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Extraordinary General Meeting Takeaway.com N.V.

CONVOCAATION

relating to the proposed combination of Takeaway.com N.V.
and Just Eat plc

Important note:

This document contains the convocations in respect of the Extraordinary General Meetings of Takeaway.com N.V., which will be held at EYE Amsterdam, IJpromenade 1, in Amsterdam, the Netherlands. Please refer to page 3 of this convocation for important information on the date, time and location of the Extraordinary General Meetings.

28 November 2019

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GENERAL INFORMATION

Extraordinary General Meetings

On the date hereof, Takeaway.com N.V. (the "**Company**") gives notice of each of the following extraordinary general meetings:

1. an extraordinary general meeting to be held on Thursday 9 January 2020 at 14:00 CET;
2. an extraordinary general meeting to be held on Wednesday 15 January 2020 at 14:00 CET;
3. an extraordinary general meeting to be held on Saturday 18 January 2020 at 14:00 CET;
4. an extraordinary general meeting to be held on Tuesday 21 January 2020 at 14:00 CET,

(each such extraordinary general meeting, an "**Extraordinary General Meeting**" or "**EGM**").

The Company will only hold a single EGM and will cancel the other Extraordinary General Meetings. The Company will timely inform its shareholders on which EGM will be held, and which Extraordinary General Meetings will be cancelled.

Background

The Extraordinary General Meetings are convened in connection with the proposed combination of the Company and Just Eat plc (the "**Combination**").

At the date hereof, the exact timetable for the Takeaway.com Offer (as defined in the shareholders circular in connection with the EGM) as to be determined under the applicable UK takeover rules and regulations has not yet been determined. Different potential timetables for the Takeaway.com Offer would result in different dates on which further details, if applicable, on the terms of the Combination will be available.

Given the required 42-day convocation period under Dutch law, in order to ensure that, in respect of different potential timetables for the Takeaway.com Offer, an extraordinary general meeting is held timely and on such date that shareholders are able to receive relevant additional information on the terms of the Combination prior to casting their vote, the Company convenes four extraordinary general meetings. Once the final timetable for the Takeaway.com Offer has been determined, the Company will inform its shareholders of which one of these Extraordinary General Meetings will continue to be held, and will cancel the other Extraordinary General Meetings.

EGM documents

This document contains the formal notices, including the agenda, for each Extraordinary General Meeting. The agenda is identical for each EGM.

The following documents, that relate to each EGM, are available on our website:

- the agenda of the EGM and the shareholders circular (including, inter alia, information on the proposed combination and the implementation thereof, the nominated member of the management board, the nominated members of the supervisory board and the amendment of the articles of association of the Company);
- this convocation including instructions on attending the EGM and voting; and

- a triptych including the proposed amendment of the articles of association of the Company together with an explanation per amendment as well as the draft notarial deed of amendment setting out the proposed amendment of the articles of association of the Company (both in Dutch and in English).

As of today these documents are also available for inspection and can be obtained free of charge at the office of the Company, Oosterdoksstraat 80, 1011 DK Amsterdam, the Netherlands, and at the office of ABN AMRO Bank N.V. department Corporate Broking (HQ7212), Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands.

Voting procedures

All votes are important to us and we would urge you to cast your vote.

Please refer to the relevant notice for each of the proposed Extraordinary General Meetings contained in this convocation for more information on the voting procedures for each Extraordinary General Meeting.

In order to ensure your vote is cast at the Extraordinary General Meeting that will take place, please ensure to register and, where applicable, issue your proxy, in respect of each of the Extraordinary General Meetings.

EXTRAORDINARY GENERAL MEETING TO BE HELD ON 9 JANUARY 2020 TAKEAWAY.COM N.V.

Convocation

This extraordinary general meeting of Takeaway.com N.V. (the “**Company**”) will be held on Thursday 9 January 2020 at 14:00 CET at EYE Amsterdam, IJpromenade 1, in Amsterdam, the Netherlands.

