

Annual General Meeting TAKEAWAY.COM N.V.

The Annual General Meeting of Takeaway.com N.V. will be held on Tuesday 14 May 2019 at 14:00 CET at EYE Amsterdam, IJpromenade 1, in Amsterdam.

Agenda and explanatory notes

1. Opening and announcements

2. Management report; remuneration policy; annual accounts

2a. Report of the management board for the financial year 2018

Presentation by the management board on the performance of Takeaway.com N.V. in 2018.

2b. Discussion on the remuneration policy

Discussion on implementation of the remuneration policy for the management board for the financial year 2018. The remuneration policy is set out on pages 72 to 78 of the annual report for the financial year 2018.

2c. Adoption of the annual accounts 2018*

It is proposed to adopt the annual accounts for the financial year 2018 as drawn up by the management board and signed by the management board and the supervisory board on 13 February 2019.

Deloitte Accountants B.V. has audited the annual accounts 2018 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 2018.

2d. Revision of the remuneration policy*

It is proposed to the general meeting to amend the remuneration policy of the management board of Takeaway.com N.V. and that the proposed remuneration policy (the "**Proposed Remuneration Policy**") will take effect as per the day following the annual general meeting of 2019.

The current remuneration policy was adopted by the general meeting on 3 October 2016, took effect as from the date of the IPO and can be found on pages 72 to 78 of the annual report for the financial year 2018. The amendments to the remuneration policy of the management board of Takeaway.com N.V. are proposed by the supervisory board to align the remuneration policy with the current size, scope and complexity of the company.

In addition, it is proposed that all grants of conditional performance options in Takeaway.com N.V. as set out in the Proposed Remuneration Policy (including the criteria for granting and amendments thereto) will be approved, up to the maximum number of conditional performance options that can be granted in accordance with the Proposed Remuneration Policy.

Summary of main changes compared to the existing policy

Takeaway.com N.V.'s supervisory board proposes to keep the design of the policy as simple and transparent as possible. To ensure (future) market competitiveness and alignment with Takeaway.com N.V.'s strategy, the following amendments are proposed:

- Introduction of two external reference markets to assess market competitive remuneration:
 - International sector specific: group of 16 companies, positioning Takeaway.com N.V. around the median of the group in terms of size, scope and complexity;
 - Local cross-industry: index in which the shares in Takeaway.com N.V. are included, i.e. the AMX index.
- Adjustment of pay levels to align with the reference markets:

- The CFO and COO total direct compensation level is proposed to be equal and aligned with the combined median of the two reference markets for the CFO and COO benchmark;
- To emphasise the team effort of the full management board, the remuneration package of the CEO is placed relatively close to this package, resulting in a package below the median of the combined reference markets for the CEO benchmark.
- Adjustment of the long-term incentive (LTI):
 - The targets that were set for the previous performance window expired and therefore new targets must be established, in line with the strategy. The following performance measures are proposed: revenue growth (weight: 37.5%), relative total shareholder return (weight: 37.5%) and a strategic target (weight: 25%);
 - Vesting ranges are introduced and aligned with market practice.

The full text of the Proposed Remuneration Policy is available at the offices of Takeaway.com N.V. in Amsterdam and on the company's website (<https://corporate.takeaway.com>).

3. Discharge

3a. Discharge of members of the management board from liability for their responsibilities in the financial year 2018*

It is proposed to discharge the members of the management board in office in 2018 from all liability in relation to the exercise of their duties in the financial year 2018. Discharge will only be granted to the extent the managing directors' performance is apparent from the annual accounts 2018 or other public disclosures prior to the adoption of the annual accounts 2018.

3b. Discharge of members of the supervisory board from liability for their responsibilities in the financial year 2018*

It is proposed to discharge the members of the supervisory board in office in 2018 from all liability in relation to the exercise of their duties in the financial year 2018. Discharge will only be granted to the extent the supervisory directors' performance is apparent from the annual accounts 2018 or other public disclosures prior to the adoption of the annual accounts 2018.

4. Reappointment of Mr. Jörg Gerbig as chief operating officer and member of the management board*

Due to the expiry of the current term of appointment of Mr. Jörg Gerbig, the supervisory board has made a binding nomination regarding the reappointment of Mr. Jörg Gerbig as chief operating 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	Jörg Gerbig
Age	37 (May 1981)
Nationality	German

Jörg founded Lieferando.de in 2009 and has driven its rapid growth since then. He joined Takeaway.com following the acquisition of Lieferando.de in 2014, where he became COO. He has been instrumental in integrating Takeaway.com and Lieferando.de and in introducing the "One Company, One Brand and One IT Platform" approach across all operations. Jörg graduated in 2005 from the European Business School Oestrich-Winkel and has experience in M&A and equity capital markets at UBS Investment Bank in London and New York.

5. Reappointment of Mrs. Corinne Vigreux as vice-chairman of the supervisory board*

Due to the expiry of the current term of appointment of Mrs. Corinne Vigreux, Gribhold B.V. has made a binding nomination regarding the reappointment of Mrs. Corinne Vigreux as a member and vice-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 Mrs. Vigreux referred to in Section 2:142, subsection 3 of the Dutch Civil Code and the reasons for his nomination are as follows:

Name	Corinne Vigreux
Age	54 (December 1964)
Nationality	French
Current position	Vice-chairman of the supervisory board of Takeaway.com N.V.
Previous positions	managing director consumer business TomTom N.V.
Other board positions	As per the date of this convocation, Corinne Vigreux is a member of the supervisory board of Groupe Iliad (Iliad.SA France), member of the supervisory board of the Dutch National Opera & Ballet, member of the advisory board of Mass Transit SNCF, board member of CCI Pays-Bas, member of the French Foreign Trade Advisors, member of the International advisory board to the Amsterdam Economic Board, Chairman of the board of Trustees of Sofronie Foundation. 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, Corinne Vigreux has been the vice-chairman of the supervisory board. Mrs. Vigreux has been very committed as vice-chairman of the supervisory board. Her contribution and experience as a co-founder of a technology company is valued deeply, which is the reason the supervisory board fully supports the binding nomination made by Gribhold B.V. regarding the reappointment of Mrs. Corinne Vigreux as vice-chairman of the supervisory board.

Corinne Vigreux 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 2019.

6. Amendment of the articles of association of Takeaway.com N.V.*

It is proposed to amend the articles of association of Takeaway.com N.V. in accordance with article 11.1.1 and 11.1.2 of the articles of association of Takeaway.com N.V.

The amendments are proposed by the management board and approved by the supervisory board, inter alia, in connection with the recent changes in the capital structure of Takeaway.com N.V.

A triptych including the proposed amendments of the articles of association and an explanation thereto as well as the draft notarial deed of amendment (both in Dutch and in English) are available at the offices of Takeaway.com N.V. in Amsterdam and on our website (corporate.takeaway.com). In addition, shareholders will have the opportunity to receive a copy of the proposed amendment of the articles of association in accordance with Section 2:123, subsection 3 of the Dutch Civil Code.

This agenda item also includes the proposal to authorise each managing director of the Company as well as each lawyer and paralegal practising with De Brauw Blackstone Westbroek N.V. to execute the notarial deed of amendment of the Articles of Association.

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 14 May 2019, ending on 14 November 2020;
- (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 17 May 2018.

8. Any other business

9. Closing of the meeting

*** Voting item**