

Extraordinary 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. Capitalized but undefined terms used herein, have the meaning ascribed thereto in agenda of the EGM and the explanatory notes to the agenda.

Convocation

The Extraordinary General Meeting (the “**EGM**”) of Just Eat Takeaway.com N.V. (the “**Company**”) will be held on 8 July 2025 at 11:00 CEST at Hotel Jakarta, Javakade 766, 1019 SH Amsterdam, 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.

Agenda

- 1. Opening and announcements**
- 2. Explanation and discussion of the Offer**
- 3. Post-Offer Restructuring Resolutions**
 - 3a. Approval of the Asset Sale *
 - 3b. Dissolution of the Company, appointment of liquidator and custodian*
- 4. Composition of the Supervisory Board**
 - 4a. Conditional appointment of Mr. Roberto Gandolfo as Supervisory Director of the Company*
 - 4b. Conditional appointment of Mr. Fabricio Bloisi as Supervisory Director of the Company*
 - 4c. Conditional appointment of Mr. Fahd Beg as Supervisory Director of the Company*
 - 4d. Conditional grant of full and final discharge to Ron Teerlink, Lloyd Frink, Dick Boer, Mieke De Schepper, Abbe Luersman and Angela Noon*
- 5. Amendment of the Articles of Association**
 - 5a. Conditional amendment of the Articles of Association of the Company as per Settlement*
 - 5b. Conditional conversion and amendment of the Articles of Association of the Company as per Delisting*
- 6. Any other business**
- 7. Closing of the meeting**

* *Voting items*

The procedures for registration, representation and voting at the EGM on 8 July 2025 are described below. The EGM will be held at Hotel Jakarta, Javakade 766, 1019 SH Amsterdam, Netherlands.

EGM documents

The following documents are available on our corporate website:

- the agenda of the EGM and the explanatory notes to the agenda (including information on the persons nominated for appointment to the Supervisory Board);
- this convocation including instructions on voting at the EGM;
- the Offer Memorandum;
- the Position Statement;
- the proposed amendment of the Articles of Association and an explanation thereto as per Settlement; and
- the proposed amendment of the Articles of Association and an explanation thereto as per Delisting.

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.

General note for Shareholders

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

Record Date for Shareholders

Shareholders will be entitled to attend and vote at the EGM, provided they (1) are registered as a Shareholder on 10 June 2025, 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 EGM in accordance with the procedure as set out below.

The 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 EGM should register for the EGM as from 11 June 2025 up to 1 July 2025 (registration closes at 17:00 CEST on 1 July 2025).

Shareholders can register via abnamro.com/evoting directly or contact and request their intermediary at which their shares are administered to register them for the EGM. 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 2 July 2025, 13:00 CEST. 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 EGM 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 EGM.

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 EGM may give voting instructions electronically to civil-law notary Bianca Geuze-Draaijer, or her substitute, from Q.G.M. via abnamro.com/evoting **no later than** 1 July 2025, 17:00 CEST.

Shareholder proxies

Shareholders who wish to be represented at the EGM 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 via email ava@nl.abnamro.com **no later than** 1 July 2025, 17:00 CEST.

Admission to the EGM

Registration for admission to the EGM will take place on the day of the meeting from 10:00 CEST until the commencement of the EGM at 11:00 CEST. After this time, registration for admission is no longer possible. Persons entitled to attend the EGM must present a valid administration ticket for the EGM and may be asked for identification prior to being admitted and are therefore requested to carry a valid identity document.

The EGM 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 for updates in relation to the EGM.

Amsterdam, 19 May 2025
Just Eat Takeaway.com N.V.
The Management Board