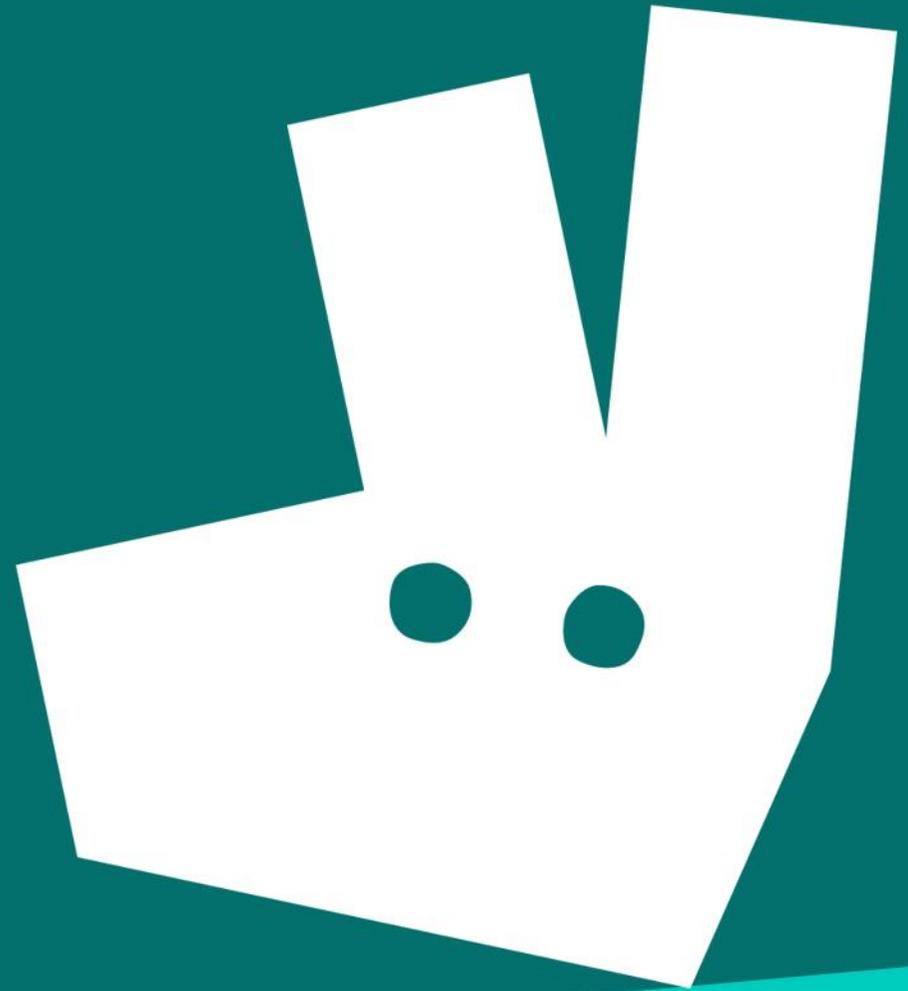


# THE ROO WAY



**Deliveroo's Code of Conduct**



**deliveroo**



# CONTENT

- 3 Message from our CEO, Will Shu
- 4 Deliveroo's Values
- 6 Why do we have a Code of Conduct?
- 7 Who does our Code apply to and who is responsible for it?
- 8 How should you use the Code of Conduct?
- 9 How does the Code fit alongside our Values and Policies?
- 10 Standards of Conduct: Acting with Integrity, Respect, and Responsibility
- 23 How to seek guidance and report any concerns?
- 25 Additional Resources





# A MESSAGE FROM OUR CEO, WILL SHU

Hi everyone,

At Deliveroo, we have been serving our communities for over a decade now - delivering to our consumers, providing work to our riders, and supporting our merchants. After ten years, the time has now come to refresh our Code of Conduct and our company values to reflect the business we have matured into.

We are operating in a time of rapid change, evolving technology, and increasing opportunity. While we must continue to comply with the relevant laws and policies, we will inevitably face situations where the right decision may not be immediately clear. Our Code, combined with our new values, provides a guide for how we do business the right way, so we make responsible and ethical decisions. It is designed to help us understand the standards we must maintain and the conduct expected of us, so we can grow and succeed together. I also believe this Code is critical to protecting our culture - it pushes us to remain curious and intellectually honest, and ultimately share the accountability for doing business the right way.

