



DELIVEROO PLC

NOTICE OF 2023 ANNUAL GENERAL MEETING

To be held at the offices of Freshfields Bruckhaus Deringer LLP,
100 Bishopsgate, London EC2P 2SR

on Wednesday 24 May 2023 at 9.30 am.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other professional adviser.

If you have sold or otherwise transferred all your shares in Deliveroo plc (the "Company"), please pass this document together with the accompanying documents to the person who arranged the sale or transfer so they can pass these to the person who now holds the shares.



Claudia Arney
Chair

Dear Shareholder,

2023 Annual General Meeting of Deliveroo plc

I am writing to inform you that the Annual General Meeting of the Company (the “AGM”, “Annual General Meeting” or the “Meeting”) will be held on Wednesday, 24 May 2023 at 9.30 am at the offices of Freshfields Bruckhaus Deringer LLP, 100 Bishopsgate, London EC2P 2SR. The Notice of AGM which follows this letter (the “Notice”), sets out the business to be considered at the Meeting. A detailed explanation of the business to be conducted at the Meeting can be found on pages 5 to 7 of this document.

The purpose of this letter is to explain the meeting arrangements and certain elements of the business to be considered at the AGM.

Explanatory notes on all of the business to be considered at this year’s AGM appear on pages 8 to 10 of this Notice.

Meeting arrangements

The Board considers the AGM to be an important event in our calendar as it provides us with an opportunity to present the Company’s performance to, and engage with, our shareholders. If you wish to attend the AGM, I would request that you register your intention to do so to enable us to monitor the number of attendees and make appropriate arrangements. Details of how to register to attend the AGM can be found on page 11. In order to facilitate the attendance of shareholders, please note that additional guests (other than carers attending with shareholders) will not be permitted to attend.

Those shareholders who are unable to attend in person can alternatively view our AGM live via a webcast. Further details in relation to these arrangements including on how to join the webcast will be made available on the Deliveroo website at <https://corporate.deliveroo.co.uk/> prior to the AGM.

You will be able to register any questions about the business of the meeting in advance and I strongly encourage you to take the opportunity to do so. We will also allow questions to be asked at the Meeting. More information on how to register any questions in advance can be found on page 4.

Most of our shareholders have elected not to receive hard copy documents. Thank you for helping the Company to reduce its environmental impact, as well as the associated costs. You are able to view or download the 2022 Annual Report and Accounts and this Notice on our website.

We will communicate any changes to our AGM arrangements in advance through our website, <https://corporate.deliveroo.co.uk/>, and, where appropriate, by announcement via a Regulatory News Service. I would ask that shareholders continue to monitor the website for any announcements and updates.

As set out in Part E, Note 1, only holders of Ordinary Shares (or their corporate representatives) are entitled to attend and vote at the AGM. Alternatively, shareholders can appoint a proxy to attend, speak and vote instead of them. Shareholders are asked to exercise their votes ahead of the Meeting by submitting their proxy electronically or by post, as explained below. Shareholders are also encouraged to appoint the Chair of the AGM to vote on their behalf.

Voting at the AGM

Your votes are important and we recommend that you cast these in advance of the Meeting. To ensure that your vote is counted I encourage all shareholders to vote on the resolutions to be proposed at the AGM by appointing the Chair of the AGM as their proxy, using one of the following ways:

- Online via our registrars’ website, www.sharevote.co.uk;
- Via the CREST electronic proxy appointment service (for CREST members);
- Institutional investors may also be able to appoint a proxy electronically via the Proximity platform – please go to www.proximity.io; or
- By completing the Proxy Form and returning it to our registrars.

The Chair of the AGM will then cast the votes for which they have been appointed as proxy and, once the results have been verified by our registrars, Equiniti, they will be published on our website, <https://corporate.deliveroo.co.uk/> and released via a Regulatory News Service.

The deadline for appointing a proxy is 9.30 am on Monday, 22 May 2023. Please note that the deadline for shareholders holding their shares through a nominee, including the Deliveroo Nominee Service, will be earlier than this date and so those shareholders should check this with their nominee.

At the meeting, voting on each resolution will be by way of a poll. This allows all shareholders to vote (whether present in person, by proxy or unable to attend), on all resolutions in proportion to their shareholding. The voting results will be announced as soon as practicable after the AGM; on our website and through a Regulatory News Service.

The Board

The Board appointed Scilla Grimble as Chief Financial Officer with effect from 20 February 2023, subject to shareholder approval at the AGM. The Board is confident that her highly relevant skills and experience will help us to take advantage of the significant opportunities before us and will be invaluable as we continue to build our business. Scilla Grimble is accordingly seeking election by shareholders.

In accordance with the Company's Articles of Association and the UK Corporate Governance Code 2018, all other Directors will seek re-election at the AGM, biographical details of all the Directors are set out in Part D on pages 13 to 15 and on pages 80 to 82 of the 2022 Annual Report and Accounts and appear on the Company's website at <https://corporate.deliveroo.co.uk/>. The Board is satisfied that each of the Directors proposed for re-election has the appropriate balance of skills, experience, independence and knowledge to enable them to fully and effectively discharge their duties and responsibilities as a director of a listed company and recommends them all for election.

Authorities for Allotment and Disapplication of Pre-emption rights

In November 2022, the Pre-Emption Group published its latest Statement of Principles on Disapplying Pre-Emption Rights and in February 2023, the Investment Association published its most recent Share Capital Management Guidelines, in each case, updating their guidance to reflect the recommendations set out in the Report of the Secondary Capital Raising Review published in July 2022. Resolutions 14 to 16 reflect the updated guidance published by the Pre-Emption Group and the Investment Association, as further explained in the explanatory notes on pages 8 to 10 of this Notice.

Recommendation

Your Board believes that the resolutions contained in the Notice promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of all resolutions, as they intend to do so in respect of their own holdings.

