DEFERRED TAX ASSETS	2.7	67.9	70.6
DEFERRED TAX LIABILITIES	2.7	106.7	109.4



## D. 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 [Aktiengesetz – 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 € 199,377,935.00 which was subdivided into 199,377,935 no-par value registered shares.

In January, February and in March 2021, three further capital increases were registered, so that at the time of the publication of this report the Company's subscribed capital amounts to € 249,017,321.00, which is subdivided into 249,017,321 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

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

- Overall 367,200 shares were held in escrow according to an investment agreement. The agreement contains vesting periods respectively for one third of the shares, which ended at the conclusion of June 30<sup>th</sup>, 2018, June 30<sup>th</sup>, 2019, and June 30<sup>th</sup>, 2020, respectively.
- 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.

#### Restriction on voting rights

To the Management Board of the Company's best knowledge, the restrictions on voting rights as stated by the law on obligations 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 78,230 shares in the Company. At the time of the publication of this report, there are no voting rights with respect to 73,819 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 728,406 shares in the Company held by them. At the time of publication the members of the Management Board are restricted in exercising their voting rights with respect to 794,838 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 2020 financial year, the following direct and indirect holdings in Delivery Hero SE existed, which exceeded the threshold of 10% of the total voting rights<sup>1</sup> and which were notified to the Company by means of voting rights notifications in accordance with Sections 33, 34 WpHG (Sections 32, 22 WpHG old version):

<sup>1</sup> The information shown here takes into account the most recent notifications of voting rights received by the Company. These notifications of voting rights may not take into account capital increases that have already taken place.

- Naspers Limited with its registered seat in Cape Town, South Africa through in particular MIH Food Holdings B.V. (attributed)
- Baillie Gifford & Co<sup>2</sup> with its registered seat in Edinburgh, United Kingdom through in particular Vanguard Word Fund (attributed)

Further information on the shareholdings listed above can be found in the disclosures on voting rights notifications in the relevant notes of the Delivery Hero SE 2020 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 two 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 in particular with respect to the possibility of issuing or buying back shares**

The Management Board of the Company was originally authorized to increase the registered capital of the Company until June 8, 2022, with the consent of the Supervisory Board once or repeatedly, by up to a total of € 8,158,550.00 by the issuance of up to 8,158,550 new no-par value registered shares against contributions in cash (Authorized Capital / III). The subscription rights of the shareholders were excluded. The Authorized Capital / III is to be used for any purposes (including, without limitation, in connection with acquisition transactions by the Company, the issuance of additional shares under the so-called Loan and Escrow Agreement entered into on August 7, 2014, as amended from time to time, or under any new loan agreements, etc.). To the extent that the new shares were issued pursuant to the so-called Loan and Escrow Agreement entered into on August 7, 2014, as amended from time to time, or any new loan agreements, the new shares were issued at the lowest issue price. The Management Board of the Company was authorized to further determine, with the consent of the Supervisory Board, the scope of the shareholders’ rights pertaining to the shares to be newly issued and the further conditions of the issuance of the new shares. The Authorized Capital / III was fully utilized and was cancelled by resolution of the Supervisory Board of January 15, 2020.

The Management Board is 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, once or repeatedly, by up to a total of € 3,822,655.00 by the issuance of up to 3,822,655 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 fulfilment of acquisition rights (option rights) which have been granted or

<sup>2</sup> Baillie Gifford & Co fell below the threshold of 10% of the total voting rights on March 4, 2021 and submitted the corresponding voting rights notification to the Company on March 10, 2021.



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. The Management Board is authorized to further determine, with the consent of the Supervisory Board, the scope of the shareholders' rights pertaining to the shares to be newly issued and the further conditions of the issuance of the new shares. By the end of the reporting period, the Authorized Capital / IV still amounted to € 4,382,929.00 after partial utilization. At the time of the publication of this report, the Authorized Capital / IV amounts to € 3,822,655.00 after partial utilization with the share capital increase registered on February 24, 2021.

The Management Board was originally authorized to increase the registered capital of the Company until June 8, 2022, with the consent of the Supervisory Board, once or repeatedly, by up to a total of € 18,675,300.00 by the issuance of up to 18,675,300 new no-par value registered shares against contribution in cash (Authorized Capital / V). The subscription rights of the shareholders are excluded. The Authorized Capital / V served the fulfilment of contractual claims, already agreed upon prior to January 1, 2017, to those shareholders who subscribed for new shares in Delivery Hero GmbH (prior to the conversion into Delivery Hero AG) based on the company's increase of nominal share capital resolutions dated from December 4 until 9, 2016; shares out of the Authorized Capital / V may only be issued for this purpose. For certain claims, the utilization of the Authorized Capital / V was limited to 3,505,500 new shares. The shares would be issued at the lowest issue price. The Management Board was authorized to determine with the consent of the Supervisory Board the further scope of the shareholders' rights pertaining to the shares to be newly issued and the further conditions of the issuance of the new shares. The Authorized Capital / V was cancelled by resolution of the Annual General Meeting on June 18, 2020 (agenda item 8).

The Management Board is authorized by resolution (agenda item 6) of the Annual General Meeting of June 6, 2018 to increase the share capital of the Company until June 8, 2022, with the consent of the Supervisory Board, once or repeatedly,, by up to a total of € 13,725,505.00 by the issuance of up to 13,725,505 new no-par value registered shares against contributions in cash and/or non-cash contributions (Authorized Capital / VII). The Authorized Capital / VII has been partially utilized since the original authorization. By virtue of its resolution dated December 13, 2019, the Management Board resolved to partially utilize the Authorized Capital / VII and, under exclusion of the subscription rights of the existing shareholders, to reserve a total of up to 42,087,761 new shares in connection to a M&A transaction. The capital increase in relation to this partial utilization of the Authorized Capital / VII with issuance of 39,636,147 shares was registered on March 4, 2021. The subscription rights of the shareholders are only excluded in certain cases or 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 for completed fiscal 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 fiscal year in which they are issued. By the end of the reporting period, the Authorized Capital / IV still amounted to € 53,361,652.00 after partial utilization. At the time of the publication of this report, the Authorized Capital / IV amounts to € 13,725,505.00 after partial utilization with the share capital increase registered on March 4, 2021.

The Management Board is authorized by resolution (agenda item 7) of the Annual General Meeting of June 18, 2020 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 or 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 fiscal 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 fiscal year in which they are issued.

The Management Board is authorized by resolution (agenda item 8) of the Annual General Meeting on June 18, 2020 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 € 9,232,335.00 by the issuance of up to 9,232,335 new no-par value registered shares against contributions in cash and/or non-cash contributions (Authorized Capital 2020 / II). The Authorized Capital / II has been partially utilized since the original authorization. The subscription rights of the shareholders are only excluded in certain cases or 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 fiscal 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 fiscal year in which they are issued.

In accordance with authorization by the Annual General Meeting of June 13, 2017 (agenda item 4, lit. a)), the share capital of the Company is conditionally increased by € 3,485,000.00 by issuing 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 general meeting (formerly Delivery Hero AG) of June 13, 2017 (agenda item 4, lit. a)) as part of the Stock Option Program 2017 from the date of the registration of Conditional Capital 2017 / II 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 fiscal 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 general meeting of June 12, 2019 (agenda item 6), the share capital of the Company is conditionally increased by up to € 61,219,560.00 by issuing up to 61,219,560 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 fulfilment 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 general meeting of June 12, 2019. The new shares participate in profits from the beginning of the fiscal year in which they are created and for all subsequent fiscal 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 fiscal year for which, at the time of either the exercise of the conversion or option rights, or the fulfilment 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 at least € 1,500,000,000.00, with conversion rights to new shares of the Company from the Conditional Capital 2019 / I. No conversion rights have been exercised yet.

In accordance with authorization by the general meeting of June 12, 2019 (agenda item 11), the share capital of the Company is conditionally increased by € 3,000,000.00 by issuing 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 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 fiscal 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 general meeting of June 18, 2020 (agenda item 9), the share capital of the Company is conditionally increased by € 20,000,000.00 by issuing up to 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 fulfilment 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 general meeting of June 18, 2020, in each case at a conversion or option price to be determined. The new shares participate in profits from the beginning of the fiscal year in which they are created and for all subsequent fiscal 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 fiscal year for which at the time of either the exercise of the conversion or option rights, or the fulfilment 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 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 at least € 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 yet.



The complete version of these authorizations is set out in the Company's Articles of Association in the version of March 2, 2021 (registered in the trade registry on March 4, 2021). 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>

Subject to approval by the Supervisory Board and in accordance with the principles of equal treatment of shareholders (Section 53a, AktG), the Management Board is (or respectively – regarding the authorization to take treasury shares as security – was), authorized, until June 12, 2022, to acquire shares to be held by the Company as treasury shares up to a total number corresponding to 10 % of the Company's share capital existing at the time of the resolution, or – if this value is lower – at the time the authorization is exercised, or to take them as security, subject to a time limit of the authorization until June 30, 2017. Together with other shares held by the Company itself and which the Company has already acquired or taken as security and still owns, or which are attributed to it in accordance with Section 71a et seq. AktG, the shares acquired under the above-mentioned authorization and taken as security must not exceed 10 % of the respective share capital in the Company at any time. This authorization may be exercised by the Company once or multiple times, fully or in partial amounts, for a single or multiple purpose, but also by group companies or by third parties in the name and on behalf of the Company or group companies. The authorization must not be exercised for the purpose of trading in Company's 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 five substantial software license contracts, which are subject to a change of control clause. One of them contains an automatic termination of a service component, two provide the supplier with the right to terminate in the event of an acquisition by a direct competitor, and the other two provide the supplier with the right to terminate. 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.

#### **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, Management Board member Emmanuel Thomassin is entitled to compensation in the amount of 150% of the severance cap, which may not exceed the remaining term of the Service Agreement (CoC-Cap). In the case of resignation from office following a change of control, the incentive instruments held by Management Board members Niklas Östberg and Emmanuel Thomassin (such as convertible bonds and share options) become vested or are immediately allocated. 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 payments 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.

