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Neither this announcement nor anything contained herein shall form the basis of, or be relied upon in connection with, any offer or commitment whatsoever in any jurisdiction. Any offer to acquire shares pursuant to the proposed offering will be made, and any investor should make his investment decision, solely on the basis of the information that is contained in the prospectus as published by Takeaway.com Holding B.V. in connection with the listing and admission of its ordinary shares on Euronext Amsterdam. Copies of the prospectus are available from Takeaway.com Holding B.V. at <https://corporate.takeaway.com>.

For Immediate Release

Takeaway.com initial public offering priced at €23.00 per share

Amsterdam, 30 September 2016

Takeaway.com Holding B.V. (the “Issuer”, together with its subsidiaries, “Takeaway.com” or the “Company”), a leading online food delivery marketplace in Continental Europe, today announces that its ordinary shares (the “Shares”) offered in the initial public offering on Euronext Amsterdam (the “IPO” or the “Offering”) have been priced at €23.00 per Share. Listing of, and first trading on an “as-if-and-when-issued/delivered” basis in, the Shares on Euronext Amsterdam will occur today, Friday, 30 September 2016.

Offering highlights

- Price per Share has been set at €23.00, valuing Takeaway.com at an enterprise value of approximately €849 million and an equity value (market capitalization) of approximately €993 million
- Total size of the Offering amounts to approximately €328 million prior to exercise of the over-allotment option (the “**Over-allotment Option**”)
- The Offering comprises 7,608,696 newly issued Shares, raising approximately €175 million of primary gross proceeds, and, excluding any exercise of the Over-allotment Option, 6,664,170 existing Shares, resulting in approximately €153 million of secondary gross proceeds
- The newly issued Shares and existing Shares to be sold in the Offering (the “**Offer Shares**”) will represent 33.1% of the Issuer’s total issued share capital post-IPO assuming no exercise of the Over-allotment Option and 38.0% assuming full exercise of the Over-allotment Option
- Listing of, and first trading in, the Shares (on an “as-if-and-when-issued/delivered” basis) on Euronext Amsterdam under the symbol “TKWY” will occur on Friday, 30 September 2016 (the “**First Trading Date**”) at 9.00 CET
- Closing and settlement of the Offering and the start of unconditional trading in the Shares is expected to take place on Tuesday, 4 October 2016 (the “**Settlement Date**”)
- A pricing statement (the “**Pricing Statement**”) relating to the Offering has been filed with the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the “**AFM**”). The Pricing Statement and this press release are available on the Takeaway.com website (<https://corporate.takeaway.com>)

Jitse Groen, CEO of Takeaway.com, said: “We are very pleased to announce the listing of Takeaway.com on Euronext Amsterdam. The level of interest in our IPO underpins our strong belief that we have an attractive investment story with significant growth and value-creation opportunities. We welcome all our new shareholders and thank them for the trust they have placed in the Company and its employees. Their support will allow us to further build on our position as a leading online food delivery marketplace.”

Further details on the Offering

Following closing and settlement of the Offering, the total number of issued and outstanding Shares of the Issuer will be 43,183,176. Post-IPO, Mr. Jitse Groen, through his holding company Gribhold B.V., will hold 36.7% of the Shares prior to any exercise of the Over-allotment Option. The Pricing Statement contains further information as to the number of Shares to be sold or transferred by the selling shareholders in connection with the Offering and reflects a rearrangement, following the date of the Prospectus, in the numbers of Shares to be sold or transferred among the selling shareholders, resulting in, for instance, Macquarie Capital selling more and Gribhold B.V., Prime III Co-Investment Vehicle I B.V. and PTV III Holding 17 B.V. selling fewer Shares in the Offering. The number of Shares to be sold or transferred by each of the executive officers and directors of the Company (including through entities controlled by such persons such as Gribhold B.V.) has not increased.

Gribhold B.V., Prime III Co-Investment Vehicle I B.V. and PTV III Holding 17 B.V. have granted the Joint Global Coordinators the Over-allotment Option of up to 15% of the Offer Shares (not including the Shares subject to the Over-allotment Option), representing up to 2,140,930 Shares. The Over-allotment Option can be exercised within 30 days after the First Trading Date to cover over-allotment or short positions, if any, in connection with the Offering. Precise details regarding the ownership of Shares by each selling shareholder immediately after settlement of the Offering, without and with full exercise of the Over-allotment Option, are set forth in the Pricing Statement that has been prepared in connection with the pricing of the Offering and which is available on the Takeaway.com website (<https://corporate.takeaway.com>).

Each of the Issuer and the selling shareholders¹ (other than Gribhold B.V., Mr. Brent Wissink and Gerbig Ventures GmbH) has agreed to a 180-day lock-up. Each of Gribhold B.V., Mr. Brent Wissink, and Gerbig Ventures GmbH is subject to a 360-day lock-up. The lock-ups are subject to certain customary carve-outs and waivers by the Joint Global Coordinators.