Yours sincerely,

Claudia Arney, Chair
13 April 2023

CONTENTS AND EXPECTED TIMETABLE FOR AGM RELATED EVENTS

Contents:

This Document Contains:	Page
Part A – Formal Notice of AGM	5
Part B – Explanation of Resolutions	8
Part C – Shareholder Information	11
Part D – Board Biographies	13
Part E – Notes	16

Expected timetable for AGM related events

Submission of questions relating to the business of the AGM	5.00 pm on Friday, 19 May 2023
Latest time for receipt of Proxy Form instructions to be valid at the AGM	9.30 am on Monday, 22 May 2023
Inspection of documents*	5.00 pm on Tuesday, 23 May 2023
AGM	9.30 am on Wednesday, 24 May 2023

Submission of questions

We invite shareholders to register their questions in advance of the Meeting by sending an email to the Company Secretary at company.secretary@deliveroo.co.uk, and questions that are relevant to the business of the AGM will be answered at the Meeting. We reserve our right to group our answers in accordance with the themes from shareholders' questions to help with orderly conduct of the meeting. A summary of the answers to all questions answered at the Meeting will be made available on our website after the AGM.

We ask that questions submitted ahead of the Meeting be sent no later than 5.00 pm on Friday, 19 May 2023 and should include the shareholder's name and Shareholder Reference Number (as printed on the Proxy Form or available on their online account).

* Inspection of documents

The following documents will be available for inspection at the registered office of the Company during normal business hours on any weekday (excluding public holidays) until the day before the AGM and from 15 minutes prior to the start of the AGM until it ends.

- Copies of the Executive Directors' service contracts; and
- Copies of the letters of appointment of the Non-Executive Directors.

PART A – NOTICE OF 2023 ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Deliveroo plc will be held on Wednesday, 24 May 2023 at 9.30 am at the offices of Freshfields Bruckhaus Deringer LLP, 100 Bishopsgate, London EC2P 2SR, to consider and, if thought fit, to pass the following resolutions.

Resolutions 1 to 14 (inclusive) will be proposed as ordinary resolutions and Resolutions 15 to 18 (inclusive) will be proposed as special resolutions.

Resolutions

Annual Report and Accounts

1. To receive the Strategic report, Directors' report, and the annual accounts for the financial year ended 31 December 2022, together with the report of the auditor (the "2022 Annual Report").

Directors' Remuneration Report

2. To approve the Directors' Remuneration Report set out on pages 106 to 132 of the 2022 Annual Report.

Election and re-election of Directors

3. To re-elect Claudia Arney as a Director of the Company.
4. To re-elect Will Shu as a Director of the Company.
5. To elect Scilla Grimble as a Director of the Company.
6. To re-elect Peter Jackson as a Director of the Company.
7. To re-elect Karen Jones, DBE as a Director of the Company.
8. To re-elect Rick Medlock as a Director of the Company.
9. To re-elect Dominique Reiniche as a Director of the Company.
10. To re-elect Tom Stafford as a Director of the Company.

Auditor appointment and remuneration

11. To re-appoint Deloitte LLP as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
12. To authorise the Audit and Risk Committee (for and on behalf of the Board) to determine and fix the remuneration of the auditor for the year ended 31 December 2023.

Political donations

13. To authorise the Company and those companies which are subsidiaries of the Company at any time during the period for which this resolution has effect for the purposes of Part 14 of the Companies Act 2006 (the "Act"):
 - I. to make political donations to political parties, and/or independent election candidates, not exceeding £100,000 in aggregate;
 - II. to make political donations to political organisations other than political parties, not exceeding £100,000 in aggregate; and
 - III. to incur political expenditure, not exceeding £100,000 in aggregate,

provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000 during the period commencing on the date of passing of this resolution and ending at the earlier of the conclusion of the Company's next Annual General Meeting to be held in 2024 or on 23 August 2024.

Words and expressions defined for the purpose of the Act shall have the same meanings in this resolution.

Directors authority to allot shares

14. That the Directors be hereby generally and unconditionally authorised pursuant to Section 551 of the Act to:

- I. allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company:
 - (a) up to an aggregate nominal amount of £3,095,195; and
 - (b) comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £6,190,390 (including within such limit any shares issued or rights granted under paragraph (a) above) in connection with any pre-emptive offer to:
 - (i) holders of Class A Ordinary Shares in the capital of the Company ("Class A Shares") of £0.005 each and Class B Ordinary Shares of £0.005 each in the capital of the Company ("Class B Shares") in proportion (as nearly as may be practicable) to their existing holdings (or where the holder(s) of Class B Shares have consented to a variation or abrogation of the rights attaching to the Class B Shares in accordance with the Articles of Association of the Company, to the holders of Class A Shares only in proportion (as nearly as practicable) to their existing holdings); and
 - (ii) holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory, or any other matter whatsoever,

provided that this authority shall apply (unless previously renewed, varied or revoked by the Company in a general meeting) until the conclusion of the Company's Annual General Meeting to be held in 2024 (or, if earlier, at the close of business on 23 August 2024); and

Directors authority to allot shares continued

- II. subject to the limits set out in paragraph 14(I) above, make an offer or agreement which would, or might, require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority and the Directors may allot shares and grant rights in pursuance of that offer or agreement as if the authority had not expired.