## **E. NOTES ON THE INCOME STATEMENT**

### **Revenue**

Revenue for fiscal year 2020 came to € 146.7 million (previous year: € 91.5 million) and includes intra-Group allocations and forwarded Group charges exclusively.



## Other Operating Income

Other operating income in 2020 primarily includes charges of € 63.5 million (previous year: € 40.1 million) forwarded directly within the Group, which do not qualify as revenue, and currency conversion of € 30.1 million (previous year: € 6.0 million).

In the previous year, other operating income primarily included income in the amount of € 797.9 million from the sale of the subsidiaries Delivery Hero Germany GmbH and Foodora GmbH to JustEat Takeaway.com, which was completed in 2019.

## Personnel Expenses

Personnel expenses increased year on year by € 92.6 million to € 225.3 million (previous year: € 132.7 million). The increase is mainly the result of the increase in personnel and from rising expenses for share-based compensation from € 36.1 million to € 83.8 million (previous year: € 47.7 million).

Internal production costs for the improvement of search algorithms and upgrade of the ERP system used amounted to € 25.5 million (previous year: € 5.6 million). The Company's research-and-development costs totaled € 91.7 million (previous year: € 31.1 million).

## Other Operating Expenses

Other operating expenses primarily include the contingent loss provision from the valuation of the derivatives that were concluded as part of the collar I and collar II transaction at the time of the modification by the collar IV transaction in the amount of € 160.5 million. (For details on the collar IV transaction, please refer to the notes on non-current assets). Furthermore, expenses in the amount of € 5.5 million (previous year: € 41.5 million) were recognized as at the reporting date from the fair value measurement of the derivatives that were concluded as part of the collar transaction.

Expenses from foreign currency translation amounting to € 147.2 million (previous year: € 7.9 million) result mainly from the translation of US dollar balances and comprise losses from exchange rate movements between the date of their occurrence and the payment date of foreign currency receivables and liabilities, as well as currency translation losses from measurement as at the reporting date. Currency gains from these positions are recognized under other operating income.

Bank charges in the amount of € 15.0 million were incurred for the placement of the convertible bonds on January 23 and July 15, 2020.

In addition expenses for software licenses at an amount of € 38.5 million (previous year: € 23.2 million), server costs at an amount of € 29.8 million (previous year: € 12.0 million), marketing costs of € 14.3 million (previous year: € 18.4 million), and consultancy services in connection with the optimization of the Group's structure at € 29.9 million (previous year: € 34.0 million).

## Write-Downs of Financial Assets

Impairment write-downs were made on investments in affiliates and loans to affiliates at a value of € 569.7 million (previous year: € 147.7 million).

## Taxes on Income and Profit

The income taxes totaling an income of € 37.4 million (previous year: expense of € 13.2 million) resulted mainly from the recognition of deferred tax assets on loss carryforwards of € 58.1 million in profit or loss in the reporting year due to the recognition of deferred tax liabilities on temporary differences arising from the disagio recognized in connection with the convertible bonds directly in equity (see also comments on deferred taxes).

Expenses totaling € 19.7 million (previous year: € 10.2 million) incurred mainly with respect to withholding taxes from trading and rendering services to affiliated companies and current taxes and taxes for tax audit risks in foreign jurisdictions in which Delivery Hero SE is subject to tax as a shareholder.



## F. OTHER DISCLOSURES

### Employees

The average employee numbers during fiscal year 2020 were as follows

	2020	2019
SALES	256	213
MARKETING	161	143
IT	830	383
MANAGEMENT	6	8
OFFICE ADMINISTRATION	473	313
TOTAL	1,726	1,060

### Supervisory Board

The members of the Supervisory Board in the financial year 2020 were:

- **Dr. Martin Enderle**, chairman of the Supervisory Board of Delivery Hero SE, chairman of the Nomination and Remuneration Committee of Delivery Hero SE and member of the Audit and Strategy Committee of Delivery Hero SE; managing director of Chaconne GmbH and digi.me GmbH, board member at allmyhomes GmbH, and member of the board of trustees of the Egmont Foundation
- **Patrick Kolek** (B.S), deputy chairman of the Supervisory Board of Delivery Hero SE, chairman of the Audit Committee, member of the Nomination, Remuneration and Strategy Committee of Delivery Hero SE; and group chief operating officer at Naspers Limited (not a member of the board of directors)
- **Hilary Goshier** (B.A. and LLB), member of the Supervisory Board of Delivery Hero SE, chairwoman of the Strategy Committee and member of the Nomination Committee of Delivery Hero SE; managing director at Insight Venture Partners LLC, member of the board of directors at Hustle, Inc. (end of the Supervisory Board mandate at Delivery Hero SE on June 18, 2020)
- **Vera Stachowiak** (Dipl.), member of the Supervisory Board and the Remuneration Committee of Delivery Hero SE; employee of Delivery Hero SE (end of the Supervisory Board mandate at Delivery Hero SE on June 18, 2020)
- **Christian Hardenberg** (Dipl. Ing.), member of the Supervisory Board of Delivery Hero SE; employee of Delivery Hero SE (end of the Supervisory Board mandate at Delivery Hero SE on June 18, 2020)
- **Björn Ljungberg**, member of the Supervisory Board and the Audit Committee of Delivery Hero SE; employee of foodora AB, Sweden (end of the Supervisory Board mandate at Delivery Hero SE on June 18, 2020)
- **Jeanette L. Gorgas**, (M.Sc.), member of the Supervisory Board of Delivery Hero SE, chairwoman of the Strategy Committee and member of the Nomination Committee of Delivery Hero SE; member of the board of directors of Youth INC and independent consultant for Valor Equity Partners (start of the Supervisory Board mandate at Delivery Hero SE on June 18, 2020)
- **Gabriella Ardbo** (B.Sc.), member of the Supervisory Board and the Remuneration Committee of Delivery Hero SE; employee of foodora AB, Sweden (start of the Supervisory Board mandate at Delivery Hero SE on June 18, 2020)
- **Nils Engvall** (Dipl.), member of the Supervisory Board of Delivery Hero SE; employee of foodora AB, Sweden (start of the Supervisory Board mandate at Delivery Hero SE on June 18, 2020)
- **Gerald Taylor** (B.Sc.), member of the Supervisory Board and the Audit Committee of Delivery Hero SE; employee of Delivery Hero SE (start of the Supervisory Board mandate at Delivery Hero SE on June 18, 2020)

Active members of the Supervisory Board received remuneration in the total amount of T€ 326.2 for their work (previous year: T€ 276.0).

## Management Board

The Delivery Hero SE Management Board in fiscal year 2020 comprised:

- Chief Executive Officer Niklas Östberg, businessman, Zollikon, Switzerland – chair of Management Board
- Chief Financial Officer Emmanuel Thomassin, businessman, Berlin, Germany – member of Management Board

If one Management-Board member is appointed, he or she represents the Company alone. Where there are multiple Management-Board members, two Management-Board members, or one Management-Board member accompanied by an authorized representative, represent the Company. The Supervisory Board may grant to individual Management-Board members the right to represent the Company alone.

Management-Board remuneration for fiscal year 2020, according to the applicable international accounting guidelines, totaled € 6.6 million (previous year: € 4.0 million), of which € 0.7 million (previous year: € 0.7 million) came from fixed remuneration components and € 5.9 million (previous year: € 3.3 million) from performance-based components. The expenses recognized in 2020 for share-based compensation came to € 7.1 million for the fiscal year (previous year: € 7.5 million).

The Remuneration Report, which forms part of the Management Report, contains particularized information about Management- and Supervisory-Board remuneration.

## Contingent Liabilities

There exist letters of comfort for subsidiaries totaling € 3.9 million (previous year: € 68.7 million). By issuing these letters of comfort, the Company has undertaken to furnish the relevant companies such that they can satisfy their financial and commercial obligations to their creditors up to the guaranteed amount. The operating business is to be continued. The Company's operating cash requirements for settling liabilities are covered by the Company's regular funding within the budget.

Delivery Hero SE is liable for bank securities and other securities stipulated in agreements at an amount of € 7.3 million (previous year: € 0.2 million).

Provisions were not formed for letters of comfort and rent guarantees as current planning for assets, finances, and earnings indicates that neither utilization nor a burden on the Company is likely.

## Other Financial Obligations

As at the end of the reporting period there existed other financial obligations of € 1,970.1 million in total (previous year: € 78.9 million). These obligations concern, among other things, the specific areas listed in the following table:



2020	REMAINING TIME TO MATURITY				
	EUR MILLION	TOTAL	UP TO 1 YEAR	1 TO 5 YEARS	MORE THAN 5 YEARS
FROM RENT AND LEASE AGREEMENTS	64.8	12.2	25.0	27.6	
FROM OBLIGATIONS OF LONG-TERM PURCHASE CONTRACTS	109.4	39.5	69.9		-
FROM MERGER & ACQUISITION CONTRACTS	1,795.9	1,700.0	95.9		-
	1,970.1	1,751.7	-	190.8	- 27.6

2019	REMAINING TIME TO MATURITY				
	EUR MILLION	TOTAL	UP TO 1 YEAR	1 TO 5 YEARS	MORE THAN 5 YEARS
FROM RENT AND LEASE AGREEMENTS	49.8	8.8	33.5	7.5	
FROM OBLIGATIONS OF LONG-TERM PURCHASE CONTRACTS	29.1	14.5	14.6		-
	78.9	23.3	48.1	7.5	

Rent and lease agreements primarily relate to the administration building in Berlin and certain office and business equipment (copy machines and printers). All these were operating leases, which meant that the property concerned is not included in the Company's accounts. In addition, purchase agreements have been concluded with Amazon Web Services and Salesforce.

