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Amsterdam, 22 April 2020

Just Eat Takeaway.com announces the launch of an accelerated bookbuild offering of new shares and convertible bonds

Just Eat Takeaway.com N.V. (LSE: JET, AMS: TKWY), hereinafter the "Company", or together with its group companies "Just Eat Takeaway.com", one of the world's largest online food delivery marketplaces, announces the launch of an accelerated bookbuilding (the "Capital Increase") of approximately EUR 400 million of new ordinary shares of the Company (the "New Shares") and a concurrent offering of convertible bonds due April 2026 in the aggregate principal amount of EUR 300 million (the "Convertible Bonds"). The Company intends to use the net proceeds from the Capital Increase and the issue of Convertible Bonds to partially pay down revolving credit facilities currently utilised by both Just Eat and Takeaway.com, for general corporate purposes as well as to provide the Company with financial flexibility to act on strategic opportunities which may arise.

Transaction rationale

Takeaway.com has historically been strongly capitalised. Just Eat Takeaway.com currently has a net debt position of approximately EUR 550 million, which includes the existing convertible bond and excludes other long-term liabilities such as leases. Given the anticipated investments in the business going forward, the Company considers a conservative approach towards its balance sheet structure as appropriate. Furthermore, Just Eat Takeaway.com operates in a highly-competitive industry and considers it as a requirement to be well-capitalised in light of the anticipated investments to innovate, to be competitive and for possible acquisitions. For that reason, the Company intends to raise equity and equity-linked financing to strengthen its balance sheet and to enhance operational and strategic flexibility.

Capital Increase

The Capital Increase will be executed by way of a private placement of the New Shares on a non-pre-emptive basis (the "Placement"). The New Shares will be issued under the Company's current shareholder authorisation provided at the extraordinary general meeting held on 5 March 2019 and offered exclusively to qualified investors in the European Economic Area ("EEA"), to qualified institutional buyers in the United States in reliance on an exemption from the registration requirements of the U.S. Securities Act of 1933, as amended (the "Securities Act"), and to certain institutional investors in other jurisdictions.

The offer price of the New Shares (the "Offer Price") will be determined via an accelerated bookbuilding procedure with reference to the Company's Euronext Amsterdam Euro share price and will be announced upon completion of the bookbuilding procedure, together with the final number of New Shares to be issued.

Applications will be made to the Financial Conduct Authority (the "FCA"), the London Stock Exchange plc (the "LSE") and Euronext Amsterdam respectively for the admission of the New Shares to the premium listing segment of the Official List of the FCA, to trading on the main market for listed securities of the LSE and to admission and trading on Euronext Amsterdam (together, the "Admission"). It is expected that the Admission will become effective on 27 April 2020. Investors participating in the Placement may opt to subscribe for New Shares listed on Euronext Amsterdam, which settle in euros, or for New Shares listed on the London Stock Exchange, which trade in the form of Crest Depository Interests and settle in pounds sterling.

Settlement of the Placement is expected to take place on 27 April 2020 (the "Closing Date"). The Placement is conditional upon, amongst other things, the Admission becoming effective and upon the placement agreement between the Joint Global Coordinators, the Joint Bookrunners and the Company not being terminated in accordance with its terms.

The New Shares will rank *pari passu* in all respects with the Company's existing ordinary shares. The New Shares will however not have voting rights at the Annual General Meeting expected to be held on 14 May 2020 (the "AGM"), as the record date for the AGM was 16 April 2020.

Issue of Convertible Bonds

The Convertible Bonds will be offered via an accelerated bookbuilding (the "CB Bookbuilding") solely to institutional investors in certain jurisdictions by way of a private placement outside the United States pursuant to Regulation S under the Securities Act. The Convertible Bonds will be issued and redeemed at 100% of their nominal value, with an interest rate between 1.25% and 1.75% per annum, payable semi-annually in arrear in equal instalments on 30 April and 30 October of each year, commencing on 30 October 2020, and will have a maturity of six years and a denomination of EUR 100,000 each. The initial conversion price of the Convertible Bonds is expected to be set between 35% and 40% above the Offer Price of the concurrent Placement. The final terms of the Convertible Bonds, including the interest rate and initial conversion price, will be determined following completion of the CB Bookbuilding.

