

VOTING INSTRUCTION FORM

for the Annual General Meeting of Just Eat Takeaway.com N.V. (the “**Company**”) to be held on Thursday 14 May 2020 (the “**AGM 2020**”).

CDI Holder name(s):

Dear CDI Holder

This document contains important information about how to vote at the AGM 2020 and requires your attention.

You are being sent this document because you hold a CREST Depository Interest (“**CDI**”) in shares in the Company through the Corporate Sponsored Nominee. Please refer to the attached agenda and convocation of the AGM 2020, as well as supporting documentation available at the Company’s corporate website (<https://corporate.takeaway.com>), when deciding how to vote. You must cast your vote either by Option 1 (voting online) or Option 2 (voting by post) as set out below. Please contact Equiniti at 0371 384 2030 (or +44 (0)121 415 7047 if calling from overseas) if you have any questions about how to fill in this form or vote online.

Yours faithfully

Just Eat Takeaway.com N.V.

OPTION 1 – VOTE ONLINE

You can give your voting instruction online at www.sharevote.co.uk by selecting Just Eat Takeaway.com, and using the numbers provided below. You must give this instruction before 17:30 CET (16:30 BST) on 7 May 2020 for it to be validly received and for your vote to count.

Voting ID

Task ID

Shareholder reference

OPTION 2 – VOTE BY POST

You can give your voting instruction by post by completing and signing the form below and returning it to Equiniti as Corporate Sponsored Nominee in the reply-paid envelope provided.

The agenda item numbers below correspond to each of the resolutions on which you are being asked to vote as set out in the enclosed agenda. We recommend that you read the enclosed agenda. Additional guidance notes are provided to you overleaf. The completed and signed form must be received by Equiniti before 17:30 CET (16:30 BST) on 7 May 2020 for it to be validly received and for your vote to count.

STEP 1 – COMPLETE THE FORM BELOW

Please give your voting instructions by marking “X” for each agenda item in the For, Against or Abstain boxes below.

VOTING INSTRUCTION FORM



If you return the form and do not mark a box for an agenda item, Equiniti Financial Services Limited as Corporate Sponsored Nominee will use its discretion to vote on the corresponding resolution.

Agenda item (<i>voting items only</i>)		For	Against	Abstain
2b.	Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2c.	Adoption of the annual accounts 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Amendment of the remuneration policy of the management board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Adoption of the remuneration policy of the supervisory board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5a.	Discharge of members of the management board from liability for their responsibilities in the financial year 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5b.	Discharge of members of the supervisory board from liability for their responsibilities in the financial year 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6a.	Reappointment of Mr. Jitse Groen as Chief Executive Officer and member of the management board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6b.	Reappointment of Mr. Brent Wissink as Chief Financial Officer and member of the management board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6c.	Reappointment of Mr. Jörg Gerbig as member of the management board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7a.	Reappointment of Mr. Adriaan Nühn as chairman of the supervisory board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7b.	Reappointment of Ms. Corinne Vigreux as vice-chairman of the supervisory board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7c.	Reappointment of Mr. Ron Teerlink as member of the supervisory board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7d.	Reappointment of Ms. Gwyn Burr as member of the supervisory board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7e.	Reappointment of Mr. Jambu Palaniappan as member of the supervisory board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Authorisation of management board to issue shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9a.	Delegation of the right to exclude or limit pre-emptive rights (general corporate purposes)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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Agenda item (<i>voting items only</i>)		For	Against	Abstain
9b.	Delegation of the right to exclude or limit pre-emptive rights (mergers, acquisitions and/or strategic alliances)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	Authorisation of the management board to repurchase shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 2 – SIGN AND DATE YOUR INSTRUCTION

To: Equiniti Financial Services Limited as Corporate Sponsored Nominee

I/We instruct you to cast the votes attached to the shares represented by the CDIs held on my/our behalf by the Corporate Sponsored Nominee in accordance with my instructions.

Signature	
Date	

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GUIDANCE NOTES

The Annual General Meeting of Just Eat Takeaway.com N.V. is to be held on Thursday 14 May 2020 at BIMHUIS Amsterdam, Piet Heinkade 3, in Amsterdam, the Netherlands.

How to complete the voting instruction form

1. If someone signs this form for you, details of the authority under which the form is signed should be attached.
2. If you submit your vote more than once (using Option 1 or Option 2, or a combination of the two methods), the voting instruction received last will count, to the exclusion of any previous voting instructions.
3. If you make any alterations on this form, you must put your initial next to them. If your name as printed is incorrect, do not change what is printed – instead please contact Equiniti on 0371 384 2030 from the UK or +44 (0)121 415 7047 from overseas. Lines are open 8.30 a.m. to 5.30 p.m. (UK time) Monday to Friday (excluding public holidays in England and Wales).
4. In the event that any matters are proposed at the meeting which are not included in the agenda, the Corporate Sponsored Nominee will abstain from voting.
5. If you have any questions about how to fill in this form, please call Equiniti on 0371 384 2030 from the UK or +44 (0)121 415 7047 from overseas. Lines are open 8.30 a.m. to 5.30 p.m. (UK time) Monday to Friday (excluding public holidays in England and Wales).

For more information, including copies of the convocation and agenda for the AGM, please visit our corporate website: <https://corporate.takeaway.com>