

REPORT OF THE SUPERVISORY BOARD



Supervisory Board of
Delivery Hero SE

Dear Shareholders,

2025, my first full year as Chair of the Supervisory Board of Delivery Hero SE (“Delivery Hero” or the “Company”), has been a period of operational progress for the Company, although not without its challenges.

Delivery Hero maintained a steady performance in the financial year 2025, marked by robust Gross Merchandise Volume (“GMV”) growth and improved profitability. Delivery Hero preserved its unwavering focus on the customer experience, even amid ongoing competition in key markets and disappointing valuations for the European tech sector.

Our emphasis on financial rigor, led by Chief Financial Officer Marie-Anne Popp, continues to yield results: at the start of the financial year 2025, Delivery Hero optimized its capital structure by using proceeds from the IPO of its MENA-based subsidiary Talabat Holding PLC (“talabat”) to buy back approximately € 1 billion of convertible bonds. We ended the year with a solid cash balance and improvements in cash flow, providing a more stable foundation for the future.

One of the defining narratives of the financial year 2025 was the successful efforts to stabilize our South Korean business. Following the appointment of Bum Seok Austin Kim as CEO of Woowa, the business executed key initiatives to drive growth and profitability, including expanding own-delivery capabilities, enhancing its subscription model, and forming strategic partnerships to diversify our product offering.

Our multi-vertical strategy continues to gain traction. Customers ordering from both restaurants and groceries now account for nearly half of Delivery Hero's GMV, and these customers spend more than five times as much as those who order food only. Consistent with this development, Delivery Hero's Integrated Verticals segment started to generate positive adjusted EBITDA on a full-year basis for the first time in the financial year 2025.

We celebrated significant milestones this year: Woowa marked its 15th anniversary, and three of our established European brands – Glovo, foodora, and foody – turned ten. These anniversaries underscore their maturity and the trust they have earned from millions of consumers, partners, and riders as vital parts of the Delivery Hero Group.

We remain committed to resolving legacy regulatory matters. The Delivery Hero Group reached a settlement with the European Commission on an antitrust investigation involving Delivery Hero SE and Glovoapp23, S.A., paying a fine of € 329 million. In Spain, Glovo transitioned riders to an employment based model.

Finally, strategic efforts to address shareholder value remained a priority throughout the financial year 2025. Delivery Hero made the decision to exit Thailand, freeing up resources for investment in higher-potential areas. While a deal to sell the Taiwan business to Uber Technologies, Inc. ("Uber") was ultimately not approved, the Company received a substantial break-fee. The Supervisory Board continues to actively collaborate with the Management Board to identify

and execute initiatives that support value creation for our shareholders in the financial year 2026 and beyond.

Composition of the Supervisory Board

The Company's Supervisory Board consists of eight members. It is composed of four shareholder representatives and four employee representatives. The employee representatives on the Supervisory Board were elected by the SE Works Council and appointed by the Annual General Meeting.

Cooperation between the Management Board and the Supervisory Board

In the financial year 2025, the Supervisory Board performed its duty to monitor and advise the Management Board, imposed on it by law, the Articles of Association, the Rules of Procedure and the German Corporate Governance Code in its current version dated April 28, 2022, published in the Federal Gazette on June 27, 2022 ("GCGC"), as in the previous years in an orderly, conscientious and diligent manner, in particular in relation to economic efficiency and sustainability. The Supervisory Board was at all times comprehensively, also proactively, involved in all matters and decisions of the Management Board that were of fundamental importance to the Company at an early stage. The Management Board regularly and comprehensively reported to the Supervisory Board on the Company's position, strategic planning and the intended business policy as well as important business transactions of the Company and the Delivery Hero Group; this reporting took place in writing and orally. The Management Board was also available to the Supervisory Board for discussion and questions. In the same way, it reported in particular on key issues relating to the risk position, risk management, financial, investment and staff planning, corporate governance and compliance as well as the course of business and profitability. Where decisions required the approval of the Supervisory Board, the Management Board explained and discussed the relevant measures and transactions with the Supervisory

Board prior to making these decisions. The discussions took place during in-person and virtual meetings of the Supervisory Board and its Committees. The Supervisory Board and the respective Committees also regularly met without the Management Board's presence. Outside of the meetings, the Management Board also informed the Supervisory Board about the current state of the business in detailed monthly reports. Furthermore, the Chair of the Supervisory Board and the Chair of the Audit Committee kept in close contact with the Chair of the Management Board and the Chief Financial Officer, also outside of meetings, to discuss current developments and key decisions, including those on risk position, risk management and compliance, at regular intervals and at short notice, if necessary. The Supervisory Board was regularly updated by the Management Board on all matters relevant to the Company, in particular regarding liquidity and legal proceedings. The information provided by the Management Board has been critically acknowledged and questioned at all times.