The Convertible Bonds may be converted into ordinary shares of the Company, subject to the approval at the AGM of the granting of rights to acquire ordinary shares of the Company and the exclusion of pre-emptive rights relating thereto to enable the issue of ordinary shares of the Company upon conversion of the Convertible Bonds (the "Shareholder Resolutions"). If the Shareholder Resolutions are not passed before 30 July 2020 (being three months following the Issue Date (as defined below) (the "Long-Stop Date")), then the Convertible Bonds will be redeemed in cash in accordance with the terms and conditions of the Convertible Bonds.

The Company will have the option to redeem all, but not some only, of the Convertible Bonds at their principal amount plus any accrued interest from 15 May 2023 (being the day falling three years and fifteen days after the Issue Date), should the value of an ordinary share of the Company exceed 150% of the conversion price over a certain period, and from 15 May 2024 (being the day falling four years and fifteen days after the Issue Date), should the value of an ordinary share of the Company exceeds 130% of the conversion price over a certain period.

Settlement of the Convertible Bond issue is expected to take place on 30 April 2020 (the "Issue Date"). The Company will apply for the Convertible Bonds to be listed and admitted to trading on the Open Market (*Freiverkehr*) of the Frankfurt Stock Exchange no later than 30 days after the Issue Date. Settlement of each of the Placement and the Convertible Bond issue is not conditional on the occurrence of the other.

Standstill & lock-up

The Company and its subsidiaries are subject to lock-up undertakings ending 90 calendar days after the Issue Date, subject to customary exceptions, as well as waiver by the Banks (as defined below).

Prospectus

No prospectus is required in respect of the Placement or the offering of the Convertible Bonds and no prospectus or similar document will be published in connection with the Placement or the offering of the Convertible Bonds.

Syndicate & bookbuilding procedure

ABN AMRO, BofA Securities and ING are acting as Joint Global Coordinators and Joint Bookrunners on the Capital Increase. BofA Securities, Société Générale and UBS Investment Bank are acting as Joint Global Coordinators and Joint Bookrunners on the offering of the Convertible Bonds, alongside ABN AMRO and ING as Joint Bookrunners. Part of the net proceeds from the Capital Increase and the issue of Convertible Bonds will be used by the Company to partially pay down revolving credit facilities currently utilised by both Just Eat and Takeaway.com under which one or more of the Joint Global Coordinators and Joint Bookrunners are lenders.

The Joint Global Coordinators and Joint Bookrunners will commence the accelerated bookbuildings immediately, and books will open with immediate effect, following the release of this announcement. The timing of the closing of the books, pricing and allocations are at the absolute discretion of the Company, the Joint Global Coordinators, and the Joint Bookrunners. Details of the Offer Price, the number of New Shares and Convertible Bond terms will be announced as soon as practicable after the close of the bookbuildings.

Just Eat Takeaway.com

Jitse Groen, CEO
Brent Wissink, CFO
Joerg Gerbig, COO

Investors:

Joris Wilton

E: Joris.Wilton@takeaway.com

T: +31 6 143 154 79

Media:

E: press@takeaway.com

For more information please visit our corporate website: <https://corporate.takeaway.com>

About Just Eat Takeaway.com

Just Eat Takeaway.com (LSE: JET, AMS: TKWY) is a leading global online food delivery marketplace outside China.

Headquartered in Amsterdam, the Company is focused on connecting consumers and restaurants through its platforms. With over 155,000 connected restaurants, Just Eat Takeaway.com offers consumers a wide variety of food choice. Just Eat Takeaway.com mainly collaborates with delivery restaurants. In addition, Just Eat Takeaway.com provides its proprietary restaurant delivery services for restaurants that do not deliver themselves.