The obligations from long-term purchase contracts mainly relate to the purchase of Woowa Brothers Corp. In the course of the acquisition on 4 March 2021, a purchase price payment of € 1.7 billion in cash will be due. As of August 14, 2020, Delivery Hero has acquired 100% of InstaShop Limited, British Virgin Island, the parent company of InstaShop Group. InstaShop is the largest online e-grocery marketplace business in the MENA region. Apart from groceries, InstaShop has also partnered with pharmacies, pet shops, flower shops, butcheries, bakeries and other stores that supply products for daily needs. The present value of total consideration for this acquisition was € 295.2 million. It includes a contingent consideration (earn-outs), which are also reported under other financial obligations.

Apart from the other financial obligations and contingent liabilities described here, there are no transactions outside this statement that were of significance to the Company's financial position.

### Disclosures on financial instruments

The derivatives of the collar-transactions include a combination of short call and long put options relating to shares in Just Eat Takeaway.com. The fair values of the derivatives associated with the collar transactions were determined using an option pricing model ("Black-Scholes model") that uses the share price and volatility of the underlying share as well as interest rates as significant input parameters. The fair values amounted to € 237.8 million as of December 31, 2020, of which € 52.5 million is recognized in other assets and € 5.5 million is included as a contingent loss in other provisions.

The deal contingent option represents a currency-related transaction. The fair value of the deal contingent option was determined using a probability-weighted option pricing model according to Garman-Kohlhagen. This model uses parameters observable in the relevant markets, such as exchange rates, yield curves, forward rates and volatilities. In addition, the probability of closing for the planned transaction and assumptions on the timing of the closing were considered as significant unobservable input parameters. As of the reporting date, the Company assessed the probability of closing the transaction as high and believes that closing of the transaction will most likely occur in the first quarter of 2021. The fair value of the deal contingent option amounted to € 23.1 million as of December 31, 2020, which is the amount at which the deal contingent option is recognized in other assets.

### Shareholders and Group Relationship

Delivery Hero SE, Berlin, as the parent company, has prepared a consolidated financial statement as at December 31, 2019 for the fiscal year from January 1, 2020 through December 31, 2020 for both the narrowest and widest

scope of company consolidation. The consolidated financial statement is published on the Federal Gazette website.

### Audit Fees

The auditor's fees for services provided by the group auditor are broken down by service as follows:

EUR MILLION	2020	2019
AUDIT SERVICES	2.2	1.7
OTHER AUDIT SERVICES	0.6	0.0
TAX ADVISORY SERVICES	0.0	0.0
OTHER SERVICES	0.0	0.0
TOTAL	2.9	1.7

In 2020 the fees for audit services include services for the previous year of € 0.1 million.

Audit services are provided for the audit of the consolidated financial statements and statutory financial statements of Delivery Hero SE. In addition, reviews of interim financial statements and tax consultancy services in connection with social security law issues were conducted and services in connection with an enforcement examination of the consolidated financial statements carried out by the Financial Reporting Enforcement Panel (FREP) were performed.

Other audit services include the audit of pro-forma financial information and the issuance of a comfort letter. Moreover, the audit of systems in accordance with Section 20 of the German Securities Trading Act (WpHG) for non-financial counterparties (EMIR) and a maturity analysis as well as the audit of the combined separate non-financial report were performed.

### Appropriation of Profit

The Management Board proposes to carry forward the net loss of € 975.6 million produced by the annual loss of € 1,076.0 million and the profit carryforward of € 100.4 million.

## G. SUBSEQUENT EVENTS

### Placement of new shares from cash capital increase

On January 6, 2021, Delivery Hero increased its current share capital by approximately 4.7% from € 199,382,465 to € 208,825,430 through a partial exercise of its authorized capital. Shareholders' subscription rights were excluded. The 9,442,965 new ordinary registered shares with no-par value (Stückaktien) have been placed with institutional investors at a placement price of € 132.00 per new share by way of an accelerated bookbuilding, resulting in gross proceeds of approximately € 1.2 billion.

The new shares were admitted to trading without a prospectus and included in the existing quotation for Delivery Hero's shares in the sub-segment of the regulated market with additional post-admission obligations (Prime Standard) on the Frankfurt Stock Exchange and carry full dividend rights as of January 1, 2020.

As part of the transaction, the Company has agreed to a lock-up period of 90 days, subject to customary exceptions.

### Closing of Woowa transaction

On March 4, 2021, Delivery Hero closed the Woowa transaction that was entered into on December 13, 2019, and for which the Korean Fair Trade Commission submitted written regulatory approval on February 2, 2021. Woowa Brothers Corp. ("Woowa") is the operator of South Korea's largest online food delivery platform.

With closing, Delivery Hero acquired approx. 88% of the shares in Woowa for a consideration of about € 5.7 billion. The consideration consists of € 1.7 billion in cash, € 4.0 billion in new shares of Delivery Hero and a contingent consideration of € 27.1 million.

In 2019, DH entered into a deal contingent option contract to hedge the FX risk from cash consideration for the Woowa transaction in USD. The book value of the corresponding financial liability amounted to € 47.1 million at



December 31, 2020. The option expired unused and the option premium of € 47.6 million was paid in March 2021.

**Additional Investment in Glovoapp23 S.L.**

On March 31, 2021, Delivery Hero enlarged its investment in Glovoapp23 S.L. by investing approx. € 229.0 million during a financing round. As a result, Delivery Hero's shareholding in Glovoapp23 S.L. has increased to 37.4% on a fully diluted basis.

Berlin, April 23, 2021

Delivery Hero SE

Niklas Östberg  
Chief Executive Officer

Emmanuel Thomassin  
Chief Financial Officer

## DELIVERY HERO SE, BERLIN

### ANNEX I

#### STATEMENT OF MOVEMENTS IN FIXED ASSETS DURING THE 2020 FINANCIAL YEAR (GROSS PRESENTATION)

IN EUR MIO.	COSTS				31.12.2020
	CARRIED FORWARD 01.01.2020	ADDITIONS	RECLASSIFI- CATIONS	DISPOSALS	
<b>I. INTANGIBLE ASSETS</b>					
1. INTERNALLY GENERATED INTANGIBLE ASSETS	5.9	17.2	2.4	0.0	25.5
2. PURCHASED TRADEMARKS AND SOFTWARE	19.9	1.2	0.0	-0.5	20.6
3. ADVANCE PAYMENTS AND ASSETS UNDER DEVELOPMENT	2.4	8.3	-2.4	0.0	8.3
	28.2	26.7	0.0	-0.5	54.4
<b>II. PROPERTY, PLANT AND EQUIPMENT</b>					
1. PLANT AND MACHINERY	0.4	0.3	0.0	-0.1	0.6
2. OFFICE AND OTHER OPERATING EQUIPMENT	13.1	8.5	0.9	-0.1	22.4
3. ADVANCE PAYMENTS AND ASSETS UNDER CONSTRUCTION	1.3	0.5	-0.9	0.0	0.9
	14.8	9.3	0.0	-0.2	23.9
<b>III. FINANCIAL ASSETS</b>					
1. SHARES IN AFFILIATED COMPANIES	1,700.1	878.7	0.0	-18.1	2,560.7
2. LOANS TO AFFILIATED COMPANIES	954.0	1,453.1	0.0	-829.2	1,577.9
3. INVESTMENTS	227.2	289.1	0.0	0.0	516.3
4. SECURITIES HELD AS FIXED ASSETS	464.3	902.9	0.0	0.0	1,367.2
5. SHARES IN OTHER INVESTMENTS	49.0	18.7	0.0	0.0	67.7
	3,394.6	3,542.5	0.0	-847.3	6,089.8
	3,437.6	3,578.5	0.0	-848.0	6,168.1





ACCUMULATED AMORTIZATION, DEPRECIATION AND WRITE-DOWNS					NET BOOK VALUE		
CARRIED FORWARD 01.01.2020	AMOTIZATION, DEPRECIATION AND WRITE-DOWNS DURING THE FISCAL YEAR	RECLASSIFI- CATIONS	DISPOSALS	31.12.2020	31.12.2020	31.12.2019	
1.7	4.8	0.0	0.0	6.5	19.0	4.2	
8.4	3.9	0.0	-0.2	12.1	8.5	11.5	
0.0	0.0	0.0	0.0	0.0	8.3	2.4	
10.1	8.7	0.0	-0.2	18.6	35.8	18.1	
0.1	0.1	0.0	0.0	0.2	0.4	0.3	
6.8	4.4	0.0	-0.1	11.1	11.3	6.3	
0.0	0.0	0.0	0.0	0.0	0.9	1.3	
6.9	4.5	0.0	-0.1	11.3	12.6	7.9	
221.1	402.4	5.7	-15.4	613.8	1,946.9	1,479.0	
187.1	167.2	-5.7	-17.0	331.6	1,246.3	766.9	
1.5	1.1	0.0	0.0	2.6	513.7	225.7	
0.0	10.3	0.0	0.0	10.3	1,356.9	464.3	
5.3	0.7	0.0	0.0	6.0	61.7	43.7	
415.0	581.7	0.0	-32.4	964.3	5,125.5	2,979.6	
432.0	594.9	0.0	-32.7	994.2	5,173.9	3,005.6	