Meetings and material resolutions of the Supervisory Board

During the financial year 2025, the Supervisory Board held three meetings in physical presence as well as ten meetings by way of video conference ("virtual meetings"). Thus, a total of 13 plenary meetings were held. Furthermore, the Supervisory Board adopted 19 resolutions by way of circulation procedure.

Isabel Poscherstnikov and Gabriella Ardbo Engarås were each unable to attend one virtual meeting. Apart from that, all members of the Supervisory Board participated in all Supervisory Board meetings.

In the virtual meeting on January 22, 2025, the Supervisory Board discussed potential options for the use of proceeds from the talabat IPO. Further, the Supervisory Board deliberated on current developments regarding judicial



proceedings and ongoing administrative investigations from authorities with regard to the legal status of riders (“Legal Proceedings”) at Glovoapp23, S.A. and Glovoapp Spain Platform, S.L.U. (“Glovo”) in Spain as well as the potential sale of certain subsidiaries.

In the ordinary virtual meeting on February 11, 2025, the Supervisory Board in particular dealt with the Management Board’s report regarding the business and financial situation as well as the trading update for the fourth quarter of the financial year 2024 and approved it. In this context, the Supervisory Board in particular dealt with the Company’s strategy, growth and profitability. Furthermore, the Supervisory Board discussed its succession planning. The Supervisory Board also discussed the Company’s potential strategic development for the following years, as presented by the Management Board, and deliberated on options for the use of proceeds from the talabat IPO. In addition, the Supervisory Board obtained information on current developments regarding Legal Proceedings at the former subsidiary Foodora France SAS in France and at Glovo in Spain. Moreover, the Management Board informed the Supervisory Board about the investigation by the European Commission concerning an alleged anti-competitive agreement between Delivery Hero and Glovoapp23, S.A. in particular to share national markets, no-poach agreements and exchanges of commercially sensitive information (“Investigation by the European Commission”). The Supervisory Board also dealt with the potential sale of certain subsidiaries.

The Supervisory Board discussed its succession planning in its virtual meeting on March 7, 2025 and resolved on the candidates to be proposed to the 2025 Annual General Meeting for election to the Supervisory Board.

The virtual Supervisory Board meeting on March 18, 2025, focused on the discussion and adoption of a resolution regarding the settlement with the European Commission to resolve the Investigation by the European Commission (“Settlement with the European Commission”).

The ordinary in-person meeting on April 22, 2025 focused on the examination of the draft Annual Financial Statement and the Consolidated Financial Statements, including, in particular, the Combined Management Report of Delivery Hero SE and the Group, the Non-Financial Report for the Group, the Corporate Governance Statement, the Report of the Supervisory Board and the Compensation Report for the financial year 2024 (“2024 Annual Report Documents”). The Supervisory Board discussed the 2024 Annual Report Documents in detail with the statutory auditor KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin (the “Auditor”) appointed for the financial year 2024 by the 2024 Annual General Meeting. The Auditor reported on the key audit results. Following extensive discussions, the Supervisory Board approved, in accordance with the recommendation of the Audit Committee, the 2024 Annual Report Documents. Thus, the 2024 Annual Financial Statement was adopted. Furthermore, the Supervisory Board dealt with the Management Board’s report regarding the business and financial situation as well as the quarterly statement for the first quarter of the financial year 2025 and the approval thereof. Moreover, the Supervisory Board discussed the Auditor’s declaration of independence and its election proposal as statutory auditor to the 2025 Annual General Meeting for the financial year 2025. In addition, the Supervisory Board intensively discussed the draft agenda for the 2025 Annual General Meeting. Furthermore, the Supervisory Board obtained information on measures to achieve the Company’s targets and guidance for the financial year 2025, the acquisition of assets in Deliveroo Hong Kong Limited in Hong Kong, and the closing of operations of Delivery Hero’s subsidiary in Thailand. In the context of Management Board compensation, the Supervisory Board

also considered the target achievement of the long-term variable compensation component (long-term incentive, “LTI”) for the financial years 2022 and 2024, as well as the short-term variable compensation component (short-term incentive, “STI”), and resolved upon the specific target values for the financial and non-financial targets for the financial year 2024 in the areas of environment, social and governance (“ESG”). Finally, the Supervisory Board obtained information on the current status of target achievement for the 2025 ESG targets in the context of Management Board compensation and discussed the initiation of the reappointment process for the Chair of the Management Board (CEO), Niklas Östberg, and Management Board member (COO), Pieter-Jan Vandepitte.