The combination of Just Eat and Takeaway.com has rapidly grown to become a leading online food delivery marketplace with operations in the UK, the Netherlands, Germany, Denmark, France, Ireland, Italy, Norway, Spain, Belgium, Poland, Austria, Israel, Switzerland, Luxembourg, Portugal, Bulgaria, Romania, Australia & New Zealand, Canada, Mexico and Brazil.

Market Abuse Regulation

This press release contains inside information as meant in clause 7(1) of the Market Abuse Regulation.

Disclaimer

This announcement does not constitute a prospectus or an offer of securities for sale in any jurisdiction.

The contents of this announcement have been prepared by and is the sole responsibility of the Company. The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed by any person for any purpose on the information contained in this announcement or its accuracy, fairness or completeness.

Statements included in this announcement that are not historical facts (including any statements concerning investment objectives, other plans and objectives of management for future operations or economic performance, or assumptions or forecasts related thereto) are, or may be deemed to be, "forward-looking statements". These forward-looking statements may be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may, and often do, differ materially from actual results. Any forward-looking statements reflect the Company's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company's business, results of operations, financial position, liquidity, prospects, growth or strategies. Forward-looking statements speak only as of the date they are made.

This announcement and the information contained herein is not for publication, distribution or release, directly or indirectly, in or into the United States of America and the District of Columbia (the "United States"), Canada, Japan, Australia, South Africa or any other jurisdiction where the publication, distribution or release would be unlawful. This announcement is not an offer to sell or a solicitation of any offer to buy any securities issued by the Company in any jurisdiction where such offer or sale would be unlawful.

This announcement does not constitute, or form part of, an offer to sell, or a solicitation of an offer to purchase, the New Shares, Convertible Bonds and/or any other securities referred to in this announcement in the United States including its territories and possessions and any state of the United States. The New Shares, Convertible Bonds and/or any other securities referred to in this announcement have not been and will not be registered under the Securities Act and may not be offered or sold within the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The offer and sale of the securities referred to herein has not been and will not be registered under the applicable securities laws of Australia, Canada, Japan or South Africa. Subject to certain exceptions, the securities referred to herein may not be offered or sold in Australia, Canada or Japan or to, or for the account or benefit of, any national, resident or citizen of Australia, Canada, Japan or South Africa. There will be no public offer of securities in the United States, Australia, Canada, Japan or South Africa.

In member states of the EEA and the United Kingdom (each a "Relevant State"), this announcement, the offer of New Shares and the offer of Convertible Bonds are only addressed to, and directed only at, persons who are "qualified investors" ("Qualified Investors") within the meaning of Article 2(c) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market (the "Prospectus Regulation"). In the United Kingdom this announcement is being distributed only to, and directed exclusively at, Qualified Investors (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order") or (ii) who fall within Article 49(2)(A) to (D) of the Order; and (iii) to whom it may otherwise lawfully be communicated (all such persons together being referred to as "Relevant Persons"). This announcement and any investment or investment activity to which it relates will only be engaged in with (i) in the United Kingdom, by persons who are Relevant Persons; and (ii) in any Relevant State, by persons who are Qualified Investors. This announcement should not be acted on or relied on by anyone other than Relevant Persons in the United Kingdom and Qualified Investors in Relevant States.

No prospectus in accordance with the Prospectus Regulation is required in respect of the Placement or in respect of the offer of Convertible Bonds and, in each case, no prospectus, offering circular or similar document will be prepared. No action has been taken by the Company or by the Banks that would permit an offering of the New Shares or the Convertible Bonds or possession or distribution of this announcement or any offering or publicity material relating to the New Shares or the Convertible Bonds in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required by the Company and ABN AMRO Bank N.V., ING Bank N.V. and Merrill Lynch International and, in respect of the Convertible Bonds only, Société Générale and UBS AG London Branch (the "Banks") to inform themselves about, and to observe, any such restrictions. Any investment decision in connection with the Placement or the Convertible Bonds must be made on the basis of an independent review by a prospective investor of all publicly available information relating to the Company and the New Shares or the Convertible Bonds (as applicable). Such information has not been independently verified by the Banks. The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness.

