

## Annual General Meeting TAKEAWAY.COM N.V.

The Annual General Meeting of Takeaway.com N.V. will be held on Thursday 18 May 2017 at 14:00 CET at EYE Amsterdam, IJpromenade 1, in Amsterdam.

### Agenda and explanatory notes

#### 1. Opening and announcements

#### 2. Management report; remuneration policy; annual accounts

##### 2a. Report of the management board for the financial year 2016

Presentation by the management board on the performance of Takeaway.com N.V. in 2016.

##### 2b. Discussion on the remuneration policy

Discussion on implementation of the remuneration policy for the management board for the financial year 2016. The remuneration policy is set out on pages 38 to 41 of the annual report for the financial year 2016.

##### 2c. Adoption of the annual accounts 2016\*

It is proposed to adopt the annual accounts for the financial year 2016 as drawn up by the management board and signed by the management board and the supervisory board on 14 March 2017.

Deloitte Accountants N.V. has audited the annual accounts 2016 and has issued an auditor's report thereon.

The auditor will be attending the general meeting and is available for questions regarding the audit of the annual accounts 2016.

#### 3. Discharge

##### 3a. Discharge of managing directors for their management during the past financial year\*

It is proposed to discharge the managing directors from liability in respect of the performance of their management duties. Discharge will only be granted to the extent the managing directors' performance is apparent from the annual accounts 2016 or other public disclosures prior to the adoption of the annual accounts 2016.

##### 3b. Discharge of supervisory directors for their supervision of management during the past financial year\*

It is proposed to discharge the supervisory directors from liability in respect of the performance of their supervision duties. Discharge will only be granted to the extent the supervisory directors' performance is apparent from the annual accounts 2016 or other public disclosures prior to the adoption of the annual accounts 2016.

#### 4. Reappointment of Mr. Sake Bosch as member of the supervisory board\*

Due to the expiry of the current term of appointment of Mr. Sake Bosch, Prime Ventures has made a binding nomination regarding the reappointment of Mr. Sake Bosch as a member of the supervisory board for the term of office of four years in accordance with articles 7.6.3 and 7.6.5 of the articles of association of Takeaway.com N.V.

The personal details of Mr. Bosch referred to in Section 2:142, subsection 3 of the Dutch Civil Code and the reasons for his nomination are as follows:

Name	Sake Bosch
Age	48 (27 October 1968)
Nationality	Dutch
Current position	Professional investor
Previous position	n/a

Other board positions	Sake is currently also a member of the (supervisory) board of directors of 4Cinsights (United States), Civolution (the Netherlands), Dealerdirect (the Netherlands), Digital Origin (Spain), Forcare (the Netherlands), Greetz (the Netherlands), SaaSplaza (the Netherlands), Slimpay (France), EatStreet (USA) and iwoca (UK). None of these legal entities qualifies as “large” pursuant to section 2:142a, subsection 2, Dutch Civil Code
Motivation	The nomination for the reappointment of Sake Bosch is based on his experience as venture capitalist and thorough knowledge of Takeaway.com N.V. and its business. In the past period, Sake Bosch has made a valuable contribution to the company’s supervisory board. The supervisory board therefore supports the proposal to reappoint Sake Bosch for a four-year term, which will lapse on the day of the first annual general meeting to be held in 2021.

Although Sake Bosch does not directly hold shares in Takeaway.com N.V., he is not considered to be independent within the meaning of best practice provision 2.1.8 of the Corporate Governance Code in view of his indirect controlling interest in Prime Ventures.

**5. Reappointment of Deloitte Accountants N.V. as the external auditor for the financial year 2017\***

In 2016 Deloitte Accountants N.V. was appointed as external auditor.

The supervisory board, following recommendations from the management board, proposes to reappoint Deloitte Accountants N.V. as external auditor of Takeaway.com N.V. for the financial year 2017.

**6. Authorisation of the management board to repurchase shares\***

It is proposed to authorise the management board, in due observance of the statutory requirements, to repurchase shares in Takeaway.com N.V.

Such authorisation shall be subject to the following:

- (i) The authorisation will only be valid for a period of 18 months as of 18 May 2017, ending on 18 November 2018;
- (ii) The management board is authorised to repurchase up to a maximum of 10% of the issued capital at the date of acquisition, and provided that Takeaway.com N.V. and its subsidiaries will not hold more than 10% of the issued share capital of Takeaway.com N.V., either through purchase on a stock exchange or otherwise;
- (iii) The shares to be repurchased shall be purchased at a price, excluding expenses, between the nominal value of the shares and 110% of the opening price at Euronext Amsterdam at the date of the acquisition;
- (iv) Any repurchase of shares is subject to the approval of the supervisory board.