In a virtual meeting on April 25, 2025, the Supervisory Board dealt with the candidates for election to the Supervisory Board and resolved upon the corresponding election proposal to the 2025 Annual General Meeting.

In the ordinary meeting following the Annual General Meeting on June 18, 2025, the Supervisory Board met in person and confirmed Kristin Skogen Lund as Chair and elected Roger Rabalais as Deputy Chair of the Supervisory Board. The Supervisory Board also elected and confirmed the members of the Audit Committee, the Remuneration Committee, the Nomination Committee and the Strategy Committee. Further, the Supervisory Board obtained information, in particular, on the current state of business of the Company, Legal Proceedings at Foodinho, S.R.L. in Italy, and potential M&A transactions.

The ordinary virtual meeting on August 26, 2025 focused on the detailed discussion of the near-final version of the Half-Year Financial Report for the financial year 2025 (“2025 Half-Year Report”), which was subsequently approved by circular resolution, as well as the Management Board’s report regarding the business and financial situation for the second



quarter of the financial year 2025. Further, jointly with the Management Board, the Supervisory Board subsequently discussed and resolved upon the trading update for the second quarter of the financial year 2025. In this context, the Supervisory Board in particular dealt with the Company's strategy, growth and profitability. In addition, the Supervisory Board dealt with the Legal Proceedings at Glovo in Spain as well as the current state of business and developments of the subsidiary Woowa Brothers Corp. in South Korea ("Woowa"). Following in-depth discussion, the Supervisory Board also resolved upon the reappointment of the Chair of the Management Board (CEO), Niklas Östberg, and Management Board member (COO), Pieter-Jan Vandepitte, until April 30, 2029, and approved the conclusion of the corresponding Management Board service agreements. Furthermore, the Supervisory Board approved the engagement of the Auditor for the audit of the Company's Annual and Consolidated Financial Statements for the financial year 2025 as well as the Interim Financial Statements for the nine-month period ending September 30, 2025 ("Interim Financial Statements"). The Supervisory Board also resolved upon the double materiality assessment within the framework of the Corporate Sustainability Reporting Directive ("CSRD"), received updates on current matters and developments in the areas of data protection and information security and assessed the current status of the target achievement of the 2025 ESG targets in the context of Management Board compensation.

On September 18, 2025, the Supervisory Board convened an extraordinary virtual meeting and addressed potential strategic, operational and financial measures. Further, the Supervisory Board deliberated on an antitrust proceeding involving Delivery Hero SE and Glovoapp23 SA in Chile, as well as legal proceedings concerning Delivery Hero SE, Delivery Hero Peru S.A.C., and Glovoapp23 SA in Peru.

Along with the discussion and approval of the draft Interim Financial Statements, the Management Board's report regarding the business and financial situation and the approval of the quarterly statement for the third quarter of the financial year 2025, the ordinary in-person meeting on November 11, 2025 in particular focused on corporate sustainability reporting. In this regard, the Supervisory Board approved the engagement of the Auditor to audit the Company's Sustainability Report for the financial year 2025 as well as the appointment of Judith Jungmann as CSRD expert on the Supervisory Board. Beyond this, the Supervisory Board considered potential financing options, Legal Proceedings at Kadabra SAS and PedidosYa, S.A. in Argentina, and succession planning for the Supervisory Board. Furthermore, the Supervisory Board, together with the Management Board, discussed and resolved upon the declaration of compliance for the financial year 2025 ("2025 Declaration of Compliance"). Additionally, the Supervisory Board deliberated on the composition of the Management Board and the potential appointment of a fourth Management Board member. Lastly, the Supervisory Board assessed the current status of the target achievement of the 2025 ESG targets in the context of Management Board compensation and obtained information on current matters and developments in the areas of antitrust, governance, risk and compliance and internal audit.

