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**For Immediate Release**

## **OVER-ALLOTMENT OPTION FOR TAKEAWAY.COM FULLY EXERCISED**

**Amsterdam, 11 October 2016**

**Takeaway.com N.V. (the “Issuer” and, together with its subsidiaries, “Takeaway.com” or the “Company”), a leading online food delivery marketplace in Continental Europe, today announces that following the successful initial public offering of its ordinary shares (the “Shares”) on Euronext Amsterdam (the “IPO” or the “Offering”) on 30 September 2016, the option to sell up to an additional 15% of the total number of Shares offered in the IPO has been fully exercised.**

As part of the IPO of the Issuer and as set forth in the prospectus dated 19 September 2016 and the pricing statement dated 30 September 2016, Gribhold B.V. (“**Gribhold**”), PTV III Holding 17 B.V. and Prime III Co-Investment Vehicle I B.V. (together “**Prime Ventures**” and, together with Gribhold, the “**Over-allotment Shareholders**”) have granted Merrill Lynch International (“**BofA Merrill Lynch**”) and Morgan Stanley (together with BofA Merrill Lynch, the “**Joint Global Coordinators**”), on behalf of the underwriters, an option to acquire up to 2,140,930 additional Shares (the “**Over-allotment Option**”), representing 15% of the total number of Shares sold in the Offering. BofA Merrill Lynch and Morgan Stanley have exercised the Over-allotment Option in full.

Following the full exercise of the Over-allotment Option, the Offering comprises 16,413,796 Shares, representing approximately 38% of the total share capital of the Issuer and leading to a total Offering size of approximately €378 million.

BofA Merrill Lynch, acting as Stabilization Manager, has informed Takeaway.com that the stabilization period has now ended and that no stabilization transactions were carried out.

As a result of the IPO (and after the full exercise of the Over-allotment Option), Mr. Jitse Groen, through his holding company Gribhold B.V., holds approximately 35.4% of the Shares and Prime Ventures holds approximately 23.1% of the Shares.

### **Earlier announcements related to the Offering**

On 6 September 2016, Takeaway.com announced its intention to launch the IPO and listing on Euronext Amsterdam and, on 19 September 2016, Takeaway.com announced the launch of the Offering. On 30 September 2016, Takeaway.com announced that the price for the Shares was set at €23.00 and listing of and trading in the Shares commenced, on an “as-if-and-when issued/delivered” basis, on Euronext Amsterdam on Friday 30 September 2016. The press releases are available on the Takeaway.com website (<https://corporate.takeaway.com>).

### **Regulated Information**

This press release contains inside information within the meaning of Article 7(1) of the EU Market Abuse Regulation.



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**About Takeaway.com**

Takeaway.com is a leading online food delivery marketplace focused on connecting consumers and restaurants through its platform in the Netherlands, Germany, Belgium, Austria, Poland, France, Luxembourg, Portugal, Switzerland and Vietnam. Takeaway.com's platform across its markets had c. 7.6 million Active Consumers<sup>1</sup> as at 30 June 2016 and c. 40.4 million Orders<sup>2</sup> in the twelve months ending 30 June 2016. With around 500 employees, the Company recorded Gross Merchandise Value ("GMV")<sup>3</sup> of €651 million and revenue of €77 million in 2015. As at 30 June 2016, there were 30,486 restaurants on the Company's platform across its markets.

**Disclaimer**

**The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed by any person for any purpose on the information contained in this announcement or its accuracy, fairness or completeness.**

**This announcement does not contain, constitute, or form part of, an offer to sell, or a solicitation of an offer to purchase, any securities of Takeaway.com N.V. in the United States. The Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold within the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register the Shares in the United States or to make a public offering of the Shares in the United States. Any sale in the United States of the Shares will be made solely to "qualified institutional buyers" as defined in, and in reliance on, Rule 144A under the Securities Act or another exemption from the registration requirements of the Securities Act.**

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<sup>1</sup> "Active Consumers" is defined as unique consumer accounts (identified by a unique e-mail address) from which at least one Order has been placed on the Company's platform in the preceding 12 months.

<sup>2</sup> "Orders" (and each an "Order") is defined as orders by consumers that were processed through the Company's websites and mobile applications, i.e., excluding orders processed through third party websites.

<sup>3</sup> GMV consists of total value of merchandise (food) sold via Orders in a particular period.

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The Issuer has not authorized any offer to the public of Shares in any Member State of the European Economic Area other than in the Netherlands. With respect to any Member State of the European Economic Area, other than the Netherlands, and which has implemented the Prospectus Directive (each a "Relevant Member State"), no action has been undertaken or will be undertaken to make an offer to the public of securities requiring publication of a prospectus in any Relevant Member State. As a result, the Shares may only be offered in Relevant Member States (i) to any legal entity which is a qualified investor as defined in the Prospectus Directive; or (ii) in any other circumstances falling within Article 3(2) of the Prospectus Directive. For the purpose of this paragraph, the expression "offer of securities to the public" means the communication in any form and by any means of sufficient information on the terms of the offer and the Shares to be offered so as to enable the investor to decide to exercise, purchase or subscribe for the Shares, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State.

This announcement is not an advertisement and does not constitute a prospectus within the meaning of the Dutch Financial Markets Supervision Act (*Wet op het financieel toezicht*) and does not constitute an offer to acquire securities. Any offer to acquire Shares will be made, and any investor should make his investment, solely on the basis of information that is contained in the Prospectus that has been made generally available in the Netherlands in connection with such offering. When made generally available, copies of the Prospectus may be obtained at no cost from the Issuer or through the website of the Issuer. The information in this announcement is subject to change.

In the United Kingdom, this announcement is only being distributed to, and is only directed at, and any investment or investment activity to which this announcement relates is available only to, and will be engaged in only with, "qualified investors" (as defined in section 86(7) of the Financial Services and Markets Act 2000) (i) who are persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"); or (ii) who are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc.") of the Order, or other persons to whom it may otherwise be lawfully communicated (all such persons together being referred to as "relevant persons"). Persons who are not relevant persons should not take any action on the basis of this announcement and should not act or rely on it.

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Each of the Issuer, the selling shareholders and the BofA Merrill Lynch, Morgan Stanley & Co. International plc, ABN AMRO Bank N.V. and UBS Limited (collectively, the “Banks”) and their respective affiliates expressly disclaims any obligation or undertaking to update, review or revise any forward looking statement contained in this announcement whether as a result of new information, future developments or otherwise.

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In connection with the Offering, each of the Banks and any of their affiliates, may take up a portion of the Shares in the Offering as a principal position and in that capacity may retain, purchase, sell, offer to sell for their own accounts such Shares and other securities of the Issuer or related investments in connection with the Offering or otherwise. In addition each of the Banks and any of their affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which each of the Banks and any of their affiliates may from time to time acquire, hold or dispose of Shares. None of the Banks or their affiliates intends to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

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