Disapplication of pre-emption rights

15. That, subject to Resolution 14 being passed, the Board be authorised pursuant to Section 570 and Section 573 of the Act to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if Section 561 of the Act did not apply to any such allotment or sale, such authority to be limited to:

- I. the allotment of equity securities and sale of treasury shares for cash in connection with any pre-emptive offer of equity securities to:
 - (a) holders of Class A Shares and Class B Shares in proportion (as nearly as may be practicable) to their existing holdings (or where the holder(s) of Class B Shares have consented to a variation or abrogation of the rights attaching to the Class B Shares in accordance with the Articles of Association of the Company, to the holders of Class A Shares only in proportion (as nearly as practicable) to their existing holdings); and
 - (b) holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory, or any other matter whatsoever arising in connection with such offer; and

- II. in the case of the authority granted under Resolution 14(I)(a), the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 15(I) above and paragraph 15(III) below) up to an aggregate nominal amount of £928,558; and
- III. when any allotment of equity securities or sale of treasury shares is or has been made pursuant to paragraph 15(II) above, the allotment of additional equity securities or sale of treasury shares for cash (also pursuant to the authority given under Resolution 14(I)(a)) up to an aggregate nominal amount equal to 20% of the nominal amount of that allotment under paragraph 15(II) above, provided that any allotment pursuant to this paragraph 15(III) is used only

for the purposes of a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 23 August 2024) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Additional Directors' authority to disapply pre-emption rights for acquisition and specified capital investments

16. That, subject to Resolution 14 being passed, the Board be authorised in addition to any authority granted under Resolution 15, pursuant to Section 570 and Section 573 of the Act to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if Section 561 of the Act did not apply to any such allotment or sale, and such authority shall:

- I. in the case of the authority given under Resolution 14(I)(a):
 - (a) be limited to the allotment of equity securities (otherwise than pursuant to paragraph 16(I)(b) below) or sale of treasury shares up to an aggregate nominal amount of £928,558, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and
 - (b) when any allotment of equity securities or sale of treasury shares is or has been made pursuant to paragraph 16(I)(a) above, be limited to the allotment of equity securities up to an aggregate nominal amount equal to 20% of the nominal amount of any allotment of equity securities from time to time under paragraph 16(I)(a) above, such authority to be used only for the purposes of a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and

- II. expire (unless previously renewed, varied or revoked by the Company in a general meeting) at the end of the next AGM of the Company (or, if earlier, at the close of business on 23 August 2024) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Authority to purchase own shares

17. That the Company be hereby generally and unconditionally authorised pursuant to Section 701 of the Act to make market purchases (as defined in Section 693(4) of the Act) of Class A Shares provided that:
- I. the maximum number of Class A Shares which may be purchased is 185,711,701, being approximately 10% of the Company's issued share capital as at 31 March 2023 (being the latest practicable date prior to the publication of the notice of Annual General Meeting);
 - II. the minimum price (excluding expenses) which may be paid for each such share is £0.005;
 - III. the maximum price (excluding expenses) which may be paid for each such share is the higher of:
 - (a) an amount equal to 105% of the average of the middle market quotations for a Class A Share as derived from the London Stock Exchange Daily Official List for the five Business Days immediately preceding the day on which the relevant share is purchased; and
 - (b) an amount equal to the higher of the price of the last independent trade of such a share and the highest current independent purchase bid for such a share on the trading venues where the purchase is carried out; and
 - IV. the authority hereby conferred shall apply until the conclusion of the Company's Annual General Meeting to be held in 2024 (or, if earlier, 23 August 2024) (except in relation to the purchase of shares the contracts for which are concluded before such expiry and which are executed wholly or partly after such expiry), unless such authority is renewed prior to such time.

General Meetings

18. That the Directors be hereby authorised to call a general meeting (other than an Annual General Meeting) on not less than 14 clear days' notice.

By Order of the Board

Catherine Sukmonowski

Company Secretary
13 April 2023

Registered office: The River Building, Level 1 Cannon Bridge House, 1 Cousin Lane, London, United Kingdom, EC4R 3TE

Registered in: England and Wales, No. 13227665

PART B – EXPLANATION OF RESOLUTIONS

Resolution 1 – Annual Report and Accounts

The Board asks that shareholders receive the Strategic report, Directors' report, and the audited accounts for the financial year ended 31 December 2022, together with the report of the auditor.

Resolution 2 – Directors' Remuneration Report

All quoted companies (as defined in the Act) are required to put their Directors' Remuneration Report to shareholders annually (Resolution 2). This can be found on pages 106 to 132 of the 2022 Annual Report and sets out details of payments made to Directors in the year to 31 December 2022. The Directors must include specific information within the Directors' Remuneration Report in accordance with applicable regulations and the Directors' Remuneration Report has been prepared accordingly. The vote on the Directors' Remuneration Report is advisory in nature. Accordingly, payments made or promised to Directors will not have to be repaid, reduced or withheld in the event that this resolution is not passed.

Resolutions 3 to 10 – Election and Re-election of Directors

Resolutions 3 to 10 deal with the election and re-election of Directors in accordance with the requirements of the Company's Articles of Association and the UK Corporate Governance Code 2018.

Biographical details of all the Directors can be found in Part D on page 13 of this Notice and on the Company's website: <https://corporate.deliveroo.co.uk/>.

Additional information is included on page 89 of the 2022 Annual Report about the independence of the independent Non-Executive Directors. The Board is satisfied that each of the Directors proposed for election has the appropriate balance of skills, experience, independence and knowledge to enable them to fully and effectively discharge their duties and responsibilities as a director of a listed company.

Resolution 11 and 12 – Auditor appointment and remuneration

On the recommendation of the Audit and Risk Committee, the Board proposes in Resolution 11 that the existing auditor, Deloitte LLP, be re-appointed as auditor of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at which the accounts are laid before the Company.

Resolution 12 proposes that the Audit and Risk Committee (for and on behalf of the Board) be authorised to determine the level of the auditor's remuneration. In effect, the Audit and Risk Committee will consider and approve the audit fees for and on behalf of the Board in accordance with the Competition and Markets Authority Audit Order.

