



# DELIVEROO PLC

## NOTICE OF 2022 ANNUAL GENERAL MEETING

Held at Goldman Sachs offices, Plumtree Court,  
2 Stonecutter Street, EC4A 4AH on  
Friday, 20 May 2022 at 10.00 am

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from an independent professional advisor.

If you have sold or otherwise transferred all your shares, 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,

### 2022 Annual General Meeting of Deliveroo Plc

I am writing to you with details of our first annual general meeting (the “AGM” or the “Meeting”) to be held on Friday, 20 May 2022 at 10.00 am. The Notice of AGM which follows this letter (the “Notice”), sets out the business to be considered at the Meeting. A detailed explanation of the business to be conducted at the Meeting can found on pages 6 to 7 of this document.

### Shareholder participation

We are holding the AGM at Goldman Sachs offices, Plumtree Court, 2 Stonecutter Street, EC4A 4AH. At present, we expect that it will be possible to allow shareholders to attend the AGM in person if they wish to. Those shareholders who are unable to attend in person can alternatively view our AGM live via a webcast.

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). This is so we can ensure that the Meeting takes place in a manner which promotes the health and wellbeing of our shareholders and employees, as this is of paramount importance to us. 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. Given the timing of the meeting we will be serving tea and coffee ahead of the Meeting but no other refreshments will be available. If necessary, we may revise our AGM arrangements in the event of a material change in circumstances. We will communicate any changes in advance through our website, <https://corporate.deliveroo.co.uk/>, and where appropriate by announcement via a Regulatory News Service.

As set out in 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 will be able to watch the AGM live via the webcast. Shareholders can also ask questions ahead of time by sending an email to the Company Secretary at [company.secretary@deliveroo.co.uk](mailto:company.secretary@deliveroo.co.uk). Answers to shareholder questions submitted ahead of the Meeting will be published on our website prior to the Meeting. Further details in relation to these arrangements including on how to join the webcast will be made available on the Group’s website at <https://corporate.deliveroo.co.uk/> prior to the AGM.

We ask that questions submitted ahead of the Meeting be sent no later than 10.00 am on Friday, 13 May 2022 and should include the shareholder’s name and Shareholder Reference Number (as printed on the Proxy Form or available on their online account). We will collate the questions received and will endeavour to publish the answers in advance of the proxy voting deadline.

Please note that during the Meeting, shareholders participating through the webcast facility will not be able to ask questions or vote. Shareholders may ask questions ahead of the meeting (as set out above) and are asked to exercise their votes ahead of the Meeting by submitting their proxy electronically or by post, as explained below. Shareholders are also encouraged to appoint the Chair of the AGM to vote on their behalf.

### Voting at the AGM

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

- Online via our registrars’ website, [www.sharevote.co.uk](http://www.sharevote.co.uk);
- Via the CREST electronic proxy appointment service (for CREST members); or
- By completing the Proxy Form and returning it to our registrars.

Institutional investors may also be able to appoint a proxy electronically via the Proxyimity platform. Please go to [www.proxyimity.io](http://www.proxyimity.io).

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

The deadline for appointing a proxy is 10.00 am on Wednesday, 18 May 2022. Please note that the deadline for shareholders holding their shares through a nominee, including the Deliveroo Nominee Service, will be earlier than this date and so those shareholders should check this with their nominee.

## Directors

In accordance with the Company's Articles of Association and the UK Corporate Governance Code, all Directors will seek election at the AGM. Biographical details of all the Directors are set out on pages 72 to 74 of the 2021 Annual Report and Accounts and appear on the Company's website at <https://corporate.deliveroo.co.uk/>.

The Board is satisfied that each of the Directors proposed for election has the appropriate balance of skills, experience, independence and knowledge to enable them to fully and effectively discharge their duties and responsibilities as a director of a listed company and recommends them all for election.

## Directors' Remuneration Report and Policy

Our Directors' Remuneration Report and Directors' Remuneration Policy ("Policy") (Resolutions 2 and 3) will be put to shareholders at the AGM. As set out in detail in our Directors' Remuneration Report starting on page 93 of the 2021 Annual Report, the Remuneration Committee has sought to ensure that our remuneration framework is flexible and competitive so that we can attract and retain the best, highly skilled talent particularly, engineering and technology talent, as this is critical to us achieving our strategic objectives.

