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**Amsterdam, 10 June 2021**

## **Just Eat Takeaway.com expects to complete Grubhub transaction on 15 June 2021**

**Just Eat Takeaway.com N.V. (AMS: TKWY, LSE: JET), hereafter the "Company" or "Just Eat Takeaway.com" and together with its subsidiaries, the "Just Eat Takeaway.com Group", announces that the holders of Grubhub Inc. (NYSE: GRUB) ("Grubhub") common stock (the "Grubhub Stockholders") have approved the proposals in relation to the Company's acquisition of 100% of the shares of Grubhub in an all-share combination (the "Transaction") at the Grubhub Stockholder meeting held earlier today. Accordingly, subject to satisfaction of remaining customary closing conditions, completion of the Transaction is expected to occur on 15 June 2021.**

As a result of the Transaction, New Just Eat Takeaway.com Shares (represented by New Just Eat Takeaway.com ADSs) will be issued for the benefit of Grubhub Stockholders in satisfaction of the consideration due under the terms of the Transaction. The admission of 62,798,005 New Just Eat Takeaway.com Shares to (i) the premium listing segment of the UK Official List and to trading on the London Stock Exchange's main market for listed securities (the "**UK Admission**") is expected to take place at 8:00 am BST / 9.00 am CET on 15 June 2021 and (ii) listing and trading on Euronext Amsterdam (the "**NL Admission**") is expected to take place at 8:00 am BST / 9.00 am CET on 15 June 2021. In addition, the New Just Eat Takeaway.com ADSs are expected to begin trading on Nasdaq under the ticker symbol "GRUB" on 15 June 2021.

Subject to the UK Admission and NL Admission, the Company confirms that its share capital will consist of 211,621,200 ordinary shares of €0.04 each with voting rights. The Company holds no shares in treasury.

### **Availability of the Prospectus**

The Company has published a prospectus, dated 12 May 2021, in connection with (i) the admission of the New Just Eat Takeaway.com Shares to the premium listing segment of the UK Official List and to trading on the London Stock Exchange's main market for listed securities and (ii) the admission of the New Just Eat Takeaway.com Shares to listing and trading on Euronext Amsterdam (the "**Prospectus**"). A copy of the Prospectus is available for inspection on the Company's website at <https://www.justeattakeaway.com/>.

The Prospectus has been approved by the Dutch Authority for the Financial Markets, as competent authority under the EU Prospectus Regulation and, separately, by the United Kingdom Financial Conduct Authority, as competent authority under the UK Prospectus Regulation.

Capitalised terms not otherwise defined in this announcement have the same meaning given to them in the Prospectus.

## **About Just Eat Takeaway.com**

Just Eat Takeaway.com (LSE: JET, AMS: TKWY) is a leading global online food delivery marketplace outside China.

Headquartered in Amsterdam, the Company is focused on connecting consumers and restaurants through its platforms. With nearly 250,000 connected restaurants, Just Eat Takeaway.com offers consumers a wide variety of food choice. Just Eat Takeaway.com mainly collaborates with delivery restaurants. In addition, Just Eat Takeaway.com provides its proprietary restaurant delivery services for restaurants that do not deliver themselves.

The combination of Just Eat and Takeaway.com has rapidly grown to become a leading online food delivery marketplace with operations in the United Kingdom, Germany, the Netherlands, Canada, Australia, Austria, Belgium, Bulgaria, Denmark, France, Ireland, Israel, Italy, Luxembourg, New Zealand, Norway, Poland, Portugal, Romania, Spain and Switzerland, as well as through partnerships in Colombia and Brazil.

## **Just Eat Takeaway.com**

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Brent Wissink, CFO  
Jörg Gerbig, COO

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For more information please visit the Company's corporate website: <https://www.justeattakeaway.com/>

## **BofA Securities**

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Clif Marriott  
Barry O'Brien  
Nick Harper

Cravath, Swaine & Moore LLP, De Brauw Blackstone Westbroek N.V. and Slaughter and May are retained as legal advisers to Just Eat Takeaway.com.

