

**THIS DOCUMENT AND ANY ACCOMPANYING DOCUMENTS ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take, you should immediately seek your own financial advice from your stockbroker, bank manager, accountant, fund manager or other appropriate independent financial adviser, who is authorized under the Financial Services and Markets Act 2000 (“FSMA”) if you are resident in the United Kingdom or, if not, from another appropriately authorized independent financial adviser.**

Except in the United Kingdom and the Netherlands, no action has been taken or will be taken in any jurisdiction that would permit possession or distribution of the Prospectus (as defined below) or this Supplement (as defined below) in any country or jurisdiction where action for that purpose is required. The release, publication or distribution of the Prospectus or this Supplement, in whole or in part, in, into or from jurisdictions other than the United Kingdom and the Netherlands may be restricted by the laws of those jurisdictions and, therefore, persons into whose possession the Prospectus or this Supplement comes should inform themselves about and observe any applicable requirements. Any failure to comply with these restrictions may constitute a violation of the securities laws of one or more of such jurisdictions. In particular, the Prospectus and this Supplement must not be forwarded, distributed, transmitted, released or published (including by custodians, nominees and trustees) in whole or in part, directly or indirectly, in, into or from any jurisdiction that will be excluded from the Combination and where no documentation relating to the Combination shall be made available, directly or indirectly, in, into or from because to do so would violate the laws of that jurisdiction (a “**Restricted Jurisdiction**”), including the United States, where to do so would violate the laws of that jurisdiction.

The New Shares (as defined below) (and any interests therein, including Just Eat Takeaway.com CDIs representing such interests) are not being, and may not be, offered, sold, delivered, distributed or otherwise transferred, directly or indirectly, in, into or from any Restricted Jurisdiction, including the United States, or to, or for the account or benefit of, any resident of any Restricted Jurisdiction, including the United States. Notwithstanding the foregoing, the Company (as defined below) will, subject to the terms of the Takeaway.com Offer permit certain US shareholders of Just Eat plc to participate in the Takeaway.com Offer (as defined below), in which case such shareholders will receive either New Shares (or interests therein including Just Eat Takeaway.com CDIs representing such interests) issued to them in reliance upon one or more exemptions from the registration requirements of the US Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder (the “**US Securities Act**”) or, if the Company is not satisfied in its sole discretion that New Shares (or interests therein, including Just Eat Takeaway.com CDIs representing such interests) can be so issued to any such shareholder, that shareholder will receive, in lieu of the New Shares (or interests therein, including Just Eat Takeaway.com CDIs representing such interests) to which such shareholder would otherwise be entitled under the terms of the Takeaway.com Offer, the net cash proceeds of the sale of such New Shares (or interests therein, including Just Eat Takeaway.com CDIs representing such interests). For further information, see “Important Information”.



*(Just Eat Takeaway.com N.V. (formerly Takeaway.com N.V.) a public limited liability company (naamloze vennootschap) incorporated under the laws of the Netherlands, with its seat in Amsterdam, the Netherlands)*

**Supplement to the prospectus dated 22 October 2019, as previously supplemented by a supplement dated 20 November 2019, by a supplement dated 30 December 2019 and by a supplement dated 29 January 2020, in connection with the recommended all-share combination of Takeaway.com N.V. and Just Eat plc**