## Recommendation

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

Yours sincerely,

**Claudia Arney**

Chair

13 April 2022

# DELIVEROO PLC – NOTICE OF 2022 ANNUAL GENERAL MEETING

Notice is hereby given that the first Annual General Meeting (the “AGM” or the “Meeting”) of Deliveroo Plc (the “Company”) will be held at 10.00 am on Friday, 20 May 2022 at Goldman Sachs offices, Plumtree Court, 2 Stonecutter Street, EC4A 4AH, to consider and, if thought fit, to pass the following resolutions.

Resolutions 1 to 16 (inclusive) will be proposed as ordinary resolutions and Resolutions 17 to 20 (inclusive) will be proposed as special resolutions.

## Resolutions

### Annual Report and Accounts

1. To receive the Strategic report, Directors’ report, and the audited accounts for the financial year ended 31 December 2021, together with the report of the auditor (the “2021 Annual Report”).

### Directors’ Remuneration Report

2. To approve the Directors’ Remuneration Report (excluding the Directors’ Remuneration Policy) set out on pages 93 to 130 of the 2021 Annual Report.

### Directors’ Remuneration Policy

3. To approve the Directors’ Remuneration Policy, as set out in the Directors’ Remuneration Report on pages 102 to 119 of the 2021 Annual Report.

### Election of Directors

4. To elect Claudia Arney as a Director of the Company.
5. To elect Will Shu as a Director of the Company.
6. To elect Adam Miller as a Director of the Company.
7. To elect Peter Jackson as a Director of the Company.
8. To elect Karen Jones, CBE as a Director of the Company.
9. To elect Rick Medlock as a Director of the Company.
10. To elect Dominique Reiniche as a Director of the Company.
11. To elect Tom Stafford as a Director of the Company.
12. To elect Lord Simon Wolfson as a Director of the Company.

### Auditor appointment and remuneration

13. To 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.
14. 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 ending 31 December 2022.

### Political Donations

15. 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 2023 and 19 August 2023.

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

### Directors Authority to Allot Shares

16. 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:
  - i. up to an aggregate nominal amount of £3,092,874; and
  - ii. comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £6,185,749 (including within such limit any shares issued or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue to:
    - a. holders of Class A Ordinary Shares in the capital of the Company (“Class A Shares”) of £0.005 each and Class B Ordinary Shares of £0.005 each in the capital of the Company (“Class B Shares”) in proportion (as nearly as may be practicable) to their existing holdings (or where the holders(s) of Class B Shares have consented to a variation or abrogation of the rights attaching to the Class B Shares in accordance with the Articles of Association of the Company, to the holders of Class A Shares only in proportion (as nearly as practicable) to their existing holdings); and
    - b. holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory, or any 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 2023 (or, if earlier, 19 August 2023); and

- II. subject to the limits set out in paragraph 16(I) above, make an offer or agreement which would, or might, require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority and the Directors may allot shares and grant rights in pursuance of that offer or agreement as if the authority had not expired.

### Disapplication of pre-emption rights

17. That, subject to the passing of Resolution 16, the Directors be hereby generally empowered pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of the Act) for cash under the authority given by that resolution and/or to sell 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, provided that this power shall be limited to:

- i. the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under Resolution 16(l)(ii) by way of a rights issue only) to:
  - a. holders of Class A Shares and Class B Shares in proportion (as nearly as may be practicable) to their existing holdings (or where the holders(s) of Class B Shares have consented to a variation or abrogation of the rights attaching to the Class B Shares in accordance with the Articles of Association of the Company, to the holders of Class A Shares only in proportion (as nearly as practicable) to their existing holdings); and
  - b. holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

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

- ii. in the case of the authority granted under Resolution 16(l)(i), such authority shall be limited to the allotment (otherwise than under paragraph (i) above) of equity securities or sale of treasury shares for cash up to an aggregate nominal amount of £463,931; and

Such power shall apply until the conclusion of the Company's annual general meeting to be held in 2023 (or, if earlier, 19 August 2023) but, during this period, 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 power ends, and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if such power had not expired.