Resolution 13 – Political donations

This resolution seeks authority from shareholders for the Company and its subsidiaries to make donations to UK or EU political parties, other political organisations or independent electoral candidates, or to incur UK or EU political expenditure. It is the Company's policy not to make donations to political parties and the Company has no intention of altering this policy. However, the definitions in the Act of 'political donation', 'political organisation' and 'political expenditure' are broadly drafted. In particular, they may extend to bodies such as those concerned with policy review, law reform, representation of the business community and special interest groups, which the Company and its subsidiaries may wish to support. Accordingly, the Company is seeking this authority to ensure that it does not inadvertently commit any breaches of the Act through the undertaking of routine activities which would not normally be considered to result in the making of political donations. The aggregate amount of expenditure permitted by this authority will be capped at £100,000.

This authority will expire at the earlier of the conclusion of the Company's next Annual General Meeting to be held in 2024 or on 23 August 2024.

Resolutions 14 – Authorities to allot shares

The Investment Association's most recent Share Capital Management Guidelines published in February 2023 (the "IA Guidelines 2023") on directors' power to allot shares have extended the guidance relating to the allotment and pre-emption rights disapplication authorities so that its members will treat as routine resolutions seeking authority to allot shares representing approximately two-thirds of the number of Ordinary Shares in issue, and any amount in excess of one-third of the number of Ordinary Shares in issue should be applied for use not just on rights issues but on any pre-emptive offers.

Accordingly, Resolution 14(l)(a) would give the Directors the authority to allot Ordinary Shares (or grant rights to subscribe for or convert any securities into Ordinary Shares) up to a maximum nominal amount equal to £3,095,195 (representing approximately 619,039,005 Ordinary Shares). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 31 March 2023, being the latest practicable date prior to publication of this Notice.

Resolution 14(l)(b) would give the Directors the authority to allot Ordinary Shares (or grant rights to subscribe for or convert any securities into Ordinary Shares) up to an aggregate nominal amount equal to £6,190,390 (representing approximately 1,238,078,010 Ordinary Shares), in relation to any pre-emptive offer to existing shareholders (with exclusions to deal with fractional entitlements to shares and overseas shareholders to whom the offer cannot be made due to legal and practical problems). This amount represents approximately two-thirds of the issued ordinary share capital (excluding treasury shares)

of the Company as at 31 March 2023, being the latest practicable date prior to publication of this Notice, and is in accordance with the IA Guidelines 2023. This part of Resolution 14 provides that where the holder(s) of Class B Shares have consented to a variation or abrogation of the rights attaching to the Class B Shares in accordance with the Articles of Association of the Company, the authority to allot can be to holders of Class A Shares only (in proportion (as nearly as practicable) to their existing holdings).

The Directors have no current plans to issue shares other than in connection with employee share schemes. As at 31 March 2023, the Company does not hold any shares in treasury.

If this resolution is passed, the authority sought under Resolution 14 will expire on the conclusion of the Annual General Meeting to be held in 2024 (or, if earlier, 23 August 2024). The Directors intend to renew this authority annually.

Resolution 15 – Disapplication of Pre-Emption rights

Resolution 15 would give the Directors the authority to allot Ordinary Shares (including any Ordinary Shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

This resolution contains a three-part waiver. The first two parts of this authority would be limited to allotments or sales in connection with any pre-emptive offers, or otherwise up to an aggregate maximum nominal amount of £928,558 (representing approximately 185,711,701 Ordinary Shares). This aggregate nominal amount represents approximately 10% of the issued ordinary share capital of the Company as at 31 March 2023, the latest practicable date prior to publication of this Notice. The third part applies to any allotment of shares for cash for the purposes of a follow-on offer when an allotment of shares has been made under the second waiver. It is limited to the allotment of shares having an aggregate nominal value of up to 20% of the nominal value of any shares allotted under the second waiver. The follow-on offer must be determined by the Directors to be of a kind contemplated by the Pre-Emption Group's 2022 Statement of Principles ("PEG Principles"). The Directors confirm that they will follow the shareholder protections in section 2B and the expected features of a follow-on offer in paragraph 3 of section 2B of the PEG Principles.

If this resolution is passed, the authority sought under Resolution 15 will expire on the conclusion of the Annual General Meeting to be held in 2024 (or, if earlier, 23 August 2024). The Directors intend to renew this authority annually.

Resolution 16 – Additional disapplication of Pre-Emption rights

The authority granted by Resolution 16 is in addition to the authority granted by Resolution 15 and itself has two parts. The first part is limited to the allotment of shares for cash up to an aggregate nominal value of £928,558 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents approximately a further 10% of the issued ordinary share capital of the Company as at 31 March 2023, being the latest practicable date prior to publication of this Notice. This further authority may only be used for an allotment of shares for cash for the purposes of financing (or refinancing, if the waiver is used within twelve months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the PEG Principles. The second part applies to the allotment of shares for cash for the purposes of a follow-on offer when an allotment of shares has been made under the first part of the waiver. It is limited to the allotment of shares having an aggregate nominal value of up to 20% of the nominal value of any shares allotted under the first waiver. The follow-on offer must be determined by the Directors to be of a kind contemplated by the PEG Principles. The Directors confirm that they will follow the shareholder protections in section 2B and the expected features of a follow-on offer in paragraph 3 of section 2B of the PEG Principles.

If this resolution is passed, the authority sought under Resolution 16 will expire on the conclusion of the Annual General Meeting to be held in 2024 (or, if earlier, 23 August 2024). The Directors intend to renew this authority annually.

The authority sought under these Resolutions 14, 15 and 16 are standard authorities taken by most listed companies each year. The Directors consider that it is in the best interests of the Company and its shareholders generally that they should have the flexibility conferred by the above authorities to make small issues of shares for cash (on a pre-emptive or, where appropriate, a non-pre-emptive basis) as suitable opportunities arise, although they have no present intention of exercising any of these authorities. The Directors intend to renew these authorities annually.

PART B – EXPLANATION OF RESOLUTIONS CONTINUED

Resolution 17 – Authority to purchase own shares

This resolution seeks shareholder approval for the Company to make market purchases of up to 185,711,701 Class A Shares, being approximately 10% of the issued share capital (excluding treasury shares) as at 31 March 2023, and specifies the minimum and maximum prices at which the Class A Shares may be bought.

