Consolidated income statement and statement of comprehensive profit

For the year ended 31 December 2024

	Note	2024 £m	2023 £m
Continuing operations			
Revenue	6	**2,071.9**	2,030.0
Cost of sales		**(1,305.0)**	(1,303.6)
Gross profit		**766.9**	726.4
Administrative expenses		**(783.7)**	(770.0)
Other operating income		**10.6**	5.9
Other operating expenses		**(6.2)**	(6.0)
Operating loss	7	**(12.4)**	(43.7)
Finance income	8	**28.5**	35.3
Finance costs	9	**(3.9)**	(2.5)
Profit/(loss) before tax		**12.2**	(10.9)
Income tax charge	10	**(12.3)**	(7.6)
Loss for the year from continuing operations		**(0.1)**	(18.5)
Discontinued operations			
Profit/(loss) for the year from discontinued operations	11	**3.0**	(13.3)
Profit/(loss) for the year attributable to owners of the Company		**2.9**	(31.8)

Profit/(loss) per share	Note	2024 £	2023 £
From continuing operations			
– Basic	13	**(0.00)**	(0.01)
– Diluted	13	**(0.00)**	(0.01)
From continuing and discontinued operations			
– Basic	13	**0.00**	(0.02)
– Diluted	13	**0.00**	(0.02)

	Note	2024 £m	2023 £m
Profit/(loss) for the year		**2.9**	(31.8)
Other comprehensive expense			
Items that may be reclassified subsequently to profit or loss:			
Currency translation		**(1.5)**	(6.8)
Total comprehensive income/(expense) for the year		**1.4**	(38.6)

This statement should be read in conjunction with the notes to the consolidated financial statements on pages 175 to 214.

Consolidated statement of financial position

As at 31 December 2024

	Note	2024 £m	2023 £m
Non-current assets			
Property, plant and equipment	14	**28.2**	39.0
Right-of-use assets	15	**44.3**	55.2
Intangible assets	16	**67.2**	67.8
Deferred tax assets	17	**3.1**	1.8
Investments in financial assets	18	**2.9**	2.9
Trade and other receivables	19	**9.9**	14.1
Total non-current assets		**155.6**	180.8
Current assets			
Inventory	20	**13.3**	14.8
Trade and other receivables	19	**109.7**	147.6
Other treasury deposits		**206.6**	75.7
Cash and cash equivalents	21	**461.3**	603.1
Total current assets		**790.9**	841.2
Total assets		**946.5**	1,022.0
Non-current liabilities			
Lease liabilities	15	**(33.4)**	(43.6)
Provisions	22	**(11.6)**	(69.1)
Total non-current liabilities		**(45.0)**	(112.7)
Current liabilities			
Trade and other payables	23	**(374.8)**	(326.4)
Lease liabilities	15	**(17.0)**	(16.0)
Provisions	22	**(70.4)**	(58.1)
Total current liabilities		**(462.2)**	(400.5)
Total liabilities		**(507.2)**	(513.2)
Net assets		**439.3**	508.8

	Note	2024 £m	2023 £m
Equity			
Share capital	24	**7.8**	8.1
Own shares	25	**(54.6)**	(51.5)
Other reserves	26	**1.5**	1.2
Merger reserve		**1,288.5**	1,288.5
Share option reserve		**183.2**	183.2
Accumulated losses		**(972.4)**	(907.5)
Foreign currency translation losses		**(14.7)**	(13.2)
Total equity		**439.3**	508.8

This statement should be read in conjunction with the notes to the consolidated financial statements on pages 175 to 214.

The financial statements on pages 171 to 174 were approved and authorised for issue on behalf of the Board of Directors on 12 March 2025 and were signed on its behalf by:

SCILLA GRIMBLE
DIRECTOR

Consolidated statement of changes in equity

For the year ended 31 December 2024

	Note	Share capital (note 24) £m	Own shares (note 25) £m	Other reserves (note 26) £m	Merger reserve £m	Share option reserve £m	Accumulated losses £m	Foreign currency translation reserve £m	Total £m
At 1 January 2023		9.3	(66.0)	–	1,288.5	183.2	(604.5)	(6.4)	804.1
Loss for the year		–	–	–	–	–	(31.8)	–	(31.8)
Other comprehensive expense		–	–	–	–	–	–	(6.8)	(6.8)
Total comprehensive loss		–	–	–	–	–	(31.8)	(6.8)	(38.6)
Share-based payment awards	27	–	–	–	–	–	56.1	–	56.1
Own shares acquired during the year	25	–	(59.8)	–	–	–	–	–	(59.8)
Own shares utilised for share schemes	25	–	23.5	–	–	–	(23.5)	–	–
Shares bought back and cancelled	25	(1.2)	50.8	1.2	–	–	(303.8)	–	(253.0)
At 31 December 2023		**8.1**	**(51.5)**	**1.2**	**1,288.5**	**183.2**	**(907.5)**	**(13.2)**	**508.8**
Profit for the year		–	–	–	–	–	2.9	–	2.9
Other comprehensive expense		–	–	–	–	–	–	(1.5)	(1.5)
Total comprehensive profit/(loss)		**–**	**–**	**–**	**–**	**–**	**2.9**	**(1.5)**	**1.4**
Share-based payment awards	27	–	–	–	–	–	49.1	–	49.1
Own shares acquired during the year	25	–	(120.0)	–	–	–	–	–	(120.0)
Own shares utilised for share schemes	25	–	28.4	–	–	–	(28.4)	–	–
Shares bought back and cancelled	25	(0.3)	88.5	0.3	–	–	(88.5)	–	–
At 31 December 2024		**7.8**	**(54.6)**	**1.5**	**1,288.5**	**183.2**	**(972.4)**	**(14.7)**	**439.3**

This statement should be read in conjunction with the notes to the consolidated financial statements on pages 175 to 214.

Consolidated statement of cash flows

For the year ended 31 December 2024

	Note	2024 £m	2023 £m
Cash flows from operating activities			
Net cash generated from operating activities	28	**148.5**	23.2
Cash flows from investing activities			
Purchase of property, plant and equipment	14	**(3.3)**	(7.6)
Acquisition of intangible assets	16	**(41.4)**	(36.1)
Purchase of other treasury deposits		**(425.7)**	(75.7)
Proceeds from disposal of other treasury deposits		**293.6**	50.5
Interest received	8	**27.2**	31.7
Net cash used in investing activities		**(149.6)**	(37.2)
Cash flows from financing activities			
Payment of lease liabilities	15	**(16.1)**	(15.4)
Interest on lease liabilities	9	**(2.2)**	(2.5)
Purchase of own shares	25	**(120.0)**	(59.8)
Purchase of own shares through tender offer	25	**–**	(253.0)
Net cash used in financing activities		**(138.3)**	(330.7)
Net decrease in cash and cash equivalents		**(139.4)**	(344.7)
Cash and cash equivalents at 1 January		**603.1**	949.1
Effect of foreign exchange rate changes		**(2.4)**	(1.3)
Cash and cash equivalents at the end of the year	21	**461.3**	603.1

This statement should be read in conjunction with the notes to the consolidated financial statements on pages 175 to 214.

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

1. General information

Deliveroo plc (the 'Company') and its subsidiaries (together, the 'Group') is a public limited company incorporated and domiciled in the United Kingdom under the Companies Act 2006 (Registration number 13227665).

The address of its registered office is:
The River Building, Level 1 Cannon Bridge House, 1 Cousin Lane, London, EC4R 3TE, United Kingdom.

2. Application of new and revised International Financial Reporting Standards ('IFRS')

New and amended IFRS Standards that are effective for the current year

Amendments to IFRS 16	Lease liability in a sale and leaseback	Effective for annual periods beginning on or after 1 January 2024
Amendments to IAS 7 and IFRS 7	Supplier finance arrangements	Effective for annual periods beginning on or after 1 January 2024
Amendments to IAS 1	Non-current liabilities with covenants	Effective for annual periods beginning on or after 1 January 2024
IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information	IFRS S1 General requirements for disclosure of sustainability-related financial information	Effective for annual periods beginning on or after 1 January 2024
IFRS S2 – Climate-related Disclosures	IFRS S2 – Climate-related disclosures	Effective for annual periods beginning on or after 1 January 2024
Amendments to IAS 1	Classification of liabilities as current or non-current	Effective for annual periods beginning on or after 1 January 2024
Amendments to IAS 1	Classification of liabilities as current or non-current – deferral of effective date	Effective for annual periods beginning on or after 1 January 2024

There was no material impact on the adoption of new standards during the year.

New and revised IFRS Standards in issue but not yet effective

At the date of authorisation of these financial statements, the Group has not applied the following new and revised IFRS Standards that have been issued but are not yet effective:

Amendments to the SASB Standards	Amendments to the SASB standards to enhance their international applicability	Effective for annual periods beginning on or after 1 January 2025
Amendments to IAS 21	The effects of changes in foreign exchange rates: lack of exchangeability	Effective for annual periods beginning on or after 1 January 2025
Amendments to IFRS 9 and IFRS 7	Amendments to the classification and measurement of financial instruments	Effective for annual periods beginning on or after 1 January 2026
Annual improvements to IFRS Accounting Standards – Volume 11	Annual improvements to IFRS accounting standards – Volume 11	Effective for annual periods beginning on or after 1 January 2026
IFRS 18	Presentation and disclosures in financial statements	Effective for annual periods beginning on or after 1 January 2027
IFRS 19	Subsidiaries without public accountability: disclosures	Effective for annual periods beginning on or after 1 January 2027

With the exception of the adoption of IFRS 18, the adoption of the above standards and interpretations is not expected to lead to any changes to the Group's accounting policies nor have any other material impact on the financial position or performance of the Group.

The impact of the change to IFRS 18 on the Group is currently being assessed and it is not yet practicable to quantify the effect on these consolidated financial statements, however there is no impact on presentation for the Group in the current year. The Directors expect to apply IFRS 18 from its effective date.

Notes to the consolidated financial statements

For the year ended 31 December 2024

3. Summary of accounting policies

Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards ('IFRS') and the International Financial Reporting Standards Interpretations Committee ('IFRIC') interpretations as adopted by the United Kingdom, and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention, except for certain financial instruments measured at fair value. The financial reporting framework that has been applied in the preparation of the Group financial statements is applicable law, and United Kingdom adopted International Accounting Standards and IFRS as issued by the International Accounting Standards Board ('IASB'). The financial reporting framework that has been applied in the preparation of the Parent Company financial statements is applicable law and United Kingdom Accounting Standards, including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

The material accounting policy information that has been used in the preparation of these consolidated financial statements is summarised below. These policies have been consistently applied to all years presented.

Basis of consolidation

The consolidated financial statements of the Company incorporate the financial statements of the Parent Company and entities controlled by the Parent Company made up to 31 December each year. All transactions and balances between Group companies are eliminated on consolidation, including unrealised gains and losses on transactions between Group companies. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Through 2024, the Group operated in the UK, Ireland, Hong Kong, Singapore, France, Belgium, Italy, Kuwait, Qatar and the UAE. Legal entities have been incorporated in each of these countries, as well as other countries where the business is not operational but an entity has been incorporated for other reasons.

The following UK subsidiaries will take advantage of the audit exemption set out within section 479A of the Companies Act 2006 for the year ended 31 December 2024. The undertakings listed below are 100% owned, either directly or indirectly by Deliveroo plc.

Company name	
Deliveroo HOP Ltd	13478743
Deliveroo International Ltd	11465966
Deliveroo SP Ltd	10970586
Roorestaurant Ltd	13944490
Roofoods Management 1 Ltd	13787537

Discontinued operations

A discontinued operation is a component of the Group for which operations and cash flows can be clearly separated from the rest of the Group and which represents a major line of business or geographical area of operations.

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the income statement. Comparatives are re-presented accordingly.

Going concern

The Group's profit for the financial year amounted to £2.9 million (2023: loss of £31.8 million). The Group had net current assets of £328.7 million (2023: £440.7 million) at year-end, including cash and cash equivalents and short-term investments totalling £667.9 million (2023: £678.8 million) (statutory cash on the balance sheet is disclosed as £461.3 million (2023: £603.1m)). The Group also has access to a Revolving Credit Facility of £140 million (2023: £75 million and €87.5 million), which will be available until 7 April 2027 with the ability to extend for a further 24 months. This remains undrawn at the date of signing, and is therefore available to draw down in full as required.

In assessing whether to adopt the going concern basis of accounting, the Directors have considered whether there are any material uncertainties surrounding the Group's and Company's ability to continue operating on normal terms over a period of at least 12 months from the date of approval of this report. Management has prepared detailed forecasts which have been approved by the Board. Appropriate assumptions have been made in respect of order growth and profitability, based on the estimated economic outlook for an extended period to the end of June 2026. Appropriate sensitivities have been applied in order to stress test the model, considering situations in which

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

3. Summary of accounting policies continued

future costs are substantially higher than forecast and future trading is less than forecasted (as detailed in the viability statement). Management has also considered available undrawn cash and overdraft facilities, which are not included in our forecasts as we do not currently anticipate needing to draw on these over the forecast period. We have been in compliance with associated covenants throughout the year and do not intend to draw down on the facility in the forecast period.

Based on this assessment, the Directors have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities and obligations as they fall due over the forecast period, and accordingly are satisfied that the adoption of the going concern basis of preparation is appropriate.

In assessing going concern and viability, the Directors have also considered the potential impact of principal risks and changes to environmental factors which may affect the business model and performance in the future. As set out in the Taskforce on Climate-related Financial Disclosures ('TCFD') section on page 57, there have been no material risks identified that could impact the Group's viability. In particular, the Directors have considered the impact of climate change in respect of the following areas:

- going concern and viability assessment;
- new levies or taxes;
- incentive schemes; and
- assessment of carrying values of assets and investments as part of impairment reviews.