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

18. That, subject to the passing of Resolution 16, and in addition to the power granted to them under Resolution 17, the Directors be hereby generally empowered pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of the Act) for cash pursuant to the authority conferred by Resolution 16 and/or to sell shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to the allotment or sale, provided that this power shall:

- i. in the case of the authority granted under Resolution 16(l)(i):
  - a. be limited to the allotment of equity securities for cash up to an aggregate nominal amount of £463,931; and
  - b. be used only for the purposes of financing (or refinancing, if the power is used within six 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 Statement of Principles on Disapplying Pre-emption

Rights most recently published by the Pre-Emption Group prior to the date of the notice of the AGM (the "PEG Principles"); and

- ii. apply until the conclusion of the Company's annual general meeting to be held in 2023 (or, if earlier, 19 August 2023) but, during this period, 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 power ends, and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if such power had not expired.

#### **Authority to purchase own shares**

19. That the Company be hereby generally and unconditionally authorised pursuant to section 701 of the Act to make market purchases (as defined in section 693(4) of the Act) of Class A Shares provided that:

- i. the maximum number of Class A Shares which may be purchased is 185,572,481, being approximately 10% of the Company's issued share capital as at 1 April 2022 (being the latest practicable date prior to the publication of the notice of AGM);
- ii. the minimum price (excluding expenses) which may be paid for each such share is £0.005;
- iii. the maximum price (excluding expenses) which may be paid for each such share is the higher of:
  - a. an amount equal to 105% of the average of the middle market quotations for a Class A Share as derived from the London Stock Exchange Daily Official List for the five Business Days immediately preceding the day on which the relevant share is purchased; and
  - b. an amount equal to the higher of the price of the last independent trade and the highest current independent purchase bid 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 2023 (or, if earlier, 19 August 2023) (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**

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

By Order of the Board

#### **Catherine Sukmonowski**

Company Secretary  
13 April 2022

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



## 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 2021, 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 93 to 130 of the 2021 Annual Report and sets out details of payments made to Directors in the year to 31 December 2021. 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.

### Resolution 3 - Directors' Remuneration Policy

Resolution 3 seeks shareholder approval for the Directors' Remuneration Policy (the "Policy"), which is set out on pages 102 to 119 of the 2021 Annual Report. It sets out the Company's policy on remuneration and potential payments to Directors going forward. If the Policy is approved, the Company will not be able to make a remuneration payment to a current or prospective Director or a payment for loss of office to a current or past Director unless that payment is in accordance with the Policy or has been approved separately by a resolution of the shareholders by way of an amendment to the Policy.

The vote on the Policy is binding on the Company. If approved, the Policy will remain in effect for the next three years effective from the date of this AGM, except in the event that a change of policy is proposed or the advisory vote on the Remuneration report is not passed in any year subsequent to the approval of the policy.

### Resolutions 4 to 12 - Election of Directors

Resolutions 4 to 12 deal with the election of Directors in accordance with the requirements of the Company's Articles of Association and the UK Corporate Governance Code.

Biographical details of all the Directors can be found in the 2021 Annual Report on pages 72 to 74 and on the Company's website: <https://corporate.deliveroo.co.uk/>.

Additional information is included on page 75 of the 2021 Annual Report about the independence of the independent Non-Executive Directors. The Board is satisfied that each of the Directors proposed for election has the appropriate balance of skills, experience, independence and knowledge to enable them to fully and effectively discharge their duties and responsibilities as a director of a listed company.

### Resolution 13 and 14 - Auditor appointment and remuneration

On the recommendation of the Audit and Risk Committee, the Board proposes in resolution 13 that Deloitte be appointed as auditor of the Company.

Resolution 14 proposes that the Audit and Risk Committee be authorised to determine the level of the auditor's remuneration. In effect, the Audit Committee will consider and approve the audit fees on behalf of the Board in accordance with the Competition and Markets Authority Audit Order.

### Resolution 15 - Political Donations

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

This authority will expire at the earlier of the conclusion of the Company's next annual general meeting to be held in 2023 and 19 August 2023.