On 10 August 2022, the Company announced that the Rooffoods Ltd Employee Benefit Trust (EBT) would undertake a share purchase programme to acquire Class A Ordinary Shares for the purpose of mitigating dilution from share-based compensation plans, of up to £75,000,000 of Class A Ordinary Shares (by market value) in the period from 1 September 2022 to 28 February 2023. Repurchased shares will be held by the EBT and used to satisfy employee share-based compensation awards. Between 1 September 2022 until completion on 17 January 2023, the EBT purchased 83.3 million Ordinary Shares of £0.005, for a total gross purchase consideration of £75 million.

Separate from the share purchase programme conducted by the EBT as detailed above, the Company further announced its own share purchase programme on 16 March 2023 of up to £50 million to acquire Class A Ordinary Shares under the authority given by shareholders at the 2022 AGM. The programme commenced on 31 March 2023 and is intended to be completed no later than 31 December 2023. The Company is seeking to renew the authority under Resolution 17 to allow the Company to continue to undertake a further share purchase programme in the future should it wish.

It is proposed that the Company be authorised to make further market purchases up to an aggregate of approximately 10% of the Company's issued share capital, excluding Ordinary Shares held in treasury. The Directors will continue to exercise this power only when, in the light of market conditions prevailing at the time, they believe that the effect of such purchases will be to increase earnings per share and will be likely to promote the success of the Company for the benefit of its members as a whole. In certain circumstances it may be advantageous for the Company to purchase its own shares and the Directors consider it to be desirable for the general authority to be available to provide flexibility in the management of the Company's capital resources. Purchases of the Company's own shares will be made if to do so would be in the best interests of the Company and of its shareholders generally.

The Company may either retain any of its own shares which it has purchased as treasury shares with a view to possible use at a future date or cancel them. Holding the shares as treasury shares gives the Company the ability to use them quickly and cost-effectively and would provide the Company with additional flexibility in the management of its capital base. No dividends will be paid on, and no voting rights will be exercised in respect of treasury shares.

It is the Company's current intention that, of any shares repurchased under this authority, sufficient shares will be held in treasury to meet the requirements, as they arise, of the Company's share incentive arrangements, with the remainder being cancelled. The Directors intend to seek renewal of this authority annually.

The total number of awards and options to subscribe for Class A Shares outstanding as at 31 March 2023 (being the latest practicable date prior to the publication of this Notice), was 208,223,786 representing approximately 11.2% of the issued share capital (excluding treasury shares) at that date. If the authority being sought under this resolution was utilised in full, the outstanding awards and options would represent approximately 12.5% of the issued share capital as at 31 March 2023.

Consistent with the approach taken and disclosed at the time of IPO to exclude pre-IPO grants and grants made in the 42 day period following IPO from share plan dilution limits, the total number of awards and options to subscribe for Class A Shares outstanding (excluding pre-IPO grants and grants made in the 42 day period following IPO) as at 31 March 2023 (being the latest practicable date prior to the publication of this Notice), was 143,512,552 representing approximately 7.7% of the issued share capital (excluding treasury shares) at that date. If the authority being sought under this resolution was utilised in full, the outstanding awards and options outstanding (excluding pre-IPO grants and grants made in the 42 day period following IPO) would represent approximately 8.6% of the issued share capital as at 31 March 2023.

This authority will expire at the conclusion of the Annual General Meeting to be held in 2024 (or, if earlier, 23 August 2024).

Resolution 18 – General meetings

Pursuant to Section 307(A) of the Act, as amended, the notice period required for all general meetings of the Company is 21 clear days, although shareholders can agree to approve a shorter notice period for general meetings that are not annual general meetings, which cannot however be less than 14 clear days. Annual general meetings will continue to be held on at least 21 clear days' notice. The shorter notice period would not be used as a matter of routine, but only where the flexibility is merited by the business of the general meeting to be held and is thought to be to the advantage of shareholders as a whole. The Company undertakes to meet the requirements for electronic voting in the Act before calling a general meeting on 14 clear days' notice. Shareholder approval will be effective until the Company's next Annual General Meeting (or, if earlier, 23 August 2024).

PART C – SHAREHOLDER INFORMATION

The AGM will take place on Wednesday, 24 May 2023 at 9.30 am at the offices of Freshfields Bruckhaus Deringer LLP, 100 Bishopsgate, London EC2P 2SR. Alternatively, shareholders can view our AGM live via the webcast.

We will communicate any changes to our AGM arrangements in advance through our website, <https://corporate.deliveroo.co.uk/>, and where appropriate by announcement via a Regulatory News Service. Please monitor our website for any announcements and updates to the arrangements of the AGM.

Attendance at the AGM

We encourage shareholders to watch the AGM via our live webcast. Please note that if you do wish to attend the Meeting in person, we ask that you register your intention to attend in advance of the Meeting by emailing the Company Secretary at company.secretary@deliveroo.co.uk. On arrival, please register with the Freshfields South Reception on the ground floor who will direct you to the relevant floor. Informing us of your planned attendance (or that of your proxy) will allow us to ensure that the Meeting takes place in a manner which promotes the safety, health and wellbeing of our shareholders and employees, as this is of paramount importance to us.

As set out in Part E, Note 1, only holders of Ordinary Shares (or their corporate representatives) are entitled to attend and vote at the AGM. Alternatively, shareholders can appoint a proxy to attend, speak and vote instead of them. In order to be able to facilitate the attendance of shareholders, please note that additional guests (other than carers attending with shareholders) will not be permitted to attend. Given the timing of the meeting we will be serving tea and coffee ahead of the Meeting but no other refreshments will be available.

