

POWER OF ATTORNEY

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**”).

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 AGM 2020 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:	
	Name	
	Address	
	Postal code and city	
	Country	

¹ The Record Date is 16 April 2020, after processing of all settlement of that day.

to represent the Shareholder at the AGM 2020 and to vote on the shares in respect of the items on the AGM 2020 agenda, in the manner as set forth below (*for a valid vote, only mark one box per voting item*). If the below table does 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
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"/>

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"/>

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 (HQ7050), Gustav Mahlerlaan 10, 1082 PP Amsterdam, no later than 7 May 2020 before, 17:30 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 7 May 2020 before 17:30 CET.