

## Annual General Meeting TAKEAWAY.COM N.V.

The Annual General Meeting of Takeaway.com N.V. will be held on Thursday 17 May 2018 at 14:00 CET at EYE Amsterdam, IJpromenade 1, in Amsterdam.

### Agenda and explanatory notes

#### 1. Opening and announcements

#### 2. Management report; corporate governance; remuneration policy; annual accounts

##### 2a. Report of the management board for the financial year 2017

Presentation by the management board on the performance of Takeaway.com N.V. in 2017.

##### 2b. Discussion on the remuneration policy

Discussion on implementation of the remuneration policy for the management board for the financial year 2017. The remuneration policy is set out on pages 75 to 81 of the annual report for the financial year 2017.

##### 2c. Adoption of the annual accounts 2017\*

It is proposed to adopt the annual accounts for the financial year 2017 as drawn up by the management board and signed by the management board and the supervisory board on 8 March 2018.

Deloitte Accountants N.V. has audited the annual accounts 2017 and has issued an auditor's report thereon. The auditor will be attending the general meeting and is available for questions regarding the audit of the annual accounts 2017.

#### 3. Discharge

##### 3a. Discharge of managing directors for their management during the past financial year\*

It is proposed to discharge the managing directors from liability in respect of the performance of their management duties. Discharge will only be granted to the extent the managing directors' performance is apparent from the annual accounts 2017 or other public disclosures prior to the adoption of the annual accounts 2017.

##### 3b. Discharge of supervisory directors for their supervision of management during the past financial year\*

It is proposed to discharge the supervisory directors from liability in respect of the performance of their supervision duties. Discharge will only be granted to the extent the supervisory directors' performance is apparent from the annual accounts 2017 or other public disclosures prior to the adoption of the annual accounts 2017.

#### 4. Reappointment of Mr. Brent Wissink as chief financial officer and member of the management board\*

Due to the expiry of the current term of appointment of Mr. Brent Wissink, the supervisory board has made a binding nomination regarding the reappointment of Mr. Brent Wissink as chief financial officer and member of the management board for the term of office of four years in accordance with articles 7.2.1 and 7.2.2 of the articles of association of Takeaway.com N.V.

Name	Brent Wissink
Age	51 (January 1967)
Nationality	Dutch

Brent Wissink joined Takeaway.com as chief operating officer in 2011. He led the integration of Lieferando.de, Pyszne.pl and Food Express. Thereafter, Brent Wissink became CFO of Takeaway.com N.V. He has prior experience, among others, as CFO of a fast-growing technology business (NedStat)

and in venture capital (ABN AMRO, MeesPierson). Brent Wissink graduated (1992) at the Erasmus University of Rotterdam in Econometrics. Brent is also a member of the supervisory board of bloomon Nederland B.V.

#### **5. Reappointment of Mr. Adriaan Nühn as chairman of the supervisory board\***

Due to the expiry of the current term of appointment of Mr. Adriaan Nühn, the supervisory board has made a binding nomination regarding the reappointment of Mr. Adriaan Nühn as a member and chairman of the supervisory board for the term of office of four years in accordance with articles 7.6.3 and 7.6.5 of the articles of association of Takeaway.com N.V.

The personal details of Mr. Nühn referred to in Section 2:142, subsection 3 of the Dutch Civil Code and the reasons for his nomination are as follows:

Name	Adriaan Nühn
Age	65 (July 1953)
Nationality	Dutch
Current position	Chairman of the supervisory board of Takeaway.com N.V., chairman of the supervisory board of Wereldhave N.V. (the Netherlands)
Previous positions	Chief executive officer of Sara Lee International and chairman of the executive board of Sara Lee/Douwe Egberts, chairman of the supervisory board of Sligro N.V.
Other board positions	As per the day of the general meeting, Adriaan Nühn is a member of the boards of Anglovaal Industries Ltd. (South Africa) and Hunter Douglas N.V. (Curacao). None of these legal entities qualifies as “large” pursuant to section 2:142a, subsection 2, Dutch Civil Code
Motivation	Since the listing of Takeaway.com N.V.’s shares in October 2016, Adriaan Nühn has been the chairman of the supervisory board. Mr. Nühn has been very committed as chairman of the supervisory board. His contribution and experience is valued deeply, which is the reason the supervisory board made a binding nomination regarding the reappointment of Mr. Adriaan Nühn as chairman of the supervisory board.