## **Important Notice Relating to the Sponsor and Financial Advisers**

Merrill Lynch International, which is authorised by the PRA and regulated by the FCA and the PRA in the United Kingdom, is acting as sponsor exclusively for Just Eat Takeaway.com in connection with the Transaction and for no one else and

will not be responsible to anyone other than Just Eat Takeaway.com for providing the protections afforded to clients of Merrill Lynch International or for providing advice in connection with the Transaction.

Bank of America Europe DAC, Amsterdam Branch (together with Merrill Lynch International, "**BofA Securities**"), a subsidiary of Bank of America Corporation, is acting as financial adviser exclusively for Just Eat Takeaway.com in connection with the Transaction and for no one else and will not be responsible to anyone other than Just Eat Takeaway.com for providing the protections afforded to its clients or for providing advice in connection with the Transaction.

Goldman Sachs International, which is authorised by the PRA and regulated by the FCA and the PRA in the United Kingdom, is acting exclusively as financial adviser for Just Eat Takeaway.com and no one else in connection the Transaction and will not be responsible to anyone other than Just Eat Takeaway.com for providing the protections afforded to clients of Goldman Sachs International, or for providing advice in connection with the Transaction.

### **Forward Looking Statements**

This announcement may contain "forward-looking statements" regarding Grubhub, Just Eat Takeaway.com or their respective management's future expectations, beliefs, intentions, goals, strategies, plans and prospects, which, in the case of Grubhub, are made in reliance on the "safe harbor" provisions of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements involve substantial risks, known and unknown, uncertainties, assumptions and other factors that may cause actual results, performance or achievements to differ materially from future results expressed or implied by such forward-looking statements including, but not limited to, the occurrence of any event, change or other circumstances that could give rise to the right of one or both of Grubhub or Just Eat Takeaway.com to terminate the merger agreement; difficulties and delays in integrating Grubhub's and Just Eat Takeaway.com's businesses; risks that the proposed merger disrupts Grubhub's or Just Eat Takeaway.com's current plans and operations; failing to fully realise anticipated synergies, cost savings and other anticipated benefits of the proposed merger when expected or at all; potential adverse reactions or changes to business relationships resulting from the announcement or completion of the proposed merger; the risk that unexpected costs will be incurred; the ability of Grubhub or Just Eat Takeaway.com to retain and hire key personnel; the diversion of management's attention from ongoing business operations; uncertainty as to the value of the Just Eat Takeaway.com ordinary shares to be issued in connection with the proposed merger; uncertainty as to the long-term value of the common stock of the combined company following the proposed merger; the continued availability of capital and financing following the proposed merger; the outcome of any legal proceedings that may be instituted against Grubhub, Just Eat Takeaway.com or their respective directors and officers; changes in global, political, economic, business, competitive, market and regulatory forces; changes in tax laws, regulations, rates and policies; future business acquisitions or disposals; competitive developments; and the timing and occurrence (or non-occurrence) of other events or circumstances that may be beyond Grubhub's and Just Eat Takeaway.com's control. These and other risks, uncertainties, assumptions and other factors may be amplified or made more uncertain by the COVID-19 pandemic, which has caused significant economic uncertainty. The extent to which the COVID-19 pandemic impacts Grubhub's and Just Eat Takeaway.com's businesses, operations and financial results, including the duration and magnitude of such effects, will depend on numerous factors, which are unpredictable, including, but not limited to, the duration and spread of the outbreak, its severity, the actions taken to contain the virus or treat its impact, and how quickly and to what extent normal economic and operating conditions can resume. Forward-looking statements generally relate to future events or Grubhub and Just Eat Takeaway.com's future financial or operating performance and include, without limitation, statements relating to the proposed merger and the potential impact of the COVID-19 outbreak on Grubhub and Just Eat Takeaway.com's business and operations. In some cases, you can identify forward-looking statements because they contain words such as "anticipates," "believes," "contemplates," "could," "seeks," "estimates," "intends," "may," "plans," "potential," "predicts," "projects," "should," "will," "would" or similar expressions and the negatives of those terms.