In a virtual meeting on November 25, 2025, the Supervisory Board discussed the Company's people strategy, current topics in the area of D&O insurance, as well as the selection and transition procedure for the audit of the financial statements for financial year 2027, due to the legally required external rotation of the statutory auditors at the end of financial year 2026. Furthermore, the Supervisory Board discussed the results of its self-evaluation, which was conducted in accordance with recommendation D.12 GCGC, and identified findings and tasks. In addition, the Supervisory Board reviewed the objectives and competence profile for the Supervisory Board and the corresponding qualification matrix. The Supervisory Board members subsequently evaluated the

fulfillment and, in accordance with the GCGC, identified the experts in the fields of accounting and auditing as well as sustainability reporting and its audit. Furthermore, all Supervisory Board members confirmed their independence from the Company and the Management Board.

In the extraordinary virtual meeting on December 9, 2025, the Supervisory Board deliberated on the letter to the shareholders, which emphasizes the Company's focus on unlocking value through delivering operational and financial improvements as well as continuously evaluating strategic options, and resolved upon its publication.

In the ordinary virtual meeting on December 17, 2025, jointly with the Management Board, the Supervisory Board discussed and approved the budget proposed by the Management Board for the financial year 2026 as well as the long-term business plan, including the liquidity and strategic planning. Furthermore, the Supervisory Board deliberated on the Company's strategic options and discussed the D&O insurance. Beyond this, the Supervisory Board obtained information on current developments regarding Legal Proceedings at Kadabra SAS and PedidosYa, S.A. in Argentina and at Foodora Austria GmbH in Austria and addressed the transition to an employment-based model for riders at Glovo in Spain. The Supervisory Board further discussed an antitrust proceeding involving Delivery Hero SE and Glovoapp23 SA in Chile, as well as legal proceedings concerning Woowa Brothers Corp. in Korea and Delivery Hero SE, Delivery Hero Peru S.A.C., and Glovoapp23 SA in Peru. In addition, the Supervisory Board considered the granting of restricted stock units ("RSUs") for the settlement of employee participation programs and approved the corresponding capital increase. Following an in-depth discussion on the expansion of the Management Board and an assessment of his professional and personal competencies, the Supervisory Board appointed Dr. Johannes Bruder as Chief Product Officer ("CPO") and the fourth member of the Company's Management Board with effect from January 1, 2026 until



January 31, 2028, and approved the conclusion of the corresponding Management Board service agreement. Furthermore, the Supervisory Board discussed the target proposals of the Remuneration Committee for the 2026 LTI and the 2026 STI as part of the Management Board compensation for the financial year 2026 and resolved these together with the target total remuneration for the financial year 2026.

Certain transactions and measures of the Management Board require prior approval of the Supervisory Board due to legal requirements or provisions in the Rules of Procedure of the Management Board. The Supervisory Board granted its approval by way of circular resolution, among other things, on the agenda for the 2025 Annual General Meeting and its conduction as a virtual Annual General Meeting. Following an in-depth assessment of Marie-Anne Popp's professional and personal competencies, the Supervisory Board appointed her as Chief Financial Officer and the third member of the Company's Management Board, with effect from January 31, 2025 until January 30, 2028. Additionally, the Supervisory Board resolved on the target values for the 2025 LTI and the 2025 STI as part of the Management Board compensation for the financial year 2025 and, in this context, upon the granting of performance share units ("PSUs") and restricted stock units ("RSUs") to the Management Board. Moreover, the Supervisory Board resolved upon the granting of PSUs and RSUs for the settlement of employee participation programs and the corresponding capital increases. The Supervisory Board also approved several in-kind capital increases in connection with the transfer and settlement of the employee participation programs of Woowa and the Glovo Group. Following the discussion of the 2025 Half-Year Report, the Supervisory Board approved it by way of circular resolution. Further, the Supervisory Board resolved upon the buyback of outstanding convertible bonds and agreed not to appeal the Settlement with the European Commission. Furthermore, the Supervisory Board passed a resolution on the succession planning for the Management Board. The Supervisory Board also approved the court appointment of Warren Jenson until

the conclusion of the 2026 Annual General Meeting. Following his court appointment, the Supervisory Board elected Warren Jenson as Deputy Chair of the Supervisory Board and to the respective committees as the successor to Roger Rabalais. In addition, the Supervisory Board approved the appointment of the Auditor for the audit and review of the 2025 Half-Year Report as well as the conclusion of a supplementary agreement with the Auditor in connection with the Non-Financial Report for the Group. Furthermore, the Supervisory Board resolved to propose to the 2026 Annual General Meeting the election of the respective auditing firm as auditor for the financial year 2027.

