

## 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 2023 (the "**AGM**") of Just Eat Takeaway.com N.V. (the "**Company**") will be held on Wednesday 17 May 2023 at 11:00 CET at BIMHUIS Amsterdam, Piet Heinkade 3, in 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 2022
  - 2b. Advisory vote on Remuneration report 2022\*
  - 2c. Adoption of the annual accounts 2022\*
- 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 2022\*
  - 4b. Discharge of members of the Supervisory Board from liability for their responsibilities in the financial year 2022\*
- 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\*
  - 5d. Reappointment of Mr. Andrew Kenny as member of the Management Board\*
- 6. (Re)appointment of members of the Supervisory Board**
  - 6a. Reappointment of Mr. Dick Boer as chair of the Supervisory Board\*
  - 6b. Reappointment of Ms. Corinne Vigreux as vice-chair of the Supervisory Board\*
  - 6c. Reappointment of Mr. Lloyd Frink as member of the Supervisory Board\*

- 6d. Reappointment of Mr. Jambu Palaniappan as member of the Supervisory Board\*
  - 6e. Reappointment of Ms. Mieke De Schepper as member of the Supervisory Board\*
  - 6f. Reappointment of Mr. Ron Teerlink as member of the Supervisory Board\*
  - 6g. Appointment of Ms. Abbe Luersman as member of the Supervisory Board\*
  - 6h. Appointment of Ms. Angela Noon as member of the Supervisory Board\*
- 7. Appointment external auditor for the financial years 2024, 2025, 2026\***
- 8. Authorisation of the Management Board to issue shares**
- 8a. Authorisation of the Management Board to issue shares for general purposes and in connection with incentive plans\*
  - 8b. Authorisation of the Management Board to issue shares in connection with Amazon\*
- 9. Delegation of the right to exclude or limit pre-emptive rights**
- 9a. Delegation of the right to exclude or limit pre-emptive rights in relation to the issue of shares for general purposes and in connection with incentive plans\*
  - 9b. Delegation of the right to exclude or limit pre-emptive rights in relation to the issue of shares in connection with Amazon\*
- 10. Authorisation of the Management Board to repurchase shares\***
- 11. Any other business**
- 12. Closing of the meeting**

\* *Voting items*

The procedures for registration, representation and voting at the AGM on **Wednesday 17 May 2023** are described below. The AGM will be held at BIMHUIS Amsterdam, Piet Heinkade 3, in 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 (re)appointment to the supervisory board);
- this convocation including instructions on voting at the AGM;
- Just Eat Takeaway.com N.V.'s annual report 2022, including the financial statements for the financial year 2022, 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 2022, which is available on pages 113 to 124 of the 2022 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, Piet Heinkade 61, 1019 GM Amsterdam, the Netherlands and via [abnamro.com/evoting](https://abnamro.com/evoting).

### **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 19 April 2023, 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 20 April 2023 up to 10 May 2023 (registration closes at 17:00 CET on 10 May 2023).

Shareholders can register via [www.abnamro.com/evoting](https://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 11 May 2023, 13:00 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 Bianca Geuze-Draaijer, or her substitute, from Quist Geuze Meijeren via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) **no later than** 10 May 2023, 17:00 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, together with a statement of entitlement as provided by the intermediary, 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** 10 May 2023, 17:00 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. CDI Holders who either in person or by proxy wish to attend the EGM must notify Equiniti **by 17:00 CET on 10 May 2023**.

CDI Holders can obtain further information through Equiniti as follows:

- by telephoning Equiniti on 0371 384 2030 (if calling from overseas please ensure the country code is used). Lines are open 08:30 to 17:30 (UK time) Monday to Friday (excluding public holidays in England and Wales); or
- by writing to Equiniti at Aspect House, Spencer Road, Lancing, BN99 6DA, United Kingdom.

### **Admission to the AGM**

Registration for admission to the AGM will take place on the day of the meeting from 10:00 CET until the commencement of the AGM at 11:00 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.

The AGM will be held as a physical meeting at the venue specified in this convocation. Shareholders should regularly check the Company's website at [www.justeattakeaway.com](http://www.justeattakeaway.com) for updates in relation to the AGM.