## ANNEX II LIST OF SHAREHOLDINGS

NAME AND REGISTERED OFFICE OF THE AFFILIATED COMPANY	SHARE OF CAPITAL 2020 (%)	FUNCTIONAL CURRENCY	AMOUNT OF EQUITY IN EUR MILLION *	NET INCOME (LOSS) FOR THE YEAR IN EUR MILLION *
<b>NATIONAL:</b>				
DELIVERY HERO (INDIA) UG (HAFTUNGSBESCHRÄNKT) & CO. KG (FORMERLY JADE 1343 GMBH & CO. SIEBTE VERWALTUNGS KG), BERLIN	100.00	EUR	-12.53	-1.80
DELIVERY HERO (PAKISTAN) UG (HAFTUNGSBESCHRÄNKT) & CO. KG (FORMERLY JADE 1343 GMBH & CO. NEUNTE VERWALTUNGS KG), BERLIN	100.00	EUR	2.75	0.08
DELIVERY HERO (PHILIPPINES) UG (HAFTUNGSBESCHRÄNKT) & CO. KG (FORMERLY JADE 1343 GMBH & CO. 13. VERWALTUNGS KG), BERLIN	100.00	EUR	3.90	0.11
DELIVERY HERO AUSTRIA GMBH, BERLIN	100.00	EUR	0.50	-0.18
DELIVERY HERO HF KITCHENS GMBH, BERLIN	100.00	EUR	5.79	-3.38
DELIVERY HERO KITCHENS HOLDING GMBH, BERLIN	100.00	EUR	15.17	-0.02
DELIVERY HERO LOCAL VERWALTUNGS GMBH, BERLIN	100.00	EUR	0.01	-0.01
DELIVERY HERO LOGISTICS HOLDING GMBH, BERLIN	100.00	EUR	0.00	0.00
DELIVERY HERO STORES HOLDING GMBH (FORMERLY FOODORA SERVICES GERMANY GMBH), BERLIN	100.00	EUR	28.43	0.02
DH FINANCIAL SERVICES HOLDING GMBH (FORMERLY DELIVERY HERO PAYMENTS GMBH), BERLIN	100.00	EUR	0.56	-0.01
FOODPANDA GMBH (HOLDING ASIA), BERLIN	100.00	EUR	284.11	-2.49
FOODPANDA GP UG (HAFTUNGSBESCHRÄNKT), BERLIN	100.00	EUR	0.02	0.01
JADE 1343 GMBH & CO. VIERTE VERWALTUNGS KG, BERLIN	100.00	EUR	1.92	-0.30
JUWEL 220. VV UG (HAFTUNGSBESCHRÄNKT), BERLIN	100.00	EUR	3.55	-0.01
RGP TRUST GMBH, BERLIN	100.00	EUR	0.00	-0.01
SWEETHEART KITCHEN OPERATIONS GMBH, BERLIN	60.00	EUR	-5.21	-0.21
VALK FLEET DEUTSCHLAND GMBH (FORMERLY RUSHY LOGISTIK), BERLIN	100.00	EUR	-0.82	-0.16
VALK FLEET HOLDING GMBH & CO. KG, BERLIN	100.00	EUR	-10.03	-0.46
VALK FLEET VERWALTUNGS GMBH, BERLIN	100.00	EUR	0.02	0.00
<b>INTERNATIONAL:</b>				
APPETITO VEINTICUATRO LTDA., SAN JOSE (CR)	100.00	CRC	-0.03	0.11
ARAVO S.A., MONTEVIDEO (UY)	100.00	UYU	42.17	-21.48
BAEDALTONG CO. LLC (FORMERLY BAEDALTONG CO. LTD.), SEOUL (KR)	100.00	KRW	1.52	-2.70
CARRIAGE DELIVERY SERVICES LLC, ABU DHABI (UAE)	100.00	AED	-5.27	-1.04
CARRIAGE HOLDING COMPANY LTD., ABU DHABI (UAE)	100.00	AED	78.09	-0.02
CARRIAGE LOGISTICS SPC, MANAMA (BH)	100.00	BHD	-9.37	-0.88
CARRIAGE TRADING & SERVICES CO. WLL, DOHA (QA)	100.00	QAR	16.60	8.01
CLICKDELIVERY S.A.C, LIMA (PE)	100.00	PEN	1.59	-0.99
CLICKDELIVERY S.A.S., BOGOTA (CO)	100.00	COP	4.83	-0.02
DAMEJIDLO CZ. S.R.O. (FORMERLY E-AGGREGATOR S.R.O.), PRAGUE (CZ)	100.00	CZK	14.42	-1.62
DÁMEJÍDLO.CZ. LOGISTIKS S.R.O. (FORMERLY VALK FLEET S.R.O.), PRAGUE (CZ)	100.00	CZK	-1.92	0.00
DARK STORES MENA HOLDING LTD. (ADGM), ABU DHABI (UAE)	100.00	AED	7.37	0.02
DARK STORES SAUDI TRADING COMPANY LIMITED, RIYADH (KW)	100.00	SAR	1.80	-4.96
DELIVERY HERO (CYPRUS) LTD. (FORMERLY AA FOODY CYPRUS LTD.), NICOSIA (CY)	100.00	EUR	4.01	0.38
DELIVERY HERO (SINGAPORE) PTE. LTD. (FORMERLY FOODPANDA SINGAPORE PTE. LTD.), SINGAPORE (SGP)	100.00	SGD	33.75	-52.12
DELIVERY HERO APAC PTE. LTD., SINGAPORE (SGP)	100.00	SGD	-1.07	-0.05
DELIVERY HERO BULGARIA EOOD (FORMERLY FOODPANDA BULGARIA EOOD), SOFIA (BRG)	100.00	BGN	-17.74	-6.36
DELIVERY HERO CAMBODIA CO. LTD., CAMBODIA (KH)	100.00	USD	-5.83	-8.06
DELIVERY HERO CARRIAGE DB LLC (FORMERLY CARRIAGE FOOD DELIVERY SERVICES LLC), DUBAI (UAE)	100.00	AED	-4.87	2.17



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DELIVERY HERO CARRIAGE KUWAIT FOR DELIVERY OF CONSUMABLES LLC (FORMERLY CARRIAGE LOGISTICS GENERAL TRADING COMPANY LLC), KUWAIT (KW)	100.00	KWD	21.99	7.14
DELIVERY HERO CARRIAGE KUWAIT FOR DELIVERY OF CONSUMABLES SPC, KUWAIT (KW)	100.00	KWD	0.00	0.00
DELIVERY HERO CO. LTD. (FORMERLY FOODPANDA CO. LTD.), BANGKOK (THA)	100.00	THB	-128.46	-100.81
DELIVERY HERO CROATIA D.O.O. (FORMERLY OZON MEDIA D.O.O.), ZAGREB (HR)	100.00	HRK	-3.23	-4.63
DELIVERY HERO DMART (LAO) SOLE CO., LTD., LAOS (LA)	100.00	LAK	0.00	0.00
DELIVERY HERO DMART AUSTRIA GMBH, VIENNA (AT)	100.00	EUR	0.13	-0.19
DELIVERY HERO DMART CZECH REPUBLIC S.R.O. (FORMERLY PALLIDA SOLUTIONS S.R.O), PRAGUE (CZ)	100.00	CZK	0.46	-0.01
DELIVERY HERO DMART EGYPT LLC (FORMERLY DELIVERY HERO CARRIAGE EGYPT LLC), CAIRO (EGY)	100.00	EGP	-2.74	-0.78
DELIVERY HERO DMART FINLAND OY, HELSINKI (FI)	100.00	EUR	0.12	-0.23
DELIVERY HERO DMART GREECE SINGLE MEMBER S.A., ATTICA (GR)	100.00	EUR	0.30	0.00
DELIVERY HERO DMART HUNGARY KFT., BUDAPEST (HU)	100.00	HUF	0.57	-0.17
DELIVERY HERO DMART NORWAY AS, OSLO (NO)	100.00	NOK	0.01	-0.15
DELIVERY HERO DMART PARAGUAY S.A. (FORMERLY TUNDRA S.A.), ASUNCIÓN (PY)	100.00	PYG	-0.12	-0.12
DELIVERY HERO DMART SRL, BUKAREST (RO)	100.00	RON	0.21	-0.19
DELIVERY HERO DMART STORES REPÚBLICA DOMINICANA S.R.L, SANTO DOMINGO (DOM)	100.00	DOP	-0.21	-0.22
DELIVERY HERO DMART SWEDEN AB (FORMERLY GOLDCUP 25713 AB), STOCKHOLM (SE)	100.00	SEK	0.86	0.00
DELIVERY HERO EL SALVADOR SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE, SAN SALVADOR (SV)	100.00	USD	0.00	0.00
DELIVERY HERO FINLAND LOGISTICS OY (FORMERLY FOODORA FINLAND OY), HELSINKI (FI)	100.00	EUR	0.34	-0.30
DELIVERY HERO FINLAND OY (FORMERLY SLM FINLAND OY), HELSINKI (FI)	100.00	EUR	5.45	-4.59
DELIVERY HERO FOOD HONG KONG LIMITED (FORMERLY ROCKET FOOD LIMITED), SHEUNG WAN (HK)	100.00	HKD	-93.64	-43.59
DELIVERY HERO FZ-LLC, DUBAI (UAE)	100.00	AED	7.09	0.00
DELIVERY HERO HF KITCHENS HUNGARY KFT., BUDAPEST (HU)	100.00	HUF	-0.15	-0.16
DELIVERY HERO HUNGARY KFT (FORMERLY VIALA KF), BUDAPEST (HU)	100.00	HUF	23.41	0.83
DELIVERY HERO INDIA HOLDING S.A.R.L. , LUXEMBOURG (LU)	100.00	EUR	11.63	-0.02
DELIVERY HERO JAPAN CO., LTD., TOKYO (JY)	100.00	JPY	-22.66	-22.91
DELIVERY HERO KITCHENS (MALAYSIA) SDN. BHD., KUALA LUMPUR (MY)	100.00	MYR	-0.01	-0.01
DELIVERY HERO KITCHENS APAC HOLDING PTE. LTD, SINAGPORE (SGP)	100.00	SGD	0.65	-0.01
DELIVERY HERO KITCHENS CHILE S.P.A., SANTIAGO (CL)	100.00	CLP	-0.02	-0.02
DELIVERY HERO KITCHENS DB LLC, DUBAI (UAE)	100.00	AED	-0.94	-1.04
DELIVERY HERO KITCHENS HOLDING LATAM S.A. (FORMERLY DUMETO S.A.), MONTEVIDEO (UY)	100.00	USD	0.08	-0.01
DELIVERY HERO KITCHENS HONG KONG LIMITED, HONG KONG (CN)	100.00	HKD	-0.15	-0.15
DELIVERY HERO KITCHENS MENA HOLDING LIMITED, ABU DHABI (UAE)	100.00	AED	0.00	0.00
DELIVERY HERO KITCHENS PAKISTAN (PRIVATE) LIMITED, PAKISTIAN (PK)	100.00	PKR	-0.06	-0.06
DELIVERY HERO KITCHENS PANAMA S.A., PANAMA (PA)	100.00	USD	-0.01	-0.01
DELIVERY HERO KITCHENS SAS, BUENOS AIRES (AR)	100.00	ARS	0.14	-0.03
DELIVERY HERO KITCHENS SINGAPOREE PTE LTD. (FORMERLY DELIVERY HERO (WANTEA SINGAPORE) PTE LTD), SINGAPORE (SGP)	100.00	SGD	-0.22	-0.20
DELIVERY HERO KITCHENS URUGUAY S.A. (FORMERLY GREZIA S.A.), MONTEVIDEO (UY)	100.00	UYU	0.00	-0.01
DELIVERY HERO KOREA LLC (FORMERLY RGP KOREA LTD.), SEOUL (KR)	100.00	KRW	33.99	15.91
DELIVERY HERO LAO SOLE CO. LTD. , LAO (LA)	100.00	LAK	-6.15	-6.31



