

DRAFT DE BRAUW
UNOFFICIAL TRANSLATION
DEED OF AMENDMENT OF THE ARTICLES OF ASSOCIATION OF
TAKEAWAY.COM N.V.

On the [●] two thousand and nineteen appears before me, [●], notaris, practising in Amsterdam:

[●].

The person appearing declares that on the [●] two thousand and nineteen, on the proposal of the management board of **Takeaway.com N.V.**, a public limited liability company, with corporate seat in Amsterdam, the Netherlands, and address at: Oosterdoksstraat 80, 1011 DK Amsterdam, the Netherlands, Trade Register number: 08142836 (the "**Company**"), which proposal has been approved by the Company's supervisory board, the Company's general meeting resolved to amend the Company's articles of association and to authorise the person appearing to execute this deed. Pursuant to those resolutions the person appearing declares that he amends the Company's articles of association as follows:

- I. The definition of Meeting Rights Holders shall be removed from article 1.
- II. The definition of Persons with Meeting Rights shall be added to article 1.
- III. The definition of Persons with Voting Rights shall be added to article 1.
- IV. The definition of Prime III shall be removed from article 1.
- V. The definition of Prime Ventures shall be removed from article 1.
- VI. The definition of PTV III shall be removed from article 1.
- VII. The definition of Voting Rights Holders shall be removed from article 1.
- VIII. Article 7.2.5 shall be amended and shall read as follows:

7.2.5. If the suspension or dismissal of a Managing Director was proposed to the General Meeting by the Supervisory Board, the resolution is adopted by an absolute majority of the votes cast without a quorum required. In all other cases, the General Meeting may only suspend or dismiss a Managing Director with an absolute majority of the votes cast, representing more than one third (1/3) of the issued share capital.
- IX. Article 7.2.6 shall be removed and article 7.2.7 and article 7.2.8 shall be renumbered to article 7.2.6 respectively article 7.2.7.
- X. Renumbered article 7.2.6 shall be amended and shall read as follows:

7.2.6. The Supervisory Board may also at all times suspend but not dismiss a Managing Director. A General Meeting must be held within three months after a suspension of a Managing Director has taken effect, in which meeting a resolution must be adopted to either terminate or extend the suspension for a maximum period of another three months, with articles 7.2.4 and 7.2.5 taken into account. The suspended Managing Director must be given the opportunity to account for his actions at that meeting.

If neither such resolution is adopted nor the General Meeting has resolved to dismiss the Managing Director, the suspension will terminate after the period of suspension has expired.

XI. Article 7.5.1 shall be amended and shall read as follows:

7.5.1. The Management Board as well as each Managing Director acting individually may represent the Company.

XII. Article 7.6.3 shall be amended and shall read as follows:

7.6.3. The Supervisory Directors will be appointed by the General Meeting as follows:

- (i) one Supervisory Director, who will be appointed as Chairman, shall be appointed upon a binding nomination by the Supervisory Board;
- (ii) one Supervisory Director, who will be appointed as Vice-Chairman, shall be appointed upon a binding nomination by Gribhold until the date it becomes public information by means of the AFM Register that Gribhold holds less than ten per cent (10%) of the issued Ordinary Shares;
- (iii) any other Supervisory Director shall be appointed upon the binding nomination of the Supervisory Board;
- (iv) after the date as referred to in sub (ii) of this paragraph, that Supervisory Director shall be appointed upon a binding nomination of the Supervisory Board.

The General Meeting may at all times overrule the binding nomination by an absolute majority of the votes cast, representing more than one third (1/3) of the issued share capital. If the General Meeting overrules the binding nomination, a new meeting shall be convened and the party who made the initial binding nomination shall make a new binding nomination. A second general meeting as referred to in section 2:120(3) BW cannot be convened in respect of matters referred to in this article.

The nomination must be included in the notice of the General Meeting at which the appointment will be considered.

XIII. Article 7.6.7 shall be amended and shall read as follows:

7.6.7. If the suspension or dismissal was proposed to the General Meeting by the Supervisory Board, the resolution is adopted by an absolute majority without a quorum required. In all other cases, the General Meeting may only suspend or dismiss a Supervisory Director with an absolute majority of the votes cast, representing more than one third (1/3) of the issued share capital.

XIV. Article 7.6.8 shall be removed and article 7.6.9 up to and including article 7.6.12 shall be renumbered to article 7.6.8 up to and including article 7.6.11.