### Resolutions 16, 17 and 18 - Authorities to Allot Shares and Disapply Pre-Emption Rights

Resolution 16(l)(i) would give the Directors the authority to allot ordinary shares (or grant rights to subscribe for or convert any securities into ordinary shares) up to a maximum nominal amount equal to £3,092,874 (representing approximately 618,574,938 ordinary shares). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 1 April 2022, being the latest practicable date prior to publication of this Notice.

Resolution 16(l)(ii) would give the Directors the authority to allot ordinary shares (or grant rights to subscribe for or convert any securities into ordinary shares) up to an aggregate nominal amount equal to £6,185,749 (representing approximately 1,237,149,876 ordinary shares), in relation to a pre-emptive offer to existing shareholders by way of a rights issue (with exclusions to deal with fractional entitlements to shares and overseas shareholders to whom the rights issue 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 1 April 2022, being the latest practicable date prior to publication of this Notice. This part of Resolution 16 provides that where the holders(s) of Class B Shares have consented to a variation or abrogation of the rights attaching to the Class B Shares in accordance with the Articles of Association of the Company, the authority to allot can be to holders of Class A Shares only (in proportion (as nearly as practicable) to their existing holdings).

The Directors have no current plans to issue shares other than in connection with employee share schemes. As at 1 April 2022, the Company does not hold any shares in treasury.

Resolution 17 would give the Directors the authority to allot ordinary shares (including any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

This authority would be limited to allotments or sales in connection with rights issues or other pre-emptive offers, or otherwise up to an aggregate maximum nominal amount of £463,931 (representing approximately 92,786,241 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 1 April 2022, the latest practicable date prior to publication of this Notice. In respect of this aggregate nominal amount, the Directors confirm their intention to follow the provisions of the PEG Principles regarding cumulative usage of pre-emption disapplication authorities within a rolling three-year period where the PEG Principles provide that usage in excess of 7.5% of the issued ordinary share capital of the Company should not take place without prior consultation with shareholders.

The authority granted by Resolution 18 is in addition to the authority granted by Resolution 17. It is limited to the allotment of shares for cash up to an aggregate nominal value of £463,931 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents approximately a further 5% of the issued ordinary share capital of the Company as at 1 April 2022, 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 six 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 authority sought under these resolutions is a standard authority 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.

If the resolutions are passed, the authorities sought under Resolutions 16, 17 and 18 will expire on the conclusion of the AGM to be held in 2023 (or, if earlier, 19 August 2023).

### **Resolution 19 - Authority to purchase own shares**

This resolution seeks shareholder approval for the Company to make market purchases of up to 185,572,481 Class A Shares, being approximately 10% of the issued share capital (excluding treasury shares) as at 1 April 2022 and specifies the minimum and maximum prices at which the Class A Shares may be bought.

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 and would result in an increase in earnings per share.

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.

The total number of awards and options to subscribe for Class A Shares outstanding as at 1 April 2022 (being the latest practicable date prior to the publication of this Notice), was 120,577,924 representing approximately 6.50% 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 7.22% of the issued share capital as at 1 April 2022.

This authority will expire at the conclusion of the AGM to be held in 2023 (or, if earlier, 19 August 2023).

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

### **Resolution 20 - 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 AGM (or, if earlier, 19 August 2023).

## SHAREHOLDER INFORMATION

The AGM will take place at 10.00 am on Friday, 20 May 2022 at Goldman Sachs offices, Plumtree Court, 2 Stonecutter Street, EC4A 4AH.

At present, we expect that shareholders will be able to attend the AGM in person if they wish to. Alternatively, shareholders can view our AGM live via the webcast.

Should circumstances change such that we consider that it is no longer possible for any shareholders to attend the Meeting in person or in the event that the venue is no longer appropriate, we will notify shareholders via the issuance of a Regulatory News Service announcement to the London Stock Exchange and on our website. Please monitor our website for any updates to the arrangements of the AGM.

