

POWER OF ATTORNEY

for the Extraordinary General Meeting of Just Eat Takeaway.com N.V. (the “**Company**”) to be held on Wednesday 7 October 2020 (the “**EGM**”).

Important note:

This power of attorney should only be used by shareholders registered as such in the Company’s share register or a shareholder holding its shares through Euroclear.

Holders of a Crest Depository Receipt (“**CDI**”) should **not** use this power of attorney to vote in respect of their CDIs. Rather, holders of CDIs at the Record Date may give their voting instruction through Equiniti Limited. Direct holders of CDIs will receive information, including a voting instruction card. If on the Record Date you hold CDIs through a bank, broker or custodian, you should contact your bank, broker or custodian directly to understand how you can vote.

The undersigned:

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

(hereinafter the “**Shareholder**”),

- has instructed his or her intermediary on the registration of the EGM for the number of shares set forth above, and
- 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:								
	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;">Name</td> <td></td> </tr> <tr> <td>Address</td> <td></td> </tr> <tr> <td>Postal code and city</td> <td></td> </tr> <tr> <td>Country</td> <td></td> </tr> </table>	Name		Address		Postal code and city		Country	
Name									
Address									
Postal code and city									
Country									

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

¹ The Record Date is 9 September 2020, after processing of all settlement of that day.

not contain an indication of the direction to vote in respect of any voting agenda items, the attorney will exercise his/her discretion as to whether, and if so how, to vote.

Agenda item (<i>voting items only</i>)		For	Against	Abstain
2(A)	Approval of the Transaction	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(B)	Delegation to the Management Board of the right to issue shares and/or to grant rights to acquire shares in connection with the Transaction	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(C)	Delegation to the Management Board of the right to exclude or limit pre-emptive rights in connection with the Transaction	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(D)	Appointment of Matthew Maloney as a member of the Management Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(E)	Appointment of Lloyd Frink as a member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(F)	Appointment of David Fisher as a member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(G)	Approval of a supplement to the remuneration policy of the Management Board in respect of Matthew Maloney	<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 30 September 2020 before, 5:30 p.m. 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 30 September 2020 before 5:30 p.m. CET.