Efficient work in the Supervisory Board's Committees

In accordance with the recommendations of the GCGC, the Supervisory Board has set up four committees, namely an Audit Committee consisting of three members, a Remuneration Committee consisting of four members, a Nomination Committee consisting of three members and a Strategy Committee consisting of five members, to ensure the proper allocation of its duties. The respective Chairs of the Committees regularly reported on the content and outcome of the meetings in the subsequent Supervisory Board meetings.

All members of the Committees took part in all Committee meetings, with the exception of Roger Rabalais, who did not attend one virtual Strategy Committee meeting.

In the financial year 2025, the **Audit Committee** held three in-person and three virtual meetings, which were, with the exception of one in-person meeting, also attended by the Auditor. In accordance with the recommendation of the GCGC, the Audit Committee regularly meets without the Management Board. The Audit Committee also adopted twelve resolutions by way of circulation procedure. During its meetings, the Audit Committee regularly focused on the accounting structures and processes, the balance sheet and

liquidity of the Company, the internal control system, internal audit, risk management and compliance organization, including data protection and information security, discussed these with the Auditor and debated measures with the Management Board to further strengthen these processes. In addition, the Audit Committee dealt with the Annual Financial Statement and the Consolidated Financial Statements for the financial year 2024, including the Combined Management Report of Delivery Hero SE and the Group ("2024 Annual Financial Statement and Consolidated Financial Statements") and discussed the results of the audit of the 2024 Annual Financial Statement and Consolidated Financial Statements ("2024 Year-End Audit") with the Auditor. The Audit Committee agreed with the Auditor on the key items of the year-end audit in advance. After extensive consultation, the Audit Committee made a recommendation to the Supervisory Board to approve the 2024 Annual Financial Statement and Consolidated Financial Statements. Furthermore, the Audit Committee discussed, reviewed and resolved upon the 2025 Half-Year Report and dealt with the Interim Financial Statements. Further, the Audit Committee dealt with the buyback of the Company's convertible bonds.

Moreover, the Audit Committee dealt with the non-financial reporting requirements (CSRD Directive) as well as the Non-Financial Report for the Group and the Compensation Report for the financial year 2024 and approved the provision of non-audit services by the Auditor, in particular for the audit of the Non-Financial Report for the Group. Further, the Audit Committee dealt with the independence of the Auditor and the quality of the 2024 Year-End Audit based on pre-defined audit quality indicators and prepared the Supervisory Board's proposal to the 2025 Annual General Meeting for the appointment of the Auditor. The Audit Committee further concerned itself intensively with the selection and transition procedure for the audit of the financial statements for financial year 2027, due to the regular, legally required-external rotation of the statutory auditors at the end of the financial year 2026. In this context, the Audit Committee



recommended that the Supervisory Board submit a corresponding proposal to the 2026 Annual General Meeting for the appointment of the auditor for the financial year 2027.

Following the 2025 Annual General Meeting, the Audit Committee confirmed Roger Rabalais as Chair and elected Isabel Poscherstnikov as Deputy Chair of the Audit Committee. Due to Roger Rabalais' resignation effective September 22, 2025, the Audit Committee elected Warren Jenson as Chair of the Audit Committee, effective September 23, 2025.

With Warren Jenson as Chair of the Audit Committee and Isabel Poscherstnikov as Deputy Chair, the Audit Committee consists of two independent members pursuant to Sections 100 (5) and 107 (4) of the German Stock Corporation Act (Aktiengesetz, "AktG") who have the required level of expertise in the fields of accounting and auditing as well as special knowledge and experience in the application of accounting principles and internal control and risk management procedures.