### Attendance at the AGM

We encourage shareholders to watch the AGM via our live webcast. Please note that if you do wish to attend the Meeting in person, we ask that you register your intention to attend in advance of the Meeting by emailing the Company Secretary at [company.secretary@deliveroo.co.uk](mailto:company.secretary@deliveroo.co.uk). As set out in 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. 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 health and wellbeing of our shareholders and employees, as this is of paramount importance to us.

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.

For personal safety and security reasons there may be checks and searches conducted. Recording equipment, cameras or other items that might interfere with the good order of the Meeting will not be permitted in the room. Mobile phones must be turned off or be on silent during the Meeting.

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

### Asking questions at the AGM

Shareholders will be able to watch the AGM live via the webcast. 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). Answers to shareholder questions submitted ahead of the Meeting will be published on our website prior to the Meeting. Further details in relation to these arrangements including on how to join the webcast will be made available on the Group's website at <https://corporate.deliveroo.co.uk/> prior to the AGM.

We ask that questions submitted ahead of the Meeting be sent no later than 10.00 am on Friday, 13 May 2022 and should include the shareholder's name and Shareholder Reference Number (as printed on the Proxy Form or available on their online account). We will collate the questions received and will endeavour to publish the answers in advance of the proxy voting deadline. We reserve our right to group our answers in accordance with the themes from shareholders' questions.

### Watch our webcast

Shareholders can follow the AGM by watching our live webcast which will commence at 10.00 am on Friday, 20 May 2022.

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

### 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 10. To be valid, Proxy Cards and CREST Proxy Instructions must be received by 10.00 am on Wednesday, 18 May.

Please note that proxy votes can only be submitted via paper Proxy Cards returned to the address stated in the notes on page 10, electronically via [sharevote.co.uk](https://sharevote.co.uk) or [shareview.co.uk](https://shareview.co.uk) or via CREST or Proxymity.

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

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

### Voting

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

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



**Adjournment/postponement**

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

**Want more information or help?**

Equiniti can help with shareholding queries and can provide you with a copy of the 2021 Annual Report. Their contact details are on page 10. Alternatively, the 2021 Annual Report and this Notice are available at <https://corporate.deliveroo.co.uk/>.

## 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 at [www.sharevote.co.uk](http://www.sharevote.co.uk). You will need the Voting I.D., Task I.D. and Shareholder Reference which together make up your personal voting reference number printed on the front of the proxy form enclosed with this Notice. Alternatively, if you have already registered with Equiniti's online portfolio service, Shareview, you can submit your proxy form at [www.shareview.co.uk](http://www.shareview.co.uk) by logging onto your portfolio using your usual user I.D. and password. Once logged in simply click "View" on the "My Investment" page, click on the link to vote then follow the on-screen instructions. For further information see the instructions printed on your proxy form.
3. You can appoint your proxy electronically or by using the form enclosed with this Notice: instructions are shown on the form. Proxy forms and the power of attorney or other authority, if any, under which it is signed (or a certified copy of it) need to be received by the Company's registrar, Equiniti Limited, no later than 48 hours before the scheduled start of the AGM or any adjournment of the AGM. Equiniti's address is Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.
4. We strongly encourage shareholders to register their votes in advance by appointing the Chair of the AGM as their proxy and giving their voting instructions. This will ensure that your vote is counted even if attendance at the Meeting is restricted and you or any other proxy you might appoint are unable to attend in person should the Government guidelines change.
5. A "vote withheld" option is provided on the proxy form to enable you to instruct your proxy not to vote on any particular resolution. Note that a vote withheld in this way is not a "vote" in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.
6. You must inform the Company's registrar in writing of any termination of the authority of a proxy.
7. A person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "Nominated Person") may, under an agreement between them and the shareholder who nominated them, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
8. The statements of the rights of members in relation to the appointment of proxies in this Notice do not apply to a Nominated Person. Only registered members of the Company can appoint proxies. Nominated Persons are reminded that they should contact the registered holder of their ordinary shares (and not the Company) on matters relating to their investments in the Company.
9. Under section 319A of the Act, a member attending the Meeting has the right to ask questions in relation to the business of the Meeting. The Company must answer any such questions relating to the business being dealt with at the Meeting except if (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
10. Shareholders participating through the webcast facility will not be able to ask questions or vote. Viewing the live webcast will not constitute formal attendance at the AGM and so shareholders who view the webcast will not form part of the quorum of the Meeting. Shareholders wishing to vote on the day will need to attend the AGM in person or by proxy.
11. As at 1 April 2022 (being the latest practicable date prior to publication of this Notice), the Company had two classes of ordinary shares, namely Class A Shares and Class B Shares. The Class A Shares are listed on the standard listing segment of the Financial Conduct Authority's Official List and traded on the Main Market for listed securities of the London Stock Exchange. The Class B Shares, are not admitted to listing and trading and are held by the Company's Founder and Chief Executive Officer, Will Shu.
12. Class A Shareholders at a general meeting are each entitled to one vote when voting on a resolution on a show of hands or one vote for every Class A Share of which they are a holder on a poll vote. On a vote on a resolution on a show of hands, a Class B Shareholder shall have one vote. When voting on a poll, if the Class B Shares are held by the Founder or any Permitted Transferee, the Founder or Permitted Transferee is entitled to twenty votes for every Class B Share of which they are a holder, otherwise a Class B Shareholder other than the Founder or Permitted Transferee is entitled to one vote for every Class B Share held on a poll vote.
13. As at 1 April 2022 (being the latest practicable date prior to publication of this Notice), the Company's issued share capital consisted of 1,755,425,173 Class A Shares, and 100,299,642 Class B Shares. The total number of exercisable voting rights in the Company as at 1 April 2022 was, therefore, 3,761,418,013 (including the Class B Shares) and 1,755,425,173 (excluding the Class B Shares). The Company does not hold any Class A Shares or Class B Shares in treasury.
14. The following documents, which are available for inspection at an agreed time during normal business hours at the registered office of the Company on any weekday (Saturdays, Sundays and public holidays excluded), will also be available for inspection at the place of the AGM from 9.00 am on the day of the AGM until the end of the meeting:
  - I. copies of the service contracts of the Executive Directors under which they are employed by the Company and the letters of appointment (and other related documents) of the Non-Executive Directors; and
  - II. the Articles of Association of the Company.