The safety of our shareholders is our main priority, there may be checks and searches conducted. We will not permit behaviour that may interfere with anyone's security or safety or the good order of the Meeting. Anyone who does not comply may be removed from the meeting. Recording equipment, cameras or other items that might interfere with the good order of the Meeting will not be permitted in the room. Mobile phones must be turned off or be on silent during the Meeting.

The Meeting will be filmed for webcast purposes. If you attend the Meeting in person, you may be included in the webcast. By attending the Meeting, you consent to being filmed.

Asking questions at the AGM

We recognise the importance of shareholders being able to ask questions relating to the business of the AGM. Shareholders can also ask questions ahead of the Meeting by sending an email to the Company Secretary at company.secretary@deliveroo.co.uk. We ask that questions submitted ahead of the Meeting be sent no later than 5.00 pm on 19 May 2023 and should include the shareholder's name and Shareholder Reference Number (as printed on the Proxy Form or available on their online account). We reserve our right to group our answers in accordance with the themes from shareholders' questions to help with orderly conduct of the Meeting. A summary of the answers to all questions answered at the meeting will be made available on the website after the Meeting.

If you are attending the AGM in person, there will be an opportunity for you to ask your question during the Q&A part of the Meeting.

Watch our webcast

Shareholders can follow the AGM by watching our live webcast which will commence at 9.30 am on Wednesday 24 May 2023. Details on how to join the webcast will be made available on the Group's website at <https://corporate.deliveroo.co.uk/> prior to the AGM. Please note that during the Meeting, shareholders participating through the webcast facility will not be able to ask questions or vote. Viewing the live webcast will not constitute formal attendance at the AGM and so shareholders who join the webcast will not form part of the quorum of the Meeting. Shareholders wishing to vote on the day will need to attend the AGM in person or by proxy.

Appoint a proxy

Shareholders are encouraged to register their votes in advance by appointing the Chair of the AGM as their proxy and giving their voting instructions. This will ensure that your vote is counted even if attendance at the Meeting is restricted or if you or any other proxy you might appoint are unable to attend in person.

In order to vote on the resolutions being proposed at the AGM, you will need to appoint a proxy; details on how to do this can be found in notes 2 to 6 on page 16. To be valid, Proxy Cards and CREST and Proxymity Proxy Instructions must be received by 9.30 am on Monday, 22 May.

Please note that proxy votes can only be submitted via paper Proxy Cards returned to the address stated in the notes on page 16, electronically via sharevote.co.uk or shareview.co.uk or via CREST or Proxymity.

Proxy votes cannot be submitted via any other means of communication, unless expressly permitted by Deliveroo or Equiniti.

The return of a completed Proxy Card or CREST Proxy Instruction will not prevent you from attending the AGM and voting in person if you wish to do so.

Voting

Each of the resolutions to be put to the Meeting will be voted on by a poll and not by a show of hands. A poll reflects the number of voting rights exercisable by each shareholder and so the Directors consider it a more democratic method of voting. The results will be published on the Company's website and notified to the Financial Conduct Authority once the votes have been verified.

For further details relating to the voting and participation rights of shareholders, please refer to the Company's Articles of Association, copies of which are available on the Company's website at <https://corporate.deliveroo.co.uk/>.

Adjournment/postponement

Under the Articles, if the Board considers that it is impractical or unreasonable for any reason to hold the AGM at the time, date or place specified in this Notice, it may move and/or postpone the AGM to another time, date and/or place with, if appropriate, similar or equivalent facilities for attendance and participation. Similarly, if a quorum is not present within 5 minutes (or such longer time not exceeding 30 minutes as the Chair decides) after the time fixed for the start of the AGM, or if during the AGM such a quorum ceases to be present, the Meeting will be adjourned to such other day (being not less than 10 days and no more than 28 days, after the date of the AGM) and at such other time and/or place as the Chair decides. The adjourned meeting shall be dissolved if a quorum is not present within 15 minutes after the time appointed for holding the adjourned meeting.

Want more information or help?

Equiniti can help with shareholding queries and can provide you with a copy of the 2022 Annual Report. Their contact details are on page 16. Alternatively, the 2022 Annual Report and this Notice are available at <https://corporate.deliveroo.co.uk/>.

PART D – BOARD BIOGRAPHIES



Claudia Arney N
Chair

Joined: 23 November 2020

Appointed to Deliveroo plc:
19 March 2021

Experience

Claudia Arney began her executive career at McKinsey & Company, before holding roles at Pearson, the Financial Times, Goldman Sachs and HM Treasury. She was CEO of Thestreet.co.uk and Group Managing Director at EMAP.

Claudia's previous Non-Executive Director experience includes Chair of the Remuneration Committee at Halfords plc, Senior Independent Director of Telecity Group plc, Governance Committee Chair at Aviva plc, Non-Executive Director at Ocado Group plc and Non-Executive Director and Interim Chair of the Premier League.

Other appointments

- Derwent London plc – Non-Executive Director and Chair of the Remuneration Committee
- Kingfisher plc – Non-Executive Director and Chair of the Remuneration Committee
- Department for Digital, Culture, Media & Sport – Lead Non-Executive Board Member
- Panel on Takeovers and Mergers – Member



Will Shu
Chief Executive Officer

Appointed as CEO: 1 February 2013

Appointed to Deliveroo plc:
19 March 2021

Experience

Will Shu founded Deliveroo in February 2013, alongside his childhood friend Greg Orlowski. The two paired technology with the nation's best-loved restaurants to bring great-tasting food straight to people's front doors. While running the London-based company takes up most of his time, Will still enjoys regularly delivering food orders on his bike.

Prior to Deliveroo, Will worked in a number of finance roles in New York and London.

Other appointments

None



Scilla Grimble
Chief Financial Officer

Appointed as CFO: 20 February 2023

Experience

Before joining Deliveroo, Scilla Grimble was the Chief Financial Officer of Moneysupermarket Group plc. She was previously Interim Chief Financial Officer at Marks & Spencer where she was also Director of Group Finance, and she has held a range of senior finance and leadership roles at Tesco. Scilla spent 10 years at UBS where she was Managing Director and Head, Consumer & Retail Investment Banking EMEA, and she began her career at PwC where she qualified as a chartered accountant. Scilla is currently a Non-Executive Director at Taylor Wimpey plc.