This document dated 13 February 2020 (this “**Supplement**”) is a supplement to, and must be read in conjunction with, the prospectus dated 22 October 2019 as previously supplemented by a supplement dated 20 November 2019 (the “**November Supplement**”), by a supplement dated 30 December 2019 (the “**December Supplement**”) and by a supplement dated 29 January 2020 (the “**January Supplement**”) (as supplemented by the November Supplement, the December Supplement and the January Supplement, the “**Prospectus**”), relating to the proposed issue of up to 83,221,993 ordinary shares in the share capital of Just Eat Takeaway.com N.V. (the “**Company**”, formerly Takeaway.com N.V.) in connection with the recommended all-share combination of the Company and Just Eat plc, the application for admission to the premium listing segment of the Official List maintained by the FCA pursuant to FSMA (the “**UK Official List**”) and to trading on the London Stock Exchange plc’s (the “**London Stock Exchange**”) main market for listed securities (together, the “**UK Admission**”) of all of the issued and to be issued ordinary shares in the share capital of the Company with a nominal value of €0.04 each (the “**Ordinary Shares**”) and the listing and admission to trading on Euronext Amsterdam N.V. (“**Euronext Amsterdam**”) of up to 83,221,993 new ordinary shares in the share capital of the Company with a nominal value of €0.04 each (the “**New Shares**”) (the “**NL Admission**”).

The Company proposes to issue the New Shares in connection with the takeover offer, as defined in Chapter 3 of Part 28 of the Companies Act 2006, to be made by or on behalf of the Company to acquire the entire issued and to be issued ordinary share capital of Just Eat plc (together with its subsidiaries “**Just Eat**”) and, where the context so requires, any subsequent revision, variation, extension or renewal of such offer (the “**Takeaway.com Offer**”) or, should the Company so elect and subject to the consent of the UK Panel on Takeovers and Mergers (the “**Panel**”) and the terms of the agreement dated 5 August 2019 between the Company and Just Eat plc and relating, amongst other things, to the implementation of the Combination (the “**Co-operation Agreement**”), by means of a scheme of arrangement under Part 26 of the Companies Act 2006 between Just Eat plc and the holders of Scheme Shares (“**Scheme Shareholders**”) to implement the Combination, with or subject to any modification, addition or condition approved or imposed by the High Court of Justice in England and Wales (the “**Court**”) and agreed to by the Company and Just Eat plc (a “**Scheme**”) (the “**Combination**”). On 10 January 2020, the Company received valid acceptances of the Takeaway.com Offer in respect of 549,231,901 Just Eat Shares, representing approximately 80.4 per cent. of the voting rights of Just Eat plc, and the Takeaway.com Offer was declared unconditional as to acceptances. On 23 January 2020, the Company had received valid acceptances of the Takeaway.com Offer in respect of 616,244,270 Just Eat Shares, representing approximately 90.21 per cent. of the voting rights of Just Eat plc. The acquisition of at least 90 per cent. of the Just Eat Shares to which the Takeaway.com Offer relates, in both value and voting rights, entitles the Company to compulsorily acquire the remaining Just Eat Shares pursuant to sections 974 to 991 of the Companies Act 2006. On 31 January 2020, following the satisfaction of the conditions for the UK Admission and the NL Admission, the Company was renamed Just Eat Takeaway.com N.V. and the Takeaway.com Offer was declared wholly unconditional. On 3 February 2020, the shares in Just Eat Takeaway.com N.V. began trading on the London Stock Exchange.

The Company wishes to supplement the Prospectus to reflect the occurrence of significant developments that have taken place since the date of the January Supplement. This Supplement supplements the Prospectus in respect of the publication by the Company on 13 February 2020 of its audited full year 2019 financial results (the “**Full Year 2019 Results**”).

Save as disclosed in this Supplement, in the November Supplement, in the December Supplement and in the January Supplement no other significant new factor, and no material mistake or inaccuracy, relating to information included in the Prospectus (as supplemented at the date hereof) which is capable of affecting the assessment of the Ordinary Shares has arisen or has been noted since the publication of the Prospectus.

To the extent that there is any inconsistency between any statement in this Supplement and any other statement in the Prospectus, the statements in this Supplement will prevail. Potential investors should only rely on the information contained in the Prospectus and this Supplement and any further supplements to the Prospectus within the meaning of article 23 of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”), should such supplements be published. Terms defined in the Prospectus, in the November Supplement, in the December Supplement and in the January Supplement have the same meanings when used in this Supplement, unless otherwise defined herein.