Deliveroo has been on an incredible journey since I founded the business ten years ago. We now serve millions of hungry consumers every month, and partner with thousands of merchants and riders around the globe to bring people the food they love. We put our consumers first in everything we do, but we do this while considering the impact we have on our riders, our merchants, and our wider communities. That is where the Code and our values come in.

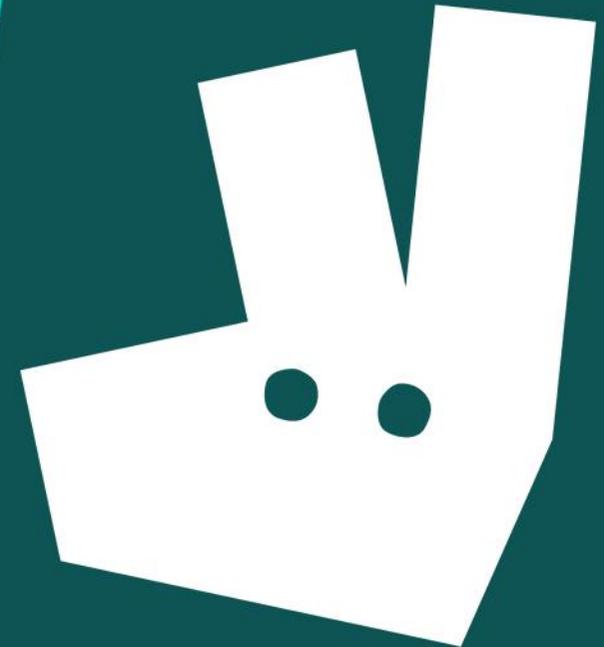
Please take the time to read the Code and understand how it applies to you. Alongside driving business success and helping us be the best online food company, it will support a workplace where we all thrive.

Thank you for your commitment to the 'Roo Way' and embracing our values to help shape our culture.

Will Shu

Founder and CEO

July 2023



# Our values

Our values are Deliveroo's very own secret sauce. They're our culture, our mindset and an articulation of who we are as people and as a business when we're at our very best. They set the bar for how we do things - from the way we speak to each other, to the decisions we make, and even the people we bring into the team. Put simply, they're our roadmap for what is possible. We are all responsible for upholding our values and living them everyday.

Live and breathe our marketplace 



Play to win 



Celebrate difference 



Champion big and small innovations 



Obsess about operational excellence 



Be curious and intellectually honest 





# ABOUT OUR CODE OF CONDUCT





# WHY DO WE HAVE A CODE OF CONDUCT?



At Deliveroo, our mission is simple: to transform the way you shop and eat, bringing the neighbourhood to your door, by connecting consumers, shops, restaurants and riders.

We operate in a competitive, fast-paced, agile environment where employees are empowered to make decisions that play a critical role in pursuing that mission. Each of us has a responsibility to use good judgement and act with integrity in every action we take, and this **integrity is a critical ingredient to our success.**

That is why our **Code of Conduct** is an important step in the next phase of our journey as a growing business. It reflects our commitment to conduct business in accordance with our **company values**, to act with integrity and to offer the best experience to our marketplace. We're driven by the positive impact we are bringing to the world, the industry and our company. Our culture, underpinned by our values, helps drive better business performance and is essential to our long-term growth and success.

This Code is a compliance tool intended to help guide you on how to work:

- with all sides of the marketplace;
- with your colleagues, reports, and managers at Deliveroo; and
- in our wider communities.

We may encounter situations where the right thing to do is not clear. This is where the Code serves as a valuable resource to help guide us on the **ethical and legal responsibilities** that we share. This is not a complete rulebook that addresses every issue that might arise, and it is not a summary of all laws and policies. Rather, it provides you with principles-based guidance that empowers you to exercise good judgement and directs you to resources to help you make the right decisions.

It is our guide to:

- Living our **values** and upholding our **reputation**;
- Making **the best decisions** we can every day;
- Complying with our company **policies** and the **laws** that apply to us; and
- Understanding where to go for **guidance**.

