

DELIVEROO HOLDINGS PLC

(the *Company*)

SCHEDULE OF RESPONSIBILITIES OF THE CHAIR AND CEO

Approved by the board on 19 March 2021

This document sets out the responsibilities of each of the chair of the board of the Company (the ***Chair***) and the chief executive officer of the Group (the ***CEO***). In this schedule ***Group*** and ***Group Company*** means (as the context requires) the Company and its subsidiary undertakings from time to time.

1. KEY ASPECTS OF THE CHAIR'S ROLE

1.1 The Chair:

- (a) leads the board and is responsible for its overall effectiveness in directing the Group;
- (b) shapes the culture in the boardroom and promotes a culture of openness and debate, while demonstrating objective judgment throughout his/her tenure;
- (c) sets a board agenda primarily focused on strategy, performance, value creation and preservation, culture, values, stakeholders and accountability, ensuring that issues relevant to these areas are reserved for board decision, having regard for the Schedule of Matters Reserved for the Board (as may be amended by the board from time to time).

2. THE CHAIR'S RESPONSIBILITIES

Board decision-making and governance

- 2.1 To establish policies and processes to enable the proper functioning of the board and in particular to ensure that there is a timely flow of accurate, high-quality and clear information between the board and executive team responsible for the day-to-day management of the Group, including the executive directors and other senior managers with the assistance of the Company Secretary and Legal, Compliance and Finance Teams, as needed.
- 2.2 To ensure that adequate time is available for discussion of all agenda items, in particular matters of material strategic importance to the Group and/or for which board approval is required pursuant to the Schedule of Matters Reserved for the Board.

- 2.3 To ensure that the board determines the nature, and extent, of the significant risks the Group is willing to embrace in the implementation of its strategy.
- 2.4 To review periodically, with the assistance of the Company Secretary and the Finance, Compliance and Legal Teams (as needed), whether the board and the Group's governance processes are fit for purpose, and consider any improvements or initiatives that could strengthen the governance of the Group.

Directors' engagement and relationships

- 2.5 To facilitate constructive board relations and the effective contribution of all non-executive directors, including by holding meetings with the non-executive directors without the executive directors present.
- 2.6 To encourage all board members to engage in board and committee meetings by drawing on their and others' respective skills, experience and knowledge.
- 2.7 To foster relationships based on trust, mutual respect and open communication inside and outside the boardroom between non-executive directors and the executive directors and other officers and senior managers.
- 2.8 To develop a productive working relationship with the CEO, providing support and advice, while respecting executive responsibility.

Directors' induction and training

- 2.9 To ensure that all directors receive a full, formal and tailored induction on joining the board.
- 2.10 To ensure that all directors are aware of and able to discharge their statutory duties.
- 2.11 To ensure that all directors continually update their skills, knowledge and familiarity with the Group to fulfil their role both on the board and committees.
- 2.12 To provide guidance and mentoring to new directors as appropriate.

Board evaluation

- 2.13 To lead the annual board evaluation, with support from one or more other non-executive directors as appropriate.
- 2.14 To determine with the nomination committee whether the board evaluation should be externally facilitated, having regard to the guidance listed companies in respect of annual board evaluation published by the Chartered Governance Institute or equivalent guidance issued from a professional body .
- 2.15 To act on the results of the evaluation by recognising the strengths and addressing any weaknesses of the board.

Board appointments and succession planning

- 2.16 To chair the nomination committee (but the Chair shall not act in relation to the appointment of his/her successor).

Engagement with key stakeholders

- 2.17 To arrange for all directors to attend the Company's annual general meeting and for the chairs of the audit and risk, remuneration and nomination committees to be available to answer questions on matters within the relevant committee's area of responsibility.
- 2.18 To seek regular engagement with a sufficient range of major shareholders in order to understand their views on governance and performance against the strategy, in addition to formal general meetings.
- 2.19 To ensure that the board as a whole has a clear understanding of and listens to the views of shareholders, the workforce, customers and other key stakeholders.
- 2.20 To lead, with the CEO, the Group's relationships with governments, authorities and regulators.

3. ROLE OF THE CEO

- 3.1 The CEO reports to the Chair and to the board and is responsible for the executive management of the Group., with support from the other executive director(s) and senior management. All members of executive management report directly to the CEO except as varied from time to time.

4. THE CEO'S RESPONSIBILITIES

- 4.1 To manage the Group on a day-to-day basis, with the support of the other members of executive management and others, within the authority delegated by the board and with reference to the Group's Delegation of Authority document.
- 4.2 To be responsible for developing Group strategy, plans and commercial and other objectives and for making proposals to the board.
- 4.3 To be responsible for implementing and delivering approved strategy, plans and objectives agreed by the board.
- 4.4 To manage and mitigate the Group's emerging and principal risks in line with the assessment made by the board and the Group's risk management and internal control systems (including financial, operational and compliance controls).

- 4.5 To maintain a dialogue with the Chair and the board on important and strategic issues facing the Group.
- 4.6 To ensure the Chair is alerted to potentially complex, contentious or sensitive issues affecting the Group.
- 4.7 To ensure, with the assistance of the Company Secretary and the Compliance and Legal Teams (as needed), that the executive team comply with the terms on which matters are delegated by the board, and the terms of reference of board committees, and to ensure matters included in the Schedule of Matters Reserved for the board are escalated appropriately.
- 4.8 To ensure that the development needs of the executive directors and senior management are identified and met.
- 4.9 To ensure that the Group develops strategies and has plans in place for the succession and replacement of key personnel.
- 4.10 To lead communications with shareholders and other stakeholders, ensuring that appropriate, timely and accurate information is disclosed to the market, with issues escalated promptly to the Market Disclosure Committee as appropriate.
- 4.11 To develop Group policies and codes for board approval and implement them.
- 4.12 To set an example to the Group's workforce and other key stakeholders and to be responsible for communicating to them expectations in respect of the Company's culture, and for ensuring that operational policies and practices drive appropriate behaviour.
- 4.13 To be responsible for supporting the Chair to make certain that appropriate standards of governance apply through all parts of the Group.
- 4.14 To ensure the board is made aware of the views of the workforce, customers and other key stakeholders.
- 4.15 To ensure the board is made aware of the views of senior management on business issues.
- 4.16 To ensure that management fulfils its obligation to provide the board with:
 - (a) accurate, timely and clear information in a form and of a quality and comprehensiveness that will enable it to discharge its duties;
 - (b) the necessary resources for developing and updating directors' knowledge and capabilities; and
 - (c) appropriate knowledge of the Group, including access to business operations

(d) and members of the workforce.