

EXTRAORDINARY GENERAL MEETING

TAKEAWAY.COM N.V.

Convocation

This extraordinary general meeting of Takeaway.com N.V. will be held on Wednesday 4 December 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 Combination**
 - a. Approval of the Combination pursuant to section 2:107a Dutch Civil Code***
 - b. Amendment of the articles of association of the Company***
 - c. Delegation of the right to issue shares and/or to grant rights to acquire shares to the Management Board in connection with the Combination***
 - d. Delegation of the right to exclude or limit pre-emptive rights to the Management Board in connection with the Combination***
 - e. Appointment of Paul Harrison as CFO and as member of the Management Board***
 - f. Appointment of Mike Evans as Chairman and as member of the Supervisory Board***
 - g. Appointment of Gwyn Burr as member of the Supervisory Board***
 - h. Appointment of Jambu Palaniappan as member of the Supervisory Board***
 - i. Appointment of Roisin Donnelly as member of the Supervisory Board***
 - j. Approval of a supplement to the remuneration policy of the Management Board in respect of Paul Harrison***
 - k. Approval of the remuneration of the new members of the Supervisory Board***

- 3. Any other business**

- 4. Closing of the meeting**

*** Voting items**

The procedures for registration, representation and voting at the extraordinary general meeting (the “EGM”) on Wednesday 4 December 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 of the EGM and the shareholders circular (including, *inter alia*, information on the proposed combination and the implementation thereof, the nominated member of the management board, the nominated members of the supervisory board and the amendment of the articles of association of Takeaway.com N.V. (the “**Company**”));
- this convocation including instructions on attending the EGM and voting; and
- a triptych including the proposed amendment of the articles of association of Takeaway.com N.V. together with an explanation per amendment as well as the draft notarial deed of amendment setting out the proposed amendment of the articles of association of Takeaway.com N.V. (both in Dutch and in English).

As of today these documents are also available for inspection and can be obtained free of charge at the office of the Company, Oosterdoksstraat 80, 1011 DK Amsterdam and at the office of ABN AMRO Bank N.V. department Corporate Broking (HQ7212), 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 Wednesday 6 November 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 Company’s 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 Thursday 7 November 2019 up to and including Wednesday 27 November 2019 (registration closes at 17:30 CET on Wednesday 27 November 2019).

Shareholders can register via www.abnamro.com/evoting 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 Thursday 28 November 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 www.abnamro.com/evoting no later than Wednesday 27 November 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 (HQ7212), Gustav Mahlerlaan 10, 1082 PP Amsterdam no later than Wednesday 27 November 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 October 2019

Takeaway.com N.V.
The management board