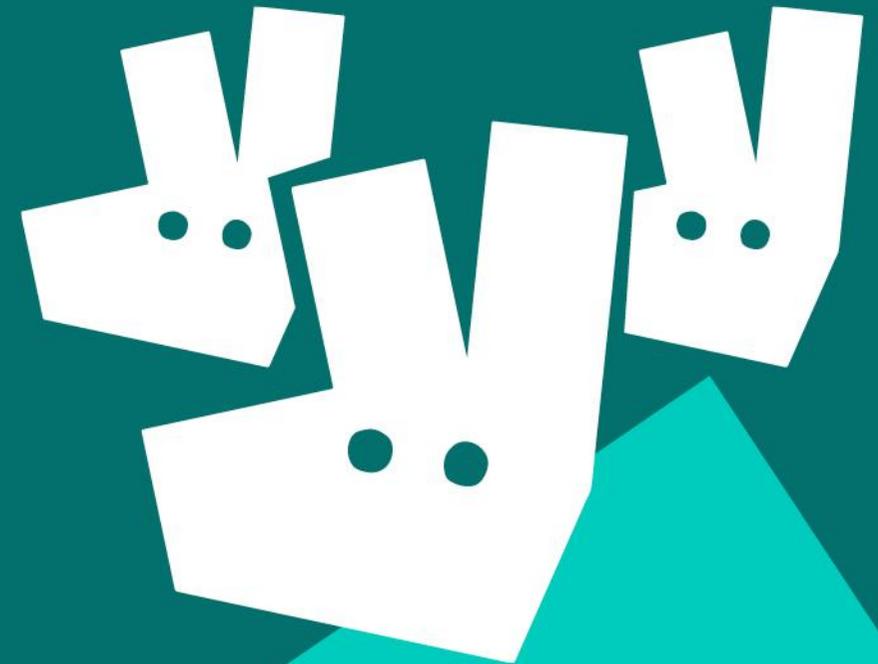


# WHO DOES OUR CODE APPLY TO AND WHO IS RESPONSIBLE FOR IT?

**Everyone!** Our Code of Conduct applies to all employees (including interns, agents and contractors), directors and officers of Deliveroo and all of its subsidiaries globally. It can help us all stay on the same page and be a point of reference in many day-to-day situations. So we ask that you get to know and comply with this Code, use it to better understand and manage the risks applicable to your role, and ask questions of anything you are unsure about.

Deliveroo's Exec team has overall responsibility for this Code, as overseen by the Board. The Ethics and Compliance team is responsible for administering the Code; if you have any questions about the Code of Conduct, please email [ethics.compliance@deliveroo.co.uk](mailto:ethics.compliance@deliveroo.co.uk).

This Code is non-contractual and can be amended, withdrawn or replaced.



# HOW SHOULD YOU USE THE CODE OF CONDUCT?

## As your integrity roadmap

Our Code, combined with our company policies and values, gives you the information needed to make responsible and ethical decisions. If you ever encounter a situation where you're not sure how to proceed or the right thing to do is not obvious, you should ask yourself our four integrity questions and consider it through the lens of our ethical principles:

## Our four 'Integrity Questions'

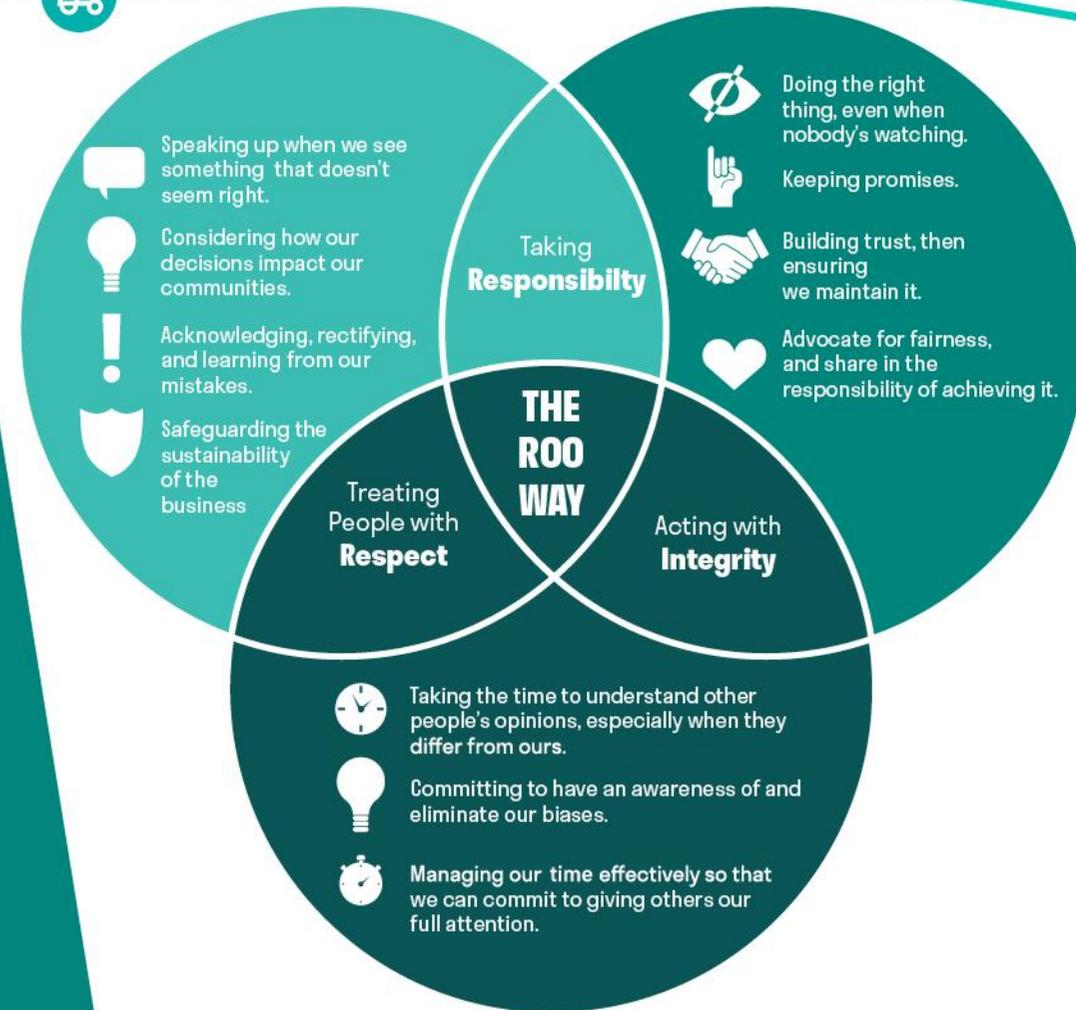
If you are ever in doubt of what to do, ask yourself these four questions:

1. Am I **confident** that what I am doing is in **compliance with the law**?
2. Am I following the spirit as well as the letter of this **Code**?
3. Would I feel comfortable if my actions were made **public**?
4. Are my actions treating others with **dignity and respect**?

If you can't answer "yes" to any of these questions, there are many people at Deliveroo who are here to help you. Please seek guidance from your manager, HRBP or the Ethics and Compliance team.

## As a leadership tool

We all know actions speak louder than words. If you are a People Manager, you have greater responsibility to support our culture, champion the importance of the Code and set an example for employees to follow. We ask you to really help encourage an understanding of this Code and its principles amongst your direct reports and colleagues.



## Our Ethical Principles

In their simplest form, the principles and standards in this Code are about:

- acting with **integrity**
- treating people with **respect** and
- taking **responsibility** for your actions.

# HOW DOES THE CODE FIT ALONGSIDE OUR VALUES & POLICIES?

Each of the Code of Conduct, our values and our company policies serve important roles within our business. The Code of Conduct sets out ethical standards and high-level principles we should comply with, while policies translate those standards into actionable guidelines to follow in your day-to-day role. Our values serve as the driving force behind our company's ethical expectations, and are integrated into the Code and policies to promote a culture that reflects Deliveroo's core principles. Together, they each contribute to maintaining a **strong ethical and compliant culture within Deliveroo.**

- **Our Code** outlines how we operate as a company and the behaviour expected of you, beyond laws and regulations. It is generally broader than our policies and sets out overarching principles and values for ethical behaviour. Policies are narrower in scope and focus on specific areas or issues.

- **Our Values** are our cultural heart and are our guiding beliefs and principles. These should be incorporated throughout our Code and policies, and in everything we do.
- **Our Policies** provide us with detailed guidance on a specific topic, like Conflicts of Interest, Health & Safety or Information Security.
- **Laws and Regulations** vary by jurisdiction and we are committed to complying with the laws of the countries where we operate.