In the financial year 2025, the **Remuneration Committee** held two in-person as well as four virtual meetings. The Remuneration Committee also adopted one resolution by way of circulation procedure. The Remuneration Committee focused particularly on preparing the appointment of Marie-Anne Popp as Chief Financial Officer, with effect from January 31, 2025, and of Dr Johannes Bruder as Management Board member (CPO), with effect from January 1, 2026, and determined the corresponding compensation. In connection with the reappointment of the Chair of the Management Board (CEO), Niklas Östberg, and the Management Board member (COO), Pieter-Jan Vandepitte, the Remuneration Committee reviewed their compensation. Further, the Remuneration Committee dealt with the status of the target achievement in relation to the STI bonus and the preliminary target achievement in relation to the LTI bonus for the Management Board compensation 2024 as well as the determination of the targets in the context of the Management Board compensation 2025 and 2026. Moreover, the Remuneration Committee reviewed and discussed the appropriateness of

the currently applicable fixed and variable compensation of the individual Management Board members. For information on the current compensation systems, please refer to the **Compensation Report**. Following the 2025 Annual General Meeting, the Remuneration Committee confirmed Kristin Skogen Lund as Chair and elected Judith Jungmann as Deputy Chair of the Remuneration Committee.

The **Nomination Committee**, which consists exclusively of shareholder representatives, held one in-person and seven virtual meetings in the financial year 2025. The Nomination Committee also adopted four resolutions by way of circulation procedure. In particular, the Nomination Committee dealt with the Management Board succession and the appointment of Marie-Anne Popp as Chief Financial Officer, with effect from January 31, 2025, and of Dr Johannes Bruder as Management Board member (CPO), with effect from January 1, 2026. In light of the expiring service agreements of the Chair of the Management Board (CEO), Niklas Östberg, and the Management Board member (COO), Pieter-Jan Vandepitte, the Nomination Committee intensively reviewed their reappointment. In addition, the Nomination Committee discussed the succession planning for Dr Martin Enderle and the proposed reelection of Scott Ferguson at the 2025 Annual General Meeting. Based on the objectives and competence profile, the statutory requirements for the suitability and independence of Supervisory Board members, and the applicable recommendations of the GCGC, the Nomination Committee developed a qualification profile for Supervisory Board members. On this basis, the Nomination Committee evaluated proposals from members and recruitment consultants, conducted interviews and, following an in-depth suitability assessment, submitted an election proposal to the Supervisory Board. Following the 2025 Annual General Meeting, the Nomination Committee confirmed Kristin Skogen Lund as Chair and Roger Rabalais as Deputy Chair of the Nomination Committee. Due to Roger Rabalais' resignation effective September 22, 2025, the Nomination Committee elected Warren Jenson as Deputy Chair of the Nomination Committee, effective September 23, 2025.

In the financial year 2025, the **Strategy Committee** held three in-person and three virtual meetings. The other Supervisory Board members, Gabriella Ardbo Engarås, Isabel Poscherstnikov and Dimitrios Tsaousis, attended all meetings as guests. The Strategy Committee also adopted one resolution by way of circulation procedure. The Strategy Committee focused on the Company's strategy. In this context, the Strategy Committee in particular addressed the European Commission's approval of the acquisition of Just Eat Takeaway.com by Naspers via its subsidiary Prosus N.V. ("Prosus") ("European Commission Decision") and the resulting implications for the Company. Furthermore, the Strategy Committee discussed the Company's strategic direction, with a focus on profitability targets and the competitive environment. The Strategy Committee also considered Legal Proceedings at Glovo in Spain, Foodinho, S.R.L. in Italy, Glovo Portugal Unipessoal LDA in Portugal as well as Foodora France SAS in France. Following the 2025 Annual General Meeting, the Strategy Committee confirmed Kristin Skogen Lund as Chair and elected Roger Rabalais as Deputy Chair of the Strategy Committee. Due to Roger Rabalais' resignation effective September 22, 2025, the Strategy Committee elected Warren Jenson as Deputy Chair of the Strategy Committee, effective September 23, 2025.

Corporate governance

As in the previous years, the Supervisory Board discussed various corporate governance topics and, in particular, dealt in detail with the recommendations and suggestions of the GCGC. The Supervisory Board resolved, among other things, based on these consultations, the amendment of the objectives of the Supervisory Board, in particular in relation to the competence profile, and the associated qualification matrix. In November 2025, the Supervisory Board, together with the Management Board, adopted the Declaration of Compliance pursuant to Section 161 AktG. The 2025 Declaration of Compliance and the objectives of the Supervisory Board can permanently be found on the Company's website. The full wording of the 2025 Declaration of Compliance and further information on the Company's corporate governance can



also be found in the  **Corporate Governance Statement**. For information regarding the compensation structure for the Management Board and the Supervisory Board, please refer to the  **Compensation Report**.

