

PRICING STATEMENT



(Takeaway.com N.V., a public company with limited liability (naamloze vennootschap) incorporated under the laws of the Netherlands, with its corporate seat in Amsterdam, the Netherlands)

Initial public offering of 14,272,866 ordinary shares at a price of €23.00 per Offer Share and admission to listing and trading on Euronext Amsterdam

This pricing statement (the “**Pricing Statement**”) relates to the Offering as referred to in the prospectus of Takeaway.com N.V. (the “**Issuer**”) dated 19 September 2016 (the “**Prospectus**”). The Offering consists of: (i) a public offering in the Netherlands to institutional and retail investors and (ii) a private placement to certain institutional investors that qualify under available offering exemptions in various other jurisdictions. The Offer Shares are being offered: (i) within the United States of America (the “**United States**”), to qualified institutional buyers (“**QIBs**”) as defined in Rule 144A (“**Rule 144A**”) under the US Securities Act of 1933, as amended (the “**US Securities Act**”) pursuant to Rule 144A or another exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and applicable state securities laws, and (ii) outside the United States, in offshore transactions as defined in, and in accordance with, Regulation S under the US Securities Act.

This Pricing Statement has been prepared in accordance with Section 5:18(2) of the Dutch Financial Markets Supervision Act (*Wet op het financieel toezicht*, the “**FMSA**”) and has been filed with the Netherlands Authority for the Financial Markets (Stichting Autoriteit Financiële Markten, the “**AFM**”). This Pricing Statement is being made generally available in the Netherlands in accordance with Section 5:21(3) of the FMSA.

This Pricing Statement must be read in conjunction with the Prospectus. Terms used and not defined herein have the meaning ascribed to them in the Prospectus.

There is currently no public market for the ordinary shares in the share capital of the Issuer with a nominal value of €0.04 each (the “**Ordinary Shares**”). Application has been made to list and admit all of the Ordinary Shares to trading under the symbol “TKWY” on Euronext in Amsterdam (“**Euronext Amsterdam**”), a regulated market of Euronext Amsterdam N.V. Trading on an “as-if-and-when-issued/delivered” basis in the Ordinary Shares on Euronext Amsterdam is expected to commence on or about 30 September 2016 (the “**First Trading Date**”). Payment (in euro) for, and delivery of, the Offer Shares is expected to take place on or about 4 October 2016 (the “**Settlement Date**”).

INVESTING IN THE OFFER SHARES INVOLVES RISKS. SEE “RISK FACTORS” IN THE PROSPECTUS FOR A DESCRIPTION OF CERTAIN RISKS THAT SHOULD BE CAREFULLY CONSIDERED BEFORE INVESTING IN THE OFFER SHARES.

The Offering Period has ended today. The Offer Price has been determined at €23.00 per Offer Share taking into account the conditions described in “The Offering” in the Prospectus. The exact number of Offer Shares, excluding any exercise of the Over-Allotment Option, has been determined at 14,272,866, of which 7,608,696 are New Offer Shares and 6,664,170 are Existing Offer Shares. The Issuer is to raise approximately €175 million in gross proceeds (€161 million in net proceeds) from the Offering. Pursuant to the Over-Allotment Option, the Stabilization Manager may require Gribhold B.V., PTV III Holding 17 B.V. and Prime III Co-Investment Vehicle I B.V. to sell at the Offer Price up to 2,140,930 additional Ordinary Shares to cover over-allotments or short positions, if any, in connection with the Offering.

Immediately following the Settlement Date, and subject to Settlement occurring, the Issuer will have an issued ordinary share capital of €1,727,327.04 divided into 43,183,176 Ordinary Shares. The table below presents information regarding the ownership of Ordinary Shares by each Shareholder immediately after Settlement, without and with full exercise of the Over-Allotment Option. The table also reflects a rearrangement, following the date of the Prospectus, in the numbers of Ordinary 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 Ordinary Shares in the Offering. The number of Ordinary 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.