If granted, this authorisation will replace the authorisation granted immediately prior to the listing of Takeaway.com N.V.’s shares in October 2016.

**7. Delegation of the right to issue shares and/or rights to acquire shares to the management board\***

It is proposed to designate the management board, in accordance with section 2:96 Dutch Civil Code, as the corporate body authorised to resolve on the issue of – and/or on the granting of rights to acquire ordinary shares.

Such designation shall be subject to the following:

- (i) The designation of the management board will only be valid for a period of 18 months as of 18 May 2017, ending on 18 November 2018;
- (ii) The designation of the management board with respect to the issue of ordinary shares and/or the granting of rights to acquire ordinary shares will be limited to (i) 10% for general corporate purposes, (ii) an additional 10% in connection with or on the occasion of mergers, acquisitions and/or strategic alliances, and (iii) an additional 5% in connection with one or more incentive plans for the managing directors, senior management and/or other employees of Takeaway.com N.V.

(iii) Any issue of – and/or on the granting of rights to acquire ordinary shares will be subject to the approval of the supervisory board;

If granted, this authorisation will replace the authorisation granted immediately prior to the listing of Takeaway.com N.V.'s shares in October 2016.

**8. Delegation of the right to exclude or limit pre-emptive rights to the management board\***

Further, it is proposed to designate the management board, in accordance with section 2:96a Dutch Civil Code, as the corporate body authorised to limit or exclude pre-emption rights in relation to any issue or grant of (rights to acquire) ordinary shares pursuant to agenda item 7.

Such designation shall be subject to the following:

- (i) The designation of the management board will only be valid for a period of 18 months as of 18 May 2017, ending on 18 November 2018;
- (ii) The designation of the management board to limit or exclude pre-emption rights will be limited to a number of ordinary shares amounting to (i) 10% for general corporate purposes, (ii) an additional 10% in connection with or on the occasion of mergers, acquisitions and/or strategic alliances, and (iii) an additional 5% in connection with one or more incentive plans for the managing directors, senior management and/or other employees of Takeaway.com N.V.
- (iii) Any resolution of the management board to limit or exclude pre-emption rights will be subject to the approval of the supervisory board.

If granted, this authorisation will replace the authorisation granted immediately prior to the listing of Takeaway.com N.V.'s shares in October 2016.

**9. Any other business**

**10. Closing of the meeting**

**\* Voting item**

The procedures for registration, representation and voting at the Annual General Meeting of Takeaway.com N.V. on 18 May 2017 (the “**AGM**”) are described below. The AGM will be held at EYE Amsterdam, IJpromenade 1, in Amsterdam.

#### **AGM documents**

The following documents are available on our website:

- the agenda of the AGM and the explanatory notes to the agenda (including information on the nominated member of the supervisory board);
- this document on attending the AGM and voting; and
- Takeaway.com N.V.'s annual report 2016, including the financial statements for the financial year 2016, other information required by the Dutch Civil Code and the reports of the management board and the supervisory board.

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 AGM, provided they (1) are registered as a shareholder of the Company on 20 April 2017, 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 AGM 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 AGM should register for the AGM as from 21 April 2017 up to and including 11 May 2017 (registration closes at 17:30 CET on 11 May 2017).

Shareholders can register via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) directly or contact and request their intermediary at which their shares are administered to register them for the AGM. 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 12 May 2017, 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 AGM 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 AGM.

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 AGM may give voting instructions electronically to civil-law notary Cindy Smid, or her substitute, from Zuidbroek Corporate Law Notaries via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) no later than 11 May 2017, 17:30 CET.

Shareholders who wish to be represented at the AGM 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 11 May 2017, 17:30 CET.

**Admission to the AGM**

Registration for admission to the AGM will take place on the day of the meeting from 13:00 CET until the commencement of the AGM at 14:00 CET. After this time registration for admission is no longer possible. Persons entitled to attend the AGM must present a valid administration ticket for the AGM and may be asked for identification prior to being admitted and are therefore requested to carry a valid identity document.

Amsterdam, 31 March 2017

Takeaway.com N.V.  
The management board