Training and further education

The members of the Supervisory Board generally attend the training and further education measures required for their tasks on their own initiative. In addition, the members of the Supervisory Board were continuously informed about relevant legal and regulatory changes by representatives of the Company. Furthermore, the Company trained the Supervisory Board members on corporate governance related topics such as the GCGC requirements, independence and the objectives of the Supervisory Board. The members of the Supervisory Board and Management Board further received an annual training regarding reporting and disclosure requirements in relation to their related parties and potential conflicts of interest. To gain deeper insight into operational processes and local activities, the Supervisory Board visited the subsidiary Woowa in South Korea.

During their respective onboarding period as well as for training and development measures, the newly elected Supervisory Board members were provided extensive and individual support by the Company. The trainings included in particular corporate governance, the rights and duties of the Supervisory Board, the structure and internal organization of the Company, obligations under capital market law and business operations.

Conflicts of interest

Due to a conflict of interest, the Supervisory Board member Isabel Poscherstnikov abstained from voting on a circular resolution regarding the settlement of an employee participation program and the corresponding capital increase, specifically concerning the allocation of RSUs received in her capacity as an employee of the Company, not as a Supervisory Board member. Furthermore, Supervisory Board member Roger Rabalais, who also served as an operating partner at Prosus in addition to his role on the Company's Supervisory Board, abstained from the consultations and resolutions in seven virtual meetings and the reappointment of the Chair of the Management Board (CEO), Niklas Östberg, and the Management Board member (COO), Pieter-Jan Vandepitte each in connection with the European Commission Decision. Apart from these occasions, there were no other conflicts of interest in the Supervisory Board in the financial year 2025.

Audit and adoption of the Annual Financial Statement, approval of the Consolidated Financial Statements

Immediately after their preparation, the Management Board duly forwarded to the members of the Audit Committee and the Supervisory Board the 2025 Annual Financial Statement of Delivery Hero SE and the Consolidated Financial Statements, the 2025 Combined Management Report for Delivery Hero SE and the Group, including the (Group) Corporate Governance Statement, the Non-Financial Report for the Delivery Hero Group and the Compensation Report, as well as the respective Auditor's reports ("2025 Annual Report Documents").

The Auditor, KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, appointed by the 2025 Annual General Meeting for the financial year 2025 upon recommendation of the Audit Committee and in accordance with the election proposal of the Supervisory Board, confirmed to the Supervisory Board and the Audit Committee in advance that there were no

circumstances that could impair its independence or give rise to doubts regarding its independence as auditor. KPMG audited the 2025 Annual Financial Statement of the Company and the Consolidated Financial Statements as well as the 2025 Combined Management Report of Delivery Hero SE and the Group (including the Compensation Report) and granted an unqualified audit opinion. Furthermore, the Auditor audited the Non-Financial Report for the Group for the financial year 2025 based on an independent content review to obtain limited assurance.

The 2025 Annual Report Documents and the audit findings of the Auditor were discussed and examined in detail in the presence of the Auditor, first during the Audit Committee's meeting and then in the Supervisory Board's meeting, in particular with regard to their compliance with the law and regulations. The Auditor reported on the key results and the specified scope of the audit as well as important audit findings. No facts were identified that contradicted the 2025 Declaration of Compliance of the Management Board and the Supervisory Board pursuant to Section 161 AktG. The Management Board and the Auditor were available for further questions and additional information requested by the Supervisory Board. No objections were raised following the final completion of the Audit Committee's and the Supervisory Board's examination of the 2025 Annual Report Documents (including the Management Board's proposal to carry forward the net retained loss). In accordance with the recommendation of the Audit Committee, the Supervisory Board approved the 2025 Annual Financial Statement and the Consolidated Financial Statements, including the 2025 Combined Management Report of Delivery Hero SE and the Group, and resolved upon the 2025 Non-Financial Report for the Group and the 2025 Compensation Report. Thus, the 2025 Annual Financial Statement was adopted. KPMG has served as the auditor for the Company's annual and consolidated financial statements since the financial year 2017. Milan Lucas and Alexander Heidgen are the signing auditors of the 2025 Annual Report Documents.