Agenda

- 1. Opening and announcements**
- 2. Resolutions in relation to the Combination**
 - a. Approval of the Combination pursuant to section 2:107a Dutch Civil Code***
 - b. Amendment of the articles of association of the Company***
 - c. Delegation of the right to issue shares and/or to grant rights to acquire shares to the Management Board in connection with the Combination***
 - d. Delegation of the right to exclude or limit pre-emptive rights to the Management Board in connection with the Combination***
 - e. Appointment of Paul Harrison as CFO and as member of the Management Board***
 - f. Appointment of Mike Evans as Chairman and as member of the Supervisory Board***
 - g. Appointment of Gwyn Burr as member of the Supervisory Board***
 - h. Appointment of Jambu Palaniappan as member of the Supervisory Board***
 - i. Appointment of Roisin Donnelly as member of the Supervisory Board***
 - j. Approval of a supplement to the remuneration policy of the Management Board in respect of Paul Harrison***
 - k. Approval of the remuneration of the new members of the Supervisory Board***
- 3. Any other business**
- 4. Closing of the meeting**

*** Voting items**

The procedures for registration, representation and voting at the extraordinary general meeting (the “EGM”) on Thursday 9 January 2020 are described below. The EGM will be held at 14:00 CET at EYE Amsterdam, IJpromenade 1, in Amsterdam, the Netherlands.

Record Date

Persons will be entitled to attend and vote at the EGM, provided they (1) are registered as a shareholder of the Company on Thursday 12 December 2019, after processing of all settlements of that date (the “Record Date”) in one of the registers mentioned below, and (2) have submitted their application to attend the EGM in accordance with the procedure as set out below (the “Shareholders”).

The Company’s management board designated as registers: (a) for shares held through Euroclear: the administrations at the Record Date of the banks and brokers which are intermediaries (*intermediairs*) of Euroclear Nederland within the meaning of the Dutch Securities Giro Transfer Act (*Wet giraal effectenverkeer*), and (b) for shares held directly in the Company’s shareholders register: the Company’s shareholders register at the Company’s office in Amsterdam at the Record Date.

Registration

Shareholders who either in person or by proxy wish to attend the EGM should register for the EGM as from Friday 13 December 2019 up to and including Monday 6 January 2020 (registration closes at 17:30 CET on Monday 6 January 2020).

Shareholders can register via www.abnamro.com/evoting directly or contact and request their intermediary at which their shares are administered to register them for the EGM. The intermediaries are requested to provide ABN AMRO Bank N.V. department Corporate Broking (HQ7212), Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands, (“ABN AMRO”) with an electronic statement that includes the number of shares held on the Record Date by the relevant Shareholder and the number of shares which have been applied for registration at the latest by Tuesday 7 January 2020, 10:00 CET. With the application, intermediaries are requested to include the full address details of the relevant ultimate beneficial owners (and whether such holder will be represented at the EGM by proxy) in order to efficiently verify the shareholding on the Record Date. Upon registration ABN AMRO will send a registration certificate via the relevant intermediaries that serves as an admission ticket to the EGM.

Shareholders registered in the Company’s shareholders register directly have to register in the manner communicated with them.

Voting by proxy

Once registered in accordance with the procedure stated above, Shareholders who wish to be represented at the EGM may give voting instructions electronically to civil-law notary Cindy Smid, or her substitute, from Zuidbroek Corporate Law Notaries via www.abnamro.com/evoting no later than Monday 6 January 2020, 17:30 CET.

Shareholders who wish to be represented at the EGM by another person, may for that purpose also use a physical form of power of attorney which can be found [here](#). The duly completed and executed power of attorney must be received by ABN AMRO for the attention of Corporate Broking (HQ7212), Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands, no later than Monday 6 January 2020, 17:30 CET.

Admission to the EGM

Registration for admission to the EGM will take place on the day of the meeting from 13:00 CET until the commencement of the EGM at 14:00 CET. After this time, registration for admission is no longer possible.

Persons entitled to attend the EGM must present a valid administration ticket for the EGM and may be asked for identification prior to being admitted and are therefore requested to carry a valid identity document.

EGM documents

This document contains the formal notices, including the agenda, for each Extraordinary General Meeting. The agenda is identical for each EGM.

The following documents, that relate to the EGM, are available on our website:

- the agenda of the EGM and the shareholders circular (including, inter alia, information on the proposed combination and the implementation thereof, the nominated member of the management board, the nominated members of the supervisory board and the amendment of the articles of association of the Company);
- this convocation including instructions on attending the EGM and voting; and
- a triptych including the proposed amendment of the articles of association of the Company together with an explanation per amendment as well as the draft notarial deed of amendment setting out the proposed amendment of the articles of association of the Company (both in Dutch and in English).

As of today these documents are also available for inspection and can be obtained free of charge at the office of the Company, Oosterdoksstraat 80, 1011 DK Amsterdam, the Netherlands, and at the office of ABN AMRO Bank N.V. department Corporate Broking (HQ7212), Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands.