Other appointments

- Taylor Wimpey plc – Non-Executive Director and Member of the Audit Committee and the Nomination and Governance Committee

Key to Committees

A	Audit and Risk Committee
N	Nomination Committee
R	Remuneration Committee
	Committee Chair

PART D – BOARD BIOGRAPHIES CONTINUED



Peter Jackson **A N**
Independent Non-Executive Director

Appointed to Deliveroo plc:
 1 January 2022

Experience

Peter Jackson has extensive experience in leading global digital consumer businesses. He is currently the Chief Executive Officer of Flutter Entertainment plc having been appointed in 2018 following five years of experience as a Non-Executive Director of Betfair and then Paddy Power Betfair.

Peter was Chief Executive Officer of Worldpay UK (an operating division of Worldpay Group plc) and Head of Global Innovation at Banco Santander, as well as a Director of Santander UK Group Holdings plc. Peter's previous experience also includes Chief Executive Officer of Travelex and senior positions at Lloyds Banking Group.

Other appointments

- Flutter Entertainment plc – Chief Executive Officer



Dame Karen Jones DBE **N R**
Senior Independent Non-Executive Director ("SID")

Appointed to Deliveroo plc: 1 June 2021
 Appointed as SID: 1 January 2022

Experience

Dame Karen Jones DBE brings a wealth of experience in the restaurant, food and hospitality sectors, including founding Café Rouge and creating and leading the formation of the Spirit Group. Karen also has strong experience in executive remuneration, having previously chaired the Remuneration Committees of ASOS plc and Booker plc.

Other appointments

- Whitbread PLC – Non-Executive Director and Member of the Remuneration Committee
- Hawksmoor – Chair
- Mowgli – Non-Executive Director
- Crown Estate – Non-Executive Director and Senior Independent Director
- Firmenich AG – Board Member



Rick Medlock **A N R**
Independent Non-Executive Director

Joined: 1 October 2020

Appointed to Deliveroo plc:
 19 March 2021

Experience

Rick Medlock has had a highly successful career as a CFO in the technology industry, working for a range of international FTSE 100 and Nasdaq listed businesses during periods of high growth. He has held a number of CFO positions throughout his career, including at NDS group plc, Inmarsat plc and Worldpay Group plc. He was also previously Chair of BluJay Solutions. Rick brings a wealth of experience as a former Non-Executive Director and Audit Committee Chair of several technology-driven businesses, such as Sophos Group plc, Edwards Vacuum and Thus plc.

Rick was also previously the Chair of Momondo Group and Chair of the Audit Committee for LoveFilm UK Limited.

Other appointments

- Smith & Nephew plc – Non-Executive Director and Chair of the Audit Committee
- Datatec Ltd – Non-Executive Director and Member of the Audit, Risk and Compliance Committee
- Spear 1 Investments BV – Non-Executive Director



Dominique Reiniche **A N R**
Independent Non-Executive Director,
Designated Employee NED

Appointed to Deliveroo plc: 1 May 2021

Experience

Dominique Reiniche has a wealth of operational experience in Europe and also international consumer marketing and innovation experience. Dominique started her career with Procter & Gamble AG before moving to Kraft Jacobs Suchard AG (now Mondelez) as Director of Marketing and Strategy where she was also a member of the Executive Committee.

Dominique previously held a number of senior roles at Coca-Cola Enterprises and at Coca-Cola Company, including President – Western Europe, President – Europe, and Chair – Europe. Dominique was a Non-Executive Director of Peugeot-Citroen SA until December 2015, of AXA SA until April 2017 and of Severn Trent Plc until July 2021.

Other appointments

- Mondi plc – Non-Executive Director
- Chr. Hansen Holdings A/S – Chair
- PayPal Europe – Non-Executive Director



Tom Stafford
Non-Executive Director

Appointed to Deliveroo plc:
 19 March 2021

Experience

Tom Stafford is Co-Founder and Managing Partner of DST Global, the internet investment firm. The firm's past and current portfolio includes Facebook, Alibaba, JD.com, Meituan, Airbnb, Nubank, Klarna, Robinhood, Doordash, Checkout.com, Spotify and Farfetch.

Other appointments

- DST Global – Managing Partner

Key to Committees



- Audit and Risk Committee
- Nomination Committee
- Remuneration Committee
- Committee Chair

