

POWER OF ATTORNEY

for the Extraordinary General Meeting of Takeaway.com N.V. (the “**Company**”) to be held on Tuesday 5 March 2019 (the “**EGM 2019**”).

The undersigned:

Name	
Address	
Postal code and city	
Country	
Number of shares held in the Company on the Record Date ¹	

(hereinafter the “**Shareholder**”),

- has instructed his or her intermediary on the registration of the EGM for the number of shares set forth above, and
- hereby grants a power of attorney to (*tick appropriate box*):

<input type="checkbox"/>	Civil-law notary Cindy Smid (or her substitute) from Zuidbroek Corporate Law Notaries
<input type="checkbox"/>	The following person:
	Name
	Address
	Postal code and city
	Country

to represent the Shareholder at the EGM and to vote on the shares in respect of the items on the EGM agenda, in the manner as set forth below (*for a valid vote, only mark one box per voting item*).

Agenda item (<i>voting items only</i>)	For	Against	Abstain
2a. Approval of the acquisition of the German Delivery Hero Businesses pursuant to section 2:107a Dutch Civil Code	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

¹ The Record Date is Tuesday 5 February 2019, after processing of all settlement of that day.

Agenda item (<i>voting items only</i>)		For	Against	Abstain
2b.	Delegation of the right to issue shares and/or to grant rights to acquire shares to the Management Board (in connection with the Transaction)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2c.	Delegation of the right to exclude or limit pre-emptive rights to the Management Board (in connection with the Transaction)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2d.	Appointment of Johannes Reck as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Delegation of the right to issue shares and/or to grant rights to acquire shares to the Management Board (general)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Delegation of the right to exclude or limit pre-emptive rights to the Management Board (general)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

This power of attorney is governed by Dutch law.

Signature	
Place	
Date	

This power of attorney must be received by ABN AMRO Bank N.V. for the attention of Corporate Broking (HQ7050), Gustav Mahlerlaan 10, 1082 PP Amsterdam, no later than Tuesday 26 February 2019 before 17:30 CET.

You can only revoke this power of attorney in writing, in which case your revocation must be received by ABN AMRO Bank N.V., no later than Tuesday 26 February 2019 before 17:30 CET.