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DELIVERY HERO LEBANON SARL, BEIRUT (LBN)	100.00	LBP	0.00	0.00
DELIVERY HERO MALAYSIA SDN. BHD. (FORMERLY FOODPANDA MALAYSIA SDN. BHD.), KUALA LUMPUR (MSY)	100.00	MYR	-75.89	-49.99
DELIVERY HERO MYANMAR CO. LTD., YANGON (MMR)	100.00	MMK	-4.51	-8.52
DELIVERY HERO PANAMA (E-COMMERCE) S.A (FORMERLY MOBILE VENTURE LATIN AMERICA INC.), PANAMA (PA)	100.00	USD	5.71	-10.29
DELIVERY HERO PANAMA S.A., PANAMA (PA)	100.00	USD	0.07	-0.84
DELIVERY HERO PANAMA, S.A., SUCURSAL VENEZUELA, PANAMA (PA)	100.00	USD	0.00	0.00
DELIVERY HERO PAYMENTS MENA FZ LLC, DUBAI (UAE)	100.00	AED	0.00	0.00
DELIVERY HERO PAYMENTS SINGLE MEMBER S.A., ATTICA (GR)	100.00	EUR	0.13	0.00
DELIVERY HERO STORES (BANGLADESH) LIMITED, DHAKA (BD)	100.00	BDT	2.45	-0.60
DELIVERY HERO STORES (MALAYSIA) SDN. BHD., KUALA LUMPUR (MYS)	100.00	MYR	-1.50	-1.71
DELIVERY HERO STORES (SINGAPORE) PTE. LTD., SINGAPORE (SGP)	100.00	SGD	-4.90	-5.06
DELIVERY HERO STORES (THAILAND) CO. LTD., BANGKOK (TH)	100.00	THB	0.05	0.00
DELIVERY HERO STORES ALMACENES BOLIVIA S.A., SANTA CRUZ (BOL)	99.86	BOB	-0.26	-0.26
DELIVERY HERO STORES APAC HOLDING PTE. LTD., SINGAPORE (SGP)	100.00	SGD	4.16	0.05
DELIVERY HERO STORES CHILE S.P.A, SANTIAGO (CL)	100.00	CLP	2.64	-1.48
DELIVERY HERO STORES DB LLC, DUBAI (UAE)	100.00	AED	-4.13	-4.42
DELIVERY HERO STORES HONG KONG LIMITED, HONG KONG (CN)	100.00	HKD	-3.17	-3.59
DELIVERY HERO STORES KOREA LLC, SEOUL (KR)	100.00	KRW	4.08	-1.99
DELIVERY HERO STORES LLC, OMAN (OM)	100.00	OMR	-0.25	-0.25
DELIVERY HERO STORES PAKISTAN (PVT) LIMITED, PAKISTAN (PK)	100.00	PKR	-0.73	-0.74
DELIVERY HERO STORES SAS, BUENOS AIRES (AR)	100.00	ARS	6.81	-2.28
DELIVERY HERO TALABAT DB LLC (FORMERLY TALABAT SERVICES COMPANY L.L.C.(, MANAMA (BH)	100.00	BHD	19.36	9.22
DELIVERY HERO URUGUAY LOGISTICS S.A. (FORMERLY REPARTOS YA S.A), MONTEVIDEO (UY)	100.00	UYU	-1.51	-4.73
DH FINANCIAL SERVICES (SINGAPORE) PTE. LTD, SINGAPORE (SGP)	100.00	SGD	0.00	0.00
DH FINANCIAL SERVICES APAC HOLDING PTE. LTD, SINGAPORE (SGP)	100.00	SGD	0.00	0.00
DH KITCHENS (BANGLADESH) LIMITED, DHAKA (BD)	100.00	BDT	0.32	-0.07
DH SSC MALAYSIA SDN. BHD, KUALA LUMPUR (MYS)	100.00	MYR	0.99	0.89
DH STORES (TAIWAN) CO. LTD., DAAN DIST TAIPEI (TWN)	100.00	TWD	-4.43	-4.68
DH STORES BAHRAIN W.L.L, BAHRAIN (BH)	100.00	BHD	-0.80	-0.84
DH STORES LATAM HOLDING S.A. (FORMERLY CORELIAN S.A.), MONTEVIDEO (UY)	100.00	USD	7.56	-0.12
DHE LOGISTICS MALAYSIA SDN. BHD, KUALA LUMPUR (MYS)	80.00	MYR	-4.57	-3.73
DHH I SPC (DIFC) LTD., DUBAI (UAE)	100.00	AED	-0.02	0.00
DHH II SPC (DIFC) LTD., DUBAI (UAE)	100.00	AED	0.00	0.00
DONESI D.O.O., BANJA LUKA (BIH)	100.00	BAM	-0.43	-0.39
DONESI D.O.O., PODGORICA (MNE)	100.00	EUR	-0.09	-0.11
EATOYE (PVT) LIMITED, KARACHI (PK)	100.00	PKR	-0.72	-0.11
ECOMMERCE BUSINESS 10 S.À. R.L., LUXEMBOURG (LU)	100.00	EUR	-28.03	-2.00
EMERGING MARKETS ONLINE FOOD DELIVERY HOLDING S.À.R.L., LUXEMBOURG (LU)	100.00	EUR	391.11	-25.31
FERLEN S.A., MONTEVIDEO (UY)	100.00	USD	0.00	0.00
FLY&COMPANY LLC (FORMERLY FLY & COMPANY INC.), SEOUL (KR)	100.00	KRW	4.06	-8.31
FOOD BASKET ELEKTRONIK İLETİŞİM GIDA TİCARET LTD. ŞTİ, NIKOSIA (CYPRUS)	100.00	TRY	0.12	0.13
FOOD DELIVERY HOLDING 12. S.À R.L., LUXEMBOURG (LU)	100.00	EUR	-17.23	-10.87
FOOD DELIVERY HOLDING 15. S.À.R.L., LUXEMBOURG (LU)	100.00	EUR	1.77	-0.03
FOOD DELIVERY HOLDING 20. S.À R.L., LUXEMBOURG (LU)	100.00	EUR	0.00	-0.01



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ANNUAL FINANCIAL STATEMENT 2020