They complement each other, are intertwined and all are needed for us to succeed.





# STANDARDS OF CONDUCT: ACTING WITH INTEGRITY, RESPECT, AND RESPONSIBILITY

These **Standards of Conduct** are a guide for how to comply with the **ethical and legal responsibilities** that we share. This is not a complete rulebook that addresses every issue that might arise, and is not a summary of all laws and policies. Rather, the Standards provide you with principles-based guidance that empowers you to exercise good judgement and directs you to resources to help you make the right decisions.

In this section we set out our commitments to:

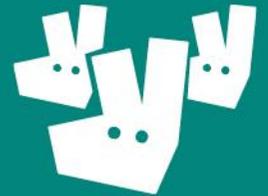
## THE THREE SIDES OF OUR MARKETPLACE

The ways we offer the best experience to our customers, merchants, and riders.



## OUR PEOPLE

The ways we respect the rights and dignity of everyone.



## OUR BUSINESS

The ways we protect shareholder value by acting in compliance with applicable laws and building a sustainable business for the long term.





## COMMITMENTS TO THE THREE SIDES OF OUR MARKETPLACE

### STANDARD

**We connect consumers, riders and merchants across local markets to bring people the food they love.**

### WHAT THIS COMMITMENT MEANS

We provide consumers with access to the best selection of local favourites and national chains, delivering a seamless experience at the best value. Ultimately, **consumers** choose to order from Deliveroo, so what we stand for and our brand image are critical to that decision.

We are strongly committed to engaging with **riders** and seeking their views, as well as supporting their health and safety and protecting their personal data.

Our **merchants** provide the food that our consumers love. Our aim is to help them grow by enabling more consumers to access their food via delivery. Our proposition to our merchants – restaurant, grocery and non-food – aims to provide strong incremental demand generation, an excellent consumer experience, tools to drive profitability and grow their business, and innovations for the future of online delivery.

### WHAT YOU NEED TO DO

Champion our brand, uphold our reputation and engage in providing the best consumer, rider and merchant experience.



## We build and maintain strong relationships with our business partners.

We choose our **suppliers** carefully. We have set out the standards which we expect suppliers to comply with in our Business Partner Code of Conduct - they are fundamental to managing third party risk and are non-negotiable.

We will engage constructively with our suppliers and may choose to work with someone else if our standards are not met.

Follow our onboarding processes so that we can conduct due diligence on our suppliers in a risk-targeted way. Where you are responsible for a supplier relationship, clearly communicate our expectations (including sharing our Business Partner Code of Conduct), monitor that they are being met (and escalate if they are not), and be an advocate for ensuring Deliveroo works with suppliers who share our values.

## We are committed to dealing fairly with all sides of our marketplace, as well as our suppliers and competitors.

We operate in a competitive environment, but as a business our policy is to compete **fairly** and in compliance with competition law.

Comply with applicable competition laws to support an open and rigorous marketplace. If you are unsure whether an action complies with competition law, contact a member of the Legal team.

## We prioritise food safety.

We want customers using the Deliveroo platform to be confident that food they order on Deliveroo will be safe. To this end, we have **clear food safety standards** (reinforcing legal requirements) - which we expect our partners and riders to adhere to. We engage constructively with regulators, and investigate and enforce breaches of our policies where appropriate. We make tools available to partners to help them meet their legal obligations, including providing allergen information, to customers.

Promote the importance of food safety with our partners and riders; to report any concerns that you have so they can be promptly addressed; and to take customer and regulator complaints of food safety seriously.



## We protect personal data.

**Protecting personal data** means not using or sharing it unless we absolutely have to; keeping it secure when we do; and only using it in a way our customers, riders, merchants and employees would expect us to. We've built trust across our marketplace and must maintain trust to grow it.

Check the relevant privacy policies to see what kind of data we can collect, how we can use it and who we can share it with.

Delete data as soon as we don't need it anymore.

For anything new, get in touch with the Privacy Legal team to ensure we comply with applicable data protection laws - and require our partners and suppliers to do the same.

## We are committed to playing our part in preventing modern slavery in our business and our supply chains.

We conduct impact assessments which map our business and supply chain activities against recognised indicators of modern slavery risk and we take action to mitigate potential impacts.