The Ordinary Shares have not been and will not be registered under the US Securities Act or with any securities regulatory authority of any state of the US, and may not be offered or sold within the US unless the Ordinary Shares are registered under the US Securities Act or an exemption from the registration requirements of the US Securities Act is available.

The Company accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Company, the information contained in this Supplement is in accordance with the facts and this Supplement makes no omission likely to affect its import.

This Supplement constitutes a supplemental prospectus to the Prospectus for the purposes of article 23 of the Prospectus Regulation and has been approved by and filed with the Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the “**AFM**”) for such purposes. The Company has requested the AFM to notify its approval in accordance with article 25(1) of the Prospectus Regulation to the competent authority in the United Kingdom, the FCA, with a certificate of approval attesting that this Supplement has been prepared in accordance with the Prospectus Regulation. Just Eat Shareholders (as defined below) who have accepted the Takeaway.com Offer since 6.00 p.m. London time / 7.00 p.m. Amsterdam time on 6 February 2020 shall have the right, exercisable within two working days after the publication and passporting of this Supplement, that is until 5.00 p.m. London time / 6.00 p.m. Amsterdam time on 14 February 2020, to withdraw their acceptances. Should Just Eat Shareholders want to exercise their right of withdrawal, as prescribed by article 23(2) of the Prospectus Regulation, they may contact Equiniti. Alternatively, in the case of Just Eat Shares held in uncertificated form, Just Eat CREST Shareholders may also withdraw their acceptances through CREST. Details regarding the manner in which Just Eat Shareholders may contact Equiniti, or withdraw their acceptances through CREST, are contained in paragraph 3 of Part C of Appendix I of the Offer Document (incorporated by reference in the Prospectus).

This Supplement is dated 13 February 2020

## IMPORTANT INFORMATION

### Notice to Investors

Prospective investors are expressly advised that an investment in the Ordinary Shares entails certain risks and that they therefore should read and carefully review the contents of the Prospectus and this Supplement, including all information incorporated by reference in the Prospectus and this Supplement. A prospective investor should not invest in the Ordinary Shares unless it has the expertise (either alone or with a financial adviser) to evaluate how the Ordinary Shares will perform under changing conditions, the resulting effects on the value of the Ordinary Shares and the impact this investment will have on its overall investment portfolio. Prospective investors should also consult their own tax advisers as to the tax consequences of the purchase, ownership and disposition of the Ordinary Shares.

The content of the Prospectus and this Supplement, including all information incorporated by reference in the Prospectus and this Supplement, is not to be considered or interpreted as legal, financial or tax advice. It contains information necessary for investors to make an informed assessment of the assets and liabilities, financial position, profits and losses, and prospects of the Company. It should not be considered as a recommendation by the Company, the members of the management board of the Company (the “**Management Board**”, a member of the Management Board, a “**Managing Director**”) or the members of the supervisory board of the Company (the “**Supervisory Board**”, a member of the Supervisory Board, a “**Supervisory Director**”) that any recipient of the Prospectus and this Supplement should invest in any Ordinary Shares. Each prospective investor should consult his own stockbroker, bank manager, lawyer, auditor or other financial or legal advisers before making any investment decision with regard to the Ordinary Shares to, among other things, consider such investment decision in light of his or her personal circumstances. In making an investment decision, prospective investors must rely on their own examination, analysis and enquiry of Takeaway.com and the Ordinary Shares, including the merits and risks involved.

The Company has not undertaken and does not undertake to update the Prospectus or this Supplement, unless required pursuant to article 23 of the Prospectus Regulation, and therefore prospective investors should not assume that the information in the Prospectus as supplemented by the November Supplement, by the December Supplement and by the January Supplement is accurate as of any date other than the close of business on 18 October 2019 (being the latest practicable date prior to the date of the Prospectus for ascertaining certain information contained herein) (the “**Latest Practicable Date**”) or the date of the Prospectus (22 October 2019), as applicable, or that the information in this Supplement is accurate as of any date other than the date of this Supplement.