Amsterdam, 28 November 2019

Takeaway.com N.V.
The management board

EXTRAORDINARY GENERAL MEETING TO BE HELD ON 15 JANUARY 2020 TAKEAWAY.COM N.V.

Convocation

This extraordinary general meeting of Takeaway.com N.V. (the “**Company**”) will be held on Wednesday 15 January 2020 at 14:00 CET at EYE Amsterdam, IJpromenade 1, in Amsterdam, the Netherlands.

Agenda

- 5. Opening and announcements**
- 6. Resolutions in relation to the Combination**
 - a. Approval of the Combination pursuant to section 2:107a Dutch Civil Code***
 - b. Amendment of the articles of association of the Company***
 - c. Delegation of the right to issue shares and/or to grant rights to acquire shares to the Management Board in connection with the Combination***
 - d. Delegation of the right to exclude or limit pre-emptive rights to the Management Board in connection with the Combination***
 - e. Appointment of Paul Harrison as CFO and as member of the Management Board***
 - f. Appointment of Mike Evans as Chairman and as member of the Supervisory Board***
 - g. Appointment of Gwyn Burr as member of the Supervisory Board***
 - h. Appointment of Jambu Palaniappan as member of the Supervisory Board***
 - i. Appointment of Roisin Donnelly as member of the Supervisory Board***
 - j. Approval of a supplement to the remuneration policy of the Management Board in respect of Paul Harrison***
 - k. Approval of the remuneration of the new members of the Supervisory Board***
- 7. Any other business**
- 8. Closing of the meeting**

*** Voting items**

The procedures for registration, representation and voting at the extraordinary general meeting (the “EGM”) on Wednesday 15 January 2020 are described below. The EGM will be held at 14:00 CET at EYE Amsterdam, IJpromenade 1, in Amsterdam, the Netherlands.

Record Date

Persons will be entitled to attend and vote at the EGM, provided they (1) are registered as a shareholder of the Company on Wednesday 18 December 2019, after processing of all settlements of that date (the “Record Date”) in one of the registers mentioned below, and (2) have submitted their application to attend the EGM in accordance with the procedure as set out below (the “Shareholders”).

The Company’s management board designated as registers: (a) for shares held through Euroclear: the administrations at the Record Date of the banks and brokers which are intermediaries (*intermediairs*) of Euroclear Nederland within the meaning of the Dutch Securities Giro Transfer Act (*Wet giraal effectenverkeer*), and (b) for shares held directly in the Company’s shareholders register: the Company’s shareholders register at the Company’s office in Amsterdam at the Record Date.

Registration

Shareholders who either in person or by proxy wish to attend the EGM should register for the EGM as from Friday 13 December 2019 up to and including Monday 13 January 2020 (registration closes at 17:30 CET on Monday 13 January 2020).

Shareholders can register via www.abnamro.com/evoting directly or contact and request their intermediary at which their shares are administered to register them for the EGM. The intermediaries are requested to provide ABN AMRO Bank N.V. department Corporate Broking (HQ7212), Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands, (“**ABN AMRO**”) with an electronic statement that includes the number of shares held on the Record Date by the relevant Shareholder and the number of shares which have been applied for registration at the latest by Tuesday 14 January 2020, 10:00 CET. With the application, intermediaries are requested to include the full address details of the relevant ultimate beneficial owners (and whether such holder will be represented at the EGM by proxy) in order to efficiently verify the shareholding on the Record Date. Upon registration ABN AMRO will send a registration certificate via the relevant intermediaries that serves as an admission ticket to the EGM.

Shareholders registered in the Company’s shareholders register directly have to register in the manner communicated with them.

Voting by proxy

Once registered in accordance with the procedure stated above, Shareholders who wish to be represented at the EGM may give voting instructions electronically to civil-law notary Cindy Smid, or her substitute, from Zuidbroek Corporate Law Notaries via www.abnamro.com/evoting no later than Monday 13 January 2020, 17:30 CET.

Shareholders who wish to be represented at the EGM by another person, may for that purpose also use a physical form of power of attorney which can be found [here](#). The duly completed and executed power of attorney must be received by ABN AMRO for the attention of Corporate Broking (HQ7212), Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands, no later than Monday 13 January 2020, 17:30 CET.

Admission to the EGM

Registration for admission to the EGM will take place on the day of the meeting from 13:00 CET until the commencement of the EGM at 14:00 CET. After this time, registration for admission is no longer possible.

Persons entitled to attend the EGM must present a valid administration ticket for the EGM and may be asked for identification prior to being admitted and are therefore requested to carry a valid identity document.