In addition to policies and training, teams around the business are driving initiatives throughout our supply chain and marketplace that support the **prevention of modern slavery**.

Be aware of the risks you may encounter in your role, by participating in training and familiarising yourself with the policy. Support Deliveroo's due diligence and monitoring procedures and report any concerns you become aware of.

## We are committed to financial integrity and work to prevent abuse of our platform by others.

We comply with **due diligence procedures** and the financial controls in place to detect and prevent the abuse of our systems through fraudulent behavior, tax evasion, money laundering or sanctions violations.

Support Deliveroo's procedures and controls, be alert to red flags which may indicate a suspicious transaction and promptly report any suspicious activity you become aware of in accordance with the below.



**We strive to be an environmentally friendly company and play an active role in our communities.**

We challenge ourselves to work towards a low carbon future, tackle waste and incentivise sustainable behaviours from partners.

We are committed to our communities and seek to use our unique network to have a **positive social impact**, through partnering with local charities and community groups to help tackle food insecurity.

Comply with applicable sustainability requirements and promote the importance of such behaviours with our partners.

Engage with our communities and support our charity partners with your employee volunteer day.

## RAISING QUESTIONS OR CONCERNS

If you have any questions about these standards, speak with your manager, HRBP or a member of the Ethics and Compliance team. If you see behaviour which you believe has breached this standard, we encourage you to Speak Up via the Whistleblowing Hotline.

## RESOURCES

- Modern Slavery Policy
- Spending Deliveroo Money
- Information Security Policy
- Sanctions Policy
- Anti-Money Laundering Policy
- Anti-Facilitation of Tax Evasion Policy
- Anti-Fraud Policy
- Modern Slavery Statement
- Business Partner Code of Conduct
- Sustainability Review, within Deliveroo's Annual Report
- Speak Up Policy





# COMMITMENTS TO OUR PEOPLE

## PEOPLE STANDARDS

**We are committed to valuing the different lived experiences of our workforce, treating them with dignity and providing a respectful, safe and open workplace where employees are able to build a definitive career.**

## WHAT THIS COMMITMENT MEANS

We endeavour to create an environment that is **inviting, inclusive and consistently fair** for people of diverse or underrepresented backgrounds, and reflects the communities in which we serve.

We do not tolerate harassment, bullying, violence, retaliation or any form of discrimination, of any sort, in our workplace or in our marketplace.

## WHAT YOU NEED TO DO

We expect you to embrace and embody our **celebrating difference** company value.

This means, choosing to understand the perspective of others you're interacting with, respecting that no one has the same life, and that we all deserve to be able to contribute to Deliveroo's mission regardless of that, and understanding that we have a shared responsibility in making sure the way we treat each other is always fair.

Understand that bias is not the same as discrimination, but recognise that we all show up with inherent biases because of the unique environments we grew up in. Biases are blockers, and we should always aim to get rid of blockers. We expect you to use the tools and resources provided by Deliveroo to help mitigate those biases.

If you ever witness or experience harassment, bullying, violence, retaliation or discrimination, report it immediately, either to your manager, HRBP or through our confidential Speak Up platform, Whispli, as outlined below.



**We are committed to creating and maintaining a work environment that promotes physical, mental and emotional health and wellbeing.**

**We respect the privacy and personal data of our employees.**

Deliveroo is committed to supporting a culture where consumers, riders and merchants celebrate differences and centre diverse perspectives. As a platform connecting an incredibly diverse range of individuals, we have a responsibility to champion and protect their diversity, and uplift the richness of experience our partners bring to our platform.

We share a responsibility to create a **positive and supportive work environment**. We provide our people with tools to take care of their own wellbeing and the wellbeing of their peers.

We are committed to creating a **psychologically safe space** where everyone can share how they're feeling and ask for support.

We are committed to **protecting employee data** and ensuring it is always treated respectfully, lawfully and for the purposes it was collected for.

We are transparent about how we process your personal data and your privacy rights. We recognise personal data is just that - personal.

Be an advocate for representation in the marketplace, and practice dignity in stakeholder relationships. Consider things like supplier diversity, ways to create access for underrepresented merchants and consumers, and how we can continue to treat underrepresented riders with respect.

