



# DELIVEROO PLC

## NOTICE OF 2024 ANNUAL GENERAL MEETING

To be held at the offices of White & Case LLP,  
5 Old Broad Street, London EC2N 1DW  
on Thursday 23 May 2024 at 11:00am.

**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,

### 2024 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 Thursday, 23 May 2024 at 11:00am at the offices of White & Case LLP, 5 Old Broad Street, London EC2N 1DW. The Notice of AGM which follows this letter (the “Notice”), sets out the formal business to be considered at the Meeting and can be found on pages 5 to 7 of this document. Explanatory notes on each of the resolutions 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.

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 2023 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.

### Voting and attendance at the AGM

All shareholders are encouraged to vote either in advance of the AGM or on the day. Details of how to submit your votes are contained within this Notice. The voting results will be announced through a Regulatory News Service and will be published on our website at <https://corporate.deliveroo.co.uk> as soon as practicable following the AGM. Please refer to Part C of this Notice for more information.

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 on page 11. Shareholders are also encouraged to appoint the Chair of the AGM to vote on their behalf.

### **Board changes and Director re-election**

On 1 January 2024, we welcomed Shobie Ramakrishnan to the Board. Shobie will be standing for election at the AGM for the first time this year, with all other Directors standing for re-election in accordance with the Company's Articles of Association and the UK 2018 Corporate Governance Code. Biographical details of all Directors are set out in Part D on pages 13 to 15 and on pages 80 to 82 of the 2023 Annual Report and Accounts, and also appear on the Company's website at <https://corporate.deliveroo.co.uk/>.

The Board is satisfied that each of the Directors proposed for election or re-election at this year's AGM 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 or re-election.

### **New Articles of Association**

Pursuant to article 60 of the Company's current articles of association (the "Articles"), all issued and outstanding Class B Ordinary Shares converted automatically into Class A Ordinary Shares at 11:59pm on 7 April 2024 (the "B Conversion"). Following the B Conversion the Company designated its issued and outstanding Class A Ordinary Shares to ordinary shares, resulting in one class of shares in issue (the "Redesignation").

Shareholder approval is being sought in Resolution 20 to adopt new articles of association of the Company (the "New Articles") that reflect the B Conversion and Redesignation.

In addition, all references to gender have been made neutral throughout the New Articles.

A draft of the New Articles is also available on the Company's website at <https://corporate.deliveroo.co.uk/>.

### **Recommendation**

The 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  
17 April 2024

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## Expected timetable for AGM related events

Deadline for advance submission of questions relating to the business of the AGM	5:00pm on Monday, 20 May 2024
Latest time for receipt of Equiniti Corporate Sponsored Nominee instructions	11:00am on Monday, 20 May 2024
Latest time for receipt of Proxy Form, CREST and Proxymity instructions	11:00am on Tuesday, 21 May 2024
Inspection of documents*	5:00pm on Wednesday, 22 May 2024
AGM	11:00am on Thursday, 23 May 2024

## 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](mailto:company.secretary@deliveroo.co.uk). Questions that are relevant to the business of the AGM will be answered at the Meeting. We reserve the right to group our answers in accordance with the themes from shareholders' questions to help with the orderly conduct of the Meeting.

We ask that questions submitted ahead of the Meeting be sent no later than 5:00pm on Monday, 20 May 2024 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 (at the AGM venue) until it ends:

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

## PART A – NOTICE OF 2024 ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Deliveroo plc will be held on Thursday, 23 May 2024 at 11:00am at the offices of White & Case LLP, 5 Old Broad Street, London EC2N 1DW, to consider and, if thought fit, to pass the following resolutions.

Resolutions 1 to 15 (inclusive) will be proposed as ordinary resolutions and Resolutions 16 to 20 (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 2023, together with the report of the auditor (the "2023 Annual Report").

#### Directors' Remuneration Report

2. To approve the Directors' Remuneration Report set out on pages 102 to 127 of the 2023 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 re-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 Dame Karen Jones DBE as a Director of the Company.
8. To re-elect Rick Medlock as a Director of the Company.
9. To elect Shobie Ramakrishnan as a Director of the Company.
10. To re-elect Dominique Reiniche as a Director of the Company.
11. To re-elect Tom Stafford as a Director of the Company.

#### Auditor appointment and remuneration

12. 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.
13. 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 2024.

#### Political donations

14. 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 2025 or on 22 August 2025.