Adriaan Nühn is considered to be independent within the meaning of best practice provision 2.1.8 of the Corporate Governance Code and does not hold shares in the share capital of Takeaway.com N.V. as per 27 March 2018

#### **6. Reappointment of Deloitte Accountants N.V. as the external auditor for the financial years 2018 through 2020\***

In 2017, Deloitte Accountants N.V. was appointed as external auditor for the financial year 2017.

The supervisory board, following recommendations from the management board, proposes to reappoint Deloitte Accountants N.V. as external auditor of Takeaway.com N.V. for the financial years 2018 through 2020.

#### **7. Authorisation of the management board to repurchase shares\***

It is proposed to authorise the management board, in due observance of the statutory requirements, to repurchase shares in Takeaway.com N.V.

Such authorisation shall be subject to the following:

- (i) The authorisation will only be valid for a period of 18 months as of 17 May 2018, ending on 17 November 2019;
- (ii) The management board is authorised to repurchase up to a maximum of 10% of the issued capital at the date of acquisition, and provided that Takeaway.com N.V. and its subsidiaries will not hold more than 10% of the issued share capital of Takeaway.com N.V., either through purchase on a stock exchange or otherwise;
- (iii) The shares to be repurchased shall be purchased at a price, excluding expenses, between the nominal value of the shares and 110% of the opening price at Euronext Amsterdam at the date of the acquisition;

- (iv) Any repurchase of shares is subject to the approval of the supervisory board.

If granted, this authorisation will replace the authorisation granted in the general meeting of Takeaway.com N.V. on 18 May 2017.

**8. Delegation of the right to issue shares and/or rights to acquire shares to the management board\***

It is proposed to designate the management board, in accordance with section 2:96 Dutch Civil Code, as the corporate body authorised to resolve on the issue of – and/or on the granting of rights to acquire ordinary shares.

Such designation shall be subject to the following:

- (i) The designation of the management board will only be valid for a period of 18 months as of 17 May 2018, ending on 17 November 2019;
- (ii) The designation of the management board with respect to the issue of ordinary shares and/or the granting of rights to acquire ordinary shares will be limited to (i) 10% for general corporate purposes, (ii) an additional 10% in connection with or on the occasion of mergers, acquisitions and/or strategic alliances, and (iii) an additional 5% in connection with one or more incentive plans for the managing directors, senior management and/or other employees of Takeaway.com N.V.
- (iii) Any issue of – and/or on the granting of rights to acquire ordinary shares will be subject to the approval of the supervisory board;

If granted, this authorisation will replace the authorisation granted in the general meeting of Takeaway.com N.V. on 18 May 2017.

**9. Delegation of the right to exclude or limit pre-emptive rights to the management board\***

Further, it is proposed to designate the management board, in accordance with section 2:96a Dutch Civil Code, as the corporate body authorised to limit or exclude pre-emption rights in relation to any issue or grant of (rights to acquire) ordinary shares pursuant to agenda item 7.

Such designation shall be subject to the following:

- (i) The designation of the management board will only be valid for a period of 18 months as of 17 May 2018, ending on 17 November 2019;
- (ii) The designation of the management board to limit or exclude pre-emption rights will be limited to a number of ordinary shares amounting to (i) 10% for general corporate purposes, (ii) an additional 10% in connection with or on the occasion of mergers, acquisitions and/or strategic alliances, and (iii) an additional 5% in connection with one or more incentive plans for the managing directors, senior management and/or other employees of Takeaway.com N.V.
- (iii) Any resolution of the management board to limit or exclude pre-emption rights will be subject to the approval of the supervisory board.

If granted, this authorisation will replace the authorisation granted in the general meeting of Takeaway.com N.V. on 18 May 2017.

**10. Any other business**

**11. Closing of the meeting**

**\* Voting item**