

Agenda item	Just Eat Takeaway.com EGM 2020 - voting results	Votes cast		For		Against		Abstention
		#	#	%	#	%	#	
2a	Approval of the Transaction	110,004,879	105,054,236	95.7%	4,708,048	4.3%	242,595	
2b	Delegation to the management board of the right to issue shares and/or to grant rights to acquire shares in connection with the Transaction	110,004,879	92,025,264	83.8%	17,736,969	16.2%	242,646	
2c	Delegation to the management board of the right to exclude or limit pre-emptive rights in connection with the Transaction	110,004,879	91,582,008	83.4%	18,180,096	16.6%	242,775	
2d	Appointment of Matthew Maloney as member of the management board	110,004,879	93,425,425	85.1%	16,336,841	14.9%	242,613	
2e	Appointment of Lloyd Frink as a member of the supervisory board	110,004,879	90,748,227	82.7%	19,012,353	17.3%	244,299	
2f	Appointment of David Fisher as a member of the supervisory board	110,004,879	80,893,699	73.8%	28,777,777	26.2%	333,403	
2g*	Approval of a supplement to the remuneration policy of the management board in respect of Matthew Maloney	110,004,879	45,604,179	42.4%	61,952,486	57.6%	2,448,214	

% of total outstanding shares 74.0%

**The Company notes that Resolution 2(G), to approve a supplement to the remuneration policy of the Management Board in respect of Matthew Maloney, was rejected with a significant number (57.6%) of votes cast against it. The proposed remuneration of Matthew Maloney is in line with his current remuneration package at Grubhub. While the rejected proposal was unexpected, the Management Board and the Investor Relations department are in regular engagement with our shareholders and have also been engaged with our shareholders ahead of the EGM. From this engagement, the Company understands that an important reason for the votes against are the relatively high variable remuneration compared with the current remuneration policy at Just Eat Takeaway.com. In addition, shareholders followed the voting guidelines of leading corporate governance agencies, in particular International Shareholder Services Inc., to vote against resolution 2(G). Lastly, the Company notes that a significant number (26.2%) of votes were cast against Resolution 2(F), to approve the nomination of David Fisher as member to the Supervisory Board, which was passed. The Company believes that certain shareholders voting against this resolution relied on an initially incorrect publication by a leading governance agency stating that Mr. Fisher may be 'over-boarded' upon his appointment, even though this publication was later corrected and converted into a FOR recommendation.*