

***Updated Convocation Annual General meeting 2022 of Just Eat Takeaway.com N.V. due to change of venue and withdrawal and removal of agenda items 5c and 6a.***

*On 2 May 2022, Just Eat Takeaway.com N.V. announced that the venue of the Annual General meeting 2022 (the "AGM") has been changed to the DoubleTree by Hilton Amsterdam Centraal Station, Oosterdoksstraat 4, 1011 DK Amsterdam, the Netherlands.*

*On 5 May 2022, Just Eat Takeaway.com N.V. announced in two separate announcements that agenda item 5c. and 6a. have been withdrawn and removed from the agenda of the AGM.*

*Except for the change of venue of the AGM and the withdrawal and removal of agenda items 5c and 6a, the information set out in the Convocation and the Agenda and Explanatory Notes of the AGM, including the date and time of the AGM and the other resolutions to be considered at the AGM, remain unchanged.*

## **Annual General Meeting JUST EAT TAKEAWAY.COM N.V.**

This document is important and requires your immediate attention. If you are in any doubt as to what action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser immediately. If you have sold or otherwise transferred all of your shares, please pass this document, together with the accompanying documents, to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

### **Convocation**

The Annual General Meeting 2022 (the "**AGM**") of Just Eat Takeaway.com N.V. (the "**Company**") will be held on Wednesday 4 May 2022 at 14:00 CET at the DoubleTree by Hilton Amsterdam Centraal Station, Oosterdoksstraat 4, 1011 DK Amsterdam, the Netherlands.

The Management Board and Supervisory Board of the Company unanimously recommend that you vote in favour of all the resolutions listed below, and believe that the passing of these resolutions would be in the best interests of the Company, its stakeholders and its shareholders as a whole.

### **Agenda**

- 1. Opening and announcements**
- 2. Management report; remuneration report; annual accounts**
  - 2a. Report of the management board for the financial year 2021
  - 2b. Remuneration report 2021\*
  - 2c. Adoption of the annual accounts 2021\*
- 3. Amendment of the remuneration policy of the management board\***
- 4. Discharge**
  - 4a. Discharge of members of the management board from liability for their responsibilities in the financial year 2021\*
  - 4b. Discharge of members of the supervisory board from liability for their responsibilities in the financial year 2021\*
- 5. Reappointment of members of the management board**
  - 5a. Reappointment of Mr. Jitse Groen as Chief Executive Officer and member of the management board\*

5b. Reappointment of Mr. Brent Wissink as Chief Financial Officer and member of the management board\*

~~5c. Reappointment of Mr. Jörg Gerbig as member of the management board\*~~

WITHDRAWN AND REMOVED FROM THE AGENDA – please see the press release dated 4 May 2022 for further information

**6. Reappointment of members of the supervisory board**

~~6a. Reappointment of Mr. Adriaan Nühn as chairman of the supervisory board\*~~

WITHDRAWN AND REMOVED FROM THE AGENDA – please see the press release dated 4 May 2022 for further information

6b. Reappointment of Ms. Corinne Vigreux as vice-chairman of the supervisory board\*

6c. Reappointment of Mr. David Fisher as member of the supervisory board\*

6d. Reappointment of Mr. Lloyd Frink as member of the supervisory board\*

6e. Reappointment of Mr. Jambu Palaniappan as member of the supervisory board\*

6f. Reappointment of Mr. Ron Teerlink as member of the supervisory board\*

**7. Authorisation of the management board to issue shares\***

**8. Delegation of the right to exclude or limit pre-emptive rights\***

**9. Authorisation of the management board to repurchase shares\***

**10. Any other business**

**11. Closing of the meeting**

\* *Voting items*

The procedures for registration, representation and voting at the AGM on Wednesday 4 May 2022 are described below. The AGM will be held at the DoubleTree by Hilton Amsterdam Centraal Station, Oosterdoksstraat 4, 1011 DK Amsterdam, the Netherlands.

### **AGM documents**

The following documents are available on our corporate website:

- the agenda of the AGM and the explanatory notes to the agenda (including the persons nominated for reappointment to the management board and the persons nominated for reappointment to the supervisory board);
- this convocation including instructions on voting at the AGM;
- Just Eat Takeaway.com N.V.'s annual report 2021, including the financial statements for the financial year 2021, other information required by the Dutch Civil Code and the reports of the management board and the supervisory board;
- Just Eat Takeaway.com N.V.'s remuneration report 2021, which is available on pages 106 to 117 of the 2021 annual report; and
- The proposed amended remuneration policy of the management board.

