

EXTRAORDINARY GENERAL MEETING

TAKEAWAY.COM N.V.

CONVOCATION

The Extraordinary General Meeting of Takeaway.com N.V. will be held on Tuesday 18 September 2018 at 17:00 CET at Novotel Amsterdam City, Europaboulevard 10, in Amsterdam.

Agenda

- 1. Opening**
- 2. Approval of the acquisition by Takeaway.com N.V. of 10Bis.co.il Ltd. (the “Transaction”) within the meaning of section 2:107a Dutch Civil Code***
- 3. Any other business**
- 4. Closing of the meeting**

*** Voting items**

The procedures for registration, representation and voting at the Extraordinary General Meeting of Takeaway.com N.V. on 18 September 2018 (the “**EGM**”) are described below. The EGM will be held at Novotel Amsterdam City, Europaboulevard 10, in Amsterdam.

EGM documents

The following documents are available on our website:

- the agenda of the EGM and the explanatory notes to the agenda; and
- this document on attending the EGM and voting.

As of today these documents are also available for inspection and can be obtained free of charge at the office of the Takeaway.com N.V., Oosterdoksstraat 80, 1011 DK Amsterdam (the “**Company**”) 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 21 August 2018, 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 22 August 2018 up to and including 10 September 2018 (registration closes at 17:30 CET on 10 September 2018). 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 11 September 2018, 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 10 September 2018, 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 10 September 2018, 17:30 CET.

Admission to the EGM

Registration for admission to the EGM will take place on the day of the meeting from 16:00 CET until the commencement of the EGM at 17:00 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, 6 August 2018

Takeaway.com N.V.
The management board