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

### Resolutions continued

#### 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, or legal, regulatory or practical problems in, or under the laws of, any territory, or any other matter whatsoever arising in connection with such offer;

- 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.

**New Articles of Association**

20. That the amended proposed new Articles of Association of the Company (as produced to the Meeting and initialled by the Chair for the purposes of identification) be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of the Company, with effect from the conclusion of this AGM.

By Order of the Board

**Catherine Sukmonowski**

Company Secretary  
17 April 2024

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 2023, 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 102 to 127 of the 2023 Annual Report and sets out details of payments made to Directors in the year to 31 December 2023. 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 11 – Election and re-election of Directors

Resolutions 3 to 11 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 pages 88 to 90 of the 2023 Annual Report about the composition, succession and evaluation of the Board. 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.

### Resolutions 12 and 13 – Auditor appointment and remuneration

On the recommendation of the Audit and Risk Committee, the Board proposes in Resolution 12 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 13 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 14 – 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 or candidates and the Company does not intend to change its current policy for 2024. However, the Act defines "political donation", "political organisation" and "political expenditure" very broadly and, as a result, covers activities (such as sponsorship, subscriptions, payment of expenses and other support) that form part of normal relationships which are accepted as a way of engaging with stakeholders and opinion formers to ensure that companies' issues and concerns are considered and addressed. Activities of this nature are not designed to support any political party or candidate or to influence public support for a particular party or candidate, and would not be thought of as political donations in the ordinary sense of those words. In keeping with the Company's approach in prior years and reflecting the practice of many other companies, shareholder approval is being sought at our 2024 AGM, as a precautionary measure, for donations and/or expenditure that may be construed as political by the wide definition of such terms under the Act. 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 2025 or on 22 August 2025.

### Resolution 15 – 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 Shares in issue, and any amount in excess of one-third of the number of Shares in issue should be applied for use not just on rights issues but on any pre-emptive offers.

Accordingly, Resolution 15(l)(a) would give the Directors the authority to allot shares (or grant rights to subscribe for or convert any securities into shares) up to a maximum nominal amount equal to £2,711,100 (representing approximately 542,220,006 shares). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 8 April 2024, being the latest practicable date prior to publication of this Notice.

Resolution 15(l)(b) would give the Directors the authority to allot ordinary shares (or grant rights to subscribe for or convert any securities into shares) up to an aggregate nominal amount equal to £5,422,200 (representing approximately



1,084,440,012 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 8 April 2024, being the latest practicable date prior to publication of this Notice, and is in accordance with the IA Guidelines 2023.

The Directors have no current plans to issue shares other than in connection with employee share schemes. As at 8 April 2024, the Company does not hold any shares in treasury.

The authority sought under Resolution 15 will expire at the conclusion of the Annual General Meeting to be held in 2025 (or, if earlier, 22 August 2024). The Directors intend to renew this authority annually.

### **Resolution 16 – Disapplication of Pre-Emption rights**

Resolution 16 would give the Directors the authority to allot 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 £813,330 (representing approximately 162,666,001 shares). This aggregate nominal amount represents approximately 10% of the issued ordinary share capital of the Company as at 8 April 2024, 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.

The authority sought under Resolution 16 will expire at the conclusion of the Annual General Meeting to be held in 2025 (or, if earlier, 22 August 2025). The Directors intend to renew this authority annually.

### **Resolution 17 – Additional disapplication of Pre-Emption rights**

The authority granted by Resolution 17 is in addition to the authority granted by Resolution 16 and itself has two parts. The first part is limited to the allotment of shares for cash up to an aggregate nominal value of £813,330 (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 8 April 2024, 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.

The authority sought under Resolution 17 will expire at the conclusion of the Annual General Meeting to be held in 2025 (or, if earlier, 22 August 2025). The Directors intend to renew this authority annually.

The authority sought under these Resolutions 15, 16 and 17 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.

### **Resolution 18 – Authority to purchase own shares**

This Resolution 18 seeks shareholder approval for the Company to make market purchases of up to 162,666,001 ordinary shares, being approximately 10% of the issued share capital (excluding treasury shares) as at 8 April 2024, and specifies the minimum and maximum prices at which the shares may be bought.

On 31 October 2023, the Company announced the completion of its £250 million Tender Offer which resulted in the purchase of 192,307,407 Class A Ordinary Shares, which were cancelled on 31 October 2023. The Company also undertook a £50 million share buy-back programme during 2023, purchasing a total of 44,674,639 Class A Ordinary Shares which were cancelled on 29 December 2023.