As of today, these documents are also available for inspection and can be obtained free of charge at the office of the Company, Oosterdoksstraat 80, 1011 DK Amsterdam and at ABN AMRO Bank N.V., via email address [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com) ("**ABN AMRO**").

### **General note for shareholders**

In this document, a shareholder registered as such in the Company's share register or a shareholder holding its shares through Euroclear, is referred to as a "Shareholder".

A holder of Crest Depository Interests ("**CDIs**") in respect of shares in the Company is referred to as a "**CDI Holder**". CDI Holders are referred to the section 'Holders of Crest Depository Interests' for information on voting and attendance.

### **Record Date for Shareholders**

Shareholders will be entitled to attend and vote at the AGM, provided they (1) are registered as a shareholder of the Company on Wednesday 6 April 2022, after processing of all settlements of that date (the "**Record Date**") in one of the registers mentioned below, and (2) have submitted their application to attend the AGM in accordance with the procedure as set out below.

The Company's management board designated as registers:

- (a) for shares held through Euroclear: the administrations at the Record Date of the banks and brokers which are intermediaries (*intermediairs*) of Euroclear Nederland within the meaning of the Dutch Securities Giro Transfer Act (*Wet giraal effectenverkeer*); and
- (b) for shares held directly in the Company's shareholders register: the Company's shareholders register at the Company's office in Amsterdam at the Record Date.

### **Registration of Shareholders**

Shareholders who either in person, or by proxy wish to attend the AGM should register for the AGM as from Thursday 7 April 2022 up to Thursday 28 April 2022 (registration closes at 10:00 CET on Thursday 28 April 2022).

Shareholders can register via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) directly or contact and request their intermediary at which their shares are administered to register them for the AGM. The intermediaries are requested to provide ABN AMRO with an electronic statement that includes the

number of shares held on the Record Date by the relevant Shareholder and the number of shares which have been applied for registration at the latest by Thursday 28 April 2022, 10:00 CET. With the application, intermediaries are requested to include the full address details of the relevant ultimate beneficial owners (and whether such holder will be represented at the AGM by proxy). In order to efficiently verify the shareholding on the Record Date. Upon registration ABN AMRO will send a registration certificate via the relevant intermediaries that serves as an admission ticket to the AGM.

Shareholders registered in the Company's shareholders register directly have to register in the manner communicated with them.

### **Voting instructions**

Once registered in accordance with the procedure stated above, Shareholders who wish to be represented at the AGM may give voting instructions electronically to civil-law notary Cindy Smid, or her substitute, from Zuidbroek Corporate Law Notaries via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) **no later than** Thursday 28 April 2022, 10:00 CET.

### **Shareholder proxies**

Shareholders who wish to be represented at the AGM by another person, may for that purpose also use a physical form of power of attorney which can be found [here](#). The duly completed and executed power of attorney must be received by ABN AMRO for the attention of Corporate Broking (HQ7212), Gustav Mahlerlaan 10, 1082 PP Amsterdam or via email [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com) no later than Thursday 29 April 2022, 10:00 CET.

### **Holders of Crest Depository Interests**

If you are a direct holder of a CDI at the Record Date, you may give your voting instruction through Equiniti. You 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.

### **Admission to the AGM**

Registration for admission to the AGM will take place on the day of the meeting from 13:00 CET until the commencement of the AGM at 14:00 CET. After this time, registration for admission is no longer possible. Persons entitled to attend the AGM must present a valid administration ticket for the AGM and may be asked for identification prior to being admitted and are therefore requested to carry a valid identity document.

### **Livestream**

The Company will endeavour to livestream the meeting, allowing Shareholders and CDI Holders to follow the business of the AGM remotely. However, participation in the livestream will not constitute formal attendance at the meeting and Shareholders and others following the livestream will not be able to vote or ask questions. If the AGM is live streamed, further details will be announced and made available on the Company's corporate website ([justeattakeaway.com](http://justeattakeaway.com)) in due course.

Amsterdam, 23 March 2022

Just Eat Takeaway.com N.V.  
The management board