PART E – NOTES

1. Only holders of Ordinary Shares (or their duly appointed corporate representatives) are entitled to attend and vote at this AGM. Members entitled to attend and vote can appoint a proxy or proxies to exercise all or any of their rights to attend, speak and vote instead of them. A member may appoint more than one proxy, provided that they do not do so in relation to the same Ordinary Shares. A proxy need not be a member of the Company. We ask that any shareholders who do wish to attend the AGM in person to notify us in advance by emailing the Company Secretary at company.secretary@deliveroo.co.uk.
2. You may appoint your proxy electronically at www.sharevote.co.uk. You will need the Voting I.D., Task I.D. and Shareholder Reference which together make up your personal voting reference number printed on the front of the proxy form enclosed with this Notice. Alternatively, if you have already registered with Equiniti's online portfolio service, Shareview, you can submit your proxy form at www.shareview.co.uk by logging onto your portfolio using your usual user I.D. and password. Once logged in simply click "View" on the "My Investment" page, click on the link to vote then follow the on-screen instructions. For further information see the instructions printed on your proxy form.
3. You can appoint your proxy electronically or by using the form enclosed with this Notice: instructions are shown on the form. Proxy forms and the power of attorney or other authority, if any, under which it is signed (or a certified copy of it) need to be received by the Company's registrar, Equiniti Limited, no later than 48 hours before the scheduled start of the AGM or any adjournment of the AGM. Equiniti's address is Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.
4. We strongly encourage shareholders to register their votes in advance by appointing the Chair of the AGM as their proxy and giving their voting instructions. This will ensure that your vote is counted even if attendance at the Meeting is restricted and you or any other proxy you might appoint are unable to attend in person should the Government guidelines change.
5. A "vote withheld" option is provided on the proxy form to enable you to instruct your proxy not to vote on any particular resolution. Note that a vote withheld in this way is not a "vote" in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.
6. You must inform the Company's registrar in writing of any termination of the authority of a proxy.
7. A person to whom this Notice is sent, who is a person nominated under Section 146 of the Act to enjoy information rights (a "Nominated Person") may, under an agreement between them and the shareholder who nominated them, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
8. The statements of the rights of members in relation to the appointment of proxies in this Notice do not apply to a Nominated Person. Only registered members of the Company can appoint proxies. Nominated Persons are reminded that they should contact the registered holder of their Ordinary Shares (and not the Company) on matters relating to their investments in the Company.
9. Under Section 319A of the Act, a member attending the Meeting has the right to ask questions in relation to the business of the Meeting. The Company must answer any such questions relating to the business being dealt with at the Meeting except if (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
10. Shareholders participating through the webcast facility will not be able to ask questions or vote. Viewing the live webcast will not constitute formal attendance at the AGM and so shareholders who view the webcast will not form part of the quorum of the Meeting. Shareholders wishing to vote on the day will need to attend the AGM in person or by proxy.
11. As at 31 March 2023 (being the latest practicable date prior to publication of this Notice), the Company had two classes of Ordinary Shares, namely Class A Shares and Class B Shares. The Class A Shares are listed on the standard listing segment of the Financial Conduct Authority's Official List and traded on the Main Market for listed securities of the London Stock Exchange. The Class B Shares are not admitted to listing and trading and are held by the Company's Founder and Chief Executive Officer, Will Shu.

12. Class A Shareholders at a general meeting are each entitled to one vote when voting on a resolution on a show of hands or one vote for every Class A Share of which they are a holder on a poll vote. On a vote on a resolution on a show of hands, a Class B Shareholder shall have one vote. When voting on a poll, if the Class B Shares are held by the Founder or any Permitted Transferee (as defined in the Articles of Association of the Company), the Founder or Permitted Transferee is entitled to twenty votes for every Class B Share of which they are a holder, otherwise a Class B Shareholder other than the Founder or Permitted Transferee is entitled to one vote for every Class B Share held on a poll vote.
13. As at 31 March 2023 (being the latest practicable date prior to publication of this Notice), the Company's issued share capital consisted of 1,756,817,373 Class A Shares, and 100,299,642 Class B Shares. The total number of exercisable voting rights in the Company as at 31 March 2023 was, therefore, 3,762,810,213 (including the Class B Shares) and 1,756,817,373 (excluding the Class B Shares). The Company does not hold any Class A Shares or Class B Shares in treasury.
14. The following documents, which are available for inspection at an agreed time during normal business hours at the registered office of the Company on any weekday (Saturdays, Sundays and public holidays excluded), will also be available for inspection at the place of the AGM from 9.15 am on the day of the AGM until the end of the meeting:
 - I. copies of the service contracts of the Executive Directors under which they are employed by the Company and the letters of appointment (and other related documents) of the Non-Executive Directors; and
 - II. the Articles of Association of the Company.
15. Only those shareholders registered in the register of members of the Company as at 6.30 pm on 22 May 2023 (or, in the event of any adjournment, 6.30 pm on the date which is two days (excluding non-working days) before the adjourned meeting) shall be entitled to attend and/or vote at the AGM in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the register of members after 6.30 pm on 22 May 2023 (or, in the event of any adjournment, 6.30 pm on the date which is two days (excluding non-working days) before the adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote at the AGM.
16. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Company's AGM to be held on 24 May 2023 and any adjournment(s) of the AGM by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
17. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or relates to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in this Notice.
18. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
19. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

20. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 9.30 am on 22 May 2023 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
21. In accordance with the Company's established practice, all resolutions will be taken on a poll so as to accurately record the decision of all members based on their shareholding interests in the Company.
22. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that, if more than one, they do not do so in relation to the same Ordinary Shares.
23. It is possible that, pursuant to requests made by members of the Company under Section 527 of the Act, the Company may be required to publish on its website a statement setting out any matter relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM or any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company may not require the members requesting such website publication to pay its expenses in complying with Sections 527 or 528 of the Act and it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under Section 527 of the Act to publish on its website.
24. A copy of this Notice and other information required by Section 311A of the Act can be found on the Company's website <https://corporate.deliveroo.co.uk/>.
25. Shareholders may at any time choose to receive all shareholder documentation in electronic form via the internet, rather than through the post in paper format. Shareholders who decide to register for this option will receive an email each time a statutory document is published on the internet. Shareholders who wish to receive documentation in electronic form should contact the Company's Registrar, Equiniti, or visit www.shareview.co.uk and register for the electronic communications service.
26. You may not use any electronic address provided either in this Notice or in any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.
27. Under Section 338 and Section 338A of the Act, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the Meeting; and/or (ii) to include in the business to be dealt with at the Meeting any matter (other than a proposed resolution) which may be properly included in such business. A resolution may properly be moved or a matter may properly be included in the business of the Meeting unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business of the meeting, must be authorised by the person or persons making it, must be received by the Company not later than 13 April 2023, being the date at which Notice is given of the Company's AGM, and (in the case of a matter to be included in the business of the Meeting only) must be accompanied by a statement setting out the grounds for the request.

(Page left intentionally blank)

deliveroo plc

The River Building,
Level 1 Cannon Bridge
House, 1 Cousin Lane,
London, EC4R 3TE

corporate.deliveroo.co.uk