



*This is a joint press release by MIH Bidco Holdings B.V. (the “Offeror”), an indirectly wholly-owned subsidiary of Prosus N.V. (“Prosus”) and Just Eat Takeaway.com N.V. (“JET” or the “Company”). This joint press release is issued pursuant to Article 4 paragraph 3 of the Dutch Decree on Public Takeover Bids (Besluit openbare biedingen Wft) and Article 7 paragraph 1 of the European Market Abuse Regulation (596/2014) in connection with the announced recommended public offer by the Offeror for all the issued and outstanding ordinary shares, American depositary shares and CREST depositary interests in the capital of the Company (the “Offer”). This press release does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities in the Company. The Offer is made solely pursuant to the memorandum dated 19 May 2025 (the “Offer Memorandum”), as approved by the Dutch Authority for the Financial Markets (Autoriteit Financiële Markten). This press release is not for release, publication, or distribution, in whole or in part, in or into, directly or indirectly, in any jurisdiction in which such release, publication, or distribution would be unlawful. Any terms not defined in this press release will have the meaning set forth in the Offer Memorandum.*

## **PROSUS AND JET HAVE OBTAINED ALL REGULATORY CLEARANCES TO CLOSE THE OFFER FOR JUST EAT TAKEAWAY.COM**

- **Prosus and JET have obtained competition clearance from the European Commission for the Offer**
- **All Regulatory Clearances required to close the Offer have now been obtained**
- **The Acceptance Period will end on 1 October 2025, at 17:40 hours CEST**
- **Prosus and JET recommend all Shareholders to tender their Shares under the Offer**

Prosus and JET are pleased to announce that they have obtained competition clearance from the European Commission for the Offer. Prosus and JET have now obtained all Regulatory Clearances required to close the Offer. Acquiring Just Eat Takeaway.com provides a unique opportunity for Prosus to build a Europe-based food delivery champion, leveraging its strong industry experience and AI capabilities to accelerate growth at JET.

As previously communicated, the Acceptance Period will end on 1 October 2025, at 17:40 hours CEST (11:40 hours EST) (the “**Closing Date**”). Shareholders can continue to tender their Shares, American depositary shares and CREST depositary receipts in the share capital of JET until the Closing Date.

**Fabricio Bloisi, Prosus’s CEO said:** *“We’re thrilled by the European Commission’s swift approval of our acquisition of JET. Innovation doesn’t wait, and we can now get to work quickly, as AI is rapidly reshaping food delivery. This milestone marks a bold investment in Europe’s AI future and strengthens our commitment to the continent.*

*“With JET’s trusted brand and leading positions, combined with Prosus’s technical expertise and global scale, we’re poised to accelerate growth, enhance customer experiences, and unlock new value for our partners, drivers, and shareholders. Our ambition is clear: to build a true European tech champion and lead the next chapter in food delivery innovation.”*

### **European Commission expedited clearance and commitments**

Prosus has engaged constructively with the European Commission to agree a targeted set of commitments to secure regulatory clearance. This includes a reduction of Prosus’s equity stake in Delivery Hero (such that it will no longer be the largest shareholder) over a 12-month period. In addition, Prosus will not recommend or appoint any future individual connected with Naspers/Prosus to the Delivery Hero Management or Supervisory Boards, or governing bodies.

These actions reflect Prosus’s desire to move swiftly to integrate JET into the Prosus ecosystem and begin the work necessary to accelerate JET’s performance. It also highlights Prosus’s continued commitment to fostering a dynamic and competitive food delivery sector in Europe.

### **Declaring the Offer unconditional**

If, in addition to the Regulatory Clearances, all other Offer Conditions are satisfied or waived by the Closing Date, including the Acceptance Threshold for the transaction having been met, Prosus will declare the Offer unconditional within three Business Days after the Closing Date.