Whilst there is no immediate to medium-term impact of climate change assessed, the Board is cognisant of the changeable nature of climate change risk and will ensure that it is taken into account when assessing the risks, and key judgements and estimates in the preparation of the Group's financial statements.

Foreign currency translation

Functional and presentation currency

The consolidated financial statements are presented in Great British Pounds ('GBP'), which is the functional currency of Deliveroo plc.

Foreign currency transactions and balances

Foreign currency transactions are translated into the functional currency of the Group entity using the exchange rates prevailing at the dates of the transactions (spot rates). Foreign exchange gains and losses resulting from the settlement of such transactions and from the remeasurement of monetary items at year-end exchange rates are recognised through profit or loss.

Non-monetary items are not retranslated at year-end and are measured at historical cost (translated using the exchange rates at the date of the transaction), except for non-monetary items measured at fair value which are translated using the exchange rates at the date when fair value was determined.

Foreign operations

In the Group's financial statements, all assets, liabilities and transactions of Group entities with a functional currency other than GBP are translated into GBP upon consolidation. The functional currency of the entities within the Group has remained unchanged during the reporting period.

On consolidation, monetary assets and liabilities are translated into GBP at the closing exchange rate as at the reporting date. Income and expenses have been translated into GBP at an average exchange rate over the reporting period. Exchange differences are charged/credited to other comprehensive income and recognised in the currency translation reserve in equity.

Revenue

Revenue arises from commissions, consumer fees, partner sign-up fees, grocery and retail items, packaging sales, sale of gift cards and advertising. Revenue is measured at the fair value of the consideration received or receivable and represents amounts received for goods and services provided in the normal course of business, net of discounts, rebates, refunds, the delivery fee and service fee portion of certain consumer credits utilised, VAT and other sales-related taxes.

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

3. Summary of accounting policies continued

Commissions

The Group is considered to be an agent with respect to the food and beverage ordered on the platform, as it is not materially subject to inventory risk or pricing risk, but instead receives a commission as remuneration from merchants. Payment for the food, beverages and other products is collected by the Group from the end-consumer, and funds are remitted to the merchant, net of the commission fee.

Revenue from commissions is earned and recognised at the point of order fulfilment, when all performance obligations are fulfilled.

Consumer fees

Consumer fees are paid per order, as well as on a subscription basis for Deliveroo Plus. Fees payable on an order-by-order basis are recognised at the point of order fulfilment, when the performance obligation is fulfilled. Subscription fees are recognised on a straight-line basis over the period of the subscription.

In situations where customers are dissatisfied with the quality of the service provided, and the Group is at fault, customers may be offered a refund or credit for future orders. Due to the nature of the service, refunds are typically processed and recorded almost immediately as a deduction to revenue. Credit for future orders is added to a customer's account, and this is applied to the next order. A corresponding adjustment to revenue is recognised for the expected utilisation of credits in issue at the end of the financial year. This is based on actual data in respect of available credit, as well as historical usage patterns.

Partner sign-up fees

Sign-up fees are payable when a new partner joins Deliveroo. Fees comprise set-up on the platform and payment for partner equipment, enabling partners to receive orders. These fees are split, and the portion that relates to partner equipment is recognised on receipt of the assets. The remainder is deferred and recognised over the assumed life of the customer. Certain partners receive rebates, and revenue is adjusted by the expected rebates which are realised on a case-by-case basis.

Grocery and retail items

Revenue is recognised from the sale of groceries to retail customers. Groceries are purchased by the business from supermarket partners. Revenue is measured based on the consideration to which the Company expects to be entitled as per the contract with the customer (i.e. the transaction price), which in practice is equivalent to the sale price of the groceries.

Revenue is recognised when the control of the goods has been transferred, being at the point the goods are delivered to the customer, after purchase online. Payment of the transaction price is due immediately at the point the customer purchases the goods.

Packaging sales

Revenue from the sale of packaging is recognised when the packaging has been delivered, and performance obligations are fulfilled.

Advertising

Revenue arising from advertising services is recognised when Deliveroo's obligations under the advertising contract are fulfilled, being either when the positioning is delivered, or clicks or actions are generated.

Sale of gift cards

Gift card sales are recorded as deferred revenue and subsequently recognised as revenue as the gift card is redeemed in the future.

Plus loyalty arrangement – credit-back

Plus credit-back issued by Deliveroo when a customer makes restaurant purchases are a separate performance obligation providing a material right to a future discount. The total transaction price (sales price of services) is allocated to the Plus credit-back and the service sold based on their relative standalone selling prices, with the Plus credit-back standalone price based on the value of the credit earned by the customer, adjusted for expected redemption rates (breakage). The amount allocated to Plus credit-back is deferred as a contract liability within trade and other payables. Revenue is recognised as the credit is used by the customer.

Cost of sales

Expenses are recognised as cost of sales in the period in which they are incurred, on an accruals basis. The largest element of cost of sales is the cost of delivery from merchants to consumers.

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

3. Summary of accounting policies continued

Other operating income and other operating costs

Other operating income and costs are recognised in the period in which they are incurred, on an accruals basis. The largest element of other operating income and costs relates to the sale, and related cost, of equipment and clothing provided to riders.

Administrative expenses

Expenses are recognised in the income statement in the period in which they are incurred, on an accruals basis. The two largest elements of administrative expenses are staff costs and sales and marketing costs. Within marketing costs, we recognise the cost of new customer acquisition and customer retention credits, net of the delivery fee associated with each credit used where this is reasonable according to the specific facts and circumstances. Marketing costs principally comprise the cost of marketing campaigns on various media. Such costs are expensed as the campaign is delivered.

Finance income and expense

Interest income and expense are reported on an accruals basis using the effective interest method.

Exceptional items

Exceptional items are separately identifiable income and expenditure arising from activities or events outside the normal course of business, and which are deemed material to the understanding of the accounts. They are items of income or expense that are qualitatively or quantitatively material and are significant or unusual in nature or amount.

Exceptional items include market exit costs, proposed 'deal' (mergers and acquisitions-related) costs and other project costs, settlements and professional fees in relation to legal and regulatory investigations and restructuring costs.

Income taxes

Any tax expense or credit recognised in the income statement is based on the results for the period as adjusted for items which are disallowed or not taxed. It is based on tax rates and laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax is calculated using the liability method in respect of temporary differences between the carrying amounts of assets and liabilities and their tax bases. Deferred tax on temporary differences associated with investments in subsidiaries and joint ventures is not recognised if reversal of these temporary differences can be controlled by the Group and it is probable that reversal will not occur in the foreseeable future.

Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realisation, provided they are enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognised to the extent that it is probable that they will be able to be utilised against future taxable income, based on the Group's forecast of future operating results which is adjusted for significant non-taxable income and expenses and specific limits to the use of any unused tax loss or credit. Deferred tax liabilities are always provided for in full.

Deferred tax assets and liabilities are offset only when the Group has a right and intention to set off current tax assets and liabilities from the same taxation authority.

Changes in deferred tax assets or liabilities are recognised as a component of tax income or expense in profit or loss, except where they relate to items that are recognised in other comprehensive income or directly in equity, in which case the related deferred tax is also recognised in other comprehensive income or equity respectively.

The Group has applied the temporary exemption, introduced in May 2023, from the accounting requirements for deferred taxes in IAS 12, so that the Group neither recognises nor discloses information about deferred tax assets and liabilities related to Pillar Two income taxes.

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

3. Summary of accounting policies
continued

Intangible assets

Initial recognition

CAPITALISED DEVELOPMENT COSTS

For internally developed customised software, expenditure on the research phase of projects to develop new software for IT is recognised as an expense as incurred.

Costs that are directly attributable to a project's development phase are recognised as intangible assets, provided they meet the following recognition requirements:

- the development costs can be measured reliably;
- the project is technically and commercially feasible;
- the Group intends to, and has sufficient resources to, complete the project;
- the Group has the ability to use or sell the software; and
- the software will generate probable future economic benefits.

Development costs not meeting these criteria for capitalisation are expensed as incurred.

For 'Software as a Service' ('SaaS') arrangements, we capitalise costs only relating to the configuration and customisation of SaaS arrangements as intangible assets where Deliveroo has control of the software.

Subsequent measurement

All intangible assets, including internally developed software, are accounted for using the cost model whereby capitalised costs are amortised on a straight-line basis over their estimated useful lives, as these assets are considered finite. Residual values and useful lives are reviewed at each reporting date. The useful life applied for all internally generated software is 10 years and for acquired software is 10 years. Amortisation of intangible assets is recorded within 'administrative expenses' in the consolidated income statement.

Subsequent expenditure on maintenance of computer software is expensed as incurred.

Goodwill

Goodwill is not amortised but is instead reviewed for impairment at least annually. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination.

Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount, then the impairment loss is allocated first to reduce the carrying amount of goodwill, and then to the other assets of the cash-generating unit pro rata on the basis of the carrying amount of each asset in the unit.

Property, plant and equipment

Property, plant and equipment consists of leasehold improvements, driver, restaurant and store equipment, IT and office equipment and assets under construction.

Property, plant and equipment is initially recognised at acquisition cost, including any costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management.

Property, plant and equipment is subsequently measured at cost less accumulated depreciation and impairment losses. Assets under construction are not depreciated as they are not yet in use. Once construction is completed, the assets are transferred to the relevant fixed asset category.

Depreciation is recognised on a straight-line basis to write down cost to estimated residual value. The following useful lives are applied:

- leasehold improvements: the shorter of the lease term or 10 years;
- driver, restaurant and store equipment: 2-5 years; and
- IT and office equipment: 3 years.

Material residual value estimates and estimates of useful life are updated as required and reviewed at least annually. Gains or losses arising on the disposal of property, plant and equipment are determined as the difference between the disposal proceeds and the carrying amount of the assets and are recognised through profit or loss.

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

3. Summary of accounting policies continued

At each reporting date, the Group reviews the carrying amounts of its property, plant and equipment to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated. An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in the income statement in those expense categories consistent with the function of the impaired asset.

Inventory

Inventory has been valued using the first-in-first-out ('FIFO') method. Inventory is stated at the lower of cost and net realisable value ('NRV'). Cost includes expenditure on bringing inventories to their current location and condition. NRV represents the estimated selling price less all estimated costs of completion.

An inventory provision is recognised in situations where NRV is likely to be less than cost. When calculating the provision, management considers the nature and condition of the inventory together with any other conditions existing at the end of the reporting period.

Provisions and contingent liabilities

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event; it is probable that an outflow of economic resources will be required from the Group, and amounts can be estimated reliably. Either the timing or the amount of the outflow will be uncertain.

Provisions are measured at the estimated cost required to settle the present obligation, based on the most reliable evidence available at the reporting date, including risks and uncertainties associated with the present obligation.

Provisions are discounted where the time-value of money is considered to be material. No liability is recognised if an outflow of economic resources as a result of present obligation is not probable. Such situations are disclosed as contingent liabilities, unless the outflow of resources is remote, in which case no disclosure is included.

Equity and reserves

Share capital represents the fair value of shares that have been issued. Any transaction costs directly attributable to the issuing of new shares are deducted from share premium, net of any related income tax benefits.

Other components of equity include the following:

- share premium – comprises the difference between the value of the shares on issue and their nominal value;
- share options reserve – comprises equity-settled share-based remuneration;
- foreign currency translation reserve – comprises foreign currency translation differences arising on the translation of financial statements of the Group's foreign entities into GBP;
- accumulated losses – comprises all current and prior period retained losses;
- merger reserve – comprises the difference between the fair value of Roofoods Ltd as at 6 April 2021 and the nominal value of shares acquired by Deliveroo plc as part of the share-for-share exchange which took place prior to the Company's admission on the London Stock Exchange;
- own shares – comprises the shares of Deliveroo plc that are held in treasury or by the Roofoods Ltd Employee Benefit Trust. Own shares are recorded at cost and deducted from equity; and
- capital redemption reserve – represents the nominal value of shares bought back and cancelled.

All transactions with owners of the Company are recorded separately within equity.

Capital management

The Group's capital structure consists solely of equity. The equity represents funds raised from shareholders. The primary objective of the Group's management of equity is to ensure that it is able to finance the Group's activities, both now and in the future. To maintain an appropriate capital structure in order to meet this objective, the Group may issue further shares to investors, make use of external financing as required or adjust its dividend policy.

Details of capital held can be seen in the consolidated statement of financial position and in note 24. The Group is not subject to any externally imposed capital requirements.

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

3. Summary of accounting policies continued

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, money market funds, and other short-term (three months or less) highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

Other treasury deposits

Other treasury deposits comprise financial assets recognised on the consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instrument. Other treasury deposits are held at amortised cost and deposited for a period greater than three months. These are treated as short-term investments within other receivables as they are deposited for the term.

Trade and other receivables

Trade and other receivables include amounts due from corporate customers and payment service providers for services provided in the normal course of business, prepaid amounts, deposits, amounts due from related parties and other amounts due from third parties. They are recognised as current assets if collection is due in one year or less. If collection is due in over a year, they are presented as non-current assets.

A provision for impairment of trade receivables is recognised when there is a risk of non-recovery. An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses.

Leases

The Group as a lessee

The Group assesses whether a contract is or contains a lease at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low-value assets (such as tablets and personal computers, small items of office furniture and telephones). For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the lessee uses its incremental borrowing rate. The incremental borrowing rate is determined by reference to financing quotes available to the Group.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- the exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate;
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which case the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used); and

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

3. Summary of accounting policies continued

- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group did not make any such adjustments during the periods presented. The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement date, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37 'Provisions, Contingent Liabilities and Contingent Assets'. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are depreciated over the shorter of the lease term and the useful life of the underlying right-of-use asset. If a lease transfers ownership of the underlying right-of-use asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying right-of-use asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line in the consolidated statement of financial position. The Group applies IAS 36 'Impairment of Assets' to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as required.