EGM documents

This document contains the formal notices, including the agenda, for each Extraordinary General Meeting. The agenda is identical for each EGM.

The following documents, that relate to the EGM, are available on our website:

- the agenda of the EGM and the shareholders circular (including, inter alia, information on the proposed combination and the implementation thereof, the nominated member of the management board, the nominated members of the supervisory board and the amendment of the articles of association of the Company);
- this convocation including instructions on attending the EGM and voting; and
- a triptych including the proposed amendment of the articles of association of the Company together with an explanation per amendment as well as the draft notarial deed of amendment setting out the proposed amendment of the articles of association of the Company (both in Dutch and in English).

As of today these documents are also available for inspection and can be obtained free of charge at the office of the Company, Oosterdoksstraat 80, 1011 DK Amsterdam, the Netherlands, and at the office of ABN AMRO Bank N.V. department Corporate Broking (HQ7212), Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands.

Amsterdam, 28 November 2019

Takeaway.com N.V.
The management board

EXTRAORDINARY GENERAL MEETING TO BE HELD ON 18 JANUARY 2020 TAKEAWAY.COM N.V.

Convocation

This extraordinary general meeting of Takeaway.com N.V. (the “**Company**”) will be held on Saturday 18 January 2020 at 14:00 CET at EYE Amsterdam, IJpromenade 1, in Amsterdam, the Netherlands.

Agenda

- 1. Opening and announcements**
- 2. Resolutions in relation to the Combination**
 - a. Approval of the Combination pursuant to section 2:107a Dutch Civil Code***
 - b. Amendment of the articles of association of the Company***
 - c. Delegation of the right to issue shares and/or to grant rights to acquire shares to the Management Board in connection with the Combination***
 - d. Delegation of the right to exclude or limit pre-emptive rights to the Management Board in connection with the Combination***
 - e. Appointment of Paul Harrison as CFO and as member of the Management Board***
 - f. Appointment of Mike Evans as Chairman and as member of the Supervisory Board***
 - g. Appointment of Gwyn Burr as member of the Supervisory Board***
 - h. Appointment of Jambu Palaniappan as member of the Supervisory Board***
 - i. Appointment of Roisin Donnelly as member of the Supervisory Board***
 - j. Approval of a supplement to the remuneration policy of the Management Board in respect of Paul Harrison***
 - k. Approval of the remuneration of the new members of the Supervisory Board***
- 3. Any other business**
- 4. Closing of the meeting**

*** Voting items**

The procedures for registration, representation and voting at the extraordinary general meeting (the “**EGM**”) on Saturday 18 January 2020 are described below. The EGM will be held at 14:00 CET at EYE Amsterdam, IJpromenade 1, in Amsterdam, the Netherlands.

Record Date

Persons will be entitled to attend and vote at the EGM, provided they (1) are registered as a shareholder of the Company on Saturday 21 December 2019, after processing of all settlements of that date (the “**Record Date**”) in one of the registers mentioned below, and (2) have submitted their application to attend the EGM in accordance with the procedure as set out below (the “**Shareholders**”).

The Company’s management board designated as registers: (a) for shares held through Euroclear: the administrations at the Record Date of the banks and brokers which are intermediaries (*intermediairs*) of Euroclear Nederland within the meaning of the Dutch Securities Giro Transfer Act (*Wet giraal effectenverkeer*), and (b) for shares held directly in the Company’s shareholders register: the Company’s shareholders register at the Company’s office in Amsterdam at the Record Date.

Registration

Shareholders who either in person or by proxy wish to attend the EGM should register for the EGM as from Friday 13 December 2019 up to and including Thursday 16 January 2020 (registration closes at 17:30 CET on Thursday 16 January 2020).

Shareholders can register via www.abnamro.com/evoting directly or contact and request their intermediary at which their shares are administered to register them for the EGM. The intermediaries are requested to provide ABN AMRO Bank N.V. department Corporate Broking (HQ7212), Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands, (“**ABN AMRO**”) with an electronic statement that includes the number of shares held on the Record Date by the relevant Shareholder and the number of shares which have been applied for registration at the latest by Friday 17 January 2020, 10:00 CET. With the application, intermediaries are requested to include the full address details of the relevant ultimate beneficial owners (and whether such holder will be represented at the EGM by proxy) in order to efficiently verify the shareholding on the Record Date. Upon registration ABN AMRO will send a registration certificate via the relevant intermediaries that serves as an admission ticket to the EGM.