No person is or has been authorized to give any information or to make any representation in connection with the Takeaway.com Offer, the UK Admission and the NL Admission, other than as contained or incorporated by reference in the Prospectus and this Supplement, and, if given or made, any other such information or representations must not be relied upon as having been authorized by the Company, the Managing Directors or the Supervisory Directors, or any of their respective representatives. The delivery of the Prospectus, the November Supplement, the December Supplement, the January Supplement and this Supplement at any time after the date thereof shall under no circumstances create any implication that there has been no change in Takeaway.com’s or the Combined Group’s affairs since the date hereof or that the information set forth in the Prospectus as supplemented by the November Supplement, the December Supplement, the January Supplement and this Supplement is correct as of any time since their respective dates.

No representation or warranty, express or implied, is made or given by the Listing and Paying Agent as to the accuracy, completeness, fairness or verification of the information or opinions contained in the Prospectus and this Supplement, or incorporated by reference therein or herein, and nothing contained in the Prospectus or this Supplement, or incorporated by reference therein or herein, is, or shall be relied upon as, a promise or representation by the Listing and Paying Agent or as to the past or future. The Listing and Paying Agent accepts no responsibility whatsoever for the accuracy, completeness or verification of the contents of the Prospectus or this Supplement or for any other statements made or purported to be made by either itself or on its behalf in connection with the Company, Takeaway.com or the Ordinary Shares. Accordingly, the Listing and Paying Agent disclaims, to the fullest extent permitted by applicable law, all and any liability, whether arising in tort or contract, or that they might otherwise be found to have in respect of the Prospectus, this Supplement and/or any such statement.

None of the Prospectus, the November Supplement, the December Supplement, the January Supplement or this Supplement constitutes or forms part of any offer or invitation to sell, or any solicitation of any offer to acquire, New Shares in any jurisdiction in which such an offer or solicitation is unlawful or would result in the Company becoming subject to public company reporting obligations outside the Netherlands and the United Kingdom.

The distribution of the Prospectus, the November Supplement, the December Supplement, the January Supplement and this Supplement may, in certain jurisdictions, be restricted by law, and the Prospectus, the November Supplement, the December Supplement, the January Supplement and this Supplement may not be used for the purpose of, or in connection with, any offer or solicitation by anyone in any jurisdiction. Any failure to

comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. The Company does not accept any legal responsibility for any violation by any person, whether or not a prospective purchaser of Ordinary Shares, of any such restrictions.

**EXCEPT AS OTHERWISE SET OUT IN THE PROSPECTUS AND IN THIS SUPPLEMENT, THE TAKEAWAY.COM OFFER DESCRIBED IN THE PROSPECTUS AND IN THIS SUPPLEMENT IS NOT BEING MADE TO INVESTORS IN THE US, CANADA, JAPAN OR AUSTRALIA OR ANY OTHER RESTRICTED JURISDICTION.**

None of the Prospectus, the November Supplement, the December Supplement, the January Supplement or this Supplement constitutes a public offer of securities in the United States or an offer to the public in the United States to acquire or exchange securities. Except pursuant to an applicable exemption, each of the Prospectus, the November Supplement, the December Supplement, the January Supplement, this Supplement, the offer document published by the Company in connection with the Takeaway.com Offer containing, among other things, details of the terms and conditions of the Combination and the Takeaway.com Offer, including any subsequent revisions (the “**Offer Document**”), and the form of acceptance and authority relating to the Takeaway.com Offer which will accompany the Offer Document for use by holders of Just Eat Shares, including any subsequent revisions (the “**Just Eat Shareholders**”) (the “**Form of Acceptance**”), do not constitute an offer of the New Shares to any person with a registered address, or who is resident or located, in the US or any other Restricted Jurisdiction. The New Shares have not been and will not be registered under the US Securities Act, or registered or qualified under the securities laws of any state or other jurisdiction in the United States, and may not be offered, sold, pledged or otherwise transferred except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with any applicable state securities laws. The New Shares will only be made available in the United States to qualified institutional buyers (as defined in Rule 144A under the US Securities Act) or accredited investors (as defined in Rule 501(a) under the US Securities Act) in transactions that are exempt from the registration requirements of the US Securities Act. Such shareholders will be required to make such acknowledgements and representations to, and agreements with, the Company as the Company may require to establish that they are entitled to receive such securities.