15. Only those shareholders registered in the register of members of the Company as at 6.30 pm on 18 May 2022 (or, in the event of any adjournment, 6.30 pm on the date which is two days (excluding non-working days) before the adjourned meeting) shall be entitled to attend and/or vote at the AGM in respect of the number of ordinary shares registered in their name at that time. Changes to entries on the register of members after 6.30 pm on 18 May 2022 (or, in the event of any adjournment, 6.30 pm on the date which is two days (excluding non-working days) before the adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote at the AGM.
16. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Company's AGM to be held on 20 May 2022 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.
17. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or relates to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in this Notice.
18. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
19. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
20. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 10.00 am on 18 May 2022 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
21. In accordance with the Company's established practice, all resolutions will be taken on a poll so as to accurately record the decision of all members based on their shareholding interests in the Company.
22. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that, if more than one, they do not do so in relation to the same ordinary shares.
23. It is possible that, pursuant to requests made by members of the Company under section 527 of the Act, the Company may be required to publish on its website a statement setting out any matter relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM or any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company may not require the members requesting such website publication to pay its expenses in complying with sections 527 or 528 of the Act and it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on its website.
24. A copy of this Notice and other information required by section 311A of the Act can be found on the Company's website <https://corporate.deliveroo.co.uk/>.
25. Shareholders may at any time choose to receive all shareholder documentation in electronic form via the internet, rather than through the post in paper format. Shareholders who decide to register for this option will receive an email each time a statutory document is published on the internet. Shareholders who wish to receive documentation in electronic form should contact the Company's Registrar, Equiniti, or visit [www.shareview.co.uk](http://www.shareview.co.uk) and register for the electronic communications service.
26. You may not use any electronic address provided either in this Notice or in any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

27. Under section 338 and section 338A of the Act, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in such business. A resolution may properly be moved or a matter may properly be included in the business of the meeting unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business of the meeting, must be authorised by the person or persons making it, must be received by the Company not later than 13 April 2022, 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.

**deliveroo Plc**

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**[corporate.deliveroo.co.uk](https://corporate.deliveroo.co.uk)**