## PART B – EXPLANATION OF RESOLUTIONS CONTINUED

### Resolution 18 – Authority to purchase own shares continued

Between September 2022 and January 2023, the Company's Roofoods Ltd Employee Benefit Trust (EBT) purchased £75 million of Class A Ordinary Shares (83,320,440) for use in the Company's employee share schemes. On 27 March 2024, the Company announced a further EBT Share Purchase Programme for purchases of ordinary shares up to £30m. Shares purchased under the 2024 EBT Share Purchase Programme will be held by the EBT and used to satisfy employee share-based compensation awards.

The Company is seeking to renew the authority under Resolution 18 to allow the Company 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 shares held in treasury. The Directors have no present intention of exercising this authority and will 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 will be cancelled. The Directors intend to seek renewal of this authority annually.

The total number of awards and options to subscribe for ordinary shares outstanding as at 8 April 2024 (being the latest practicable date prior to the publication of this Notice), was 151,157,349 representing approximately 9.29% 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 10.32% of the issued share capital as at 8 April 2024.

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 shares outstanding (excluding pre-IPO grants and grants made in the 42 day period following IPO) as at 8 April 2024 (being the latest practicable date prior to the publication of this Notice), was 100,685,293 representing approximately 6.18% 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 6.87% of the issued share capital as at 8 April 2024.

This authority will expire at the conclusion of the Annual General Meeting to be held in 2025 (or, if earlier, 22 August 2025).

### Resolution 19 – 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, 22 August 2025).

### Resolution 20 – New Articles of Association

Under Resolution 20, the Company proposes to adopt the New Articles.

Pursuant to article 60 of the Company's Articles, all issued and outstanding Class B Ordinary Shares converted automatically into Class A Ordinary Shares at 11:59pm on 7 April 2024. The Class A Ordinary Shares were subsequently redesignated as ordinary shares pursuant to the authority given to the Board under article 9 of the Articles. None of the rights attached to the Class A Ordinary Shares were varied pursuant to such redesignation. The purpose of the proposed amendments in the New Articles is to reflect such conversion and redesignation.

In addition, all references to gender have been made neutral throughout the New Articles. A draft of the proposed New Articles is also available on the Company's website at <https://corporate.deliveroo.co.uk/>.

## PART C – SHAREHOLDER INFORMATION

The AGM will take place on Thursday, 23 May 2024 at 11:00am at the offices of White & Case LLP, 5 Old Broad Street, London EC2N 1DW.

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

Please note that if you 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](mailto:company.secretary@deliveroo.co.uk). The Meeting is scheduled to start at 11:00am and we encourage shareholders to arrive promptly. Should you arrive later than when the Meeting has commenced, you may not be permitted to attend the Meeting. On arrival, please register at the 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. Take-up for shareholders attending remotely to watch the meeting proceedings was very low at our 2022 and 2023 AGM and therefore due to lack of shareholder interest we will not be offering a web-viewing option for the 2024 AGM.

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 mode during the Meeting.

### 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](mailto:company.secretary@deliveroo.co.uk). We ask that questions submitted ahead of the Meeting be sent no later than 5:00pm on 20 May 2024 and should include the shareholder's name and Shareholder Reference Number (as printed on the Proxy Form or available on their online account). Questions that are relevant to the business at the AGM will be answered at the Meeting. We reserve the right to group our answers in accordance with the themes from shareholders' questions to help with orderly conduct of the Meeting. There will be an opportunity for you to ask your question during the Q&A part of the Meeting.

### 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 11:00am on Tuesday, 21 May 2024.

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 [shareview.co.uk](http://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/Proxymity 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 2023 Annual Report. Their contact details are on page 16. Alternatively, the 2023 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

**Nationality:**  
UK

### 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

- Kingfisher plc – Non-Executive Director and Chair of the Remuneration Committee. Appointed Board Chair (and will step down from current roles) effective 20 June 2024
- Department for Digital, Culture, Media & Sport – Lead Non-Executive Board Member
- Derwent London plc – Non-Executive Director and Chair of the Remuneration Committee (stepping down 10 May 2024)
- Panel on Takeovers and Mergers – Member



**Will Shu**  
**Chief Executive Officer**

Appointed as CEO: 1 February 2013

Appointed to Deliveroo plc:  
19 March 2021

**Nationality:**  
US

### 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

**Nationality:**  
UK

### 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.

### Other appointments

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

### Key to Committees

<span style="background-color: #008080; color: white; padding: 0 2px;">A</span>	Audit and Risk Committee
<span style="background-color: #008080; color: white; padding: 0 2px;">N</span>	Nomination Committee
<span style="background-color: #008080; color: white; padding: 0 2px;">R</span>	Remuneration Committee
<span style="background-color: #008080; color: white; padding: 0 2px;"></span>	Committee Chair