NAME AND REGISTERED OFFICE OF THE AFFILIATED COMPANY	SHARE OF CAPITAL 2020 (%)	FUNCTIONAL CURRENCY	AMOUNT OF EQUITY IN EUR MILLION *	NET INCOME (LOSS) FOR THE YEAR IN EUR MILLION *
FOOD DELIVERY HOLDING 21. S.À R.L., LUXEMBOURG (LU)	100.00	EUR	0.00	-0.01
FOOD DELIVERY HOLDING 5. S.À R.L., LUXEMBOURG (LU)	100.00	EUR	36.16	-0.02
FOOD PANDA PHILIPPINES INC., MAKATI (PHL)	100.00	PHP	-91.60	-71.36
FOODONCLICK.COM / JORDAN PRIVATE SHAREHOLDING COMPANY, AMMAN (JR)	100.00	JOD	-10.35	-8.00
FOODONCLICK-COM FZ-LLC, DUBAI (UAE)	100.00	AED	3.41	-0.32
FOODORA AB, STOCKHOLM (SE)	100.00	SEK	76.96	0.71
FOODORA FRANCE SAS, PARIS (FRA)	100.00	EUR	-55.62	-4.64
FOODORA INC. (CANADA), TORONTO (CAN)	100.00	CAD	-33.39	-10.05
FOODORA NORWAY AS, OSLO (NOR)	100.00	NOK	1.50	-2.55
FOODPANDA (B) SDN BHD, BANDAR SERI BEGAWAN (BRN)	100.00	BND	-0.35	-0.03
FOODPANDA BANGLADESH LTD., DHAKA (BGD)	100.00	BDT	-8.95	-16.21
FOODPANDA RO SRL, BUCHAREST (RO)	100.00	RON	-29.38	-13.01
FOODPANDA TAIWAN CO. LTD., DAAN DIST TAIPEI (TWN)	100.00	TWD	-179.74	-121.11
GALARINA S.A. (DH STORES), MONTEVIDEO (UY)	100.00	UYU	0.90	-0.40
GLOVOAPP COLOMBIA S.A.S, BOGOTA (CO)	100.00	COP	0.08	0.17
GLOVOAPP COSTA RICA LTDA, COSTA RICA (CR)	100.00	CRC	22.45	-0.63
GLOVOAPP ECUADOR S.A., ECUADOR (EC)	100.00	USD	30.24	-0.50
GLOVOAPP GUATEMALA S.A., GUATEMALA CITY (GT)	100.00	GTQ	12.47	-0.60
GLOVOAPP HONDURAS S.A., HONDURAS (HN)	100.00	HNL	4.75	-0.38
GLOVOAPP LATAM S.L.U., BARCELONA (ES)	100.00	EUR	59.18	-1.48
GLOVOAPP PERU S.A.C., PERU (PE)	100.00	PEN	36.04	-2.56
GO DELIVERY SA, ATTICA (GR)	100.00	EUR	0.53	0.22
HONEST FOOD CONCEPTS LTD., LONDON (GB)	100.00	GBP	-0.24	-0.12
HONEST FOOD KITCHENS CZECH REPUBLIC S.R.O. (FORMERLY PINNATA CAPITAL S.R.O), PRAGUE (CZ)	100.00	CZK	-0.10	-0.10
HONEST FOOD KITCHENS FINLAND OY (FORMERLY DELIVERY HERO HF KITCHENS FINLAND OY), HELSINKI (FI)	100.00	EUR	-0.14	-0.14
HONEST FOOD KITCHENS S.R.L, BUKAREST (RO)	100.00	RON	0.00	0.00
HONEST FOOD KITCHENS SWEDEN AB (FORMERLY GOLDCUP 25617 AB), STOCKHOLM (SE)	100.00	SEK	0.00	0.00
HUNGERSTATION LLC, DAMMAM (KSA)	63.00	SAR	127.58	22.34
HUNGERSTATION SPC LTD., DUBAI (UAE)	63.00	AED	-3.17	-2.97
HUNGRY DELIVERY AB, LUND (SWE)	100.00	SEK	1.25	0.65
INSTASHOP CO W.L.L. (FORMERLY INSTASHOP CO SPC), BAHRAIN (BH)	100.00	BHD	0.14	-0.03
INSTASHOP DMCC, DUBAI (UAE)	100.00	AED	289.75	-0.28
INSTASHOP GENERAL TRADING LLC, DUBAI (UAE)	100.00	AED	0.00	0.00
INSTASHOP LLC, CAIRO (EG)	99.00	EGP	-0.31	-0.23
INSTASHOP LLC, DOHA (QA)	100.00	QAR	-0.01	-0.01
INSTASHOP LTD., TORTOLA (BVI)	100.00	USD	22.42	0.00
INSTASHOP PORTAL LLC, DUBAI (UAE)	100.00	AED	0.00	0.00
INSTASHOP S.A.R.L. , BEIRUT (LBN)	98.00	LBP	0.03	0.04
INSTASHOP SAUDI FOR INFORMATION TECHNOLOGY LLC, RIYADH (SA)	100.00	SAR	0.00	0.00
INSTASHOP SINGLE MEMBER PC, THESSALONIKI (GR)	100.00	EUR	-0.49	-0.32
INVERSIONES CMR S.A.S, BOGOTA (CO)	100.00	COP	-35.93	-18.50
INVERSIONES DELIVERY HERO CMR S.A. (FORMERLY HELLOFOOD HALLO ESSEN HOLLESEN S.A.), QUITO (EC)	100.00	USD	0.33	0.00
JORDANIAN STORES FOR GENERAL TRADING LLC, AMMAN (JO)	100.00	JOD	0.13	-0.37
KITCHENS SAUDI FOR FOOD SERVICES LLC (FORMERLY CARRIAGE SAUDI ARABIA LLC), KUWAIT (KW)	100.00	SAR	-27.98	-6.15



NAME AND REGISTERED OFFICE OF THE AFFILIATED COMPANY	SHARE OF CAPITAL 2020 (%)	FUNCTIONAL CURRENCY	AMOUNT OF EQUITY IN EUR MILLION *	NET INCOME (LOSS) FOR THE YEAR IN EUR MILLION *
MAIDAN LIMITED, HONG KONG (HK)	100.00	HKD	-1.32	-0.12
MJAM GMBH, VIENNA (AT)	100.00	EUR	0.51	-10.27
MOVIL MEDIA S.R.L.,SANTO DOMINGO (DOM)	100.00	DOP	6.17	-3.92
OFD ONLINE FOOD DELIVERY SERVICES LTD., NICOSIA (CY)	100.00	EUR	11.63	7.82
ONLINE DELIVERY PROMOTION OF INTERNET SERVICES SOCIÉTÉ ANONYME, ATHEN (GR)	100.00	EUR	49.49	22.08
OTLOB FOR RESTAURANTS RESERVATIONS SERVICES S.A.E, CAIRO (EGY)	100.00	EGP	-12.88	-27.75
PAGOS YA S.A., BUENOS AIRES (AR)	100.00	ARS	0.53	-0.79
PEDIDOS YA PARAGUAY S.A., ASUNCIÓN (PY)	100.00	PYG	-4.00	-3.54
PEDIDOSYA S.A. (FORMERLY KINBOY S.A.), MONTEVIDEO (UY)	100.00	USD	123.61	-13.29
PEDIDOSYA S.A., BUENOS AIRES (AR)	100.00	ARS	54.10	-46.16
PEDIDOSYA SERVICIOS S.A. , SANTA CRUZ DE LA SIERRA (BOL)	100.00	BOB	-1.10	-5.26
PEDIDOSYA SPA, SANTIAGO (CL)	100.00	CLP	4.40	-41.18
PLOTUN D.O.O., KRUSEVAC (SRB)	100.00	RSD	7.52	-0.65
REPARTOS YA S.A, BUENOS AIRES (AR)	100.00	ARS	-2.63	-11.52
R-SC INTERNET SERVICES PAKISTAN (PVT) LIMITED, KARACHI (PK)	100.00	PKR	-62.03	-43.00
STORES SERVICES KUWAIT S.P.C., KUWAIT (KW)	100.00	KWD	-0.07	-1.94
STORES SERVICES QFC LLC, DOHA (QA)	100.00	QAR	0.00	0.00
SWEETHEART KITCHEN HOLDING (DIFC), DUBAI (UAE)	70.63	AED	19.73	-3.64
SWEETHEART KITCHEN KUWAIT COMPANY, KUWAIT (KW)	70.63	KWD	-2.78	-2.76
SWEETHEART KITCHEN LLC , DUBAI (UAE)	70.63	AED	-4.50	-6.11
SWEETHEART KITCHEN OPERATIONS SINGAPORE PTE LTD., SINGAPORE (SGP)	70.63	SGD	0.00	0.00
SWEETHEART KITCHEN RESTAURANTS COMPANY KUWAIT WLL, KUWAIT (KW)	60.00	KWD	0.00	0.00
SWEETHEART KITCHEN SAUDI ARABIA LIMITED, KUWAIT (KW)	100.00	SAR	-0.27	-0.19
TALABAT ELECTRONIC AND DELIVERY SERVICES LLC. (FORMERLY TALABAT ELECTRONIC SERVICES COMPANY L.L.C.), MUSCAT (OM)	100.00	OMR	-6.85	-0.49
TALABAT FOR GENERAL TRADING AND ELECTRONIC COMMERCE LTD, IRAK (IQ)	100.00	IQD	0.00	0.00
TALABAT GENERAL TRADING & CONTRACTING COMPANY W.L.L, SHARQ (KW)	100.00	KWD	267.92	21.33
TALABAT LOGISTICS & ONLINE MANAGEMENT LLC, AMMAN, (JR)	100.00	JOD	0.02	0.01
TALABAT LTD., KUWAIT (KW)	100.00	KWD	0.00	0.00
TALABAT MIDDLE EAST INTERNET SERVICES COMPANY L.L.C, DUBAI (UAE)	100.00	AED	7.57	-7.67
TALABAT QFC LLC, DOHA (QA)	100.00	QAR	21.06	15.57
TALABAT RESTAURANTS COMPANY L.L.C., RIYADH (KSA)	100.00	SAR	-4.31	-0.55
TALABAT SERVICES COMPANY L.L.C. DOHA (QA)	100.00	QAR	0.66	-0.84
YEMEK SEPETI (DUBAI) B.V., AMSTERDAM (NL)	100.00	EUR	148.00	0.06
YEMEK SEPETI BANABI PERAKENDE GIDA TICARET ANONIM ŞİRKETİ (FORMERLY LOKANTA NET ELEKTRONİK İLETİŞİM GIDA TICARET A.Ş.), İSTANBUL (TR)	100.00	TRY	0.00	0.00
YEMEK SEPETİ DAGITIM HİZMETLERİ VE LOJİSTİK ANONİM A.Ş., İSTANBUL (TR)	100.00	TRY	0.11	0.00
YEMEK SEPETİ ELEKTRONİK İLETİŞİM TANITIM PAZARLAMA GIDA SANAYİ VE TİCARET A.Ş., İSTANBUL (TR)	100.00	TRY	159.13	-8.58
YEMEKPAY ELECTRONIC MONEY AND PAYMENT SERVICES JOINT STOCK COMPANY, İSTANBUL (TR)	100.00	TRY	0.53	-0.02
YOGIYO MEDIA COMPANY LTD., SEOUL (KR)	100.00	KRW	0.00	0.00

\* The information on equity and earnings has been taken from the annual financial statements prepared for consolidation purposes (so-called HB II).

**NOTES**

ANNUAL FINANCIAL STATEMENT 2020

<b>NAME AND REGISTERED OFFICE OF THE AFFILIATED COMPANY</b>	<b>SHARE OF CAPITAL 2020 (%)</b>	<b>FUNCTIONAL CURRENCY</b>	<b>AMOUNT OF EQUITY IN EUR MILLION *</b>	<b>NET INCOME (LOSS) FOR THE YEAR IN EUR MILLION *</b>
<b>NON-CONSOLIDATED COMPANIES</b>				
BIO-LUTIONS INTERNATIONAL AG, HAMBURG	20.16%	EUR	5.37	-1.64
GLOVOAPP 23 SL, BARCELONA (ES)	35.98%	EUR	147.27	-13.70
HUNGRY HOLDING APS, LYSTRUP (DK)	44.07%	DKK	-8.84	0.03
NOSH SERVICES LTD., GRAND CAYMAN (CYM)	21.80%	USD	N/A	N/A
RAPPI INC., SAN FRANCISCO, (USA)	12.50%	USD	382.55	-288.31
WHYQ PTE LTD, SINGAPORE (SGP)	17.24%	SGD	0.36	1.19





### ANNEX III INFORMATION REQUIRED UNDER AKTG § 160(1)(8)

There are interests in Delivery Hero SE<sup>3</sup> that have been reported in accordance with WpHG § 33, WpHG § 38(1) No. (1) or 38(1) No. (2) and published pursuant to WpHG § 40(1)<sup>4</sup>.

