

EXTRAORDINARY GENERAL MEETING OF TAKEAWAY.COM N.V.

Convocation

The extraordinary general meeting of Takeaway.com N.V. will be held on Tuesday 5 March 2019 at 14:00 CET at EYE Amsterdam, IJpromenade 1, in Amsterdam, the Netherlands.

Agenda

1. **Opening and announcements**
2. **Resolutions in relation to the Transaction**
 - a. **Approval of the acquisition of the German Delivery Hero Businesses pursuant to section 2:107a Dutch Civil Code***
 - b. **Delegation of the right to issue shares and/or to grant rights to acquire shares to the Management Board (in connection with the Transaction)***
 - c. **Delegation of the right to exclude or limit pre-emptive rights to the Management Board (in connection with the Transaction)***
 - d. **Appointment of Johannes Reck as member of the Supervisory Board***
3. **Delegation of the right to issue shares and/or to grant rights to acquire shares to the Management Board (general)***
4. **Delegation of the right to exclude or limit pre-emptive rights to the Management Board (general)***
5. **Any other business**
6. **Closing of the meeting**

* Voting items

Capitalised terms used in this Convocation have the meaning given thereto in the Agenda and Shareholders Circular, which is available on Takeaway.com's website (corporate.takeaway.com), unless otherwise set out herein.

The procedures for registration, representation and voting at the EGM on Tuesday 5 March 2019 are described below. The EGM will be held at EYE Amsterdam, IJpromenade 1, in Amsterdam, the Netherlands.

EGM documents

The following documents are available on our website:

- the Agenda and Shareholders Circular; and
- the Convocation.

As of today these documents are also available for inspection and can be obtained free of charge at the office of the Takeaway.com, 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 EGM, provided they (1) are registered as a shareholder of the Company on Tuesday 5 February 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 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 Wednesday 6 February 2019 up to and including Tuesday 26 February 2019 (registration closes at 17:30 CET on Tuesday 26 February 2019).

Shareholders can register via <https://corporatebroking.abnamro.com/shareholder> 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 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 27 February 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 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 <https://corporatebroking.abnamro.com/shareholder> no later than Tuesday 26 February 2019, 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 (HQ7050), Gustav Mahlerlaan 10, 1082 PP Amsterdam no later than Tuesday 26 February 2019, 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.

Amsterdam, 22 January 2019

Takeaway.com N.V.
The Management Board