XV. Renumbered article 7.6.8 shall be amended and shall read as follows:

7.6.8. A General Meeting must be held within three months after a suspension of a Supervisory Director has taken effect, in which meeting a resolution must be adopted to either terminate or extend the suspension for a maximum period of another two months, with articles 7.6.6 and 7.6.7 taken into account. The

suspended Supervisory Director must be given the opportunity to account for his actions at that meeting.

If neither such resolution is adopted nor the General Meeting has resolved to dismiss the Supervisory Director, the suspension will terminate after the period of suspension has expired.

XVI. Article 8.3.2 shall be amended and shall read as follows:

8.3.2. The Management Board or Supervisory Board may decide that the notice to a Person with Meeting Rights who agrees to an electronic notification, is replaced by a legible and reproducible message sent by electronic mail to the address indicated by him to the Company for such purpose.

XVII. Article 8.4.1 shall be amended and shall read as follows:

8.4.1. In respect of a specific General Meeting "**Persons with Meeting Rights**" and "**Persons with Voting Rights**" means those persons who:

- a. are Persons with Meeting Rights or Persons with Voting Rights, respectively, on the Record Date for the relevant General Meeting; and
- b. are registered as such in a register designated for this purpose by the Management Board,

regardless of who is entitled to the Shares at the time of the relevant General Meeting.

XVIII. Article 8.4.2 up to and including article 8.4.7 shall be renumbered to article 8.4.4 up to and including 8.4.9.

XIX. A new article 8.4.2 shall be added and shall read as follows:

8.4.2. In order for a person to be able to exercise Meeting Rights and the right to vote in a specific General Meeting, that person must notify the Company in writing of his or her intention to do so no later than on such day and at such place mentioned in the notice convening the General Meeting. The notice must contain the name and the number of Shares the person will represent in the General Meeting.

XX. A new article 8.4.3 shall be added and shall read as follows:

8.4.3. In the event that Meeting Rights or the right to vote in a General Meeting are to be exercised by a proxy authorised in writing, the proxy must have been received by the Company no later than the date determined by the Management Board as referred to in article 8.4.2. The requirement that a proxy must be in writing is satisfied when the power of attorney is recorded electronically.

XXI. Renumbered article 8.4.4 shall be amended and shall read as follows:

8.4.4. The Management Board may decide that each Person with Voting Rights may, within a period prior to the General Meeting to be set by the Management Board, which period cannot begin prior to the Record Date, cast their votes electronically in a manner to be decided by the Management Board. Votes cast in accordance with the previous sentence are equal to votes cast at the meeting.

XXII. Renumbered article 8.4.6 shall be amended and shall read as follows:

8.4.6. The Management Board may decide that each Person with Meeting Rights and each Person with Voting Rights has the right, in person or represented by a written proxy, to take part in, address and, where applicable, vote at the General Meeting using electronic means of communication, provided that such person can be identified via the same electronic means and is able to directly observe the proceedings and, where applicable, vote at the General Meeting. The Management Board may attach conditions to the use of the electronic means of communication, provided that these conditions are reasonable and necessary for the identification of the Person with Meeting Rights or the Person with Voting Rights and for the reliability and security of the communication. The conditions must be included in the notice convening the General Meeting and be published on the Company's website.

XXIII. Article 8.7.1 shall be amended and shall read as follows:

8.7.1. Persons with Voting Rights may also adopt any resolutions which they may adopt at a General Meeting without holding a meeting, provided that the resolution is adopted in writing by the unanimous vote of all Persons with Voting Rights. Resolutions cannot be adopted outside a meeting if registered depositary receipts for shares have been issued with the Company's cooperation.

XXIV. Article 9.1.3 shall be amended and shall read as follows:

9.1.3. The Company must ensure that the Annual Accounts as prepared, the Management Report and the other particulars referred to in article 9.1.2 are made available at the office of the Company as of the date of the notice of the General Meeting at which they are to be discussed. The Shareholders and other Persons with Meeting Rights may inspect these documents at the office of the Company and obtain a copy of these documents at no cost.

XXV. Article 11.1.2 shall be amended and shall read as follows:

11.1.2. A specific right of Gribhold set out in these articles of association, cannot be amended without the prior written consent of Gribhold until the date such right has lapsed.

Documents in evidence of the proposal by the Company's management board, the approval by the Company's supervisory board and the resolutions of the Company's general meeting, referred to in the head of this deed, are attached to this deed. The original copy of this deed was executed in Amsterdam, on the date mentioned at the top of this deed. I summarised and explained the substance of the deed. The individual appearing before me confirmed having taken note of the deed's contents and having agreed to a limited reading of the deed. I then read out those parts of the deed that the law requires. Immediately after this, the individual appearing before me, who is known to me, and I signed the deed.