While forward-looking statements are Grubhub's and Just Eat Takeaway.com's current predictions at the time they are made, you should not rely upon them. Forward-looking statements represent Grubhub's and Just Eat Takeaway.com's management's beliefs and assumptions only as of the date of this release, unless otherwise indicated, and there is no implication that the information contained in this release is made subsequent to such date. For additional information concerning factors that could cause actual results and outcomes to differ materially from those expressed or implied in the forward-looking statements, please refer to the cautionary statements and risk factors included in Grubhub's filings with the Securities and Exchange Commission (the "**SEC**"), including Grubhub's Annual Report on Form 10-K filed with the SEC on March 1, 2021, Grubhub's Quarterly Reports on Form 10-Q and any further disclosures Grubhub makes in Current Reports on Form 8-K. Grubhub's SEC filings are available electronically on Grubhub's investor website at <https://investors.grubhub.com> or the SEC's website at <https://www.sec.gov>. For additional information concerning factors that could cause future results to differ from those expressed or implied in the forward-looking statements, please refer to Just Eat Takeaway.com's non-exhaustive list of key risks and cautionary statements included in Just Eat Takeaway.com's Annual Report, which is available electronically on Just Eat Takeaway.com's investor website at <https://www.justeattakeaway.com/>. Except as required by law, none of Grubhub, Just Eat Takeaway.com, BofA Securities or Goldman Sachs International assume any obligation to update these forward-looking statements or this release, or to update, supplement or correct the information set forth in this release or the reasons actual results could differ materially from those anticipated in the forward-looking statements, even if new information becomes available in the future. No representation, assurance or guarantee is made that the occurrence of the events expressed or implied in any forward-looking statement will come to pass, in whole or in part, and none of Just Eat Takeaway.com, Grubhub, BofA Securities, Goldman Sachs International, nor any of the foregoing persons' affiliates or their respective directors, officers, employees, agents and/or advisers accept any responsibility for such forward-looking statements. All subsequent written and oral forward-looking statements attributable to Grubhub, Just Eat Takeaway.com or any person acting on behalf of either party are expressly qualified in their entirety by the cautionary statements referenced above.

#### **Additional Information and Where to Find It**

In connection with the Transaction, Just Eat Takeaway.com has filed with the SEC a registration statement on Form F-4 (the "**Registration Statement**") to register the shares to be issued in connection with the Transaction. The Registration Statement includes a proxy statement of Grubhub that also constitutes a prospectus of Just Eat Takeaway.com. The definitive proxy statement/prospectus was first mailed to the stockholders of Grubhub on 12 May 2021, seeking their approval of the Transaction-related proposals. The Prospectus is not a substitute for the Registration Statement, proxy statement/prospectus or other documents that the Company may file with the SEC in connection with the Transaction.

**INVESTORS AND SECURITY HOLDERS OF GRUBHUB ARE URGED TO READ THE REGISTRATION STATEMENT AND THE RELATED PROXY STATEMENT/PROSPECTUS INCLUDED WITHIN THE REGISTRATION STATEMENT, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS AND ANY OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC, IN CONNECTION WITH THE TRANSACTION, WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT GRUBHUB, JUST EAT TAKEAWAY.COM AND THE TRANSACTION.**

Investors and security holders may obtain copies of these documents (when they are available) and any other documents filed with or furnished to the SEC by Grubhub or Just Eat Takeaway.com free of charge through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov), from Grubhub at its website, [investors.grubhub.com](http://investors.grubhub.com), or from Just Eat Takeaway.com at its website [www.justeattakeaway.com](http://www.justeattakeaway.com). Any supplement to the Prospectus will be made available on the website of Just Eat Takeaway.com at its website <https://www.justeattakeaway.com/>. The Prospectus, the auditors' reports and any other documents which are incorporated by reference into the Prospectus, and the Articles may be obtained free of charge from the website of Just Eat Takeaway.com, [www.justeattakeaway.com](http://www.justeattakeaway.com), at least for the term of the Prospectus.

#### **No Offer or Solicitation**

This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale

would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended and applicable United Kingdom, Dutch and other European regulations.

**General**

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. Nothing contained herein constitutes or should be construed as (i) investment, tax, financial, accounting or legal advice (ii) a representation that any investment or strategy is suitable or appropriate to any individual investor or (iii) a personal recommendation to any individual investor.

For the avoidance of doubt, the content of the websites referred to herein are not incorporated by reference into, and do not form part of, this announcement.