Pursuant to the German Stock Corporation Act (AktG) § 160(1)(8), information must be provided about the existence of interests that have been disclosed to Delivery Hero SE in accordance with WpHG § 33. The reportable interests for which Delivery Hero SE has received written notification until April 23, 2021 can be viewed in the table below. The information stated is taken from the most recent voting rights notification sent by the reporting party to Delivery Hero SE. All publications by Delivery Hero SE concerning notifications of interest during the reporting period and after are available on the Company's website:

<https://ir.deliveryhero.com/votingrights>

Readers should be aware that the information about the size of the interest, expressed as a percentage in voting rights may no longer be current.

<sup>3</sup> Formerly Delivery Hero AG until the conversion into Delivery Hero SE on 13 July 2018

<sup>4</sup> The information may have changed in the meantime

<sup>5</sup> Formerly WpHG § 21 (until December 31, 2017)

<sup>6</sup> Formerly WpHG § 25(1)(1) (until December 31, 2017)

<sup>5</sup> Formerly WpHG § 25(1)(2) (until December 31, 2017)

<sup>6</sup> Formerly WpHG § 22 (until December 31, 2017)



## NOTES

ANNUAL FINANCIAL STATEMENT 2020

NOTIFYING ENTITY	DATE REACHED, EXCEEDED, OR FELL UNDER	DATE OF PUBLI- CATION BY DE- LIVERY HERO SE	NOTIFICATION THRESHOLD	NOTIFICATION REQUIREMENTS UNDER WPHG § 33 <sup>3</sup> /WPHG § 38(1) NO. (1) <sup>4</sup> /WPHG § 38(1) NO. (2) <sup>5</sup> OR ATTRIBU- TIONS	INTEREST IN %	INTEREST IN VOTING RIGHTS
				UNDER WPHG § 34 <sup>6</sup>		
CITI GROUP INC, WILMINGTON, DELAWARE, UNITED STATES	JUNE 29, 2017	JULY 6, 2017	3% UNDER	WPHG § 34	0.00%	0
LUKASZ GADOWSKI	APRIL 27, 2018	MAY 7, 2018	3% UNDER	WPHG § 34	2.55%	4,684,634
ROCKET INTERNET SE, BERLIN, GERMANY	APRIL 18, 2019	APRIL 25, 2019	3% UNDER	WPHG §§ 34, 38(1) NO. (1)	2.93%	5,498,504
RUANE, CUNNIFF & GOLDFARB L.P., WILMINGTON, DELAWARE, UNITED STATES	NOVEMBER 6, 2019	NOVEMBER 13, 2019	3% UNDER	WPHG § 34	0.02%	28,464
GREGORY ALEXANDER	JANUARY 17, 2020	JANUARY 27, 2020	5% UNDER	WPHG § 34	4.87%	9,600,000
JEFF HORING	NOVEMBER 5, 2020	NOVEMBER 10, 2020	3% UNDER	WPHG § 34	2.72%	5,412,900
CALEDONIA (PRIVATE) INVESTMENTS PTY LIMITED, SYDNEY, AUSTRALIEN	DECEMBER 23, 2020	JANUARY 7, 2021	3% UNDER	WPHG § 34	2.95%	5,873,026
THE CAPITAL GROUP COMPANIES, INC., LOS ANGELES, CALIFORNIA, UNITED STATES	MARCH 5, 2021	MARCH 9, 2021	5% UNDER	WPHG § 34	4.66%	11,593,585
T.ROWE PRICE GROUP, INC., BALTIMORE, MARYLAND, UNITED STATES	MARCH 4, 2021	MARCH 10, 2021	3% UNDER	WPHG § 34	2.67%	6,648,616
BAILLIE GIFFORD & CO., EDINBURGH, SCOTLAND, UNITED KINGDOM	MARCH 4, 2021	MARCH 10, 2021	10% UNDER	WPHG § 34	9.01%	22,429,463
PROF.DR.HAGEN HASELBRINK	MARCH 4, 2021	MARCH 10, 2021	3% OVER	WPHG § 33	3.44%	8,564,715
VANGUARD WORLD FUNDS, WILMINGTON, DELAWARE, UNITED STATES	MARCH 5, 2021	MARCH 11, 2021	3% UNDER	WPHG § 33	2.95%	7,346,418
LEI ZHANG	MARCH 4, 2021	MARCH 11, 2021	3% OVER	WPHG § 34	3.39%	8,449,606
EUROPACIFIC GROWTH FUND, BOSTON, MASSACHUSETTS, UNITED STATES	MARCH 10, 2021	MARCH 12, 2021	3% UNDER	WPHG § 33	2.99%	7,466,145
GOLDMAN SACHS GROUP, INC, WILMINGTON, DELAWARE, UNITED STATES	MARCH 17, 2021	MARCH 22, 2021	5% UNDER	WPHG §§ 34, 38(1) NO. (1), 38(1) NO. (2)	4.95%	12,334,555
BLACKROCK, INC., WILMINGTON, DELAWARE, UNITED STATES	MARCH 25, 2021	MARCH 31, 2021	3% OVER	WPHG §§ 34, 38(1) NO. (1), 38(1) NO. (2)	3.53%	8,784,031
NASPERS LIMITED, CAPE TOWN, SOUTH-AFRICA	MARCH 25, 2021	MARCH 31, 2021	20% OVER	WPHG § 34	24.46%	60,917,335
MORGAN STANLEY, WILMINGTON, DELAWARE, UNITED STATES	MARCH 25, 2021	APRIL 01, 2021	5% UNDER	WPHG §§ 34, 38(1) NO. (1), 38(1) NO. (2)	4.84%	12,055,031
LUXOR CAPITAL PARTNERS OFFSHORE, LTD., GEORGE TOWN, CAYMAN ISLANDS	MARCH 26, 2021	APRIL 06, 2021	5% UNDER	WPHG §§ 34, 38(1) NO. (1), 38(1) NO. (2)	4.99%	12,417,751
CHRISTIAN LEONE	MARCH 30, 2021	APRIL 06, 2021	5% OVER	WPHG §§ 34, 38(1) NO. (1), 38(1) NO. (2)	6.93%	17,263,020
BANK OF AMERICA CORPORATION WILMINGTON, DELAWARE, UNITED STATES	MARCH 30, 2021	APRIL 06, 2021	5% OVER	WPHG §§ 34, 38(1) NO. (1), 38(1) NO. (2)	5.57%	13,862,208



## A. AFFIRMATION BY STATUTORY REPRESENTATIVES

We hereby affirm that, to the best of our knowledge, this annual financial statement presents an accurate image of Delivery Hero SE assets, finances, and earnings in accordance with applicable accounting principles and that the combined management report describes the course of business, including the operating result and the Company's overall position, in such a way that it presents an accurate image of the actual state of affairs and describes the material opportunities and risks associated with the Company's expected performance.

Berlin, April 23, 2021

Delivery Hero SE

Niklas Östberg  
Management Board member

Emmanuel Thomassin  
Management Board member

# Reproduction of the independent auditor's report

Based on the results of our audit, we have issued the following unqualified audit opinion:



## Independent Auditor's Report

To Delivery Hero SE, Berlin

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

#### Opinions

We have audited the annual financial statements of Delivery Hero SE, Berlin, which comprise the balance sheet as of December 31, 2020, and the income statement for the financial year from January 1 to December 31, 2020, and notes to the financial statements, including the recognition and measurement policies presented therein. In addition, we have audited the combined management report of Delivery Hero SE, Berlin, for the financial year from January 1 to December 31, 2020. In accordance with German legal requirements, we have not audited the content of those components of the combined management report specified in the "Other Information" section of our auditor's report.

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

- the accompanying annual financial statements comply, in all material respects, with the requirements of German commercial law applicable to business corporations and give a true and fair view of the assets, liabilities and financial position of the Company as of December 31, 2020, and of its financial performance for the financial year from January 1 to December 31, 2020, in accordance with German legally required accounting principles, and
- the accompanying combined management report as a whole provides an appropriate view of the Company's position. In all material respects, this combined management report is consistent with the annual financial statements, complies with German legal requirements and appropriately presents the

opportunities and risks of future development. Our opinion on the combined management report does not cover the content of those components of the group management report specified in the "Other Information" section of the auditor's report.

Pursuant to Section 322 (3) sentence 1 HGB [Handelsgesetzbuch: German Commercial Code], we declare that our audit has not led to any reservations relating to the legal compliance of the annual financial statements and of the combined management report.

### **Basis for the Opinions**

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

### **Key Audit Matters in the Audit of the Annual Financial Statements**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the annual financial statements for the financial year from January 1 to December 31, 2020. These matters were addressed in the context of our audit of the annual financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters.

#### **■ Impairment of shares in and loans made to affiliated companies**

Please refer to Section B note 02 in the notes to the financial statements for more information on the accounting policies applied.

### **THE FINANCIAL STATEMENT RISK**

In the annual financial statements of Delivery Hero SE as of December 31, 2020, financial assets included shares in affiliated companies of EUR 1,946.8 million and loans to affiliated companies of EUR 1,246.3 million. Their share of total assets totals 40.8% and thus has a material effect on the Company's net assets.