Be mindful and proactively take care of your own wellbeing and of those around you. If you need support, don't suffer in silence. Ask for help when you need it. Offer help if you see someone struggling. Be prepared to listen.

If you need wellbeing support or advice, you can reach out to your manager or HRBP, or choose from a range of tools and services as outlined below.

Check the relevant privacy policies to see what kind of data we can collect, how we can use it and who we can share it with.

Delete data as soon as we don't need it anymore.

For anything new, get in touch with the Privacy Legal team to ensure we comply with applicable data protection laws.



## RAISING QUESTIONS OR CONCERNS

If you have any questions about these standards, speak with your manager, HRBP or a member of the Ethics and Compliance team. If you see behaviour which you believe has breached this standard, we encourage you to Speak Up via the Whistleblowing Hotline.

## RESOURCES

- Diversity Policy
- Equal Opportunities Policy
- DE&I Resources: Introonnet Page
- Anti-Bullying and Harassment Policy
- Stress at Work Policy
- Mental Health Policy
- Wellbeing Policy
- Wellbeing Toolkit
- People Privacy Policy
- Speak Up Policy
- Candidate or Employee privacy policies





# Commitment to our business

## Business Standards

**We do not tolerate any forms of bribery and corruption.**

**We do not trade on or share inside information.**

## WHAT THIS COMMITMENT MEANS

We understand who we are doing business with and why.

Offering or receiving a bribe is prohibited.

Providing or receiving gifts or entertainment must be proportionate, handled in a responsible manner and never intended to give rise to an unfair outcome.

Controls are in place to identify and manage any inside information. Access is restricted by Legal to only those who need to know. We have a clear “Dealing Matrix”, outlining any trading restrictions that are applicable to certain employee groups at Deliveroo with respect to the trading of Deliveroo shares.

In addition, “open” and “closed” trading windows are clearly communicated to the business, ensuring clarity as to when employees can and cannot trade in Deliveroo shares.

## WHAT YOU NEED TO DO

We do not seek to improperly influence anyone and expect the same from those we work with.

Check the Gifts & Hospitality matrix before offering or accepting anything - seek guidance from your manager or the Ethics and Compliance team if unsure how to proceed.

Fully participate in any training required of you in relation to anti-bribery and corruption.

Report any concerns that you have as outlined below.

Always consider the nature of the information that you have and if it needs to be protected or restricted. If you have any questions about whether you might have restricted or potentially inside information, please contact Legal.

You may become aware of information that has not been made public and, if widely known, could affect Deliveroo’s share price. Using that information to trade or sharing it with anyone else for an improper purpose is prohibited and could result in a criminal offence against the company and the individual.



**We protect and use company assets responsibly.**

Deliveroo has a wide variety of assets, including physical assets, proprietary information, personal data, intellectual property and IT resources such as communication systems and Generative AI.

We are all responsible for protecting Deliveroo's property entrusted to us and helping to protect Deliveroo's assets in general.

We expect everyone to only use Deliveroo IT resources for conducting Deliveroo business and only access appropriate content.

All employees must be aware of and understand Deliveroo's security policies and standards.

You must be alert and report any loss, or risk of loss, of Deliveroo's assets to the Security team immediately.

You must return all Deliveroo assets if leaving Deliveroo employment.

**We protect our information.**

We have access to confidential and proprietary information of the company and that of our customers, merchants, riders and suppliers. Such information may be financial information, business plans, technical information, information about employees and customers, and other types of information.

Non-authorized access, use and disclosure of confidential or proprietary information may damage Deliveroo or the third party and, therefore, we expect the access, use and disclosure of information to be restricted.

Information must not be disclosed to others unless they need to access the information for their work, and are authorised to have the information.

Upon learning of any wrongful use or treatment of non-public information, promptly notify the Security, Data Protection and Legal teams.

Do not store non-public information on personal computers, storage media or other devices not authorised by Deliveroo.

Access provided to employees may only be used in the manner in which it was intended. Passwords and similar information must never be shared with others.



**We adopt new technologies - like GenAI - ethically and responsibly.**

There is huge potential for new technologies and tools to improve the efficiency of our day to day work at Deliveroo, but we should all be cognisant of their risks, limitations and weaknesses. Laws and regulations are still evolving, and could be influenced if we make mistakes. If we don't follow appropriate guardrails, our overall adoption of new technology - including GenAI - could be slowed, we could cause significant disruption to business operations, incur legal liability and/or suffer material financial damage.