Any New Shares issued to US shareholders will be “restricted securities” within the meaning of Rule 144(a)(3) under the US Securities Act. A person who receives securities pursuant to the Takeaway.com Offer may not resell, pledge or otherwise transfer such securities without registration under the US Securities Act or without an applicable exemption from registration or in a transaction not subject to registration (including a transaction that satisfies the applicable requirements of Regulation S under the US Securities Act).

**THE ORDINARY SHARES (AND ANY INTERESTS THEREIN, INCLUDING JUST EAT TAKEAWAY.COM CDIS REPRESENTING SUCH INTERESTS) HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SEC, ANY STATE SECURITIES COMMISSION IN THE UNITED STATES OR ANY OTHER US REGULATORY AUTHORITY, NOR HAVE SUCH AUTHORITIES PASSED UPON OR DETERMINED THE ADEQUACY OR ACCURACY OF THE INFORMATION CONTAINED IN THE PROSPECTUS AND THIS SUPPLEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE IN THE UNITED STATES.**

#### **Right of withdrawal**

Just Eat Shareholders who have accepted the Takeaway.com Offer since 6.00 p.m. London time / 7.00 p.m. Amsterdam time on 6 February 2020 shall have the right, exercisable within two working days after the publication and passporting of this Supplement, that is until 5.00 p.m. London time / 6.00 p.m. Amsterdam time on 14 February 2020, to withdraw their acceptances. Should Just Eat Shareholders want to exercise their right of withdrawal, as prescribed by article 23(2) of the Prospectus Regulation, they may contact Equiniti. Alternatively, in the case of Just Eat Shares held in uncertificated form, Just Eat CREST Shareholders may also withdraw their acceptances through CREST. Details regarding the manner in which Just Eat Shareholders may contact Equiniti, or withdraw their acceptances through CREST, are contained in paragraph 3 of Part C of Appendix I of the Offer Document (incorporated by reference in the Prospectus).

## INTRODUCTION

On 5 August 2019, the Takeaway.com Boards and the Just Eat Board jointly announced that they had reached agreement on the terms of a recommended all-share combination pursuant to which the Company will acquire the entire issued and to be issued ordinary share capital of Just Eat plc to form the Combined Group, to be implemented by way of a Scheme.

The Takeaway.com Boards announced on 4 November 2019 that the Combination will be implemented by means of the Takeaway.com Offer. In connection with this development, the Company supplemented the Prospectus on 20 November 2019 with the technical amendments necessary to reflect the switch from a Scheme to the Takeaway.com Offer.

On 28 November 2019, the Company convened four extraordinary general meetings of the Company in connection with the Combination. The Company subsequently announced that the Takeaway.com EGM will be held on 9 January 2020.

The Company announced on 19 December 2019 the terms of an increased and final all-share offer to acquire the entire issued and to be issued ordinary share capital of Just Eat plc. On the same day, Prosus N.V. announced the final terms of its offer, pursuant to which Just Eat Shareholders would be entitled to receive 800 pence. On 20 December 2019, the Just Eat Board unanimously recommended the increased and final Takeaway.com Offer and rejected the increased and final offer made by Prosus N.V. In connection with these developments, the Company supplemented the Prospectus on 30 December 2019 in order to reflect the revision of certain terms of the Takeaway.com Offer.