The Group used the practical expedient as a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement, as permitted by IFRS 16 'Leases'.

Employee benefits

Short-term employee benefits

Short-term employee benefits are those that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. Examples of such benefits include wages and salaries and non-monetary benefits. Short-term employee benefits are measured at the undiscounted amounts expected to be paid when the liabilities are settled.

Long-term employee benefits

The Group operates defined contribution pension plans. Contributions to the plans are charged to 'administrative expenses' in the period in which they relate. Any contributions unpaid at the balance sheet date are included as an accrual at that date. At 31 December 2024 there were £1.2 million of accrued contributions (2023: £0.1 million).

Share-based payments

The Group operates share-based compensation plans for employees. Equity instruments granted are measured at fair value of the equity instrument at grant date. This is recognised as an expense in the statement of comprehensive income, with a corresponding credit to equity. The expense is allocated over the vesting period, based on the best available estimate of the number of equity instruments expected to vest.

Vesting conditions may have market or non-market criteria, and are included in assumptions about the number of equity instruments that are expected to vest. Estimates are subsequently revised if there is any indication that the number of equity instruments expected to vest differs from previous estimates, and taking into account the number of equity instruments which have been cancelled, modified or forfeited in the period.

The Group recognises the impact of the revision to original estimates, if any, in the statement of comprehensive income with a corresponding adjustment to equity. Any cumulative adjustment prior to vesting is recognised in the current period. No adjustment is made to any expense recognised in prior periods if the equity instruments expected to vest differ from previous estimates. Upon exercise of equity instruments the proceeds received net of any directly attributable transaction costs are allocated to share capital and share premium.

The Group maintains an Employee Benefit Trust ('EBT') which holds shares on behalf of the Company, which can be used to settle obligations under employee share-based compensation plans.

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

3. Summary of accounting policies continued

Financial instruments

Financial assets and financial liabilities are recognised in the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the income statement.

Financial assets

Financial assets within the scope of IFRS 9 are measured at amortised cost, or fair value through profit and loss ('FVTPL') depending on the nature of the item.

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Investments

Investments in equity instruments are classified as at FVTPL. Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship. The net gain or loss is recognised in profit or loss.

Impairment of financial assets

In accordance with IFRS 9, the simplified approach to measuring expected credit losses ('ECL'), which permits the use of lifetime ECL on trade and other receivables, has been applied.

Loss allowance for trade receivables due from corporate customers has been measured at an amount equal to lifetime ECL. This is recorded within 'administrative expenses' in the income statement. The ECL is estimated by reference to past default experience of these debtors. There has been no change in the estimation techniques or significant assumptions made during the current reporting period.

The expected credit losses on trade receivables are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in the income statement on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

3. Summary of accounting policies continued

Financial liabilities

All financial liabilities are measured subsequently at amortised cost using the effective interest method.

Trade and other payables

Trade and other payables include obligations to pay for goods and services acquired in the normal course of business, amounts outstanding on purchases and other amounts due to third parties, including restaurants. Trade and other payables are considered to be short-term, non-interest bearing, have no security attached and recognised as current liabilities if payment is due in one year or less. If payment is due in over a year, they are presented as non-current liabilities. The carrying value of trade and other payables is considered to be a reasonable approximation of fair value.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments. These foreign exchange gains and losses are recognised in the 'finance income' or 'finance cost' line items in the income statement, respectively, for financial liabilities that are not part of a designated hedging relationship.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in the income statement for financial liabilities that are not part of a designated hedging relationship.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the income statement.

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

4. Critical accounting judgements and key sources of estimation uncertainty

When preparing the financial statements, management has made a number of estimates and assumptions regarding the future and has made some significant judgements in applying the Group's accounting policies. Accounting estimates are reviewed on an ongoing basis, and revisions to such estimates are recognised in the current and future periods as applicable. Although these estimates and associated assumptions are based on management's best knowledge of current events and circumstances, actual results may differ. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting date that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below:

Provisions and contingent liabilities

The independent contractor status of riders, which applies in most of the jurisdictions in which we operate, has been and is likely to continue to be the subject of challenge in certain markets, including some of our key markets. We have been and are involved in legal proceedings, under which the independent contractor status of our riders is under review. The recognition of legal provisions, note 22, and associated contingent liabilities, note 32, arising from such matters involves management estimates of the present value of the potential costs required to settle obligations. Provisions are calculated based on the information available at the time of signing these accounts. Key inputs to the calculations of such provisions include the likelihood of receiving claims, the scope of those claims, the likelihood of making payments, an assessment of the time-value of money and the risks specific to each potential obligation. A change in the assessment of these assumptions could materially change the measurement of a provision or contingent liability. In rare circumstances, where there are too many variables, the Directors may conclude it is not possible to estimate a contingent liability and disclose the fact. It is expected that the resolutions to these matters may extend over several years.

Critical accounting judgements

The following are the critical judgements, apart from those involving estimations (which are dealt with separately above), that the Directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

Provisions and contingent liabilities

The recognition of a provision requires judgement as to the likelihood of economic outflow. Where the Group has a possible obligation as a result of a past event, it will disclose a contingent liability. Changes to circumstances or the assessed likelihood of success or the quantification of the amount that the Company would rationally be willing to pay to settle the obligation may result in a contingent liability becoming a provision, or the remeasurement of a provision, and such judgements are reviewed in accordance with the recognition criteria set out in IAS 37 'Provisions, Contingent Liabilities and Contingent Assets' on a regular basis. See notes 22 and 32 for detail of the amounts provided and disclosed as a contingent liability.

Discontinued operations

IFRS 5 'Discontinued Operations', states that a discontinued operation comprises a component of an entity that either has been disposed of, or is classified as held for sale and represents a separate major line of business, or geographical area of operations.

The Directors concluded that Deliveroo Netherlands BV and Deliveroo Australia Pty Ltd (both exited in 2022) comprised separate entities and separate geographical areas of operations for which the results of those businesses were quantitatively and qualitatively significant. As such, the Netherlands and Australia businesses were classified as discontinued operations in accordance with IFRS 5.

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

5. Segment information

Information reported to the Chief Operating Decision Maker ('CODM'), or the Board, for the purposes of resource allocation and assessment of segment performance focuses on a geographical split of the Group between 'UK and Ireland' and 'International' (being overseas jurisdictions other than UK and Ireland). 'UK and Ireland' and 'International' are reportable segments with the 'International' segment comprising eight operating segments (France, Italy, Belgium, Hong Kong, Singapore, UAE, Kuwait and Qatar).

All operating segments primarily generate revenue through the operation of an on-demand food platform and have similar economic characteristics. As such,all 'International' operating segments have been aggregated as one reportable segment under IFRS 8 'Operating Segments'.

The CODM primarily uses a measure of adjusted earnings before interest, tax, depreciation and amortisation (adjusted EBITDA, see below) to assess the performance of the operating segments.

In the presentation of segment information, the heading 'Other', which is not a reportable operating segment, is included to facilitate the reconciliation of segmental revenue and adjusted EBITDA with the Group's revenue and adjusted EBITDA. 'Other' primarily represents head office and Group services.

Finance income and costs are not allocated to segments, as this type of activity is driven by the central treasury function, which manages the cash position of the Group.

Prior to 2023, the Netherlands, Australia and Spain operations were discontinued. The segment information reported on the next pages does not include any amounts for these discontinued operations, which are described in more detail in note 11.

The following is an analysis of the Group's revenue and results by reportable segment:

2024	UK and Ireland £m	International £m	Segments total £m	Other £m	Total £m
Total revenue	1,254.4	817.5	2,071.9	–	2,071.9
Cost of sales	(769.9)	(535.1)	(1,305.0)	–	(1,305.0)
Administrative expenses	(217.7)	(178.1)	(395.8)	(245.9)	(641.7)
Other operating income	9.5	1.1	10.6	–	10.6
Other operating expenses	(2.4)	(3.8)	(6.2)	–	(6.2)
Adjusted EBITDA*	273.9	101.6	375.5	(245.9)	129.6
Share-based payments charge and national insurance on share options	–	–	–	(56.3)	(56.3)
Impairments	(0.1)	(1.5)	(1.6)	–	(1.6)
Exceptional items*	–	–	–	(12.4)	(12.4)
Depreciation and amortisation					(71.7)
Finance income					28.5
Finance costs					(3.9)
Profit before tax					12.2
Income tax charge					(12.3)
Profit for the year from discontinued operations					3.0
Profit after tax and discontinued operations					2.9

* Alternative performance measure ('APM'), refer to glossary on page 230 for further details.

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

5. Segment information continued

2023	UK and Ireland £m	International £m	Segments total £m	Other £m	Total £m
Total revenue	1,209.0	821.0	2,030.0	–	2,030.0
Cost of sales	(751.5)	(552.1)	(1,303.6)	–	(1,303.6)
Other operating income	5.1	0.8	5.9	–	5.9
Administrative expenses	(208.1)	(185.7)	(393.8)	(247.1)	(640.9)
Other operating expenses	(1.9)	(4.1)	(6.0)	–	(6.0)
Adjusted EBITDA*	252.6	79.9	332.5	(247.1)	85.4
Share-based payments charge and national insurance on share options	–	–	–	(64.3)	(64.3)
Impairments	(2.4)	(2.6)	(5.0)	–	(5.0)
Exceptional items*	–	–	–	14.1	14.1
Depreciation and amortisation					(73.9)
Finance income					35.3
Finance costs					(2.5)
Loss before tax					(10.9)
Income tax charge					(7.6)
Loss for the year from discontinued operations					(13.3)
Loss after tax and discontinued operations					(31.8)

* Alternative performance measure ('APM'), refer to glossary on page 230 for further details.

No single customer contributed 10% or more to the Group's revenue in either 2024 or 2023.

Revenues presented by reporting segment are in respect of transactions with external customers only.

The measurement of assets and liabilities by reportable segment is not included in this note disclosure as this information is not regularly reviewed by the CODM for decision-making purposes.

Geographical information

The Group's non-current assets, excluding trade and other receivables, investments in financial assets and deferred tax assets, split by geographical location are detailed below:

Non-current assets	2024 £m	2023 £m
UK and Ireland	**114.4**	128.1
International	**25.3**	33.9
Total non-current assets	**139.7**	162.0

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

6. Revenue

The Group's revenue is analysed as follows:

	2024 £m	2023 £m
UK and Ireland	**1,254.4**	1,209.0
International	**817.5**	821.0
Total revenue	**2,071.9**	2,030.0

	2024 £m	2023 £m
Point in time	**2,009.4**	1,967.6
Over time	**62.5**	62.4
Total revenue	**2,071.9**	2,030.0

Contract balances are immaterial to the Group and therefore no disclosure is provided. There have been no significant changes to the contract balances in the current financial year.

7. Operating loss

Operating loss for the year from continuing and discontinued operations is stated after charging:

	2024 £m	2023 £m
Depreciation of plant, property and equipment (see note 14)	**12.4**	13.0
Depreciation of right-of-use assets (see note 15)	**17.2**	19.9
Amortisation expense (see note 16)	**42.1**	41.0
Loss on disposal of property, plant and equipment (see note 14)	**0.3**	4.0
Auditor's remuneration (see note 29)	**2.4**	2.2
Sales and marketing costs	**187.5**	185.8
Staff costs (see note 27)	**358.4**	370.2
Exceptional items (see note 12)	**8.5**	(0.8)
Impairment of right-of-use assets (see note 15)	**0.3**	1.7
Impairment of property, plant and equipment (see note 14)	**1.3**	–

Staff costs are shown gross of capitalised development costs.

During the year, the Group incurred £59.1 million of research and development costs (2023: £69.5 million).

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

8. Finance income

	2024 £m	2023 £m
Bank interest	**28.5**	34.2
Net foreign exchange gains	**–**	1.1
Total finance income	**28.5**	35.3

9. Finance costs

	2024 £m	2023 £m
Interest expense on lease liabilities	**2.2**	2.5
Net foreign exchange losses	**1.7**	–
Total finance costs	**3.9**	2.5

10. Income tax charge

	2024 £m	2023 £m
Current tax charge for the year	**8.7**	7.2
Current tax charge/(credit) relating to prior year adjustment	**4.9**	(1.6)
Deferred tax credit relating to the current year	**(0.5)**	(0.2)
Deferred tax (credit)/charge relating to prior year adjustment	**(0.8)**	2.2
Total tax charge	**12.3**	7.6

The standard rate of corporation tax applied to reported loss in the UK is 25% (2023: 23.5%). Taxation for other jurisdictions is calculated at the prevailing rates in the respective jurisdictions.

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

10. Income tax expense
continued

The reconciliation between the tax expense and the product of accounting profit/(loss) multiplied by the domestic tax rate for the years ended 31 December 2024 and 2023 is as follows:

	2024 £m	2023 £m
Profit/(loss) before tax	12.2	(10.9)
Profit/(loss) before tax multiplied by the tax rate of 10.66% (2023: 32.24%)	1.3	3.5
Losses not recognised	2.8	4.7
Recognition of tax losses – deferred tax	–	0.1
Permanent differences	7.2	(1.0)
Non-taxable income	(0.3)	(8.3)
Movement in other unrecognised temporary differences	(3.2)	6.5
Adjustment in respect of prior years	4.9	(1.5)
Effect of changes in tax rates	–	(0.5)
Other taxes	–	1.9
Global Minimum Top-up taxes	0.4	–
Deferred tax – prior-year adjustment	(0.8)	2.2
Total tax charge	**12.3**	7.6

In the UK, a corporation rate of 25% (effective 1 April 2023) was substantively enacted on 24 May 2021.

The Group operates across a number of different jurisdictions, which results in various cross-border transactions arising between Group companies. In line with Organisation for Economic Co-operation and Development ('OECD') guidelines, the Group bases its transfer pricing policy on the 'arm's length principle'. In certain situations, different tax authorities may seek to attribute further profit to activities being undertaken in their jurisdiction which could lead to double taxation, which the Group will seek to mitigate if it arises.