## PART D – BOARD BIOGRAPHIES CONTINUED



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

Appointed: 1 January 2022

**Nationality:**  
UK

### 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: 1 June 2021

Appointed as SID: 1 January 2022

**Nationality:**  
UK

### 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 and Nomination Committees
- 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

**Nationality:**  
UK

### 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 (stepping down 1 May 2024)
- Datatec Ltd – Non-Executive Director and Member of the Audit, Risk and Compliance Committee
- Alaska Topco Limited (t/a Nomentia) – Chair
- British Engineering Services Ltd – Chair





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

Appointed: 1 May 2021

**Nationality:**  
 French

**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 previously a Non-Executive Director of Peugeot-Citroen SA, Severn Trent plc and AXA SA.

**Other appointments**

- Mondi plc – Non-Executive Director
- PayPal Europe – Non-Executive Director



**Shobie Ramakrishnan** **A N R**  
**Independent Non-Executive Director**

Appointed: 1 January 2024

**Nationality:**  
 US

**Experience**

Shobie Ramakrishnan has over 20 years of experience driving business success through smart use of data and technology. She currently leads the technology agenda at GSK in her role as Chief Digital and Technology Officer, helping GSK use technology as a differentiator to discover transformational medicines, deliver growth and positive health outcomes for patients. Before joining GSK, Shobie held senior technology leadership roles in organisations including AstraZeneca, Salesforce, Genentech and Roche.

**Other appointments**

- GSK plc – Chief Digital and Technology Officer



**Tom Stafford**  
**Non-Executive Director**

Appointed: 19 March 2021

**Nationality:**  
 Irish

**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**

<b>A</b>	Audit and Risk Committee
<b>N</b>	Nomination Committee
<b>R</b>	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](mailto:company.secretary@deliveroo.co.uk).
2. You may appoint your proxy electronically by going to [www.shareview.co.uk](http://www.shareview.co.uk) and logging onto your Shareview portfolio. Once logged in simply click "View" on the "My Investment" page and then click on the link to vote and follow the on-screen instructions. If you have not yet registered for a Shareview Portfolio, go to [www.shareview.co.uk](http://www.shareview.co.uk) and enter the requested information. It is important that you register for a Shareview Portfolio with enough time to complete the registration and authentication processes. 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, 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. Pursuant to article 60 of the Company's current Articles of Association, all issued and outstanding Class B Ordinary Shares converted automatically into Class A Ordinary Shares at 11:59pm on 7 April 2024. All Class A Ordinary Shares were subsequently redesignated as ordinary shares. As such, as at 8 April 2024 (being the latest practicable date prior to the publication of this Notice), the Company's issued share capital consisted of 1,626,660,019 ordinary shares which 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 Company does not hold any ordinary shares in treasury. Each holder of ordinary shares is entitled to one vote when voting on a resolution on a show of hands or one vote for every ordinary share of which they are a holder on a poll vote.

11. 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 10:45am 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 current Articles and proposed New Articles of the Company.
12. Only those shareholders registered in the register of members of the Company as at 6:30pm on 21 May 2024 (or, in the event of any adjournment, 6:30pm 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 6:30pm on 21 May 2024 (or, in the event of any adjournment, 6:30pm 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.
13. 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 23 May 2024 and any adjournment(s) of the AGM by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://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.
14. 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 ("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.
15. 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.
16. 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.
17. 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](http://www.proxymity.io). Your proxy must be lodged by 11:00am on 21 May 2024 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.
18. 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.
19. 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.

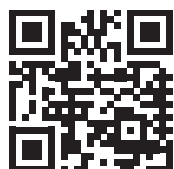
## PART E – NOTES CONTINUED

20. 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 auditor 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.
21. 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/>.
22. 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](http://www.shareview.co.uk) and register for the electronic communications service.
23. 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.
24. 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 17 April 2024, 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.

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### **Registrar information**

The Company's Registrar is Equiniti Limited. Equiniti provides a range of services to shareholders.



Extensive information including many answers to frequently asked questions can be found online.

**Use the QR code to register for FREE at  
[www.shareview.co.uk](http://www.shareview.co.uk)**

### **deliveroo plc**

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