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POWER OF ATTORNEY Extraordinary General Meeting Takeaway.com N.V.

relating to the proposed combination of Takeaway.com N.V. (the "**Company**") and Just Eat plc.

IMPORTANT NOTE:

On 28 November 2019, in connection with the proposed combination of the Company and Just Eat plc, four extraordinary general meetings (the "**Extraordinary General Meetings**") were convened.

Reference is made to the convocation for each of the Extraordinary General Meetings, published on the Company's website (www.corporate.takeaway.com), for important information on the date, time and location of each of the Extraordinary General Meetings.

As further explained in the convocation, only one of the four Extraordinary General Meetings will take place, and the other three of the Extraordinary General Meetings will be cancelled. Once this information is available, the Company will publicly announce, including by way of a notice on its website which of the Extraordinary General Meetings will take place (the "**Selected EGM**"), including the record date for the Selected EGM, on its website (the "**EGM Selection Notice**").

This power of attorney shall only apply to the Selected EGM. We recommend you to await the EGM Selection Notice before submitting your power of attorney.

The undersigned:

Name	
Address	
Postal code and city	
Country	
Number of shares held in the Company on the Record Date ¹	

¹ Reference is made to the end of this document for the relevant Record Dates for each of the Extraordinary General Meetings. If (i) this entry is left open or (ii) the number of shares entered in response to this question exceeds the shares held at the relevant Record Date, this proxy will relate to all of the shares held in the Company on the Record date.

(hereinafter the “Shareholder”),

1. has instructed his or her intermediary on the registration of the Selected EGM for the number of shares set forth above, and
2. hereby grants a power of attorney to *(tick appropriate box)*:

<input type="checkbox"/>	Civil-law notary Cindy Smid (or her substitute) from Zuidbroek Corporate Law Notaries
<input type="checkbox"/>	The following person:
	Name
	Address
	Postal code and city
	Country

to represent the Shareholder at the Selected EGM and to vote on the shares in respect of the items on the agenda for the Selected EGM, in the manner as set forth below *(for a valid vote, only mark one box per voting item)*.

Agenda item <i>(voting items only)</i>	For	Against	Abstain
2a. Approval of the Combination pursuant to section 2:107a Dutch Civil Code	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2b. Amendment of the articles of association of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2c. Delegation of the right to issue shares and/or to grant rights to acquire shares to the Management Board in connection with the Combination	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2d. Delegation of the right to exclude or limit pre-emptive rights to the Management Board in connection with the Combination	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2e. Appointment of Paul Harrison as CFO and as member of the Management Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2f. Appointment of Mike Evans as Chairman and as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2g. Appointment of Gwyn Burr as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2h. Appointment of Jambu Palaniappan as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2i. Appointment of Roisin Donnelly as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda item (<i>voting items only</i>)		For	Against	Abstain
2j.	Approval of a supplement to the remuneration policy of the Management Board in respect of Paul Harrison	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2k.	Approval of the remuneration of the new members of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

This power of attorney is governed by Dutch law.

Signature	
Place	
Date	

This power of attorney must be received by ABN AMRO Bank N.V. for the attention of Corporate Broking (HQ7212), Gustav Mahlerlaan 10, 1082 PP Amsterdam, no later than the date set out below (the "**PoA Submission Date**"):

1. if the Selected EGM is held on 9 January 2020 : Monday 6 January 2020, 17:30 CET
2. if the Selected EGM is held on 15 January 2020 : Monday 13 January 2020, 17:30 CET
3. if the Selected EGM is held on 18 January 2020 : Thursday 16 January 2020, 17:30 CET
4. if the Selected EGM is held on 21 January 2020 : Friday 17 January 2020, 17:30 CET

You can only revoke this power of attorney in writing, in which case your revocation must be received by ABN AMRO Bank N.V., no later than the PoA Submission Date.

Information on the Record Date

For the avoidance of doubt:

1. if the Selected EGM is held on 9 January 2020, the Record Date is : Thursday 12 December 2019
2. if the Selected EGM is held on 15 January 2020, the Record Date is : Wednesday 18 December 2019
3. if the Selected EGM is held on 18 January 2020, the Record Date is : Saturday 21 December 2019
4. if the Selected EGM is held on 21 January 2020, the Record Date is : Tuesday 24 December 2019

Disclaimer

This document is not an offer of securities for sale in the United States. Securities may not be offered or sold in the United States absent registration with the United States Securities and Exchange Commission or an exemption from registration. There will be no public offering of securities to be issued pursuant to the Takeaway.com Offer in the United States.

Takeaway.com securities (including depository interests) have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered, sold, delivered or transferred, directly or indirectly, in or into the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States.

For purposes of the US Securities Exchange Act of 1934, as amended ("US Exchange Act"), the Takeaway.com Offer is made pursuant to Section 14(e) and Regulation 14E under the US Exchange Act and benefitting from exemptions available to "Tier II" tender offers. Accordingly, the Takeaway.com Offer will be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments that may be different from those applicable under US domestic tender offer procedures and law, and certain rules applicable to tender offers made into the United States, including rules promulgated under Section 14(d) of the US Exchange Act, do not apply. In accordance with normal UK market practice and Rule 14e-5 under the US Exchange Act, Takeaway.com, certain affiliated companies and its nominees, or its brokers (acting as agents) may from time to time make certain purchases of, or arrangements to purchase, Just Eat shares, other than pursuant to the Takeaway.com Offer, before or during the period in which the Takeaway.com Offer remains open for acceptance. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. If such purchases or arrangements were to be made they would be made outside the United States either in the open market at prevailing prices or in private transactions at negotiated prices and would comply with applicable law, including the US Exchange Act. Any information about such purchases will be disclosed as required in the United Kingdom.