We expect you to be mindful of the rapid and huge change new technologies like GenAI could have on our business and marketplace, stay up-to-date on our guidance, and always use and implement change in a responsible and ethical manner.

**We avoid or manage conflicts of interest.**

We will not use our position at Deliveroo to advance our personal interests or those of our family or friends at the expense of Deliveroo. **We use good judgement to avoid situations where a conflict of interest might arise**, or even appear to arise.

In carrying out your role you must act objectively, transparently and in the best interests of Deliveroo.

If a conflict arises - or may arise - it should be promptly disclosed.

Avoid letting any personal interests or relationships affect decisions on hiring or dealing with any of our partners.

**We maintain accurate business information and treat it carefully.**

We all have a role to play in recording accurate information to ensure the integrity of our financial and other reporting. Records should be made in a timely manner and reflect the underlying transaction or arrangement.

When dealing with information, think carefully about what measures should be taken to maintain its integrity and confidentiality.

Agreements or commitments should be made in writing and contain all material commitments of Deliveroo and our counterparties.



## We cooperate with external investigators.

As a company, when we receive enquiries from law enforcement, governmental or regulatory authorities, we seek to engage meaningfully and always courteously. If we have a legal duty to provide information, we do so in a truthful and transparent way. We retain important information in line with our Legal Hold and Retention Policies.

If you receive an enquiry, you must always contact the Legal department immediately and do not engage without their approval.

## RAISING QUESTIONS OR CONCERNS

If you have any questions about these standards, speak with your manager, HRBP or a member of the Ethics and Compliance team. If you see behaviour which you believe has breached this standard, we encourage you to Speak Up via the Whistleblowing Hotline.

## RESOURCES

- Security Policies and Standards
- Inside Information, Disclosure and Dealing Policy
- Anti-Bribery and Corruption Policy, including Gifts & Hospitality
- Conflicts of Interest Policy
- Use of Generative AI Policy
- GenAI Handbook
- Speak Up Policy





# HOW TO SEEK GUIDANCE AND REPORT ANY CONCERNS?

At Deliveroo we are encouraged to **be curious and intellectually honest**. This means that it's our responsibility to ask questions. We're not scared to challenge the status quo and we raise concerns if we've seen something we're unsure about.

## Asking questions

### We love questions big and small!

If you have any questions about the Code, want to discuss a particular situation with someone impartial or just want to share some thoughts and feedback - **we want to hear from you**.

Please contact Ethics and Compliance by emailing [ethics.compliance@deliveroo.co.uk](mailto:ethics.compliance@deliveroo.co.uk)

## Reporting concerns

If you see or hear behaviour which you believe has breached our Code of Conduct, a policy or law, we encourage you to **speak up** and report it.

Concerns can be reported to your manager, HRBP, or you can report your concern through our confidential Speak Up platform, Whispli.

**Deliveroo does not tolerate any retaliation for raising genuine concerns.** All concerns are taken seriously and treated with respect and confidentiality.

It is possible to submit concerns anonymously. We treat all reports seriously and disclosing your identity can help us to conduct a more in-depth investigation of the concerns you raise; however we understand that not everyone is comfortable identifying themselves in certain situations.

For more information, visit Speaking Up at Deliveroo on the Introonet.



## How do we deal with breaches of this Code?

**Any breach of this Code may include disciplinary action up to and including termination of employment or service.**



# HOW TO SPEAK UP AT DELIVEROO

Can you Speak Up to  
your line manager about  
the misconduct?

**YES**



Can you Speak Up to  
another manager in the  
business?

**YES**



Can you Speak Up to a  
HR Business Partner  
about the misconduct?

**YES**



If the other options are  
not suitable, you can use  
the Whispli platform to  
report the misconduct



deliveroo



# Additional Resources

Get support if you need it. These resources are a great place to start.

- Your manager or another member of management
- Ethics and Compliance Team
- People Team
- Employee Assistance Program (EAP)
- Mental Health First Aider (MHFA)





Effective date: 20 July 2023

deliveroo plc

The River Building  
Level 1  
Cannon Bridge House  
1 Cousin Lane  
London EC4R 3TE