

Annual General Meeting JUST EAT TAKEAWAY.COM N.V.

This document is important and requires your immediate attention. If you are in any doubt as to what action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser immediately. If you have sold or otherwise transferred all of your shares, please pass this document, together with the accompanying documents, to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Important note in view of the Coronavirus

The Dutch government has taken various measures to minimise or delay the spread of the coronavirus. At the date of this convocation, such measures restrict public gatherings. As a consequence, Just Eat Takeaway.com N.V. expects that a limited number of management board and supervisory board members will attend the Annual General Meeting.

Shareholders and other attendees are assumed not to attend the Annual General Meeting in person. Shareholders are encouraged to cast their votes by proxy or use our electronic voting facility in accordance with the instructions set out in this convocation.

Convocation

The Annual General Meeting (the "AGM") of Just Eat Takeaway.com N.V. (the "Company") will be held on Thursday 14 May 2020 at 14:00 CET at BIMHUIS Amsterdam, Piet Heinkade 3, in Amsterdam.

The Management Board and Supervisory Board of the Company unanimously recommend that you vote in favour of all the resolutions listed below, and believe that the passing of these resolutions would be in the best interests of the Company, its stakeholders and its shareholders as a whole.

Agenda

1. **Opening and announcements**
2. **Management report; remuneration report; annual accounts**
 - 2a. **Report of the management board for the financial year 2019**
 - 2b. **Remuneration report***
 - 2c. **Adoption of the annual accounts 2019***
3. **Amendment of the remuneration policy of the management board***
4. **Adoption of the remuneration policy of the supervisory board***
5. **Discharge**
 - 5a. **Discharge of members of the management board from liability for their responsibilities in the financial year 2019***
 - 5b. **Discharge of members of the supervisory board from liability for their responsibilities in the financial year 2019***
6. **Reappointment of managing directors**
 - 6a. **Reappointment of Mr. Jitse Groen as Chief Executive Officer and member of the management board***

- 6b. Reappointment of Mr. Brent Wissink as Chief Financial Officer and member of the management board*
- 6c. Reappointment of Mr. Jörg Gerbig as member of the management board*
- 7. Reappointment of supervisory board members
 - 7a. Reappointment of Mr. Adriaan Nühn as chairman of the supervisory board*
 - 7b. Reappointment of Ms. Corinne Vigreux as vice-chairman of the supervisory board*
 - 7c. Reappointment of Mr. Ron Teerlink as member of the supervisory board*
 - 7d. Reappointment of Ms. Gwyn Burr as member of the supervisory board*
 - 7e. Reappointment of Mr. Jambu Palaniappan as member of the supervisory board*
- 8. Authorisation of the management board to issue shares*
- 9. Delegation of the right to exclude or limit pre-emptive rights
 - 9a. Delegation of the right to exclude or limit pre-emptive rights (general corporate purposes)*
 - 9b. Delegation of the right to exclude or limit pre-emptive rights (mergers, acquisitions and/or strategic alliances)*
- 10. Authorisation of the management board to repurchase shares*
- 11. Any other business
- 12. Closing of the meeting

* Voting items

The procedures for registration, representation and voting at the AGM on Thursday 14 May 2020 are described below. The AGM will be held at BIMHUIS Amsterdam, Piet Heinkade 3, in Amsterdam, the Netherlands.

AGM documents

The following documents are available on our corporate website:

- the agenda of the AGM and the explanatory notes to the agenda (including information on the proposed remuneration policy of the supervisory board, the amendment of the remuneration policy of the management board, the persons nominated for appointment to the management board and the persons nominated for appointment to the supervisory board);
- this convocation including instructions on voting at the AGM;
- Just Eat Takeaway.com N.V.'s annual report 2019, including the financial statements for the financial year 2019, other information required by the Dutch Civil Code and the reports of the management board and the supervisory board;
- the proposed amended remuneration policy of the management board; and
- the proposed remuneration policy of 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 Company, Oosterdoksstraat 80, 1011 DK Amsterdam and at ABN AMRO Bank N.V., via email address ava@nl.abnamro.com (“**ABN AMRO**”).

General note for shareholders

In this document, a shareholder registered as such in the Company's share register or a shareholder holding its shares through Euroclear, is referred to as a “Shareholder”.

A holder of Crest Depository Interests (“**CDIs**”) in respect of shares in the Company is referred to as a “**CDI Holder**”. CDI Holders are referred to the section 'Holders of Crest Depository Receipts' for information on voting and attendance.

Record Date for Shareholders

Shareholders will be entitled to attend and vote at the AGM, provided they (1) are registered as a shareholder of the Company on Thursday 16 April 2020, 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 Company's 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 of Shareholders

Shareholders who either in person, or by proxy wish to attend the AGM should register for the AGM as from Friday 17 April 2020 up to and including Thursday 7 May 2020 (registration closes at 17:30 CET on Thursday 7 May 2020).

Shareholders can register via 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 Friday 8 May 2020, 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 instructions

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 **no later than** Thursday 7 May 2020, 17:30 CET.

Shareholder proxies

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 (HQ7212), Gustav Mahlerlaan 10, 1082 PP Amsterdam or via email ava@nl.abnamro.com no later than Thursday 7 May 2020, 17:30 CET.

Holders of Crest Depository Interests

If you are a direct holder of a CDI at the Record Date, you may give your voting instruction through Equiniti Limited. You will receive information, including a voting instruction card. If on the Record Date you hold CDIs through a bank, broker or custodian, you should contact your bank, broker or custodian directly to understand how you can vote.

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.

Coronavirus

The Dutch government has taken various measures to minimise or delay the spread of the coronavirus. At the date of this convocation, such measures restrict public gatherings. As a consequence, the Company expects that a limited number of management board and supervisory board members will attend the AGM.

Shareholders, CDI Holders and other attendees are assumed not to attend the AGM in person. Shareholders are encouraged to cast their votes by proxy at the general meeting or use our electronic voting facility in accordance with the instructions set out in this convocation. CDI Holders are encouraged to cast their votes by giving voting instructions through Equiniti.

In order to further mitigate potential health risks, the social gatherings surrounding the AGM will be limited. Unfortunately, this means no lunch or post-meeting reception will be offered.

The Company will endeavour to livestream the meeting, allowing Shareholders and CDI Holders to follow the business of the AGM remotely. However, participation in the livestream will not constitute formal attendance at the meeting and Shareholders and others following the livestream will not be able to vote or ask questions. If the AGM is livestreamed, further details will be announced and made available on the Company's corporate website (<https://corporate.takeaway.com>) in due course.

Shareholders and CDI Holders are invited to submit their questions ahead of the AGM by sending an email to joris.wilton@takeaway.com. The Company will aim to address questions relating to items on the agenda of the AGM submitted by 7 May 2020, 17:30 CET during the AGM.

In view of the COVID-19 outbreak and the safety measures that may be imposed, the Company may take further precautionary measures to limit risks for our employees, shareholders and other stakeholders. Developments will be closely monitored and updates will be published on our corporate website (<https://corporate.takeaway.com>).

Amsterdam, 2 April 2020

Just Eat Takeaway.com N.V.
The management board