In December 2021, the OECD released a draft legislative framework for the minimum global tax scheme under the Pillar Two workstream, that is expected to be used by individual jurisdictions that signed the agreement to amend their local tax laws.

On 20 June 2023, the government of the UK, where the ultimate parent company of the Group is incorporated, substantively enacted the Pillar Two income taxes legislation, effective for accounting periods beginning on 1 January 2024. Under the legislation, the parent company is required to pay, in the UK, a top-up tax on profits of its subsidiaries that are taxed at an effective rate of less than 15% under the Pillar Two tax calculation. In addition, local legislation has been substantively enacted in other territories in which the Group operates, where domestic minimum top-up taxes have been introduced.

The Group has performed an assessment of its potential exposure to Pillar Two income taxes based on the 2023 country-by-country reporting and the 2024 financial information for the constituent entities in the Group. Pillar Two effective tax rates in most of the jurisdictions in which the Group operates are above 15%. However, the Group has recognised a Pillar Two current tax expense of £0.4m relating to territories which are not subject to transitional safe harbour reliefs.

The Group continues to follow Pillar Two legislative developments as further countries in which the Group operates consult on and enact Pillar Two model rules, and evaluate the potential future impact on its consolidated results of operations, financial position and cash flows.

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

11. Discontinued operations

The Group ceased trading in the Netherlands and Australia in 2022 and Spain in 2021 and during 2024 and 2023 only non-trading items in relation to these markets were incurred and recorded as discontinued operations.

The results of the discontinued operations, which have been included in the consolidated income statement, were as follows:

	2024 £m	2023 £m
Revenue	–	–
Income/(expense)	3.9	(13.3)
Profit/(loss) before tax	3.9	(13.3)
Attributable tax expense	(0.9)	–
Net profit/(loss) attributable to discontinued operations (attributable to the owners of the Company)	**3.0**	(13.3)

12. Exceptional items

The following have been recognised as exceptional items where there is separately identifiable income and expenditure arising from activities or events outside the normal course of business. These are qualitatively or quantitatively material in the year and are deemed material to the understanding of the accounts. Exceptional items for the current and prior year include market exit costs, settlements and professional fees in relation to legal and regulatory investigations, and other project costs. 2023 also included restructuring costs.

	2024 £m	2023 £m
Legal and regulatory costs	12.4	(20.0)
Restructuring costs	–	5.9
Total exceptional items* from continuing operations	**12.4**	(14.1)
From discontinued operations	(3.9)	13.3
Total exceptional items*	**8.5**	(0.8)

* Alternative performance measure ('APM'), refer to glossary on page 230 for further details.

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

13. Profit/(loss) per share

The calculation of the basic and diluted loss per share is based on the following data.

Profit/(loss)	2024 £m	2023 £m
Loss for the year from continuing operations	**(0.1)**	(18.5)
Profit/(loss) for the year from continuing and discontinued operations	**2.9**	(31.8)

Number of shares	2024 No.	2023 No.
Weighted average number of ordinary shares outstanding	**1,617,592,456**	1,731,467,458

From continuing operations	2024 £	2023 £
Loss per share		
– Basic	**(0.00)**	(0.01)
– Diluted	**(0.00)**	(0.01)
From continuing and discontinued operations		
Profit/(loss) per share		
– Basic	**0.00**	(0.02)
– Diluted	**0.00**	(0.02)

There was an immaterial difference between basic and diluted earnings per share for the 12 months ended 31 December 2024 due to the quantum of the profit. There was no difference between basic and diluted loss per share for the year ended 31 December 2023 since the effect of all potentially dilutive shares outstanding was anti-dilutive. Total outstanding share awards as at the year ended 31 December 2024 and 31 December 2023 are set out in note 27.3 Employee benefits, Share-based payments.

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

14. Property, plant and equipment

Group

	Leasehold improvements £m	IT and office equipment £m	Driver, restaurant and store equipment £m	Assets under construction £m	Total £m
Cost					
At 1 January 2023	54.5	10.6	22.5	4.8	92.4
Additions	1.4	1.4	1.3	3.5	7.6
Disposals	(4.5)	(0.1)	(1.2)	(0.6)	(6.4)
Transfers between categories	5.8	0.9	0.7	(7.4)	–
Currency translation	(1.1)	(0.1)	(0.4)	–	(1.6)
At 31 December 2023	**56.1**	**12.7**	**22.9**	**0.3**	**92.0**
Additions	1.9	0.3	0.8	0.4	3.4
Disposals	(0.2)	–	(0.2)	–	(0.4)
Transfers between categories	0.6	–	0.1	(0.7)	–
Currency translation	(0.2)	–	(0.1)	–	(0.3)
At 31 December 2024	**58.2**	**13.0**	**23.5**	**–**	**94.7**
Accumulated depreciation					
At 1 January 2023	(23.7)	(8.1)	(11.3)	–	(43.1)
Charge for year	(7.8)	(1.4)	(3.8)	–	(13.0)
Disposals	1.4	0.1	0.9	–	2.4
Currency translations	0.5	–	0.2	–	0.7
At 31 December 2023	**(29.6)**	**(9.4)**	**(14.0)**	**–**	**(53.0)**
Charge for the year	(7.3)	(1.8)	(3.3)	–	(12.4)
Impairment	(1.3)	–	–	–	(1.3)
Disposals	–	–	0.1	–	0.1
Currency translation	–	–	0.1	–	0.1
At 31 December 2024	**(38.2)**	**(11.2)**	**(17.1)**	**–**	**(66.5)**
Net book value					
At 31 December 2024	**20.0**	**1.8**	**6.4**	**–**	**28.2**
At 31 December 2023	**26.5**	**3.3**	**8.9**	**0.3**	**39.0**

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

15. Leases

Right-of-use assets	Buildings £m	Equipment £m	Total £m
Cost			
At 1 January 2023	108.0	0.9	108.9
Additions	6.1	–	6.1
Disposals	(6.8)	–	(6.8)
Impairment	(2.0)	–	(2.0)
Currency translation	(2.1)	(0.1)	(2.2)
At 31 December 2023	**103.2**	**0.8**	**104.0**
Additions	10.3	–	10.3
Disposals	(7.6)	(0.8)	(8.4)
Currency translation	(0.9)	–	(0.9)
At 31 December 2024	**105.0**	**–**	**105.0**
Accumulated depreciation			
At 1 January 2023	(34.7)	(0.7)	(35.4)
Depreciation charge for the year	(19.7)	(0.2)	(19.9)
Disposals	5.4	–	5.4
Impairment	0.3	–	0.3
Currency translation	0.7	0.1	0.8
At 31 December 2023	**(48.0)**	**(0.8)**	**(48.8)**
Depreciation charge for the year	(17.2)	–	(17.2)
Disposals	4.6	0.8	5.4
Impairment	(0.3)	–	(0.3)
Currency translation	0.2	–	0.2
At 31 December 2024	**(60.7)**	**–**	**(60.7)**
Carrying amount			
At 31 December 2024	**44.3**	**–**	**44.3**
At 31 December 2023	55.2	–	55.2

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

15. Leases
continued

Amounts recognised in profit and loss	2024 £m	2023 £m
Depreciation expense on right-of-use assets	17.2	19.9
Interest expense on lease liabilities	2.2	2.5
Expense relating to short-term leases	0.7	1.9

Total cash outflow for leases in 2024 was £18.3 million (2023: £17.9 million) for the Group.

The Group holds a number of property leases in association with the Editions and Hop businesses, together with leases for office spaces. Contracts vary in length from less than 12 months up to 15 years.

Lease liabilities	2024 £m	2023 £m
Current	17.0	16.0
Non-current	33.4	43.6
Total	**50.4**	59.6

The carrying amount of the lease liabilities and movements during the period are as follows:

	Buildings £m	Equipment £m	Total £m
At 1 January 2023	73.6	0.2	73.8
Additions	6.1	–	6.1
Disposals	(3.0)	–	(3.0)
Accretion of interest	2.5	–	2.5
Payments	(17.7)	(0.2)	(17.9)
Currency translation	(1.9)	–	(1.9)
At 31 December 2023	59.6	–	59.6
Additions	9.2	–	9.2
Disposals	(2.0)	–	(2.0)
Accretion of interest	2.2	–	2.2
Payments	(18.3)	–	(18.3)
Currency translation	(0.3)	–	(0.3)
At 31 December 2024	**50.4**	**–**	**50.4**

Maturity analysis	2024 £m	2023 £m
Year 1	17.8	17.2
Year 2	14.0	13.8
Year 3	10.5	11.7
Year 4	5.0	10.4
Year 5	3.2	5.4
Onwards	3.9	7.4
Total cash flow	54.4	65.9
Less interest	(4.0)	(6.3)
Total	**50.4**	59.6

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

16. Intangible assets

	Goodwill £m	Acquired software £m	Capitalised development expenditure £m	Total £m
Cost				
At 1 January 2023	4.9	10.0	154.8	169.7
Additions	–	–	36.1	36.1
Disposals	–	(0.1)	–	(0.1)
Currency translation	–	(0.1)	–	(0.1)
At 31 December 2023	4.9	9.8	190.9	205.6
Additions	–	–	41.4	41.4
Currency translation	–	–	–	–
At 31 December 2024	**4.9**	**9.8**	**232.3**	**247.0**
Accumulated amortisation				
At 1 January 2023	–	(5.8)	(91.0)	(96.8)
Amortisation charge for the year	–	(3.9)	(37.1)	(41.0)
Currency translation	–	(0.1)	0.1	–
At 31 December 2023	–	(9.8)	(128.0)	(137.8)
Amortisation charge for the year	–	–	(42.1)	(42.1)
Currency translation	–	–	0.1	0.1
At 31 December 2024	**–**	**(9.8)**	**(170.0)**	**(179.8)**
Net book value				
At 31 December 2024	**4.9**	**–**	**62.3**	**67.2**
At 31 December 2023	4.9	–	62.9	67.8

Goodwill was recognised on the acquisition of assets from Omakase Inc. It has been allocated to the cash-generating unit ('CGU') 'Roofoods Ltd'. The recoverable amount of the group of CGUs is determined from value-in-use calculations. The key assumptions in these calculations comprise discount rates, growth rates, pricing fluctuations and changes to direct costs. These assumptions are consistent with available external information sources. Discount rates are estimated rates that reflect current market assessments of the time-value of money. The discount rate used was 12.5% (2023: 14%). A terminal growth rate of 2.5% (2023: 2.5%) was used to extrapolate cash flows beyond the forecast period.

For the purpose of the goodwill impairment review, management prepares cash flow forecasts for a period of five years. Thereafter a growth rate is applied that does not exceed the long-term average growth rate for the industry and geography. There is no reasonably possible change in any key assumptions that would cause the carrying amount to exceed the recoverable amount.

Capitalised development expenditure relates to costs associated with projects to internally develop the platform.

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

17. Deferred tax

	2024 £m	2023 £m
Deferred tax assets		
Deferred tax liabilities relating to fixed asset temporary differences	**(4.1)**	–
Deferred tax assets relating to tax losses	**0.7**	1.0
Deferred tax assets relating to share-based payments	**4.9**	–
Deferred tax assets relating to other temporary differences	**1.6**	0.8
Net deferred tax assets	**3.1**	1.8

	1 January 2024 £m	Recognised in income* £m	Recognised in equity £m	Foreign exchange differences £m	31 December 2024 £m
Fixed asset temporary differences	**–**	**(4.1)**	**–**	**–**	**(4.1)**
Tax value of loss carry-forwards utilised	**1.0**	**(0.3)**	**–**	**–**	**0.7**
Share-based payments	**–**	**4.9**	**–**	**–**	**4.9**
Other temporary differences	**0.8**	**0.8**	**–**	**–**	**1.6**
Net deferred tax assets	**1.8**	**1.3**	**–**	**–**	**3.1**

	1 January 2023 £m	Recognised in income* £m	Recognised in equity £m	Foreign exchange differences £m	31 December 2023 £m
Fixed asset temporary differences	0.8	(0.8)	–	–	–
Tax value of loss carry-forwards utilised	2.5	(1.5)	–	–	1.0
Other temporary differences	0.8	–	–	–	0.8
Net deferred tax assets	**4.1**	**(2.3)**	**–**	**–**	**1.8**

* This amount includes tax attributable to discontinued operations.

All deferred tax liabilities are expected to be settled more than 12 months after the reporting period.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis. The Group has recognised a deferred tax liability in relation to temporary differences on intangible fixed assets, and a corresponding deferred tax asset in respect of temporary differences relating to fixed asset temporary differences and share-based payments.

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

17. Deferred tax
continued

The recognition of deferred tax assets is based on the Group's forecast of future operating results which is adjusted for significant permanent differences and specific limits to the use of any unused tax loss or credit. The Group has unrecognised tax losses of £1,387.4m (2023: £1,555.5m) available for offset against future taxable profits. A significant portion of the unrecognised tax losses arise in the UK where there is no expiry for utilisation. There are also unrecognised temporary differences of £98.1m (2023: £82.9m) across other items including fixed assets and share-based payments. In 2024, the Group made an operating loss of £12.4m. Hence, no deferred tax asset has been recognised in relation to these tax losses. As the Group moves to profitability, some portion of the losses may become recognisable in the next few years.

18. Investments in financial assets

Financial assets measured at FVTPL	2024 £m	2023 £m
Shares	2.9	2.9
Total investments in financial assets	**2.9**	2.9

The Group holds 10% of the Ordinary Share capital of OrderGrid Holdings Inc, an entity involved in e-commerce fulfilment solutions. The Directors of the Group do not consider that the Group is able to exercise significant influence over OrderGrid Holdings Inc, with no involvement in the day-to-day operations of that entity. The fair value of the investment was £2.9 million (2023: £2.9 million).