Personnel matters of the Management Board

Effective January 31, 2025, the Supervisory Board formally appointed Marie-Anne Popp as a new member of the Management Board (Chief Financial Officer, CFO). Her responsibilities include Finance/Tax/Group Accounting, Procurement, Controlling and Investor Relations. Furthermore, the Supervisory Board extended the appointments of the Chair of the Management Board (CEO), Niklas Östberg, and the Management Board member (COO), Pieter-Jan Vandepitte, until April 30, 2029. In addition, the Supervisory Board appointed Dr Johannes Bruder as a new member of the Management Board (CPO), effective January 1, 2026, with responsibility for Product Development, Payments, Sales and Customer Support.

Personnel matters of the Supervisory Board

In agreement with the Supervisory Board, Dr Martin Enderle resigned as a member of the Supervisory Board effective as of the conclusion of the 2025 Annual General Meeting as well as Roger Rabalais effective September 22, 2025. Warren Jenson was subsequently appointed by the District Court of Berlin-Charlottenburg, effective September 23, 2025, until the conclusion of the 2026 Annual General Meeting.

In addition, the terms of office of Scott Ferguson as well as Dimitrios Tsaousis, ended upon the conclusion of the 2025 Annual General Meeting. Mr Tsaousis had previously been court-appointed as the fourth employee representative and member of the Supervisory Board on July 8, 2024, following the increase in size of the Supervisory Board.

On the shareholder representative side, the Annual General Meeting elected Judith Jungmann to the Supervisory Board until the conclusion of the Annual General Meeting which resolves on the discharge for the financial year 2026, and Scott Ferguson until the conclusion of the Annual General Meeting which resolves on the discharge for the financial year 2025. On the employee representative side, the 2025 Annual General Meeting appointed Dimitrios Tsaousis, who had been elected by the SE Works Council, until the conclusion of the Annual General Meeting which resolves on the discharge for the financial year 2027.

The Supervisory Board expressly thanks the departed members, Dr Martin Enderle and Roger Rabalais, for their dedicated and forward-looking collaboration. Through their valuable contributions, they significantly guided and supported the Company's steady growth and further development over the past years.

The Committees constituted by the Supervisory Board as of December 31, 2025 are represented as follows:

Audit Committee:

- Warren Jenson (Chair)
- Isabel Poscherstnikov (Deputy Chair)
- Scott Ferguson

Remuneration Committee:

- Kristin Skogen Lund (Chair)
- Judith Jungmann (Deputy Chair)
- Warren Jenson
- Gabriella Ardbo Engarås

Nomination Committee:

- Kristin Skogen Lund (Chair)
- Warren Jenson (Deputy Chair)
- Judith Jungmann

Strategy Committee:

- Kristin Skogen Lund (Chair)
- Warren Jenson (Deputy Chair)
- Judith Jungmann
- Nils Engvall
- Scott Ferguson



INDIVIDUALIZED DISCLOSURE OF THE MEETING ATTENDANCE IN THE FINANCIAL YEAR 2025¹

Supervisory Board member	Supervisory Board	Audit Committee	Strategy Committee	Nomination Committee	Remuneration Committee
Kristin Skogen Lund	13/13	-	6/6	8/8	6/6
Dr Martin Enderle (until June 18, 2025)	6/6	3/3	2/2	6/6	6/6
Roger Rabalais (until September 22, 2025)	9/9	5/5	4/5	8/8	2/2
Warren Jenson (since September 23, 2025)	4/4	2/2	1/1	-	2/2
Judith Jungmann (since June 18, 2025)	7/7	-	4/4	2/2	4/4
Scott Ferguson	13/13	3/3	6/6	-	2/2
Gabriella Ardbo Engarås	12/13	-	-	-	6/6
Nils Engvall	13/13	-	6/6	-	-
Isabel Poscherstnikov	12/13	6/6	-	-	-
Dimitrios Tsaousis	13/13	-	-	-	-

I would like to thank all members of the Supervisory Board and the Management Board for the constructive and trustful cooperation during the financial year 2025. Furthermore, my sincere thanks go to all Delivery Hero Group employees worldwide for their extraordinary personal dedication, high level of commitment, and readiness to perform in what remains a challenging market environment. I am convinced that the strategic and operational measures taken provide a foundation for Delivery Hero to achieve sustainable growth in 2026, to capitalize on the operational opportunities that arise, and to further enhance long-term value creation for our shareholders.

Berlin, March 24, 2026

On behalf of the Supervisory Board



Kristin Skogen Lund

Chair of the Supervisory Board of Delivery Hero SE

¹ Resolutions by way of circulation procedure are not reflected in the overview.