Shares in and loans to affiliated companies are recognized at cost or nominal value or, if they are expected to be permanently impaired, at their lower fair value. The Company calculates the fair value of the shares in affiliated companies using the discounted cash flow method. The discounted cash flow method is also used for loans in accordance with the remaining term. If the fair value is lower than the carrying amount, qualitative and quantitative criteria are used to determine whether the impairment is considered to be permanent.

Calculation of the fair value according to the discounted cash flow method is complex and, as regards the assumptions made, based largely on estimates and assessments of the Company. This applies particularly to estimates of future cash flows used for valuation, the estimated surplus cash flow in the sustainable condition, determination of capitalization rates and, where applicable, the assessment of whether impairment is permanent.

Based on the results of the impairment testing, the Company recognized impairment losses of EUR 581.8 million on shares in and loans to affiliated companies in financial year 2020.

There is a risk for the financial statements that shares in and loans to affiliated companies are impaired.

#### OUR AUDIT APPROACH

For the purposes of impairment testing of shares in and loans to affiliated companies, we calculated our own estimates for the Company's individual investments with the involvement of our valuation experts and based on general as well as sector-specific market expectations and compared these estimates with the Company's measurements.

In the event of significant deviations between our estimates and the Company's measurements, we assessed the appropriateness of the Company's key assumptions. For this purpose, we discussed with those responsible for planning the expected business and earnings development and the assumed long-term growth rates as well as the modeling of the estimated sustainable surplus cash flow. We also reconciled this information with the budget prepared by the Management Board at the group level and approved by the Supervisory Board. We also assessed the calculation method used by the Company.

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

We compared the assumptions and data underlying the capitalization rate, especially the risk-free rate, the market risk premium and the beta factor, with our own assumptions and publicly available data.

To ensure the computational accuracy of the valuation method used, we verified the Company's calculations on the basis of selected risk-based elements.

#### OUR OBSERVATIONS

The approach used for impairment testing of shares in and loans to affiliated companies is appropriate and in line with the accounting policies. The Company's assumptions and data are reasonable overall.

#### Measurement of derivative financial instruments

Please refer to Section B note 02 in the notes to the financial statements for more information on the accounting policies applied.

Delivery Hero SE concluded or issued a number of derivative financial instruments. This resulted in conversion rights recognized in the capital reserve in connection with two convertible bonds issued in financial year 2020, as well as other assets and provisions for onerous contracts from collar agreements in connection with shares in Just Eat Takeaway.com N.V. (formerly Takeaway.com N.V.).

Conversion rights are measured by considering the difference between the issue price of the bond with conversion right and the issue price or market price of the same bond excluding conversion right determined using a binomial model. The key assumptions in the context of the measurement are the probability weighting of scenarios, the credit spread and the implied volatility.

The collar agreements concluded include short call and long put option pairs. The option premiums recognized under other assets, which generally result from long put positions, are measured at the lower of cost and market value. The short call positions may result in onerous contracts. In the event of onerous contracts, the amount required to settle the obligation which, according to sound business judgment, is necessary to anticipate the onerous contracts from the pending transaction corresponds to the negative fair value on the reporting date. Each collar is recognized as a single derivative, taking into account the principles described above. The measurement of the collar is based on the Black-Scholes model. The key assumptions for measurement concern implied volatility.

In addition, Delivery Hero already concluded a conditional call option in December 2019 in relation to a fixed USD amount at a fixed EUR/USD exchange rate, which still existed at the end of financial year 2020. The measurement of this conditional call option takes into account the lower of cost or market principle based on fair value. Measurement is based on the Garman-Kohlhagen model. The key assumptions for measurement of this conditional option relate to the probability of occurrence of the planned acquisition, forward rates and implied volatility.

The measurement of these financial instruments is complex and based on assumptions requiring judgment.

There is the risk for the annual financial statements that the derivative financial instruments are not appropriately measured.

#### OUR AUDIT APPROACH

As part of our audit, we evaluated the Company's established internal control system for the measurement of derivative financial instruments and examined controls for addressing risk in terms of design and implementation. Further, in terms of appropriate measurement of the financial instruments on which recognition is based, we evaluated whether the measurement had been carried out in compliance with the respective agreement. With the involvement of our valuation experts, we satisfied ourselves that the methodical approach to the measurement is appropriate and that the input data used are appropriate and reasonable. In addition, we verified the computational accuracy of the valuation models.

#### OUR OBSERVATIONS

The approach used for the measurement of the derivative financial instruments (including the calculation method) is appropriate and in line with the accounting policies to be applied. The key assumptions and data used by the Company for measurement are reasonable.

#### Other Information

Management and/or the Supervisory Board are/is responsible for the other information. The other information comprises:

- the Group's non-financial statement and the corporate governance statement, and
- the corporate governance report and



- the remaining parts of the annual report, with the exception of the audited annual financial statements, the combined management report information audited for content and our auditor's report.

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

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

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

In accordance with our engagement letter, we performed a separate limited assurance review of the separate, combined non-financial statement. Please refer to our assurance report dated April 23, 2021, for information on the nature, scope and findings of this assurance engagement.

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

Management is responsible for the preparation of annual financial statements that comply, in all material respects, with the requirements of German commercial law applicable to business corporations, and that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German legally required accounting principles. In addition, management is responsible for such internal control as they, in accordance with German legally required accounting principles, have determined necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the annual financial statements, management is responsible for assessing the Company's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting, provided no actual or legal circumstances conflict therewith.

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the annual financial statements and of the combined management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinions. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal controls.
- Obtain an understanding of internal control relevant to the audit of the annual financial statements and of arrangements and measures (systems) relevant to the audit of the combined management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of these systems.
- Evaluate the appropriateness of accounting policies used by management and the reasonableness of estimates made by management and related disclosures.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the annual financial statements and in the combined management report or, if such disclosures are inadequate, to modify our respective opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to be able to continue as a going concern.
- Evaluate the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements present the underlying transactions and events in a manner that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German legally required accounting principles.

- Evaluate the consistency of the combined management report with the annual financial statements, its conformity with [German] law, and the view of the Company's position it provides.
- Perform audit procedures on the prospective information presented by management in the combined management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by management as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

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

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

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

## Other Legal and Regulatory Requirements

### **Report on Assurance in accordance with Section 317 (3b) HGB on the Electronic Reproduction of the Annual Financial Statements and the Management Report Prepared for Publication Purposes**

We have performed an assurance work in accordance with Section 317 (3b) HGB to obtain reasonable assurance about whether the reproduction of the annual financial statements and the combined group management report (hereinafter the "ESEF documents") contained in the file that can be downloaded by the issuer from the electronic client portal with access protection „22-04-2021JahresabschlusskomplettDHSE\_DEU\_final.xhtml“ (SHA256-hash value: 6e9cd5df96e83361edc6ca8d68a522470e27441adeaebdd3edb898369c7a103e) and prepared for publication purposes complies in all material respects with the requirements of Section 328 (1) HGB for the electronic reporting format ("ESEF format"). In accordance with German legal requirements, this assurance only extends to the conversion of the information contained in the annual financial statements and the combined management report into the ESEF format and therefore relates neither to the information contained in this reproduction nor any other information contained in the above-mentioned electronic file.

In our opinion, the reproduction of the annual financial statements and the management report contained in the above-mentioned electronic file and prepared for publication purposes complies in all material respects with the requirements of Section 328 (1) HGB for the electronic reporting format. We do not express any opinion on the information contained in this reproduction nor on any other information contained in the above-mentioned file beyond this reasonable assurance opinion and our audit opinion on the accompanying annual financial statements and the accompanying management report for the financial year from January 1 to

December 31, 2020, contained in the “Report on the Audit of the Annual Financial Statements and of the Combined Management Report” above.

We conducted our assurance work of the reproduction of the annual financial statements and the management report contained in the above-mentioned electronic file in accordance with Section 317 (3b) HGB and the Exposure Draft of the IDW Assurance Standard: Assurance in accordance with Section 317 (3b) HGB on the Electronic Reproduction of Financial Statements and Management Reports Prepared for Publication Purposes (ED IDW AsS 410) and the International Standard on Assurance Engagements 3000 (Revised)]. Accordingly, our responsibilities are further described below. Our audit firm has applied the IDW Standard on Quality Management 1: Requirements for Quality Management in Audit Firms (IDW QS 1).

The Company's management is responsible for the preparation of the ESEF documents including the electronic reproduction of the annual financial statements and the management report in accordance with Section 328 (1) sentence 4 item 1 HGB.

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

The Company's management is also responsible for the submission of the ESEF documents together with the auditor's report and the attached audited annual financial statements and audited management report as well as other documents to be published to the operator of the German Federal Gazette [Bundesanzeiger].

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

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

- Identify and assess the risks of material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB, design and perform assurance procedures responsive to those risks, and obtain assurance evidence that is sufficient and appropriate to provide a basis for our assurance opinion.
- Obtain an understanding of internal control relevant to the assurance of the ESEF documents in order to design assurance procedures that are appropriate in the circumstances, but not for the purpose of expressing an assurance opinion on the effectiveness of these controls.
- Evaluate the technical validity of the ESEF documents, i.e. whether the electronic file containing the ESEF documents meets the requirements of Commission Delegated Regulation (EU) 2019/815 on the technical specification for this electronic file.
- Evaluate whether the ESEF documents enable an XHTML reproduction with content equivalent to the audited annual financial statements and the audited management report.

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

We were elected as group auditor at the Annual General Meeting on June 18, 2020. We were engaged by the Supervisory Board on February 12, 2021. We have been the group auditor of Delivery Hero SE, a publicly traded company, without interruption since financial year 2017.

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

## German Public Auditor Responsible for the Engagement

The German Public Auditor responsible for the engagement is Björn Knorr.

Berlin, April 23, 2021

KPMG AG  
Wirtschaftsprüfungsgesellschaft

[signature] Rohrbach  
Wirtschaftsprüfer  
[German Public Auditor]

[signature] Knorr  
Wirtschaftsprüfer  
[German Public Auditor]