19. Trade and other receivables

	Current		Non-current	
	2024 £m	2023 £m	2024 £m	2023 £m
Trade receivables	63.8	99.4	–	–
Lifetime ECL	(2.6)	(4.1)	–	–
Net trade receivables	61.2	95.3	–	–
Prepayments	25.5	27.3	–	–
Other receivables	14.7	19.3	9.9	14.1
Corporation tax receivable	8.3	5.7	–	–
Total receivables	**109.7**	147.6	**9.9**	14.1

The net carrying value of receivables is considered a reasonable approximation of fair value. Long-term other receivables relate to rental deposits for leased property not due for at least 12 months and bank guarantees disclosed in note 32.

No customer accounts for more than 5% of the total trade receivables balance in either 2024 or 2023.

In accordance with IFRS 9 the simplified approach to measuring expected credit losses ('ECL'), which permits the use of lifetime ECL on trade receivables, has been applied.

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

19. Trade and other receivables
continued

For trade receivables due from our payment service providers and other receivables the ECL is £nil (2023: £nil). The following table details the risk profile of trade receivables for the Group:

2024	Not past due £m	<30 days £m	31-60 days £m	61-90 days £m	>90 days £m	Total £m
Estimated credit loss rate %	4%	7%	25%	20%	35%	
Estimated gross carrying amount at default	56.3	1.4	0.4	0.5	5.2	63.8
Lifetime ECL*	(0.5)	(0.1)	(0.1)	(0.1)	(1.8)	(2.6)
Total	55.8	1.3	0.3	0.4	3.4	61.2

2023	Not past due £m	<30 days £m	31-60 days £m	61-90 days £m	>90 days £m	Total £m
Estimated credit loss rate %	3%	7%	13%	17%	55%	
Estimated gross carrying amount at default	88.2	3.0	0.8	1.8	5.6	99.4
Lifetime ECL*	(0.4)	(0.2)	(0.1)	(0.3)	(3.1)	(4.1)
Total	87.8	2.8	0.7	1.5	2.5	95.3

* Lifetime ECL is calculated net of trade receivables from payment service providers of £42.4 million (2023: £74.7 million).

The expected credit losses on trade receivables are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time-value of money where appropriate.

The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition. Concentration of credit risk with respect to trade receivables is minimal due to the broad customer base across regions.

The maximum exposure to credit risk at the reporting date is the carrying amount of each class of receivable mentioned above.

The loss allowances for trade receivables and contract assets as at 31 December reconcile to the opening loss allowances as follows:

	2024 £m	2023 £m
Opening loss allowance as at 1 January	(4.1)	(4.0)
Receivables written off during the year as uncollectible	1.7	1.0
Unused amount reversed	(0.2)	(1.1)
Closing loss allowance at 31 December	(2.6)	(4.1)

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

20. Inventory

	2024 £m	2023 £m
Restaurant equipment	**1.6**	2.1
Rider clothing and equipment	**10.0**	11.4
Food and packaging	**1.7**	1.3
Total inventories	**13.3**	14.8

At a Group level, the cost of inventories recognised as an expense in the year is £57.2 million (2023: £45.8 million). Of this, £51.5 million (2023: £39.9 million) is included within 'cost of sales' with £8.4 million (2023: £9.1 million) relating to restaurant equipment. £2.9 million (2023: £2.5 million) relating to rider clothing and equipment is within 'other operating expenses' in the consolidated income statement. The write-down of inventory to net realisable value recognised as an expense in the year is £2.8 million (2023: £3.4 million). This is recorded within 'administrative expenses' in the consolidated income statement.

21. Cash and cash equivalents

	2024 £m	2023 £m
Cash at bank	**98.2**	107.5
Money market fund	**291.1**	240.5
Short-term deposits	**72.0**	255.1
Total cash and cash equivalents	**461.3**	603.1

All funds held are available on demand.

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

22. Provisions

	2024 £m	2023 £m
Legal provision	**70.4**	113.9
Dilapidations	**11.6**	13.3
Total provisions	**82.0**	127.2

Legal Provision	2024 £m	2023 £m
Current	**70.4**	58.1
Non-current	–	55.8
Total	**70.4**	113.9

The movement in the provisions during the year is reconciled below:

	Legal provisions £m	Dilapidations £m
At 1 January 2024	113.9	13.3
Foreign currency translation	(4.6)	–
Additional amounts provided for	15.8	1.2
Amounts utilised	(49.2)	(1.2)
Amounts released	(5.5)	(1.7)
At 31 December 2024	**70.4**	**11.6**

The Group remains involved in a number of ongoing legal and regulatory proceedings with third parties. The amounts provided in the legal provision represent our best estimate of associated economic outflows based on the status of proceedings at the time of approval of these financial statements, and are based on current claims from regulators, even where we dispute the amounts claimed. The majority of the provision released in 2024 related to discontinued operations.

During the period, we settled some of our longer standing matters, and accordingly we have utilised certain associated provisions, partially offset by the recognition of additional amounts for other existing matters elsewhere.

Provisions remain for certain ongoing regulatory challenges, including in markets that we have exited and we continue to participate in ongoing discussions with relevant authorities as part of official processes. While it is difficult at this time to quantify the probable economic outflow in the event of an adverse outcome, the provision represents our best estimate of the most likely outcome, based on the information available to us at this time and taking into account the range of potential outcomes currently apparent. We will continue to refine our assessment as further information is available.

Further to the amounts provided above, the challenges of the new on-demand economy mean that, like other companies in this industry, some subsidiary companies may eventually be subject to further inspections or litigation of the same nature in the future. The Group would assess any such future challenges on a case-by-case basis. We continue to defend ourselves robustly against challenges of this nature, but we recognise that there are jurisdictions which may seek to regulate the on-

22. Provisions
continued

demand economy and as a result the risk may be heightened. The Directors are confident in the operating model and practices, and will take all reasonable steps to defend its position if so challenged. In addition, the Group is engaged with relevant stakeholders to seek to bring greater certainty and flexibility for individuals who work within the on-demand economy.

In addition to proceedings where management has assessed there to be a probable economic outflow and for which a corresponding provision has been made, there are certain in-country proceedings where management has assessed that an economic outflow is possible but not probable at this time. These are disclosed as contingent liabilities and are discussed in note 32.

The Group is required to perform dilapidation repairs to restore properties to agreed specifications prior to the properties being vacated at the end of their lease term. These amounts are based on estimates of repair and restoration costs at a future date and therefore a degree of uncertainty exists over the future outflows, given that these are subject to repair and restoration cost price fluctuations and the extent of repairs to be completed. £7.3m of the provision is expected to be utilised by 2030 and the remainder by 2037.

23. Trade and other payables

	2024 £m	2023 £m
Trade payables	**35.1**	16.0
Accruals and deferred income	**123.5**	137.1
Other tax and social security payables	**81.9**	61.6
Other payables	**23.4**	26.1
Amounts due to restaurants	**110.9**	82.8
Corporation tax payable	**–**	2.8
Total payables	**374.8**	326.4

Trade and other payables are considered to be short-term, non-interest-bearing and have no security attached. The carrying value of trade and other payables is considered to be a reasonable approximation of fair value.

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

24. Share capital

Shares issued and fully paid:	2024 shares	2023 shares	2024 £	2023 £
Ordinary	**1,566,668,921**	–	**7,833,345**	–
Ordinary A	–	1,521,831,251	–	7,609,156
Ordinary B	–	102,508,168	–	512,541
Total shares issued	**1,566,668,921**	1,624,339,419	**7,833,345**	8,121,697

All shares have a nominal value of £0.005.

On 7 April 2024, pursuant to Article 60 of the Company's Articles of Association, all of the 102,508,168 issued and outstanding B Ordinary Shares automatically converted into A Ordinary Shares ('the B Share Conversion'). Following the B Share Conversion, the Company redesignated its issued and outstanding A Ordinary Shares to one class of shares, known as Ordinary Shares. Each Ordinary Share has the same rights and are subject to the same restrictions as those which were attached to each A Ordinary Share immediately prior to the redesignation.

The Company issued 2,320,600 (2023: 1,392,200) new shares at a nominal value of £0.005 (2023: £0.005) per share to settle previous share awards to non-employees.

See note 25 for information regarding shares bought back and cancelled during the current and prior year.

25. Own shares

	2024 £m	2023 £m
Balance at 1 January	**51.5**	66.0
Acquired during the year	**120.0**	59.8
Bought back and cancelled	**(88.5)**	(50.8)
Exercise of share options	**(28.4)**	(23.5)
Balance at 31 December	**54.6**	51.5

The own shares reserve represents the cost of Deliveroo plc shares purchased from the market. Shares are either held in treasury to be cancelled or by the Roofoods Ltd Employee Benefit Trust ('EBT') to satisfy options under the Group's share options plans. The number of Ordinary Shares held in treasury at 31 December 2024 was 1,086,858 (2023: nil) and held by the EBT at 31 December 2024 was 47,962,908 (2023: 56,869,699).

During the year, the Group completed a share purchase programme that was announced on 27 March 2024 to purchase Ordinary Shares of 0.5p each in the capital of the Company. Under the programme 22.6 million shares were purchased for £30 million, including transaction costs of £0.2 million and held by the EBT.

The Group utilised 31.5 million (2023: 27.2 million) shares from the EBT at a cost of £28.4 million (2023: £23.5m) to settle share schemes.

On 9 August 2024, the Company commenced a share purchase programme to purchase Ordinary Shares of 0.5p each in the capital of the Company of up to a maximum consideration of £150 million. The Company purchased 61.1 million Ordinary Shares for £90.0 million including transaction costs of £0.6 million. 60 million of these shares were cancelled during the year at a cost of £88.5 million and a nominal value of £0.3 million, recorded in the capital redemption reserve (see note 26).

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

25. Own shares
continued

During the prior year, the Company completed a share buyback programme, buying 44.7 million Ordinary Shares for £50.8 million, including transaction costs of £0.8 million. All of the shares were cancelled during the prior year and had a nominal value of £0.2 million, recorded in the capital redemption reserve (see note 26).

During the prior year, the Company completed a tender offer to purchase 192.3 million Ordinary Shares at a price of 130p per share, for a total cost of £253.0 million, including transaction costs of £3.0 million. The shares acquired under the tender offer were immediately cancelled and had a nominal value of £1.0 million recorded in the capital redemption reserve (see note 26).

26. Other reserves

Capital redemption reserve	**2024 £m**	2023 £m
At 1 January	**1.2**	–
Shares cancelled during the year	**0.3**	1.2
At 31 December	**1.5**	1.2

The capital redemption reserve represents the nominal value of all shares bought back and cancelled (see note 25).

27. Employee benefits

27.1 Employee benefits cost

	2024 £m	2023 £m
Wages and salaries	**259.1**	262.7
Social security costs	**40.3**	41.1
Contributions to defined contribution plans	**9.9**	10.3
Share-based payment charge	**49.1**	56.1
Total employee benefits	**358.4**	370.2

Total employee benefits include discontinued operations and are shown gross of capitalised development costs.

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

27. Employee benefits continued

27.2 Average monthly employee numbers

	2024 No.	2023 No.
Sales, marketing and operations	2,250	2,263
Technology	1,049	1,062
Administration	439	449
Directors and global management	22	33
Total employee numbers	**3,760**	3,807

No distinction is made between full-time and part-time employees in the above analysis.

27.3 Share-based payments

The Company operates share schemes for all employees of the Group. The terms of the main current schemes from which the Group's employees benefit are set out below.

Post-IPO Employee Share Plans

Since the Company's admission on the London Stock Exchange on 7 April 2021, the Company has operated new share incentive plans, under the umbrella of the Deliveroo Incentive Plan ('DIP'). These include the Restricted Share Plan Awards, Deferred Share Bonus Plan Award and the Performance Share Plan ('PSP') awards.

(i) **Restricted Share Plan: Nominal Cost options**
These are share options that are granted to employees since the IPO. They provide an award holder the right to acquire Deliveroo Ordinary Shares upon exercising the option at a nominal cost of £0.005 per share. Under the rules of the Deliveroo Incentive Plan, the options vest subject to the award holder remaining employed with Deliveroo at the relevant vesting dates. Typically, awards granted under this scheme vest over four years, with a one-year cliff. Options which remain unexercised after a period of 10 years from the date of grant will expire. Unvested options are forfeited when the employee hands in notice or receives notice to leave the Group before the options vest.

(ii) **Restricted Share Plan: Conditional Share Awards (US Sub-plan)**
Conditional Share Awards (sometimes referred to as RSUs or restricted stock units) are awards that are granted following the IPO, and are only applicable to US taxpayers. They provide the award holder the right to acquire Ordinary Shares upon vesting/settlement of the award. The grant is 'restricted' as the award must vest, and the award holder must remain employed at the time of vesting before they can receive the underlying Ordinary Shares. Award holders are required to pay the nominal value of £0.005 per share at the time the award vests. Typically, awards granted under this scheme vest over four years, with a one-year cliff. Unvested awards are forfeited when the employee hands in notice or receives notice to leave the Group before the conditional shares vest.

(iii) **Restricted Share Plan: Conditional Share Awards (French Sub-plan)**
Conditional Share Awards (France) are awards that are granted since the IPO, and are only applicable to employees based in France. They provide the award holder the right to acquire Ordinary Shares upon vesting/settlement of the award. The grant is 'restricted' as the award must vest, and the award holder must remain employed at the time of vesting before they can receive the underlying Ordinary Shares. Award holders are required to pay the nominal value of £0.005 per share at the time the award vests. Awards granted under this scheme vest over four years, with a two-year cliff. Unvested awards are forfeited if the employee hands in notice or receives notice to leave the Group before the conditional shares vest.