For the purpose of calculating enterprise value, a net debt position is used of €30.8 million based on €35.6 million current bank debt and €4.8 million cash. At 30 June 2016, the Company had a net debt position of €10.7 million, based on €15.4 million current bank debt and €4.8 million cash. Current bank debt as at 30 June 2016 represented borrowings under the overdraft facility, which were repaid on 29 July 2016 by drawing down funds under the revolving facility. As of the date of the Prospectus, the Company had approximately €35.6 million of current bank debt, having drawn €17.4 million under the revolving facility and €18.2 million under the bridge loan. The Company expects to use proceeds from the Offering to repay all the amounts drawn under the bridge loan and revolving facility.

Merrill Lynch International (“**BofA Merrill Lynch**”) and Morgan Stanley & Co. International plc have been appointed Joint Global Coordinators and Joint Bookrunners, and ABN AMRO Bank N.V. and UBS Limited have been appointed Joint Bookrunners in connection with the Offering (together, the “**Banks**”).

Availability of the Prospectus and Pricing Statement

The Offering is being made only by means of the prospectus (the “**Prospectus**”), as approved by the AFM. The Prospectus and the Pricing Statement, are available electronically via the website of Takeaway.com

¹ Gerber Capital GmbH, Mercurius Ventures GmbH and Rheingau Ventures GmbH are selling shareholders that have offered and sold all their Shares in the Offering and are not restricted by the lock-up, provided that they are not allowed to short sell, or invest in any leveraged derivative or similar instruments relating to, any Shares during the 180-day period.

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(<https://corporate.takeaway.com>), subject to securities law restrictions in certain jurisdictions. Any decision to purchase Shares in the Offering should be made solely on the basis of the Prospectus.

Stabilization

In connection with the Offering, BofA Merrill Lynch as a stabilization agent (the “**Stabilization Agent**”), or any of its agents, on behalf of the Banks, may (but will be under no obligation to), to the extent permitted by applicable law, over-allot Offer Shares or effect other transactions with a view to supporting the market price of the Offer Shares at a higher level than that which might otherwise prevail in the open market. The Stabilization Agent will not be required to enter into such transactions, and such transactions may be effected on any securities market, over-the-counter market, stock exchange (including Euronext Amsterdam) or otherwise and may be undertaken at any time during the period commencing on the First Trading Date and ending no later than 30 calendar days thereafter. The Stabilization Agent or any of its agents will not be obligated to effect stabilizing transactions, and there will be no assurance that stabilizing transactions will be undertaken. Such stabilizing transactions, if commenced, may be discontinued at any time without prior notice. Save as required by law or regulation, neither the Stabilization Agent nor any of its agents intend to disclose the extent of any over-allotments made and/or stabilization transactions under the Offering. None of the Issuer, the selling shareholders or any of the Banks makes any representation or prediction as to the direction or the magnitude of any effect that the transactions described above may have on the price of the Offer Shares or any other securities of the Issuer. The underwriting agreement provides that the Stabilization Agent may, for purposes of the stabilizing transactions, over-allot Offer Shares up to a maximum of 15% of the total number of Offer Shares (not including the Shares subject to the Over-allotment Option).

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. The press releases are available on the Takeaway.com website (<https://corporate.takeaway.com>).

Home Member State

Takeaway.com announces that the Netherlands is its Home Member State for purposes of the EU Transparency Directive.

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 Consumers² as at 30 June 2016 and c. 40.4 million Orders³ in the twelve months ending 30 June 2016. With around 500 employees, the Company recorded Gross Merchandise Value ("GMV")⁴ 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 Holding B.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.

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

² "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.

³ "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.

⁴ GMV consists of total value of merchandise (food) sold via Orders in a particular period.

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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.

This announcement should not be distributed, published or reproduced in whole or in part or disclosed by recipients and any such action may be restricted by law in certain jurisdictions. Persons receiving this announcement should inform themselves about and observe any such restriction: failure to comply may violate securities laws of any such jurisdiction. This announcement may include statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements may be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect the Issuer's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company's business, results of operations, financial position, liquidity, prospects, growth or strategies. Forward-looking statements speak only as of the date they are made.

Each of the Issuer, the selling shareholders and 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.

Each of BofA Merrill Lynch, Morgan Stanley & Co. International plc and UBS Limited is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority. The Banks are acting exclusively for the Issuer and no-one else in connection with the Offering. They will not regard any other person as their respective clients in relation to the Offering and will not be responsible to anyone other than the Issuer for providing the protections afforded to their respective clients,

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nor for providing advice in relation to the Offering, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

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.

The contents of this announcement have been prepared by and are the sole responsibility of the Issuer. None of the Banks or any of their respective subsidiary undertakings, affiliates or any of their respective directors, officers, employees, advisers, agents, alliance partners or any other entity or person accepts any responsibility or liability whatsoever for, or makes any representation, warranty or undertaking, express or implied, as to the truth, accuracy, completeness or fairness of the information or opinions in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Issuer, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith. Accordingly, the Banks disclaim, to the fullest extent permitted by applicable law, all and any liability, whether arising in tort or contract or that they might otherwise be found to have in respect of this announcement and/or any such statement.

On the date of this announcement the Issuer is still a private limited liability company (besloten vennootschap met beperkte aansprakelijkheid) named Takeaway.com Holding B.V. Prior to settlement, the Issuer will be converted into a public company with limited liability (naamloze vennootschap) named Takeaway.com N.V.