As previously communicated, the Post-Offer Restructuring Resolutions were adopted by the Shareholders of JET at the EGM convened on 8 July 2025. Consequently, the Acceptance Threshold has been lowered from 95% to 80% of JET's total issued and outstanding share capital at the Closing Date. Prosus may unilaterally waive the Acceptance Threshold in case of a tender percentage of at least 67%, in which case the Offeror will not be able to initiate the Squeeze-Out, the Asset Sale and Squeeze-Out, or the Asset Sale and Liquidation to acquire the remainder of the Shares or the business and instead will become a majority Shareholder as a consequence of the Offer.

### **Acceptance by Shareholders**

#### *Acceptance by holders of Ordinary Shares through Admitted Institutions*

Shareholders who hold their Ordinary Shares through an Admitted Institution are requested to make their acceptance known through their bank or stockbroker no later than 17:40 hours CEST (11:40 hours EST) on the Closing Date. The custodian, bank or stockbroker may set an earlier deadline for communication by Shareholders in order to permit the custodian, bank or stockbroker to communicate its acceptances to ING Bank N.V. (the "**Settlement Agent**") in a timely manner. Accordingly, Shareholders holding Ordinary Shares through a financial intermediary should comply with the dates communicated by such financial intermediary, as such dates may differ from the dates and times noted in the Offer Memorandum or this press release. Admitted Institutions may tender Ordinary Shares for acceptance only to the Settlement Agent and only in writing.

#### *Acceptance by holders of CDIs*

Holders of CDIs who wish to accept the Offer must do so through their financial intermediary in accordance with the procedures established by CREST. In addition, holders of CDIs who hold their CDIs through the Equiniti Corporate Sponsored Nominee Program and who wish to accept the Offer must do so in accordance with the procedures established by the Equiniti Corporate Sponsored Nominee Program. CDI holders should make their acceptance known no later than 17:40 hours CEST (11:40 hours EST) on the Closing Date. Financial intermediaries or Euroclear UK & International Limited, as the case may be, may set an earlier deadline to ensure timely communication of acceptances to the Settlement Agent. CDI holders should therefore comply with the dates communicated by such financial intermediary or by Euroclear UK & International Limited, as applicable, as such dates may differ from the dates and times noted in the Offer Memorandum.

Financial intermediaries holding CDIs on behalf of CDI holders (including Equiniti Financial Services Limited) must submit acceptance instructions through CREST by transmitting the relevant transfer to escrow (TTE) instruction in accordance with the procedures of the CREST system. The TTE instruction must specify the ISIN of the CDIs, indicate the number of CDIs being tendered, and include the relevant member account ID.

#### *Acceptance by holders of ADSs*

Holders of ADSs in registered form, either in American depositary receipt (ADR) form or in uncertificated form through DRS/Profile, may accept the Offer and tender ADSs to the ADS Tender Agent by delivering to Equiniti Trust Company LLP (the "**ADS Tender Agent**") a properly completed and duly executed ADS Letter of Transmittal, with any applicable signature guarantees from an Eligible Institution, together with the ADRs representing the ADSs specified on the face of the ADS Letter of Transmittal, if applicable, prior to the Closing Date. The ADS Letter of Transmittal and other associated forms are available upon request from the ADS Tender Agent. Properly completed and duly executed ADS Letters of Transmittal, together with the corresponding ADRs, if applicable, should only be sent to the ADS Tender Agent. Properly completed and duly executed ADS Letters of Transmittal, together with the corresponding ADRs, if applicable, (or, if a Shareholder is tendering pursuant to the guaranteed delivery procedures referred to below, the properly-completed notice of guaranteed delivery) must be received by the ADS Tender Agent prior to the Closing Date.