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

27. Employee benefits
continued

(iv) **Performance Share Plan: Nominal Cost Options**

These are long-term incentive awards which take the form of annual grants of share awards subject to performance conditions, which are granted to a subset of employees. Awards are made in the form of nominal cost options or conditional share award – US sub-plan only. These awards are not available to French nationals. They provide an award holder the right to acquire Deliveroo Ordinary Shares upon exercising the option at a nominal cost of £0.005 per share. The options vest subject to the achievement of certain performance criteria, and the award holder remaining employed with Deliveroo at the relevant vesting dates. Awards granted under this scheme vest following a three-year cliff, and are subject to an additional two-year holding period. Options which remain unexercised after a period of 10 years from the date of grant will expire. Unvested options are forfeited if the employee hands in notice or receives notice to leave the Group before the options vest. Malus and Clawback provisions apply to the PSP.

(v) **Performance Share Plan: Conditional Share Awards (US)**

These are long-term incentive awards which take the form of annual grants of share awards subject to performance conditions, which are granted to a subset of employees following the IPO made in the form of conditional share awards and are only applicable to US taxpayers. They provide the award holder the right to acquire Ordinary Shares upon vesting/settlement of the award. The awards vest subject to the achievement of certain performance criteria, and the award holder remaining employed with Deliveroo at the relevant vesting dates. Awards granted under this scheme vest following a three-year cliff, and are subject to an additional two-year holding period. Award holders are required to pay the nominal value of £0.005 per share at the time the award vests. Unvested awards are forfeited if the employee hands in notice or receives notice to leave the Group before the shares vest. Malus and Clawback provisions apply to the PSP.

(vi) **Deferred Share Bonus Plan ('DSP')**

These are awards that form part of the annual bonus for the Executive Team. One-half of the bonus earned will be paid in cash and the remainder is provided as a deferred award of shares that vest after three years subject to continued service. Awards are made in the form of nominal cost options or conditional share award – US sub-plan only. These awards are not available to French nationals. DSP awards give eligible employees a right to acquire Deliveroo Ordinary Shares at the nominal cost of £0.005 per share at the time the award vests. Unvested awards will normally lapse if the employee hands in notice or receives notice to leave the Group before the shares vest. Malus and Clawback provisions apply to the DSP.

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

27. Employee benefits continued

Pre-IPO Employee Share Plans

(Awards ceased to be made to employees under these plans after 31 March 2021).

The Group maintains the following, equity-settled share-based payment schemes for employees:

- Unapproved option scheme
- French free share plan
- Restricted Stock Units (RSUs)

Where plans are substantially similar, they are disclosed in aggregate below. The following table sets out the movement in share awards during the year:

	Employee share options	Employee share awards (France and US)	Performance share plans	Total	Weighted average exercise price (£)
Outstanding at 31 December 2022	**114,754,960**	**62,588,184**	**16,724,678**	**194,067,822**	**0.02**
Granted	5,910,792	4,022,324	16,520,993	26,454,109	0.01
Forfeited	(15,312,719)	(5,256,959)	(6,232,096)	(26,801,774)	0.01
Exercised	(19,220,819)	(14,948,119)	–	(34,168,938)	0.02
Outstanding at 31 December 2023	**86,132,214**	**46,405,430**	**27,013,575**	**159,551,219**	**0.01**
Granted	12,130,626	3,703,272	11,142,667	26,976,565	0.01
Forfeited	(10,230,293)	(13,752,686)	(5,382,777)	(29,365,756)	0.00
Exercised	(19,903,287)	(11,634,023)	–	(31,537,310)	0.02
Outstanding at 31 December 2024	**68,129,260**	**24,721,993**	**32,773,465**	**125,624,718**	**0.01**
Exercisable at 31 December 2024	37,114,118	325	–	37,114,443	0.04
Exercisable at 31 December 2023	39,692,123	756	–	39,692,879	0.04
Exercisable at 31 December 2022	31,049,260	230	–	31,049,490	0.07
Valuation method	Black-Scholes	Intrinsic value	Monte Carlo		

The weighted average share price for share options exercised during the year was £1.36 (2023: £1.12).

The share options outstanding as at 31 December 2024 had a weighted average remaining contractual life of 6.9 years (2023: 7.4 years) and the range of exercise prices was £0.00-£0.08 (2023: £0.00-£0.08).

In addition to the totals above, there are 618,800 non-employee share options outstanding at 31 December 2024 (2023: 2,939,400).

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

27. Employee benefits continued

The fair value of employee share options granted was determined using a Black-Scholes model, taking into account the terms and conditions under which the options were granted. The following table lists the principal assumptions used in the valuation:

	2024	2023
Vesting period	**1 year – 4 years**	1 month – 4 years
Volatility	**48.0%**	55.1%
Option life	**10 years**	9.9 years
Risk-free investment rate	**3.695%**	8.825%
Weighted average share price	**£1.32**	£0.96
Weighted average exercise price grant date	**£0.01**	£0.00

The underlying expected volatility was determined by reference to historical data of a peer group of similar companies' shares.

Employee share awards (France and US) are accounted for using the intrinsic value method with the key assumptions as follows:

	2024	2023
Grant price	**£0.01**	£0.01
Weighted average market price	**£1.30**	£0.93
Attrition rate	**16%**	26%

The performance share plans are valued using the Monte Carlo method with the assumptions as follows:

	2024	2023
Exercise price	**£0.005**	£0.005
Volatility	**48.0%**	55.1%
Expected life	**3 years**	3 years
Risk-free investment rate	**3.7840%**	3.3556%
Dividend yield	**0%**	0%

The underlying expected volatility was determined by reference to historical data of a peer group of similar companies' shares.

In total the charge shown in the table in note 27.1 relating to the equity-settled share-based payment plan has been included within 'administrative expenses' in the income statement, and credited to equity.

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

28. Reconciliation of cash used in operations

	2024 £m	2023 £m
Cash flows from operating activities		
Operating loss for the year (i)	**(8.5)**	(56.7)
Depreciation and amortisation	**71.7**	73.9
Loss/(profit) on disposal of leases	**1.0**	(1.5)
Loss on disposal of property, plant and equipment	**0.3**	4.0
Impairment on property, plant and equipment	**1.3**	–
Impairment of right-of-use assets	**0.3**	1.7
Share-based payments charge	**49.1**	56.1
Decrease in inventories	**1.5**	4.6
Decrease/(increase) in trade and other receivables	**44.2**	(29.6)
Increase/(decrease) in trade and other payables	**41.2**	(6.2)
Decrease in dilapidation provision	**(2.8)**	(0.8)
Decrease in legal provisions	**(43.5)**	(14.1)
Corporation tax paid	**(7.0)**	(4.3)
Net foreign exchange differences	**(0.3)**	(3.9)
Net cash generated from operating activities	**148.5**	23.2

(i) Includes operating profit from discontinued operations of £3.9m

28.1 Reconciliation of liabilities from financing activities

	Lease Liabilities £m
At 1 January 2023	73.8
Cash flow	(17.9)
Other non-cash movements	5.6
Currency translation	(1.9)
At 31 December 2023	**59.6**
Cash flow	(18.3)
Other non-cash movements	9.4
Currency translation	(0.3)
At 31 December 2024	**50.4**

29. Auditor's remuneration

	2024 £m	2023 £m
Remuneration for the audit	**2.3**	2.1
Audit-related assurance services	**0.1**	0.1
Total auditor's remuneration	**2.4**	2.2

Audit-related assurance services relate to the interim review.

The Parent Company incurred £0.4m (2023: £0.4m) in relation to UK statutory audit fees for the year.

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

30. Financial instruments

30.1 Categories of financial instruments

	2024 £m	2023 £m
Financial assets at amortised cost		
Trade and other receivables (excluding prepayments and corporation tax)	**85.8**	128.7
Other treasury deposits	**206.6**	75.7
Cash and cash equivalents	**170.2**	362.6
Total	**462.6**	567.0

	2024 £m	2023 £m
Financial assets at FVTPL		
Money market funds	**291.1**	240.5
Shares	**2.9**	2.9
Total	**294.0**	243.4

	2024 £m	2023 £m
Financial liabilities at amortised cost		
Trade and other payables*	**(285.0)**	(256.7)
Total	**(285.0)**	(256.7)

* This balance excludes social security, corporation tax, deferred revenue and pension liability.

The carrying value of the financial instruments is considered to be a reasonable approximation of fair value.

30.2 Risk management objectives and policies

The Group is exposed to various risks in relation to financial instruments, the most significant of which are market risk, credit risk and liquidity risk. The Group's risk management is co-ordinated at its headquarters, in close co-operation with the Board, and focuses on actively securing the Group's short to medium-term cash flows by minimising the exposure to financial markets.

The Group does not actively engage in the trading of financial assets for speculative purposes. The most significant financial risks to which the Group is exposed are described on page 101.

30.3 Market risk

The Group is exposed to market risk through its use of financial instruments, and specifically to currency risk, which result from both its operating and investing activities.

Foreign currency sensitivity

Most of the Group's transactions are carried out in GBP. Exposures to currency exchange rates arise from the Group's overseas sales and purchases, which are primarily denominated in US Dollars, Euros, Hong Kong Dollars, Singapore Dollars, United Arab Emirates Dirhams and Qatari Riyals as well as funds held in US Dollars. To mitigate the Group's exposure to foreign currency risk, non-Sterling cash flows are monitored in accordance with the Group's risk management policies.

The carrying amounts of the Group's cash balances held in foreign currency at the reporting date were as follows:

	2024 £m	2023 £m
USD	**21.4**	1.6
EUR	**197.8**	160.7
AUD	**–**	0.1
HKD	**10.8**	14.9
SGD	**10.0**	7.4
KWD	**7.8**	5.4
AED	**31.0**	37.9
INR	**1.3**	0.4
QAR	**3.6**	2.5
PLN	**0.3**	0.4

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

30. Financial instruments continued

The following table illustrates the sensitivity of exchange rate movements in regard to the Group's financial assets and liabilities, all other things being equal. It assumes a +/- 10% change of the exchange rates for the year ended 31 December.

	Cash increase/(decrease)			
	10% strengthening 2024 £m	10% strengthening 2023 £m	**10% weakening 2024 £m**	10% weakening 2023 £m
USD	(2.0)	(0.3)	2.3	–
EUR	(17.7)	(14.5)	22.3	18.0
AUD	–	–	–	–
HKD	(0.9)	(1.3)	1.3	1.7
SGD	(0.9)	(0.7)	1.1	0.8
KWD	(0.6)	(0.5)	1.0	0.6
AED	(2.8)	(3.4)	3.5	4.2
INR	(0.1)	–	0.1	0.1
QAR	(0.4)	(0.3)	0.3	0.2
PLN	–	(0.1)	0.1	–

The Group's sensitivity to fluctuations in foreign currencies is the result of holdings in foreign currency and the growth of overseas entities. The sensitivity performed is a reasonable approximation of possible future changes. Exposures to foreign exchange rates vary during the year depending on the volume of overseas transactions. Nonetheless, the analysis above is considered to be representative of the Group's exposure to currency risk.

30.4 Credit risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the Group. The Group's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at the reporting date, as summarised below:

	2024 £m	2023 £m
Trade and other receivables (excluding prepayments, corporation tax and deposits)	**85.8**	128.7
Other treasury deposits	**206.6**	75.7
Cash and cash equivalents	**461.3**	603.1
Total financial assets	**753.7**	807.5

The Group continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls. Where available at reasonable cost, external credit ratings and/or reports on customers and other counterparties are obtained and used. The Group's policy is to deal only with creditworthy counterparties.

In respect of trade and other receivables, the Group is not exposed to any significant credit risk in relation to any single counterparty or any group of counterparties having similar characteristics. The Group holds no financial assets that are past due as at the end of the reporting date but not impaired.

The credit risk for cash and cash equivalents and other treasury deposits is considered negligible, since the counterparties are reputable with investment grade AAA to A- external credit ratings.

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

30. Financial instruments
continued

30.5 Liquidity risk

Liquidity risk is the risk that the Group might be unable to meet its obligations. The Group manages its liquidity needs by forecasting cash inflows and outflows due in day-to-day business.

The Group's objective is to maintain cash to meet its liquidity requirements. This objective was met for the reporting periods by keeping all cash as readily available. Funding for long-term liquidity needs is additionally secured by the ability to sell long-term financial assets.

The Group considers expected cash flows from financial assets in assessing and managing liquidity risk, in particular its cash resources and trade receivables. The Group's existing cash resources and trade receivables are considered sufficient for the current cash outflow requirements.

On 22 March 2024 the Group entered into a new revolving credit facility agreement ('RCF') for £140 million for general working capital purposes of the Group. The key terms of the new RCF include: (i) Roofoods Ltd as borrower; (ii) an initial term of 36 months which can be extended by up to 24 months; (iii) provision of information covenants and financial covenants; and (iv) the provision of guarantees by certain Group Companies in respect of certain obligations under the RCF. To date, no drawdowns have been made pursuant to the RCF.

The Group's financial liabilities measured at amortised cost are all made up of trade and other payables (excluding social security, corporation tax, deferred revenue and pension liability). They have contractual maturities as follows:

	2024 £m	2023 £m
Within one year	**(285.0)**	(256.7)
Total	**(285.0)**	(256.7)

The above amounts reflect the contractual undiscounted cash flows, which are in line with the carrying values of the liabilities at the reporting date.

Notes to the consolidated financial statements continued

For the year ended 31 December 2024

31. Related party transactions

Transactions with key management personnel

	31 December 2024 £m	31 December 2023 £m
Wages and salaries	**6.6**	10.8
Post-retirement benefits	**0.1**	0.2
Termination payments	**0.3**	0.4
Share-based payments charge	**11.0**	19.2
Total remuneration	**18.0**	30.6

32. Contingent liabilities and guarantees

The on-demand economy remains relatively new and is therefore subject to scrutiny and operators across markets may at times be subject to regulatory inspections and investigations that could result in economic outflow. Certain companies in the Group are currently subject to such investigations regarding elements of our operating model. Whilst we defend ourselves robustly in such cases, we recognise the inherent uncertainty connected to regulatory inspections and investigations. Should we be unsuccessful in defending our model, the total economic outflow in relation to the quantifiable contingent liabilities is estimated to be £6.1 million (2023: £9.3million). This includes potential outflows arising from ongoing proceedings in a number of markets, including those that we have exited.

