

**DELIVEROO PLC
(THE 'COMPANY')**

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS PASSED ON 16 OCTOBER 2023

At an General Meeting ('GM') of the Company, duly convened and held at 9.00am on Monday, 16 October 2023 at the offices of Freshfields Bruckhaus Deringer LLP, 100 Bishopsgate, London EC2P 2SR, the following resolutions were duly passed by means of a poll. Resolutions 1, 3 and 4 were passed as special resolutions and Resolution 2 as an ordinary resolution of the Company:

Special Resolution

1. THAT, in addition to (i) the authority for the purpose of section 701 of the Companies Act 2006 (the "**Act**") which was approved by special resolution passed at the annual general meeting of the Company held on 24 May 2023 (the "**AGM Authority**"); and (ii) any authority pursuant to section 701 of the Act as may be approved under Resolution 4 below in substitution for the AGM Authority, the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of its own A Ordinary Shares of £0.005 each in the capital of the Company ("A Ordinary Shares") pursuant to, for the purposes of, or in connection with a tender offer for A Ordinary Shares on the terms and in accordance with the arrangements set out or referred to in the circular to the Company's Shareholders dated 28 September 2023 (the "**Circular**") (a copy of which is produced to the meeting and signed for identification purposes by the chairman of the meeting) or otherwise as contemplated by arrangements set out or referred to in the Circular, provided that:
 - a) the maximum number of A Ordinary Shares hereby authorised to be purchased is 217,391,304;
 - b) the minimum price, exclusive of all expenses, which may be paid for an A Ordinary Share is 115 pence;
 - c) the maximum price, exclusive of all expenses, which may be paid for an A Ordinary Share is 135 pence; and
 - d) the authority conferred by this resolution shall expire on 31 December 2023, save that the Company may before the expiry of such authority make a contract to purchase A Ordinary Shares which will or may be executed wholly or partly after such expiry and the Company may make a purchase of such A Ordinary Shares after such expiry pursuant to such contract.

Ordinary Resolution

2. THAT, in connection with any special dividend paid or proposed to be paid by the Company, the Company and its Directors be authorised to, on one or more than one occasion:
 - (A)
 - a) (i) consolidate each of the A Ordinary Shares from time to time in the capital of the Company into one or more (such number being at the discretion of the Directors)

A Ordinary Shares in the capital of the Company (such share or shares being “intermediate share(s)”), and (ii) immediately after such consolidation, divide or sub-divide the intermediate share(s) into New A Ordinary Shares in the capital of the Company of such nominal value as the Directors may determine; or

- b) (i) sub-divide each of the A Ordinary Shares from time to time in the capital of the Company into such number of A Ordinary Shares in the capital of the Company as the Directors may determine (such shares being “intermediate shares”), and (ii) immediately after such sub-division, consolidate the intermediate shares into new A Ordinary Shares in the capital of the Company of such nominal value as the Directors may determine,

(B)

- a) (i) consolidate each of the B Ordinary Shares from time to time in the capital of the Company into one or more (such number being at the discretion of the Directors) B Ordinary Shares in the capital of the Company (such share or shares being “intermediate share(s)”), and (ii) immediately after such consolidation, divide or sub- divide the intermediate share(s) into New B Ordinary Shares in the capital of the Company of such nominal value as the Directors may determine; or
- b) (i) sub divide each of the B Ordinary Shares from time to time in the capital of the Company into such number of B Ordinary Shares in the capital of the Company as the Directors may determine (such shares being “intermediate shares”), and (ii) immediately after such sub division, consolidate the intermediate shares into new B Ordinary Shares in the capital of the Company of such nominal value as the Directors may determine,

on the basis that:

- i) the Directors shall have discretion to determine the record date and time by reference to which any such consolidation and/or division or sub-division shall take place;
- ii) the Directors shall have discretion to make any arrangements which they consider necessary, appropriate or expedient (i) to deal with fractions, rounding or other practical problems or matters which may result from any such consolidation and/or division or sub-division, or (ii) for the purpose of giving effect to any such consolidation and/or division or sub-division; and
- iii) in particular and without prejudice to the general discretion of the Directors under paragraph (ii) above, where any such consolidation and/or division or sub-division would result in any holder of A Ordinary Shares being entitled to a fraction of a New A Ordinary Share, such fraction shall, so far as possible, be aggregated with the fractions of a New A Ordinary Share (if any) to which other Sshareholders of the Company would be similarly so entitled and the Directors of the Company be and are hereby authorised to sell (or appoint any other person to sell) to any person all the New A Ordinary Shares representing such fractions in the open market at the price prevailing at the time of sale to any person(s), and to distribute the proceeds of sale (net of expenses) in due proportion among the relevant shareholders who would otherwise be entitled to the fractions so sold, save that (i) any fraction of a penny (or equivalent) which would otherwise be payable shall be rounded up or down in accordance with the usual practice of the Registrar of the Company and (ii) any due proportion of such proceeds that would pursuant to the foregoing fall for distribution to any shareholder which is an amount that is less than £5.00 (net of expenses) shall be retained by the Company and the relevant shareholder shall not be entitled thereto (and in order

to implement the provisions of this paragraph, any director (or any person appointed by the Directors) shall be and is hereby authorised to execute one or more instrument(s) of transfer in respect of such New A Ordinary Shares on behalf of the relevant shareholder(s) and to do all acts and things the Directors consider necessary or desirable to effect the transfer of such New A Ordinary Shares to, or in accordance with the directions of, any buyer of such New A Ordinary Shares).

Special Resolution

3. THAT, subject to the Share Consolidation taking effect, all references to the nominal value of "0.5 pence" of the A Ordinary Shares and the B Ordinary Shares in the articles of association of the Company be amended by substituting such reference with the nominal value of the New A Ordinary Shares and New B Ordinary Shares.

Special Resolution

4. THAT, (i) in addition to any authority pursuant to section 701 of the Act as may be approved under Resolution 1 above, but (ii) in substitution for the AGM Authority, the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of its A ordinary shares (of any nominal value from time to time) in the capital of the Company, such power to be limited:

- a) to a maximum aggregate number of 182,065,298 A ordinary shares;
- b) by the condition that the minimum price (exclusive of expenses) which may be paid for each A ordinary share is the nominal value of that share and the maximum price (exclusive of expenses) which may be paid for an A ordinary share is the highest of:
 - i) an amount equal to 105 per cent. of the average of the middle market quotations for an A ordinary 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 contracted to be purchased; and
 - ii) an amount equal to the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venues where the purchase is carried out, for an A ordinary share,

such power to apply until the end of the next annual general meeting of the Company in 2024 (or, if earlier, on 23 August 2024) (unless previously revoked or varied by the Company in a general meeting) but, in each case, so that the Company may enter into a contract to purchase A ordinary shares which will or may be executed wholly or partly after the power ends and the Company may purchase A ordinary shares pursuant to any such contract as if the power had not ended.