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on Markets in Financial Instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (a "Manufacturer") (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the New Shares and Convertible Bonds have each been subject to a product approval process, which has determined that: (X) the New Shares are (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II and (Y) the Convertible Bonds are: (i) compatible with an end target market of investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (each a "Target Market Assessment"). Any person subsequently offering, selling or recommending the New Shares or the Convertible Bonds (a "Distributor") should take into consideration the Manufacturers' relevant Target Market Assessment; however, each Distributor subject to MiFID II is responsible for undertaking its own Target Market Assessments in respect of the New Shares and the Convertible Bonds (by either adopting or refining the Manufacturers' Target Market Assessments) and determining, in each case, appropriate distribution channels. The Target Market Assessments are without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the New Shares and the Convertible Bonds. For the avoidance of doubt, the Target Market Assessments do not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the New Shares and/or the Convertible Bonds.

Each distributor is responsible for undertaking its own Target Market Assessment in respect of the New Shares and the Convertible Bonds and determining appropriate distribution channels.

The Convertible Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA or the United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014, as amended (the "PRIIPs Regulation") for offering or selling the Convertible Bonds or otherwise making them available to retail investors in the EEA or the United Kingdom has been prepared and therefore offering or selling the Convertible Bonds or otherwise making them available to any retail investor in the EEA or the United Kingdom may be unlawful under the PRIIPs Regulation.

Merrill Lynch International is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority. ABN AMRO Bank N.V. and ING Bank N.V. are supervised by the Netherlands Authority for the Financial Markets and the Dutch Central Bank. Société Générale is a French credit institution (bank), authorised and supervised by the European Central Bank (ECB) and the *Autorité de Contrôle Prudentiel et de Résolution* (ACPR) (the French Prudential Control and Resolution Authority) and regulated by the *Autorité des marchés financiers* (the French financial markets regulator) (AMF). UBS AG London Branch is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority. The Banks are acting exclusively for the Company and no-one else in connection with the transactions referred to herein and will not regard any other person as their respective clients in relation to such transactions and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, nor for providing advice in relation to the transactions, the contents of this announcement or any other matter referred to herein. None of the Banks or any of their respective affiliates or any of their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted) or any other information relating to the Company or its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith. The information contained in this announcement is subject to change in its entirety without notice up to, in relation to the New Shares, the Closing Date and in relation to Convertible Bonds, the Issue Date. Each of the Company and the Banks and their respective affiliates expressly disclaims any obligation or undertaking to update, review or revise any statement contained in this announcement whether as a result of new information, future developments or otherwise.

Each prospective investor should proceed on the assumption that it must bear the economic risk of an investment in the New Shares and/or the Convertible Bonds or the ordinary shares of the Company to be issued or transferred and delivered upon conversion of the Convertible Bonds and notionally underlying the Convertible Bonds (the "Underlying Shares"). None of the Company or the Banks make any representation as to (i) the suitability of the New Shares, the Convertible Bonds or the Underlying Shares for any particular investor; (ii) the appropriate accounting treatment and potential tax consequences of investing in the New Shares, the Convertible Bonds or the Underlying Shares or (iii) the future performance of the New Shares, the Convertible Bonds or the Underlying Shares either in absolute terms or relative to competing investors.

In connection with the Placement of the New Shares and the offering of the Convertible Bonds, the Banks and any of their affiliates, may take up a portion of the New Shares in the Placement or Convertible Bonds in the Convertible Bond offering as a principal position and in that capacity may retain, purchase, sell, offer to sell for their own accounts such New Shares, Convertible Bonds and other securities of the Company or related investments in connection with the Placement, the Convertible Bond offering or otherwise. Accordingly, references in this announcement or elsewhere to the New Shares or the Convertible Bonds being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, the Banks and any of their affiliates acting in such capacity. In addition, the Banks and any of their affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which the Banks and any of their affiliates may from time to time acquire, hold or dispose of shares in the capital of the Company or other securities of the Company. The Banks do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.