Shareholders registered in the Company’s shareholders register directly have to register in the manner communicated with them.

Voting by proxy

Once registered in accordance with the procedure stated above, Shareholders who wish to be represented at the EGM may give voting instructions electronically to civil-law notary Cindy Smid, or her substitute, from Zuidbroek Corporate Law Notaries via www.abnamro.com/evoting no later than Thursday 16 January 2020, 17:30 CET.

Shareholders who wish to be represented at the EGM by another person, may for that purpose also use a physical form of power of attorney which can be found [here](#). The duly completed and executed power of attorney must be received by ABN AMRO for the attention of Corporate Broking (HQ7212), Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands, no later than Thursday 16 January 2020, 17:30 CET.

Admission to the EGM

Registration for admission to the EGM will take place on the day of the meeting from 13:00 CET until the commencement of the EGM at 14:00 CET. After this time, registration for admission is no longer possible.

Persons entitled to attend the EGM must present a valid administration ticket for the EGM and may be asked for identification prior to being admitted and are therefore requested to carry a valid identity document.

EGM documents

This document contains the formal notices, including the agenda, for each Extraordinary General Meeting. The agenda is identical for each EGM.

The following documents, that relate to the EGM, are available on our website:

- the agenda of the EGM and the shareholders circular (including, inter alia, information on the proposed combination and the implementation thereof, the nominated member of the management board, the nominated members of the supervisory board and the amendment of the articles of association of the Company);
- this convocation including instructions on attending the EGM and voting; and
- a triptych including the proposed amendment of the articles of association of the Company together with an explanation per amendment as well as the draft notarial deed of amendment setting out the proposed amendment of the articles of association of the Company (both in Dutch and in English).

As of today these documents are also available for inspection and can be obtained free of charge at the office of the Company, Oosterdoksstraat 80, 1011 DK Amsterdam, the Netherlands, and at the office of ABN AMRO Bank N.V. department Corporate Broking (HQ7212), Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands.

Amsterdam, 28 November 2019

Takeaway.com N.V.
The management board

EXTRAORDINARY GENERAL MEETING TO BE HELD ON 21 JANUARY 2020 TAKEAWAY.COM N.V.

Convocation

This extraordinary general meeting of Takeaway.com N.V. (the “**Company**”) will be held on Tuesday 21 January 2020 at 14:00 CET at EYE Amsterdam, IJpromenade 1, in Amsterdam, the Netherlands.

Agenda

- 1. Opening and announcements**
- 2. Resolutions in relation to the Combination**
 - a. Approval of the Combination pursuant to section 2:107a Dutch Civil Code***
 - b. Amendment of the articles of association of the Company***
 - c. Delegation of the right to issue shares and/or to grant rights to acquire shares to the Management Board in connection with the Combination***
 - d. Delegation of the right to exclude or limit pre-emptive rights to the Management Board in connection with the Combination***
 - e. Appointment of Paul Harrison as CFO and as member of the Management Board***
 - f. Appointment of Mike Evans as Chairman and as member of the Supervisory Board***
 - g. Appointment of Gwyn Burr as member of the Supervisory Board***
 - h. Appointment of Jambu Palaniappan as member of the Supervisory Board***
 - i. Appointment of Roisin Donnelly as member of the Supervisory Board***
 - j. Approval of a supplement to the remuneration policy of the Management Board in respect of Paul Harrison***
 - k. Approval of the remuneration of the new members of the Supervisory Board***
- 3. Any other business**
- 4. Closing of the meeting**

*** Voting items**

The procedures for registration, representation and voting at the extraordinary general meeting (the “EGM”) on Tuesday 21 January 2020 are described below. The EGM will be held at 14:00 CET at EYE Amsterdam, IJpromenade 1, in Amsterdam, the Netherlands.

Record Date

Persons will be entitled to attend and vote at the EGM, provided they (1) are registered as a shareholder of the Company on Tuesday 24 December 2019, after processing of all settlements of that date (the “Record Date”) in one of the registers mentioned below, and (2) have submitted their application to attend the EGM in accordance with the procedure as set out below (the “Shareholders”).

The Company’s management board designated as registers: (a) for shares held through Euroclear: the administrations at the Record Date of the banks and brokers which are intermediaries (*intermediairs*) of Euroclear Nederland within the meaning of the Dutch Securities Giro Transfer Act (*Wet giraal effectenverkeer*), and (b) for shares held directly in the Company’s shareholders register: the Company’s shareholders register at the Company’s office in Amsterdam at the Record Date.

