RNS Number: 3158G Deliveroo PLC 25 April 2025

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THIS IS AN ANNOUNCEMENT FALLING UNDER RULE 2.4 OF THE CITY CODE ON TAKEOVERS AND MERGERS (THE "CODE") AND DOES NOT CONSTITUTE A FIRM INTENTION TO MAKE AN OFFER UNDER RULE 2.7 OF THE CODE. THERE CAN BE NO CERTAINTY THAT AN OFFER WILL BE MADE.

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION.

FOR IMMEDIATE RELEASE

25 April 2025

Deliveroo plc ("Deliveroo" or "the Company")

Response to Press Speculation

Following recent press speculation, the Board of Deliveroo confirms that on 5 April 2025 it received an indicative proposal from DoorDash, Inc. ("DoorDash") regarding a possible cash offer for the entire issued and to be issued ordinary share capital of Deliveroo at a price of 180 pence per Deliveroo share (the "Possible Offer").

Having carefully considered the Possible Offer with its advisers, the Board of Deliveroo has indicated to DoorDash that, should a firm offer be made on the financial terms set out above, it would be minded to recommend such an offer to Deliveroo shareholders, subject to the agreement of the other terms of the offer.

Accordingly, the Board of Deliveroo decided to engage in discussions with DoorDash in relation to the Possible Offer and has provided DoorDash with access to due diligence.

There can be no certainty that any firm offer for Deliveroo will be made. At this time, shareholders are advised to take no action in respect of the Possible Offer.

This announcement has been made by Deliveroo with the consent of DoorDash.

In accordance with Rule 2.6(a) of the Code, the Company announces that by not later than 5pm (London time) on 23 May 2025, DoorDash must either announce a firm intention to make an offer for Deliveroo under Rule 2.7 of the Code or announce that it does not intend to make such an offer in which case the announcement will be treated as a statement to which Rule 2.8 of the Code applies. This deadline will only be extended with the consent of the Takeover Panel in accordance with Rule 2.6(c) of the Code.

In accordance with Rule 2.5(a) of the Code, DoorDash reserves the right to: (i) introduce other forms of consideration and / or vary the mix or composition of consideration of any offer; and (ii) make an offer for Deliveroo at a lower value and/or on less favourable terms than those described in this announcement: (a) with the agreement or recommendation of the Board of Deliveroo; (b) if a third party announces a firm intention to make an offer for Deliveroo; or (c) following the announcement by Deliveroo of a Rule 9 waiver transaction pursuant to Appendix 1 of the Code or a reverse takeover (as defined in the Code). If after the date of this announcement Deliveroo declares, makes or pays any dividend or distribution or other return of capital to its shareholders (other than pursuant to the share buyback programmes announced by Deliveroo on 13 March 2025), DoorDash reserves the right to make an equivalent reduction to terms of the Possible Offer.

As a consequence of this announcement, an 'offer period' has now commenced in respect of the Company in accordance with the rules of the Code and the attention of shareholders is drawn to the disclosure requirements of

Rule 8 of the Code, which are summarised below.

Enquiries

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Further information

The person responsible for arranging for the release of this announcement on behalf of Deliveroo is Catherine Sukmonowski, Deliveroo Company Secretary.

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Goldman Sachs International ("Goldman Sachs"), which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, is acting exclusively for Deliveroo and no one else in connection with the matters referred to in this announcement and will not be responsible to anyone other than Deliveroo for providing the protections afforded to clients of Goldman Sachs International, or for providing advice in relation to the matters referred to in this announcement.

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White & Case LLP is acting as legal adviser to Deliveroo.

Disclosure Requirements

Under Rule 8.3(a) of the Code, any person who is interested (directly or indirectly) in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company

and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested (directly or indirectly) in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeror company and by any offeree and Dealing Disclosures must also be made by the offeror company, by any offeree and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeror and offeree companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeree was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

In accordance with Rule 2.4(c)(iii) of the Code, DoorDash confirms that it is not aware of any dealings in Deliveroo shares that would require a minimum level, or particular form, of consideration that it would be obliged to offer under Rule 6 or Rule 11 of the Code (as appropriate) if it were to make an offer. However, prior to this announcement it has not been practicable for DoorDash to make enquiries of all persons acting in concert with it to determine whether any dealings in Deliveroo shares by such persons give rise to a requirement under Rule 6 or Rule 11 of the Code for DoorDash, if it were to make an offer, to offer any minimum level, or particular form, of consideration. Any such details shall be announced as soon as practicable and in any event by no later than the deadline for DoorDash's Opening Position Disclosure.

Rule 2.9 Information

In accordance with Rule 2.9 of the Code, Deliveroo confirms that as at the latest close of business its issued share capital consisted of 1,510,437,068 ordinary shares of £0.005, each carrying one vote. The Company holds 13,555,114 shares in treasury. The total number of voting rights in the Company is therefore 1,496,881,954.

The International Securities Identification Number for Deliveroo's ordinary shares is GB00BNC5T391.

Publication on Website and Hard Copies

A copy of this announcement and the documents required to be published by Rule 26 of the Code will be made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on the Company's website at https://corporate.deliveroo.co.uk by no later than 12 noon (London time) on the business day following the date of this announcement. For the avoidance of doubt, the contents of those websites are not incorporated into and do not form part of this announcement.

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