

Annual General Meeting TAKEAWAY.COM N.V.

The Annual General Meeting of Takeaway.com N.V. will be held on Thursday 18 May 2017 at 14:00 CET at EYE Amsterdam, IJpromenade 1, in Amsterdam.

Agenda and explanatory notes

1. Opening and announcements

2. Management report; remuneration policy; annual accounts

2a. Report of the management board for the financial year 2016

Presentation by the management board on the performance of Takeaway.com N.V. in 2016.

2b. Discussion on the remuneration policy

Discussion on implementation of the remuneration policy for the management board for the financial year 2016. The remuneration policy is set out on pages 38 to 41 of the annual report for the financial year 2016.

2c. Adoption of the annual accounts 2016*

It is proposed to adopt the annual accounts for the financial year 2016 as drawn up by the management board and signed by the management board and the supervisory board on 14 March 2017.

Deloitte Accountants N.V. has audited the annual accounts 2016 and has issued an auditor's report thereon.

The auditor will be attending the general meeting and is available for questions regarding the audit of the annual accounts 2016.

3. Discharge

3a. Discharge of managing directors for their management during the past financial year*

It is proposed to discharge the managing directors from liability in respect of the performance of their management duties. Discharge will only be granted to the extent the managing directors' performance is apparent from the annual accounts 2016 or other public disclosures prior to the adoption of the annual accounts 2016.

3b. Discharge of supervisory directors for their supervision of management during the past financial year*

It is proposed to discharge the supervisory directors from liability in respect of the performance of their supervision duties. Discharge will only be granted to the extent the supervisory directors' performance is apparent from the annual accounts 2016 or other public disclosures prior to the adoption of the annual accounts 2016.

4. Reappointment of Mr. Sake Bosch as member of the supervisory board*

Due to the expiry of the current term of appointment of Mr. Sake Bosch, Prime Ventures has made a binding nomination regarding the reappointment of Mr. Sake Bosch as a member of the supervisory board for the term of office of four years in accordance with articles 7.6.3 and 7.6.5 of the articles of association of Takeaway.com N.V.

The personal details of Mr. Bosch referred to in Section 2:142, subsection 3 of the Dutch Civil Code and the reasons for his nomination are as follows:

| | |
|-------------------|-----------------------|
| Name | Sake Bosch |
| Age | 48 (27 October 1968) |
| Nationality | Dutch |
| Current position | Professional investor |
| Previous position | n/a |

| | |
|-----------------------|---|
| Other board positions | Sake is currently also a member of the (supervisory) board of directors of 4Cinsights (United States), Civolution (the Netherlands), Dealerdirect (the Netherlands), Digital Origin (Spain), Forcare (the Netherlands), Greetz (the Netherlands), SaaSplaza (the Netherlands), Slimpay (France), EatStreet (USA) and iwoca (UK). None of these legal entities qualifies as “large” pursuant to section 2:142a, subsection 2, Dutch Civil Code |
| Motivation | The nomination for the reappointment of Sake Bosch is based on his experience as venture capitalist and thorough knowledge of Takeaway.com N.V. and its business. In the past period, Sake Bosch has made a valuable contribution to the company’s supervisory board. The supervisory board therefore supports the proposal to reappoint Sake Bosch for a four-year term, which will lapse on the day of the first annual general meeting to be held in 2021. |

Although Sake Bosch does not directly hold shares in Takeaway.com N.V., he is not considered to be independent within the meaning of best practice provision 2.1.8 of the Corporate Governance Code in view of his indirect controlling interest in Prime Ventures.

5. Reappointment of Deloitte Accountants N.V. as the external auditor for the financial year 2017*

In 2016 Deloitte Accountants N.V. was appointed as external auditor.

The supervisory board, following recommendations from the management board, proposes to reappoint Deloitte Accountants N.V. as external auditor of Takeaway.com N.V. for the financial year 2017.

6. Authorisation of the management board to repurchase shares*

It is proposed to authorise the management board, in due observance of the statutory requirements, to repurchase shares in Takeaway.com N.V.

Such authorisation shall be subject to the following:

- (i) The authorisation will only be valid for a period of 18 months as of 18 May 2017, ending on 18 November 2018;
- (ii) The management board is authorised to repurchase up to a maximum of 10% of the issued capital at the date of acquisition, and provided that Takeaway.com N.V. and its subsidiaries will not hold more than 10% of the issued share capital of Takeaway.com N.V., either through purchase on a stock exchange or otherwise;
- (iii) The shares to be repurchased shall be purchased at a price, excluding expenses, between the nominal value of the shares and 110% of the opening price at Euronext Amsterdam at the date of the acquisition;
- (iv) Any repurchase of shares is subject to the approval of the supervisory board.

If granted, this authorisation will replace the authorisation granted immediately prior to the listing of Takeaway.com N.V.’s shares in October 2016.

7. Delegation of the right to issue shares and/or rights to acquire shares to the management board*

It is proposed to designate the management board, in accordance with section 2:96 Dutch Civil Code, as the corporate body authorised to resolve on the issue of – and/or on the granting of rights to acquire ordinary shares.

Such designation shall be subject to the following:

- (i) The designation of the management board will only be valid for a period of 18 months as of 18 May 2017, ending on 18 November 2018;
- (ii) The designation of the management board with respect to the issue of ordinary shares and/or the granting of rights to acquire ordinary shares will be limited to (i) 10% for general corporate purposes, (ii) an additional 10% in connection with or on the occasion of mergers, acquisitions and/or strategic alliances, and (iii) an additional 5% in connection with one or more incentive plans for the managing directors, senior management and/or other employees of Takeaway.com N.V.

(iii) Any issue of – and/or on the granting of rights to acquire ordinary shares will be subject to the approval of the supervisory board;
If granted, this authorisation will replace the authorisation granted immediately prior to the listing of Takeaway.com N.V.'s shares in October 2016.

8. Delegation of the right to exclude or limit pre-emptive rights to the management board*

Further, it is proposed to designate the management board, in accordance with section 2:96a Dutch Civil Code, as the corporate body authorised to limit or exclude pre-emption rights in relation to any issue or grant of (rights to acquire) ordinary shares pursuant to agenda item 7.

Such designation shall be subject to the following:

- (i) The designation of the management board will only be valid for a period of 18 months as of 18 May 2017, ending on 18 November 2018;
- (ii) The designation of the management board to limit or exclude pre-emption rights will be limited to a number of ordinary shares amounting to (i) 10% for general corporate purposes, (ii) an additional 10% in connection with or on the occasion of mergers, acquisitions and/or strategic alliances, and (iii) an additional 5% in connection with one or more incentive plans for the managing directors, senior management and/or other employees of Takeaway.com N.V.
- (iii) Any resolution of the management board to limit or exclude pre-emption rights will be subject to the approval of the supervisory board.

If granted, this authorisation will replace the authorisation granted immediately prior to the listing of Takeaway.com N.V.'s shares in October 2016.

9. Any other business

10. Closing of the meeting

*** Voting item**