In addition, the Company may be subject to potential future investigations and it is difficult at this time to quantify the likely potential economic outflow that could arise. We are engaging with relevant authorities and will continue to refine our assessment. At the time of signing of the financial statements, we have assessed a range of economic outflows representing our best estimate in the event of a potential adverse outcome, which could range from £125 million to £160 million (2023: £125 million to £160 million).

The Directors will review the amounts of such contingent liabilities as necessary throughout the duration of all relevant proceedings and revise amounts accordingly as and when new information is available.

The Group has issued guarantees totalling £0.3 million (2023: £0.7 million). Of this, £0.0 million (2023: £0.1 million) relates to guarantees provided to tax authorities. The remainder primarily relates to office rental guarantees.

33. Events after the financial period

Subsequent to the year end the Company repurchased a further 39,622,645 ordinary shares at a cost of £53.5 million as part of the share buy back programme commenced in August 2024.

On 10 March 2025, the Group announced the exit of its Hong Kong operations through the sale of certain assets and the closure of other assets. This decision had no material impact on the consolidated financial statements for the year ended 31 December 2024.

On 12 March 2025, the Board approved a share buy back programme of up to £100m. These shares will subsequently be cancelled. Our existing AGM authority permits the repurchase of up to 10% of our issued share capital in a year. The completion of the new share buyback will be subject to the reapproval of the AGM authority in May 2025.

Parent Company balance sheet

As at 31 December 2024

(Registration number: 13227665)

	Note	2024 £m	2023 £m
Fixed assets			
Investments	7	**3,225.4**	3,225.4
Intercompany loan	3	**695.7**	772.4
		3,921.1	3,997.8
Current assets			
Debtors	4	**192.2**	194.6
Cash and cash equivalents	5	**0.4**	–
		192.6	194.6
Current liabilities			
Creditors	6	**(0.5)**	(2.7)
Net current assets		**192.1**	191.9
Total assets less current liabilities		**4,113.2**	4,189.7
Net Assets		**4,113.2**	4,189.7
Capital and reserves			
Called up share capital	8	**7.8**	8.1
Own shares	9	**(1.5)**	–
Other reserves	10	**1.5**	1.2
Merger reserve		**3,218.0**	3,218.0
Profit and loss account		**887.4**	962.4
Shareholders' funds		**4,113.2**	4,189.7

As permitted by Section 408 of the Companies Act 2006, the Company's statement of profit or loss has not been included in these financial statements. The Company recorded a profit for the year to 31 December 2024 of £24.8 million (2023: profit of £17.7 million).

Approved and authorised by the Board on 12 March 2025 and signed on its behalf by:

SCILLA GRIMBLE
DIRECTOR

Parent Company statement of changes in equity

For the year ended 31 December 2024

	Note	Share capital £m Note 8	Own shares £m Note 9	Other reserves £m Note 10	Merger reserve £m	Profit and loss account £m	Total £m
At 1 January 2023		9.3	–	–	3,218.0	1,192.4	4,419.7
Profit for the year and comprehensive income		–	–	–	–	17.7	17.7
Share-based payment awards		–	–	–	–	56.1	56.1
Own shares acquired during the year	9	–	(50.8)	–	–	–	(50.8)
Shares bought back and cancelled	9	(1.2)	50.8	1.2	–	(303.8)	(253.0)
At 31 December 2023		**8.1**	**–**	**1.2**	**3,218.0**	**962.4**	**4,189.7**
Profit for the year and comprehensive income		–	–	–	–	24.8	24.8
Share-based payment awards		–	–	–	–	65.6	65.6
Own shares acquired during the year	9	–	(166.9)	–	–	–	(166.9)
Shares bought back and cancelled	9	(0.3)	88.5	0.3	–	(88.5)	–
Own shares utilised for share schemes	9	–	76.9	–	–	(76.9)	–
At 31 December 2024		**7.8**	**(1.5)**	**1.5**	**3,218.0**	**887.4**	**4,113.2**

Notes to the financial statements

For the year ended 31 December 2024

1. General information

The Company is a public company limited by share capital, incorporated in England and Wales.

The Company's principal activity is that of a holding company.

The address of its registered office is:
The River Building, Level 1 Cannon Bridge House, 1 Cousin Lane, London, EC4R 3TE, United Kingdom.

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to the periods presented, unless otherwise stated.

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

Basis of preparation

These financial statements have been prepared using the historical cost convention.

Amounts are presented in GBP and to the nearest million pounds (to one decimal place) unless otherwise noted.

Summary of disclosure exemptions

The Company is a qualifying entity for the purposes of FRS 102 and has taken advantage of the following disclosure exemptions permitted by FRS 102:

- the requirements of Section 7 Statement of Cash Flows and Section 3 Financial Statement Presentation, paragraph 3.17(d); and
- the requirements of Section 11 Financial Instruments, paragraphs 11.42, 11.44, 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b), and 11.48(c); and
- the requirements of Section 26 Share-based payments, paragraph 26.18(b), 26.19, 26.21 and 26.23; and
- the requirements of Section 29 Income tax. paragraphs 29.28(b) and 29.29; and
- the requirements of Section 33 Related Party Disclosures, paragraph 33.7.

Going concern

These financial statements have been prepared on the going concern basis, which assumes continuity of normal business activity and the realisation of assets and the settlement of liabilities in the ordinary course of business.

At the reporting date, the Company's current assets exceed its current liabilities by £192.1 million (2023: £191.9 million) and it has net assets of £4,113.2 million (2023: £4,189.7 million).

Tax

Any tax expense or credit recognised in the income statement is based on the results for the period as adjusted for items which are disallowed or not taxed. It is based on tax rates and laws that have been enacted or substantively enacted by the end of the reporting period.

Notes to the financial statements continued

For the year ended 31 December 2024

2. Accounting policies continued

Deferred income tax is calculated using the liability method in respect of temporary differences between the carrying amounts of assets and liabilities and their tax bases. Deferred tax on temporary differences associated with investments in subsidiaries is not recognised if reversal of these temporary differences can be controlled by the Company and it is probable that reversal will not occur in the foreseeable future.

Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realisation, provided they are enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognised to the extent that it is probable that they will be able to be utilised against future taxable income, based on the Company's forecast of future operating results which is adjusted for significant non-taxable income and expenses and specific limits to the use of any unused tax loss or credit. Deferred tax liabilities are always provided for in full.

Deferred tax assets and liabilities are offset only when the Company has a right and intention to set off current tax assets and liabilities from the same taxation authority.

Changes in deferred tax assets or liabilities are recognised as a component of tax income or expense in profit or loss, except where they relate to items that are recognised in other comprehensive income or directly in equity, in which case the related deferred tax is also recognised in other comprehensive income or equity respectively.

Investments

Investments in subsidiaries are stated at cost less cumulative impairment losses.

The carrying values of investments are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, an impairment loss is recognised if the carrying amount of an asset exceeds its estimated recoverable value.

The Company also considers the relationship between its market capitalisation and the carrying value of its investments, when reviewing for indicators of impairment.

Cash at bank

Cash and cash equivalents comprises cash on hand and demand deposits, together with other short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

Debtors

Debtors include amounts due from Group companies and other amounts due from third parties. They are recognised as fixed assets if intended for use on a continuing basis, and as current assets if not intended for such use.

Intercompany loan

Intercompany loans are amounts due from Group Companies. They are recognised as fixed assets when the repayment is due more than 12 months from the balance sheet date and as current assets when the repayment is due within 12 months of the balance sheet date.

At each reporting date financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the profit and loss statement.

Creditors

Creditors include amounts due to Group Companies and other amounts due to third parties. They are recognised as amounts falling due within one year if payment is due in one year or less. If payment is due in over a year, they are presented as amounts falling due after more than one year.

Share capital

Share capital represents the nominal value of shares that have been issued. Any transaction costs directly attributable to the issuing of new shares are deducted from share capital, net of any related income tax benefits.

Other components of equity include the following:

- profit and loss account – comprises accumulated profit/(loss);
- merger reserve – comprises the difference between the fair value of Roofoods Ltd as at 6 April 2021 and the nominal value of shares acquired by Deliveroo plc as part of the share-for-share exchange which took place prior to the Company's admission to the London Stock Exchange;

Notes to the financial statements continued

For the year ended 31 December 2024

2. Accounting policies
continued

- own shares – comprises the shares of Deliveroo plc that are held in treasury. Own shares are recorded at cost and deducted from equity; and
- other reserves – represents the nominal value of shares bought back and cancelled.

Share-based payments

The Group operates share-based compensation plans for employees. Equity instruments granted are measured at fair value of the equity instrument at grant date. This is recognised as an expense in the statement of comprehensive income, with a corresponding credit to equity. The expense is allocated over the vesting period, based on the best available estimate of the number of equity instruments expected to vest.

Vesting conditions may have market or non-market criteria, and are included in assumptions about the number of equity instruments that are expected to vest. Estimates are subsequently revised if there is any indication that the number of equity instruments expected to vest differs from previous estimates, and taking into account the number of equity instruments which have been cancelled, modified or forfeited in the period.

It recognises the impact of the revision to original estimates, if any, in the statement of comprehensive income with a corresponding adjustment to equity. Any cumulative adjustment prior to vesting is recognised in the current period. No adjustment is made to any expense recognised in prior periods, if equity instruments expected to vest differs from previous estimates. Upon exercise of equity instruments the proceeds received net of any directly attributable transaction costs are allocated to share capital and share premium.

The Group maintains an Employee Benefit Trust ('EBT') which holds shares on behalf of the Company, which can be used to settle obligations under employee share-based compensation plans.

Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described above, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting period that may have a significant risk of causing material adjustments to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

Key sources of estimation uncertainty

Impairment of investments in subsidiary undertakings and intercompany receivables

The carrying value of the investment in the Company's wholly owned subsidiaries and intercompany receivables is reviewed for impairment on an annual basis. The recoverable amount is determined based on a value-in-use calculation derived from the Group's Long-Term Plan, approved by the Board. The assessment of the recoverable amount requires the determination of appropriate assumptions, which comprise key sources of estimation uncertainty. The principal assumptions relate to the performance of the Group over the forecast period (including the GTV compound annual growth rate ('CAGR')), the long-term growth rate applied beyond the forecast period, and the discount factor (which is derived from the Group's weighted average cost of capital ('WACC')). Estimation uncertainty arises due to changing economic and market factors, and fluctuations in forecasted revenue and cost growth. See note 7 for further details on the assumptions and associated sensitivities.

The Company's financial risk is managed as part of the Group's strategy and policies as discussed in note 30 of the Group financial statements.

Critical accounting judgements

In the course of preparing the financial statements, no judgements have been made in the process of applying the Company's accounting policies.

Notes to the financial statements continued

For the year ended 31 December 2024

3. Intercompany loan

	2024 £m	2023 £m
Intercompany loan – Roofoods Ltd	**695.7**	772.4

4. Debtors

Amounts falling due within one year	2024 £m	2023 £m
Amounts owed by Group companies	**191.7**	192.1
Other debtors	**0.5**	0.4
Prepayments	**–**	2.1
Total debtors	**192.2**	194.6

Amounts owed by Group companies are unsecured, repayable on demand and do not bear interest.

5. Cash and cash equivalents

	2024 £m	2023 £m
Cash and short-term deposits	**0.4**	–

6. Creditors

Amounts falling due within one year	2024 £m	2023 £m
Trade creditors	**0.1**	1.9
Accruals	**0.4**	0.8
Total creditors	**0.5**	2.7

	2024 £m	2023 £m
Investments	**3,225.4**	3,225.4

Deliveroo plc directly owns 100% of Roofoods Limited.

Notes to the financial statements continued

For the year ended 31 December 2024

7. Investments
continued

Impairment of investments in subsidiary undertakings

The Company evaluates its investments in subsidiary undertakings annually for any indicators of impairment or impairment reversal. The Company considers the relationship between its market capitalisation and the carrying value of its investments, among other factors, when reviewing for indicators of impairment. As at 31 December 2024 the market capitalisation of the Group was below the carrying value of its investment in Roofoods Ltd, indicating a potential impairment. An impairment review of the Company's investments in subsidiaries and intercompany receivables was undertaken.

The carrying value of the investment in Roofoods Ltd was the result of decisions taken during the restructuring exercise alongside the IPO, when the new Parent Company, Deliveroo plc, was incorporated and acquired the Roofoods Group. The current carrying value is subsequent to a £697.0 million impairment recognised as at 31 December 2022.

The recoverable amount of the investment in and receivables from Roofoods Ltd of £4,112.8 million has been determined based on a value-in-use calculation, based on the Group's Long-Term Plan. Principal assumptions include GTV CAGR used for the forecast period of 12% (2023: 14%), terminal growth rate ('TGR') of 2.5% (2023: 2.5%), and WACC of 12.5% (2023: 14%).

Management has concluded that the recoverable amount supports the carrying value of £4,112.8 million (2023: £4,189.9 million). Management has performed a sensitivity analysis on the inputs which are reported sources of estimation uncertainty (see note 2). A reasonably possible change in the discount rate of an increase of 1.0%-points or 1.5%-points, and a decrease of 0.5%-points in TGR supports the carrying value and would not result in an impairment (2023: no impairment). A 2%-point reduction (2023: 2%-point reduction) in GTV CAGR over the period of the Long-Term Plan would result in an impairment charge of £129.6 million (2023: £408.0m).

