

## POWER OF ATTORNEY

for the extraordinary general meeting of Takeaway.com N.V. (the “**Company**”) to be held on Wednesday 4 December 2019 (the “**EGM**”).

**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 EGM 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:
	Name
	Address
	Postal code and city
	Country

to represent the Shareholder at the EGM and to vote on the shares in respect of the items on the EGM 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>2a.</b> Approval of the Combination pursuant to section 2:107a Dutch Civil Code	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2b.</b> Amendment of the articles of association of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<sup>1</sup> The Record Date is 6 November 2019, after processing of all settlement of that day.

Agenda item ( <i>voting items only</i> )		For	Against	Abstain
<b>2c.</b>	Delegation of the right to issue shares and/or to grant rights to acquire shares to the Management Board in connection with the Combination	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2d.</b>	Delegation of the right to exclude or limit pre-emptive rights to the Management Board in connection with the Combination	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2e.</b>	Appointment of Paul Harrison as CFO and as member of the Management Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2f.</b>	Appointment of Mike Evans as Chairman and as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2g.</b>	Appointment of Gwyn Burr as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2h.</b>	Appointment of Jambu Palaniappan as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2i.</b>	Appointment of Roisin Donnelly as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2j.</b>	Approval of a supplement to the remuneration policy of the Management Board in respect of Paul Harrison	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2k.</b>	Approval of the remuneration of the new members of the Supervisory 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 (HQ7212), Gustav Mahlerlaan 10, 1082 PP Amsterdam, no later than 27 November 2019 before, 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 27 November 2019 before 17:30 CET.