Selling Shareholder	Ordinary Shares to be sold or transferred in connection with the Offering ⁽¹⁾		Ordinary Shares owned immediately after Settlement			
	Without exercise of the Over-Allotment Option	With full exercise of the Over-Allotment Option	Without exercise of the Over-Allotment Option		With full exercise of the Over-Allotment Option	
	Number	Number	Number	% of the issued share capital	Number	% of the issued share capital
Gribhold ⁽²⁾	234,021	769,254	15,840,029	36.7%	15,304,796	35.4%
Prime III Co-Investment Vehicle I B.V.	28,393	667,794	4,617,837	10.7%	3,978,436	9.2%
PTV III Holding 17 B.V.	42,908	1,009,204	6,978,712	16.2%	6,012,416	13.9%
Macquarie Capital	4,018,989	4,018,989	627,241	1.5%	627,241	1.5%
Gerber Capital GmbH	920,700	920,700	0	0.0%	0	0.0%
Gerbig Ventures GmbH ⁽³⁾	307,450	307,450	307,450	0.7%	307,450	0.7%

Selling Shareholder	Ordinary Shares to be sold or transferred in connection with the Offering ⁽¹⁾		Ordinary Shares owned immediately after Settlement			
	Without exercise of the Over-Allotment Option	With full exercise of the Over-Allotment Option	Without exercise of the Over-Allotment Option		With full exercise of the Over-Allotment Option	
	Number	Number	Number	% of the issued share capital	Number	% of the issued share capital
Mercurius Ventures GmbH	397,630	397,630	0	0.0%	0	0.0%
Rheingau Ventures GmbH	232,310	232,310	0	0.0%	0	0.0%
Brent Wissink	360,090	360,090	240,060	0.6%	240,060	0.6%
STAK ⁽⁴⁾	300,468	300,468	298,981	0.7%	298,981	0.7%
Total:	6,842,959	8,983,889	28,910,310	66.9%	26,769,380	62.0%

- (1) Includes the Existing Offer Shares to be sold in the Offering and the 178,789 existing Ordinary Shares to be transferred to STAK by certain Selling Shareholders for the purpose of awarding shares to employees other than the Managing Directors.
- (2) Jitse Groen, the CEO and founder of the Company, is the sole shareholder and director of Gribhold B.V.
- (3) Jörg Gerbig, the COO of the Company, is the sole shareholder of Gerbig Ventures GmbH. This table does not include the 30,040 unvested options (following the Corporate Restructuring assuming no changes to the share capital of the Issuer will have occurred after Settlement) that are held for the direct or indirect benefit of Jörg Gerbig and which will vest after Settlement on 31 March 2017.
- (4) The Ordinary Shares held by STAK prior to Settlement are a result of the exercise of options granted to STAK for the direct or indirect benefit of Jörg Gerbig, Christoph Gerber, Kai Hansen and Matthias Laug and which have vested prior to Settlement. The Ordinary Shares held by STAK immediately after Settlement are (i) a result of the exercise of options granted to STAK for the direct or indirect benefit of Jörg Gerbig and (ii) 178,789 existing Ordinary Shares transferred to STAK by certain Selling Shareholders for the purpose of awarding shares to employees other than the Managing Directors.

In connection with the Offering, BofA Merrill Lynch, as the Stabilization Manager, or any of its agents, on behalf of the Underwriters may (but will be under no obligation to), to the extent permitted by applicable law, over-allot Ordinary Shares up to a maximum of 15% of the total number of Offer Shares (not including any Over-Allotment Shares) sold in the Offering or effect other transactions with a view to supporting the market price of the Ordinary Shares at a higher level than that which might otherwise prevail in the open market. The Stabilization Manager is not 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 Manager 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 Manager nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilization transactions under the Offering.

The Offer Shares have not been and will not be registered under the US Securities Act. Any Offer Shares will be subject to certain selling and transfer restrictions as described in "Selling and Transfer Restrictions" in the Prospectus.

Joint Global Coordinators and Joint Bookrunners

BofA Merrill Lynch

Morgan Stanley

Joint Bookrunners

ABN AMRO

UBS

This Pricing Statement is dated 30 September 2016