Registration

Shareholders who either in person or by proxy wish to attend the EGM should register for the EGM as from Friday 13 December 2019 up to and including Friday 17 January 2020 (registration closes at 17:30 CET on Friday 17 January 2020).

Shareholders can register via www.abnamro.com/evoting directly or contact and request their intermediary at which their shares are administered to register them for the EGM. The intermediaries are requested to provide ABN AMRO Bank N.V. department Corporate Broking (HQ7212), Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands, (“**ABN AMRO**”) with an electronic statement that includes the number of shares held on the Record Date by the relevant Shareholder and the number of shares which have been applied for registration at the latest by Monday 20 January 2020, 10:00 CET. With the application, intermediaries are requested to include the full address details of the relevant ultimate beneficial owners (and whether such holder will be represented at the EGM by proxy) in order to efficiently verify the shareholding on the Record Date. Upon registration ABN AMRO will send a registration certificate via the relevant intermediaries that serves as an admission ticket to the EGM.

Shareholders registered in the Company’s shareholders register directly have to register in the manner communicated with them.

Voting by proxy

Once registered in accordance with the procedure stated above, Shareholders who wish to be represented at the EGM may give voting instructions electronically to civil-law notary Cindy Smid, or her substitute, from Zuidbroek Corporate Law Notaries via www.abnamro.com/evoting no later than Friday 17 January 2020, 17:30 CET.

Shareholders who wish to be represented at the EGM by another person, may for that purpose also use a physical form of power of attorney which can be found [here](#). The duly completed and executed power of attorney must be received by ABN AMRO for the attention of Corporate Broking (HQ7212), Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands, no later than Friday 17 January 2020, 17:30 CET.

Admission to the EGM

Registration for admission to the EGM will take place on the day of the meeting from 13:00 CET until the commencement of the EGM at 14:00 CET. After this time, registration for admission is no longer possible.

Persons entitled to attend the EGM must present a valid administration ticket for the EGM and may be asked for identification prior to being admitted and are therefore requested to carry a valid identity document.

EGM documents

This document contains the formal notices, including the agenda, for each Extraordinary General Meeting. The agenda is identical for each EGM.

The following documents, that relate to the EGM, are available on our website:

- the agenda of the EGM and the shareholders circular (including, inter alia, information on the proposed combination and the implementation thereof, the nominated member of the management board, the nominated members of the supervisory board and the amendment of the articles of association of the Company);
- this convocation including instructions on attending the EGM and voting; and
- a triptych including the proposed amendment of the articles of association of the Company together with an explanation per amendment as well as the draft notarial deed of amendment setting out the proposed amendment of the articles of association of the Company (both in Dutch and in English).

As of today these documents are also available for inspection and can be obtained free of charge at the office of the Company, Oosterdoksstraat 80, 1011 DK Amsterdam, the Netherlands, and at the office of ABN AMRO Bank N.V. department Corporate Broking (HQ7212), Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands.

Amsterdam, 28 November 2019

Takeaway.com N.V.
The management board

Disclaimer

This document is not an offer of securities for sale in the United States. Securities may not be offered or sold in the United States absent registration with the United States Securities and Exchange Commission or an exemption from registration. There will be no public offering of securities to be issued pursuant to the Takeaway.com Offer in the United States.

Takeaway.com securities (including depository interests) have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered, sold, delivered or transferred, directly or indirectly, in or into the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States.

For purposes of the US Securities Exchange Act of 1934, as amended ("US Exchange Act"), the Takeaway.com Offer is made pursuant to Section 14(e) and Regulation 14E under the US Exchange Act and benefitting from exemptions available to "Tier II" tender offers. Accordingly, the Takeaway.com Offer will be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments that may be different from those applicable under US domestic tender offer procedures and law, and certain rules applicable to tender offers made into the United States, including rules promulgated under Section 14(d) of the US Exchange Act, do not apply. In accordance with normal UK market practice and Rule 14e-5 under the US Exchange Act, Takeaway.com, certain affiliated companies and its nominees, or its brokers (acting as agents) may from time to time make certain purchases of, or arrangements to purchase, Just Eat shares, other than pursuant to the Takeaway.com Offer, before or during the period in which the Takeaway.com Offer remains open for acceptance. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. If such purchases or arrangements were to be made they would be made outside the United States either in the open market at prevailing prices or in private transactions at negotiated prices and would comply with applicable law, including the US Exchange Act. Any information about such purchases will be disclosed as required in the United Kingdom.