Shareholders holding ADSs in book-entry form, all of which are held through the facilities of Depositary Trust Company ("**DTC**"), must instruct the financial intermediary through which such Shareholder owns its ADSs to arrange for the DTC participant holding the ADSs in its DTC account to tender such ADSs to the DTC account

of the ADS Tender Agent through the book-entry transfer facilities of DTC and DTC will then edit and verify the acceptance and send an Agent's Message to the ADS Tender Agent for its acceptance. DTC has informed the Offeror that it can only cut off book-entry tenders of ADSs at the end of a U.S. Business Day, New York time, and the Offeror has agreed that it will accept valid book-entry tenders of ADSs up until 11:59 hours EST on 30 September 2025, and the Agent's Message and any other required documents must be transmitted to, and received by, the ADS Tender Agent before such time. By tendering its ADSs in book-entry form and not withdrawing such tender, a Shareholder will be deemed to have delivered a binding letter of transmittal. Financial intermediaries may set an earlier deadline for communication by holders of ADSs in order to permit the financial intermediary to communicate acceptances to the ADS Tender Agent in a timely manner. If the procedure for registered or book-entry tenders cannot be completed on a timely basis, holders of ADSs in book-entry form may follow the guaranteed delivery procedures as described in section 4.3(e) of the Offer Memorandum.

### **Settlement**

In the event that the Offeror announces that the Offer is declared unconditional, Shareholders who have validly tendered (or defectively tendered provided that such defect has been waived by the Offeror) and transferred their Shares for acceptance pursuant to the Offer on or prior to the Closing Date will promptly, and in any event within three Business Days after the Closing Date, receive the Offer Price in respect of each Tendered Ordinary Share and Tendered CDI, or the ADS Offer Price in respect of each Tendered ADS, as of which moment dissolution or annulment of a Shareholder's tender or transfer shall not be permitted. Settlement will only take place if the Offer is declared unconditional.

### **Announcements**

Any announcement contemplated by the Offer Memorandum will be issued by press release. Any press release issued by the Offeror or Prosus will be made available on [www.prosus.com](http://www.prosus.com). Any press release issued by JET will be made available on [www.justeattakeaway.com](http://www.justeattakeaway.com).

### **Offer Memorandum**

Digital copies of the Offer Memorandum are available on Prosus' website at <https://www.prosus.com/prosus-to-acquire-just-eat-takeaway-to-create-a-european-food-delivery-champion> and JET's website at <https://www.justeattakeaway.com/investors/shareholders-meetings/>.

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JSE sponsor to Prosus

Investec Bank Limited

11 August 2025  
Amsterdam

**General restrictions**

*The information in this announcement is not intended to be complete. This announcement is for information purposes only and does not constitute an offer or an invitation to acquire or dispose of any securities or investment advice or an inducement to enter into investment activity. This announcement does not constitute an offer to sell or issue or the solicitation of an offer to buy or acquire the securities of the Company in any jurisdiction.*

*The distribution of this press release may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions. To the fullest extent permitted by applicable law, the Offeror and the Company disclaim any responsibility or liability for the violation of any such restrictions by any person. Any failure to comply with these restrictions may constitute a violation of the securities laws of that jurisdiction. Neither the Company, nor the Offeror, nor any of their advisers assume any responsibility for any violation by any person of any of these restrictions. The Company shareholders in any doubt as to their position should consult an appropriate professional adviser without delay. This announcement is not to be released, published or distributed, in whole or in part, directly or indirectly, in any jurisdiction in which such release, publication or distribution would be unlawful.*



The offer described in this announcement (the “**Tender Offer**”) is made for all of the issued and outstanding ordinary shares, American depositary shares and CREST depositary interests of JET, which is a public company incorporated and listed in the Netherlands, and will be subject to Dutch disclosure and procedural requirements. The Tender Offer will be made to JET shareholders in the United States in compliance with the applicable U.S. tender offer rules under the U.S. Securities Exchange Act of 1934, as amended (the “**U.S. Exchange Act**”), and otherwise in accordance with the requirements of Dutch law. Accordingly, the Tender Offer will be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, the Tender Offer timetable, settlement procedures and timing of payments that are different from those applicable under U.S. domestic tender offer law and practice. The financial information included in this announcement or to be included in the document for the Tender Offer has been prepared in accordance with applicable accounting standards in the Netherlands, and will not have been prepared in accordance with U.S. GAAP, or derived therefrom, and may therefore differ from, and not be comparable with, financial information of U.S. companies.