Details of undertakings

Investments in subsidiaries of the Company consist of the following, all of which are included in the Group consolidated results for the year:

Undertaking	Registered office	Holding	Proportion of Ordinary Shares directly held
Roofoods Ltd	The River Building – Level 1 Cannon Bridge House, 1 Cousin Lane, London, EC4R 3TE, United Kingdom	Ordinary	100%
Deliveroo Belgium SARL	WeWork, 31 Rue du Commerce, 1000 Bruxelles, Belgium	Ordinary	100%
Deliveroo Consulting and Trading LLC	5th floor Workinton M7, Building 17, Zone 3, Msheireb Downtown, Street 950, Doha, Qatar	Ordinary	100%
Deliveroo DMCC	Unit No 123, DMCC Business Centre, Level No 1, Jewellery & Gemplex 3, Dubai,United Arab Emirates	Ordinary	100%
Deliveroo Editions DMCC	Unit C05, Swiss Tower, Plot No. JLT-PH2-Y3A, Jumeirah Lakes Towers, Dubai, United Arab Emirates	Ordinary	100%
Deliveroo France SAS	36 rue Lafayette, Paris, 75009, France	Ordinary	100%
Deliveroo Germany GmbH*	c/o Cormoran GmbH, Am Zirkus 2, 10117, Berlin, Germany	Ordinary	100%
Deliveroo Hong Kong Limited*	3806 Central Plaza, 18 Harbour Road, Wanchai, Hong Kong	Ordinary	100%
Deliveroo Hop DMCC	Unit No: R-04 Gold Crest View, Plot No: JLT-PH2-V2A, Jumeirah Lakes Towers, Dubai, United Arab Emirates	Ordinary	100%
Delivery Hop Italy SRL	Via Carlo Bo, 11 20143 Milano, Italy	Ordinary	100%
Deliveroo Hop Ltd	The River Building – Level 1 Cannon Bridge House, 1 Cousin Lane, London, EC4R 3TE, United Kingdom	Ordinary	100%
Deliveroo Hop Trading LLC	Plot Number 674/289 – Control Tower Retail – R#4 PO Box 24980, Dubai, United Arab Emirates	Ordinary	100%

Notes to the financial statements continued

For the year ended 31 December 2024

7. Investments

continued

Undertaking	Registered office	Holding	Proportion of Ordinary Shares directly held
Deliveroo International Ltd	The River Building – Level 1 Cannon Bridge House, 1 Cousin Lane, London, EC4R 3TE, United Kingdom	Ordinary	100%
Deliveroo Ireland Limited	2 Dublin Landings, North Dock, Dublin 1, Ireland	Ordinary	100%
Deliveroo Italy SRL	Via Carlo Bo, 11 20143 Milano, Italy	Ordinary	100%
Deliveroo LLC	No 15, 5th Floor Workinton M7, Building 17, Zone 3, Street 950, Mshelreb Downtown, Doha, Qatar	Ordinary	100%
Deliveroo Netherlands BV**	Raamplein 1, 1016 XK Amsterdam, Netherlands	Ordinary	100%
Deliveroo Singapore Pte Ltd	77, Raffles Place, Robinson Road, #13-00 Robinson 77, 068896, Singapore	Ordinary	100%
Deliveroo SP Ltd	The River Building – Level 1 Cannon Bridge House, 1 Cousin Lane, London, EC4R 3TE, United Kingdom	Ordinary	100%
Deliveroo sp. z o.o.	ul. Aleje Ujazdowskie, nr 41, Warszawa, 00-540, Poland	Ordinary	100%
Roofoods (USA) Inc.	251 Little Falls Drive, Wilmington, New Castle County, Delaware, 19808, United States of America	Ordinary	100%
Roofoods Editions Kitchen Center LLC	Shop 07, Majestic Tower, Business Bay, Dubai, United Arab Emirates	Ordinary	100%
Roofoods Food Delivery LLC	Unit 3201-3204, API Trio Towers, Commercial Tower, Sheikh Zyed Road, Barsha First, United Arab Emirates	Ordinary	100%
Roofoods Management 1 Ltd	The River Building – Level 1 Cannon Bridge House, 1 Cousin Lane, London, EC4R 3TE, United Kingdom	Ordinary	100%
Roofoods Management 2 Ltd	1-2 Victoria Buildings, Haddington Road, Dublin 4, Dublin, D04 XN32, Ireland	Ordinary	100%
Roofoods Private Limited	Unit 1, 2nd floor (ARGUS Block), Sattva Knowledge City, Plot No 2 in Phase 1, Survey No. 83/1 of Raidurg Village, Serilingampally Mandal, Ranga Reddy District, Hydrebad, Telangana, 500081, India	Ordinary	100%
Roofoods Restaurant LLC	Unit L116, Plot No. P20, World Trade Center Mall, Abu Dhabi Island, Abu Dhabi, United Arab Emirates	Ordinary	49%
Roofoods Spain S.L.U***	Calle Velazquez 64, 4th floor, Madrid, 28001, Spain	Ordinary	100%
Roorestaurant Ltd	The River Building – Level 1 Cannon Bridge House, 1 Cousin Lane, London, EC4R 3TE, United Kingdom	Ordinary	100%
Deliveroo Editions Food Preparation Management Company SPC	West Abu Fatira Al-Herafia, Block 1, Plot 513, Street 25, Zayed Al Otaibi building, Floor 1, Mubarak Al-Kabeer, Kuwait City, Kuwait	–	0%
Deliveroo Management Limited	Unit GD-PB-04-05-0F-07, Level 5, Gate District Precinct Building 04, Dubai International Financial Centre, Dubai, United Arab Emirates	–	0%
Editions SPC Ltd	Unit 06, 07, Level 13, Currency House, Tower 2, Dubai International Financial Centre, Dubai, 506615, United Arab Emirates	–	0%
New Skies General Trading SPC	Qibla, Block 9, Plot 7, Ahmed Al-Jaber Street, Abdullah Al Yousifi building, Floor M2, Unit 11, Kuwait City, Kuwait		0%
New Skies SPV Limited	Suite 510, 11th Floor, Al Sarab Tower, Abu Dhabi Global Market Square, Al Maryah Island, Abu Dhabi, United Arab Emirates, United Arab Emirates	–	0%
Roofoods Consumer Products Delivery Gulf SPC	Al Mirqab, Al Soor Street, Burj AlShaya, Floor 10, Unit 20, Kuwait City, Kuwait, Kuwait	–	0%

* In the process of liquidation

** Ceased trading in 2022

*** Liquidated 23 May 2024

Notes to the financial statements continued

For the year ended 31 December 2024

8. Share capital

Shares issued, allotted and fully paid	2024 Shares	2023 Shares	2024 £	2023 £
Ordinary	**1,566,668,921**	–	**7,833,345**	–
Ordinary A	**–**	1,521,831,251	**–**	7,609,156
Ordinary B	**–**	102,508,168	**–**	512,541
Total shares issued	**1,566,668,921**	1,624,339,419	**7,833,345**	8,121,697

All shares have a nominal value of £0.005.

On 7 April 2024, pursuant to Article 60 of the Company's Articles of Association, all of the 102,508,168 issued and outstanding B Ordinary Shares automatically converted into A Ordinary Shares ('the B Share Conversion'). Following the B Share Conversion, the Company redesignated its issued and outstanding A Ordinary Shares to one class of shares, known as Ordinary Shares. Each Ordinary Share has the same rights and are subject to the same restrictions as those which were attached to each A Ordinary Share immediately prior to redesignation.

The Company issued 2,320,600 (2023: 1,392,200) new shares at a nominal value of £0.005 per share to settle previous share awards made to non-employees.

See note 9 for information regarding shares bought back and cancelled during the current and prior year.

Notes to the financial statements continued

For the year ended 31 December 2024

9. Own shares

	2024 £m	2023 £m
Balance at 1 January	–	–
Acquired in the year	166.9	50.8
Bought back and cancelled	(88.5)	(50.8)
Own shares utilised for shares schemes	(76.9)	–
Balance at 31 December	**1.5**	–

The own shares reserve represents the cost of Deliveroo plc shares purchased and cancelled or utilised for share schemes during the year. Shares are purchased from the market and from the Group's Employee Benefit Trust ('EBT'). The number of Ordinary Shares held in treasury at 31 December 2024 was 1,086,858 (2023: nil).

On 9 August 2024, the Company commenced a share purchase programme to purchase Ordinary Shares of 0.5p each in the capital of the Company of up to a maximum consideration of £150 million. The Company purchased 61.1 million Ordinary Shares for £90.0 million including transaction costs of £0.6 million. 60 million of these shares were cancelled during the year at a cost of £88.5 million and a nominal value of £0.3 million, recorded in the capital redemption reserve (see note 10).

The Company also purchased 58.8 million (2023: nil) shares from the Employee Benefit Trust for £76.9 million (2023: £nil) which were utilised to settle share schemes.

In the prior year, the Company completed a share buyback programme, buying 44.7 million Ordinary Shares for £50.8 million, including transaction costs of £0.8 million. All of the shares were cancelled during the prior year and had a nominal value of £0.2 million, recorded in the capital redemption reserve (see note 10).

During the prior year, the Company completed a tender offer to purchase 192.3 million Ordinary Shares at a price of 130p per share, for a total cost of £253.0 million, including transaction costs of £3.0 million. The shares acquired under the tender offer were immediately cancelled and had a nominal value of £1.0 million, recorded in the capital redemption reserve (see note 10).

10. Other reserves

Capital redemption reserve	2024 £m	2023 £m
Balance at 1 January	1.2	–
Shares bought back and cancelled	0.3	1.2
Balance at 31 December	**1.5**	1.2

The capital redemption reserve represents the nominal value of all shares bought back and cancelled (see note 9).

Notes to the financial statements continued

For the year ended 31 December 2024

11 Taxation

The standard rate of corporation tax applied to reported profit in the UK is 25% (2023: 23.5%).

The current tax charge for the year ended 31 December 2024 is £nil (2023: £nil).

The Finance (No. 2) Act, which was enacted in July 2023, including clauses for OECD BEPS Pillar 2 implementation in the UK, has no further material or negative impacts on the Company's current or deferred tax.

12 Parent and ultimate parent undertaking

These Parent Company financial statements are consolidated in the Group financial statements of Deliveroo plc, which are available from https://corporate.deliveroo.co.uk.

13. Events after the reporting period

Subsequent to the year end the Company repurchased a further 39,622,645 ordinary shares at a cost of £53.5 million as part of the share buy back programme commenced in August 2024.

On 10 March 2025, the Group announced the exit of its Hong Kong operations through the sale of certain assets and the closure of other assets. This decision had no material impact on the consolidated financial statements for the year ended 31 December 2024.

On 12 March 2025, the Board approved a share buy back programme of up to £100m. These shares will subsequently be cancelled. Our existing AGM authority permits the repurchase of up to 10% of our issued share capital in a year. The completion of the new share buyback will be subject to the reapproval of the AGM authority in May 2025.

Five-year financial summary

£m unless stated	2020 £m	2021 £m	2022 £m	2023 £m	2024 £m
Orders (m)	173.7	284.1	299.2	290.2	**296.0**
GTV per order* (£)	22.9	22.2	22.9	24.3	**25.1**
GTV*	3,978.8	6,304.6	6,848.1	7,062.0	**7,433.5**
Revenue	1,163.0	1,735.0	1,974.7	2,030.0	**2,071.9**
Cost of sales	(815.3)	(1,239.9)	(1,331.5)	(1,303.6)	**(1,305.0)**
Gross profit	347.7	495.1	643.2	726.4	**766.9**
Marketing and overheads*	(358.5)	(595.1)	(688.2)	(641.0)	**(637.3)**
Adjusted EBITDA*	(10.8)	(100.0)	(45.0)	85.4	**129.6**
YoY % change – constant currency*					
Orders	51%	73%	5%	(3)%	**2%**
GTV per order*	6%	(2)%	2%	6%	**4%**
GTV*	62%	70%	7%	3%	**6%**
% of GTV					
Revenue*	29.2%	27.5%	28.8%	28.7%	**27.9%**
Gross profit*	8.7%	7.9%	9.4%	10.3%	**10.3%**
Marketing and overheads*	(9.0)%	(9.4)%	(10.0)%	(9.1)%	**(8.6)%**
Adjusted EBITDA*	(0.3)%	(1.6)%	(0.7)%	1.2%	**1.7%**
Selected metrics: consolidated income statement					
Adjusted EBITDA*	(10.8)	(100.0)	(45.0)	85.4	**129.6**
Depreciation and amortisation	(34.4)	(42.0)	(61.4)	(73.9)	**(71.7)**
Share-based payments charge and accrued national insurance on share options	(73.2)	(109.5)	(68.8)	(64.3)	**(56.3)**
Profit / (loss) for the period attributable to owners of the Company^	(226.4)	(330.5)	(294.1)	(31.8)	**2.9**
Selected metrics: consolidated statement of cash flows					
Net cash generated from operating activities^	7.4	(171.5)	(144.2)	23.2	**148.5**
Purchase of property, plant and equipment^	(5.8)	(21.4)	(30.1)	(7.6)	**(3.3)**
Acquisition of intangible assets^	(20.5)	(34.6)	(50.3)	(36.1)	**(41.4)**
Net cash*^	379.1	1,290.9	999.6	678.8	**667.9**
Free cash flow*	(29.8)	(238.7)	(243.1)	(38.4)	**85.5**

* Alternative performance measure ('APM'), refer to glossary on page 230 for further details.

Deliveroo ceased operations in Spain in November 2021 and in Australia and the Netherlands in November 2022.

In accordance with IFRS 5, Australia and the Netherlands have been classified as discontinued operations in 2023 and 2022. Results for 2021 have been restated (results for 2020 have not been restated).

Spain has been classified as a discontinued operation in 2023, 2022 and 2021. Results for 2020 have been restated.

In this summary, all figures are for continuing operations in the period, except for those marked with a triangle (^), which are for continuing and discontinued operations in the period.