

## POWER OF ATTORNEY

for the Annual General Meeting of Takeaway.com N.V. (the “**Company**”) to be held on Thursday 18 May 2017 (the “**AGM 2017**”).

**The undersigned:**

Name	
Address	
Postal code and city	
Country	
Number of shares held in the Company on the Record Date <sup>1</sup>	

(hereinafter the “**Shareholder**”),

- has instructed his or her intermediary on the registration of the AGM 2017 for the number of shares set forth above, and
- hereby grants a power of attorney to (*tick appropriate box*):

<input type="checkbox"/>	Civil-law notary Cindy Smid (or her substitute) from Zuidbroek Corporate Law Notaries								
<input type="checkbox"/>	The following person:								
	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 25%;">Name</td> <td></td> </tr> <tr> <td>Address</td> <td></td> </tr> <tr> <td>Postal code and city</td> <td></td> </tr> <tr> <td>Country</td> <td></td> </tr> </table>	Name		Address		Postal code and city		Country	
Name									
Address									
Postal code and city									
Country									

to represent the Shareholder at the AGM 2017 and to vote on the shares in respect of the items on the AGM 2017 agenda, in the manner as set forth below (*for a valid vote, only mark one box per voting item*).

Agenda item ( <i>voting items only</i> )	For	Against	Abstain
<b>2c.</b> Adoption of the annual accounts 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3a.</b> Discharge of managing directors for their management during the past financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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<sup>1</sup> The Record Date is 20 April 2017, after processing of all settlement of that day.

Agenda item ( <i>voting items only</i> )		For	Against	Abstain
<b>3b</b>	Discharge of supervisory directors for their supervision of management during the past financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>4</b>	Reappointment of Mr. Sake Bosch as member of the supervisory board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>5</b>	Reappointment of Deloitte Accountants N.V. as the external auditor for the financial year 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>6</b>	Authorisation of the management board to repurchase shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>7</b>	Delegation of the right to issue shares and/or rights to acquire shares to the management board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>8</b>	Delegation of the right to exclude or limit pre-emptive rights to the management board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

This power of attorney is governed by Dutch law.

Signature	
Place	
Date	

This power of attorney must be received by ABN AMRO Bank N.V. for the attention of Corporate Broking (HQ7050), Gustav Mahlerlaan 10, 1082 PP Amsterdam, no later than 11 May 2017, 17:30 CET

You can only revoke this power of attorney in writing, in which case your revocation must be received by ABN AMRO Bank N.V. no later than 11 May 2017 before 17:30 CET.