

## **ANNUAL GENERAL MEETING**

### **TAKEAWAY.COM N.V.**

#### **Convocation**

The annual general meeting of Takeaway.com N.V. will be held on Tuesday 14 May 2019 at 14:00 CET at EYE Amsterdam, IJpromenade 1, in Amsterdam, the Netherlands.

#### **Agenda**

- 1. Opening and announcements**
- 2. Management report; remuneration policy; annual accounts**
  - 2a. Report of the management board for the financial year 2018**
  - 2b. Discussion on the remuneration policy**
  - 2c. Adoption of the annual accounts 2018\***
  - 2d. Revision of the remuneration policy\***
- 3. Discharge**
  - 3a. Discharge of members of the management board from liability for their responsibilities in the financial year 2018\***
  - 3b. Discharge of members of the supervisory board from liability for their responsibilities in the financial year 2018\***
- 4. Reappointment of Mr. Jörg Gerbig as chief operating officer and member of the management board\***
- 5. Reappointment of Mrs. Corinne Vigreux as vice-chairman of the supervisory board\***
- 6. Amendment of the articles of association of Takeaway.com N.V.\***
- 7. Authorisation of the management board to repurchase shares\***
- 8. Any other business**
- 9. Closing of the meeting**

\* Voting items

The procedures for registration, representation and voting at the annual general meeting (the “**AGM**”) on Tuesday 14 May 2019 are described below. The AGM will be held at EYE Amsterdam, IJpromenade 1, in Amsterdam, the Netherlands.

#### **AGM documents**

The following documents are available on our website:

- the agenda of the AGM and the explanatory notes to the agenda (including information on the proposed revision of the remuneration policy, the nominated member of the management board, the nominated member of the supervisory board and the amendment of the articles of association of Takeaway.com N.V. (the “**Company**”));
- this convocation including instructions on attending the AGM and voting;
- Takeaway.com N.V.'s annual report 2018, including the financial statements for the financial year 2018, other information required by the Dutch Civil Code and the reports of the management board and the supervisory board;
- the proposed remuneration policy; and
- a triptych including the proposed amendment of the articles of association of Takeaway.com N.V. 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 Takeaway.com N.V. (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 and at the office of ABN AMRO Bank N.V. department Corporate Broking (HQ7050), Gustav Mahlerlaan 10, 1082 PP Amsterdam (“**ABN AMRO**”).

#### **Record Date**

Persons will be entitled to attend and vote at the AGM, provided they (1) are registered as a shareholder of the Company on Tuesday 16 April 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 AGM 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 (*intermediaries*) 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 AGM should register for the AGM as from Wednesday 17 April 2019 up to and including Tuesday 7 May 2019 (registration closes at 17:30 CET on Tuesday 7 May 2019).

Shareholders can register via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) directly or contact and request their intermediary at which their shares are administered to register them for the AGM. The intermediaries are requested to provide 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 Wednesday 8 May 2019, 12:00 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 AGM 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 AGM.

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 AGM may give voting instructions electronically to civil-law notary Jean Schoonbrood, or his substitute, from Zuidbroek Corporate Law Notaries via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) no later than Tuesday 7 May 2019, 17:30 CET.

Shareholders who wish to be represented at the AGM 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 no later than Tuesday 7 May 2019, 17:30 CET.

**Admission to the AGM**

Registration for admission to the AGM will take place on the day of the meeting from 13:00 CET until the commencement of the AGM at 14:00 CET. After this time registration for admission is no longer possible. Persons entitled to attend the AGM must present a valid administration ticket for the AGM and may be asked for identification prior to being admitted and are therefore requested to carry a valid identity document.

Amsterdam, 28 March 2019

Takeaway.com N.V.  
The management board