Prosus and JET and their respective affiliates or brokers (acting as agents for Prosus, JET or their affiliates, as applicable) may from time to time, and other than pursuant to the Tender Offer, directly or indirectly, purchase, or arrange to purchase outside the United States, shares in JET or any securities that are convertible into, exchangeable for or exercisable for such shares before or during the period in which the Tender Offer remains open for acceptance, to the extent permitted by, and in compliance with, Rule 14e-5 under the U.S. Exchange Act. Any such purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. To the extent required in the Netherlands, any information about such purchases will be made public in the Netherlands in the manner required by Dutch law. To the extent information about such purchases or arrangements to purchase is made public in the Netherlands, such information will be disclosed by means of a press release or other means reasonably calculated to inform persons in the United States of such information. In addition, affiliates of the financial advisers to Prosus or JET may engage in ordinary course trading activities in securities of JET, which may include purchases or arrangements to purchase such securities.

Neither the U.S. Securities and Exchange Commission nor any U.S. state securities commission has approved or disapproved of the Tender Offer, passed upon the merits or fairness of the Tender Offer, or determined if this announcement or the Tender Offer documents are accurate or complete.

The Tender Offer, if consummated, may have consequences under U.S. federal income tax and applicable U.S. state and local, as well as non-U.S., tax laws for JET shareholders. Each JET shareholder is urged to consult his or her independent professional adviser regarding the tax consequences of the Tender Offer.

It may not be possible for JET shareholders in the United States to effect service of process within the United States upon JET, Prosus, or their respective officers or directors, some or all of which may reside outside the United States, or to enforce against any of them judgments of the United States courts predicated upon the civil liability provisions of the federal securities laws of the United States or other U.S. law. It may not be possible to bring an action against JET, Prosus, or their respective officers or directors (as applicable), in a non-U.S. court for violations of U.S. law, including the U.S. securities laws. Further, it may be difficult to compel a non-U.S. company and its affiliates to subject themselves to a U.S. court’s judgement. In addition, it may be difficult to enforce in the Netherlands original actions, or actions for the enforcement of judgments of U.S. courts, based on the civil liability provisions of the U.S. federal securities laws.

#### **Forward-looking statements**

This press release may include “forward-looking statements” and language that indicates trends, such as “anticipated” and “expected”. Although the Company and the Offeror believe that the assumptions upon which their respective financial information and their respective forward-looking statements are based are reasonable, they can give no assurance that these assumptions will prove to be correct. Neither the Company, nor the Offeror, nor any of their advisers accept any responsibility for any financial information contained in this press release relating to the business or operations or results or financial condition of the other or their respective groups.

#### **About the Company**

Just Eat Takeaway.com N.V. (AMS: TKWY) is one of the world’s leading global on-demand delivery companies.

Headquartered in Amsterdam, the Company is focused on connecting consumers and partners through its platforms. With 362,000 connected partners, JET offers consumers a wide variety of choices from restaurants to retail.

JET has rapidly grown to become a leading on-demand delivery company with operations in Australia, Austria, Belgium, Bulgaria, Canada, Denmark, Germany, Ireland, Israel, Italy, Luxembourg, Poland, Slovakia, Spain, Switzerland, the Netherlands and the United Kingdom.

Most recent information is available on our corporate website and follow us on LinkedIn and X.

#### **About Prosus**

Prosus is the power behind the world’s leading lifestyle ecommerce brands, across Europe, India and Latin America, unlocking an AI-first world for its 2 billion customers. Prosus has a strong track record in food delivery, having invested more than USD 10 billion globally in driving the category’s momentum and success. Today, Prosus’ food businesses span 70+ countries, serving 1m+ restaurants around the world. The current portfolio includes full ownership of iFood, Latin America’s leading food delivery platform; together with non-controlling positions including: a 28% stake in Delivery Hero, a leading global food delivery company; an approximate 4% stake in Meituan, the world’s largest food delivery business, and a 25% stake in Swiggy, one of India’s largest food and grocery delivery platforms, which recently completed a successful IPO in India.