

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

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS PASSED ON 23 MAY 2024

At an Annual General Meeting ('AGM') of the Company, duly convened and held at 11.00am on Thursday, 23 May 2024 at the offices of White & Case LLP, 5 Old Broad Street, London EC2N 1DW, the following resolutions were duly passed by means of a poll. Resolution 15 was passed as an ordinary resolution and resolutions 16 to 19 were passed as special resolutions of the Company:

ORDINARY RESOLUTION

Directors Authority to Allot Shares

15. 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 £2,711,100; and
 - b) comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £5,422,200 (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 ordinary shares in proportion (as nearly as may be 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 2025 (or, if earlier, at the close of business on 22 August 2025); and
- II. subject to the limits set out in paragraph 15(I)(a) 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.

SPECIAL RESOLUTIONS

Disapplication of pre-emption rights

16. That, subject to Resolution 15 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 ordinary shares in proportion (as nearly as may be 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 15(I)(a), the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 16(I) above and paragraph 16(III) below) up to an aggregate nominal amount of £813,330; and
- III. when any allotment of equity securities or sale of treasury shares is or has been made pursuant to paragraph 16(II) above, the allotment of additional equity securities or sale of treasury shares for cash (also pursuant to the authority given under Resolution 15(I)(a)) up to an aggregate nominal amount equal to 20% of the nominal amount of that allotment under paragraph 16(II) above, provided that any allotment pursuant to this paragraph 16(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 22 August 2025) 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

17. That, subject to Resolution 15 being passed, the Board be authorised in addition to any authority granted under Resolution 16, 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 15 (I)(a):
 - a) be limited to the allotment of equity securities (otherwise than pursuant to paragraph 17(I)(b) below) or sale of treasury shares up to an aggregate nominal amount of £813,330, 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 17(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 17(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 22 August 2025) 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

18. 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 ordinary shares provided that:

- I. the maximum number of ordinary shares which may be purchased is 162,666,001, being approximately 10% of the Company's issued share capital as at 8 April 2024 (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 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 2025 (or, if earlier, 22 August 2025) (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

19. 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.