On 10 January 2020, the Company had received valid acceptances of the Takeaway.com Offer in respect of 549,231,901 Just Eat Shares, representing approximately 80.4 per cent. of the voting rights of Just Eat plc, and the Takeaway.com Offer was declared unconditional as to acceptances. On 23 January 2020, the Company had received valid acceptances of the Takeaway.com Offer in respect of 616,244,270 Just Eat Shares, representing approximately 90.21 per cent. of the voting rights of Just Eat plc. The acquisition of at least 90 per cent. of the Just Eat Shares to which the Takeaway.com Offer relates, in both value and voting rights, entitles the Company to compulsorily acquire the remaining Just Eat Shares pursuant to sections 974 to 991 of the Companies Act 2006.

On 23 January 2020, the Company published a press release entitled “Takeaway.com informs market regarding a possible CMA merger investigation” and on 24 January 2020, the Company published a further press release entitled “Update on expected timetable for the Just Eat Takeaway.com combination; 90% acceptances reached”, both of which are incorporated by reference in the Prospectus, as a consequence of the January Supplement.

On 24 January 2020, the UK Competition and Markets Authority announced on its website that it has commenced an investigation related to the Combination.

On 31 January 2020, following the satisfaction of the conditions for the UK Admission and the NL Admission, the Company was renamed Just Eat Takeaway.com N.V. and the Takeaway.com Offer was declared wholly unconditional. On 3 February 2020, the shares in Just Eat Takeaway.com N.V. began trading on the London Stock Exchange.

On 13 February 2020, the Company published the Full Year 2019 Results.

The Company wishes to supplement the Prospectus to reflect the occurrence of significant developments that have taken place since the date of the January Supplement, namely the publication of the Full Year 2019 Results.

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The following section of the Prospectus shall be amended. The page number referred to below is in reference to the consolidated redline of the Prospectus published as Annex I to the December Supplement.

### **Amendments to Information Incorporated by Reference**

- On page 131 of the Prospectus, one additional document to be incorporated by reference shall be added, such that the paragraph containing the list of documents to be incorporated by reference shall read as follows:

The following documents are incorporated in this Prospectus by reference and, as such, form part of this Prospectus and can, subject to certain restrictions relating to US Persons and any other persons resident or located in any Restricted Jurisdiction, be found under the JE Transaction section on <https://corporate.takeaway.com/>:

- the Articles of Association;
- the Amended Articles of Association (as defined below);

- Takeaway.com's Q3 2019 trading update;
- the Annual Report 2018, excluding the section "Message from the CEO" on pages 7-8;
- pages 120-175 and 185-191 of the Annual Report 2017 (the IFRS 2017 Consolidated Financial Statements and independent auditor's report);
- pages 67-105 and 111-115 of the Annual Report 2016 (the IFRS 2016 Consolidated Financial Statements and independent auditor's report);
- Just Eat's Q3 2019 trading update (excluding the section "Outlook");
- pages 3, 6-19, 29-33, 40-41, 86-133 and 143-152 of the Just Eat Annual Report 2018;
- pages 14-17, 28-35, and 84-141 of the Just Eat Annual Report 2017;
- pages 14-17, 24-31, and 78-138 of the Just Eat Annual Report 2016;
- pages 5-12, 15 and 16 of the March 2019 EGM agenda and shareholder circular dated 22 January 2019 in relation to the acquisition of the German Delivery Hero Businesses (the "**Delivery Hero Acquisition Agenda and Shareholder Circular**");
- the Convertible Bond Terms and Conditions;
- the Offer Document (excluding Part I, Appendix III and Appendix VII);
- Takeaway.com's full-year guidance published on 19 December 2019;
- the Revised Offer Document;
- press release published on 23 January 2020 entitled "Takeaway.com informs market regarding a possible CMA merger investigation";
- press release published on 24 January 2020 entitled "Update on expected timetable for the Just Eat Takeaway.com combination; 90% acceptances reached"; [and](#)
- [press release published on 13 February 2020 entitled "Full Year 2019 Results".](#)