

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

The Annual General Meeting of Just Eat Takeaway.com N.V. (the "**Company**") will be held on Wednesday, 17 May 2023 at 11:00 CET at BIMHUIS, Piet Heinkade 3, in Amsterdam.

Agenda and explanatory notes

1. Opening and announcements

2. Management report; remuneration report; annual accounts

2a. Report of the management board for the financial year 2022

Presentation by the Company's management board (the "**Management Board**") on the performance of Just Eat Takeaway.com N.V. in 2022.

2b. Advisory vote on Remuneration report 2022 *

In accordance with Dutch law, the remuneration report for 2022 will be discussed and submitted to the general meeting for an advisory vote.

The remuneration report is set out on pages 113 to 124 of the annual report for the financial year 2022 and available at the offices of Just Eat Takeaway.com N.V. in Amsterdam and on the Company's corporate website (www.justeattakeaway.com/general-meeting).

2c. Adoption of the annual accounts 2022 *

It is proposed to adopt the annual accounts for the financial year 2022 as drawn up by the Management Board and signed by the Management Board and the Company's supervisory board (the "**Supervisory Board**") on 1 March 2023.

Deloitte Accountants B.V. has audited the annual accounts 2022 and has issued an auditor's report thereon. The auditor is available for questions regarding the audit of the annual accounts 2022.

3. Amendment of the remuneration policy of the Management Board *

It is proposed to the general meeting to amend the remuneration policy of the Management Board. The proposed remuneration policy (the "**Remuneration Policy MB**") will take effect as of 1 January 2023.

The current remuneration policy was adopted by the general meeting on 4 May 2022 and took effect as per 1 January 2022. The amendments to the remuneration policy of the Management Board are proposed by the Supervisory Board to align the remuneration level with the increased size, scope and complexity of the Company and to further align the remuneration design with the strategy. In preparing this policy, the Supervisory Board considered the external environment in which the Company operates, the Dutch Corporate Governance Code, the Dutch implementation of the Shareholder Rights Directive II in the Netherlands, as well as the requirements of the UK Corporate Governance Code to the extent practicable.

It is proposed that all grants of awards in the Company as set out in the Remuneration Policy MB (including the criteria for granting and amendments thereto) will be approved, up to the maximum

number of awards that can be granted in accordance with the Remuneration Policy MB.

Summary of main changes compared to the existing remuneration policy

The Supervisory Board proposes to keep the design of the policy as simple and transparent as possible. To ensure market competitiveness and alignment with the Company's strategy, the following amendments to the Remuneration Policy MB are proposed:

Adjustments to the fixed annual base fees:

In line with the adopted remuneration policy in 2020, changes to the fixed annual base fees (other than indexation) are subject to shareholder approval. The current base fees, apart from a CPI increase aligned with the workforce in 2022, were set per 2019 as part of the legacy Takeaway.com policy and were not amended per 2020 after the combination with legacy Just Eat or per 2021 following the Grubhub transaction. This implies that since 2019, the base fees have not been materially adjusted whereas the Company has increased significantly in terms of size, scope and complexity, outgrowing the European listed e-commerce group of companies as defined at the time of setting the base fees (e.g. a 500%+ increase in the number of orders, 800%+ increase in Gross Transaction Value and almost doubling of the number of countries in which the Company is active).

To deliver on the promise of the remuneration policy to be able to attract, retain and motivate the best people, it is proposed to align the remuneration packages with the market. The benchmark has been set at the 25th percentile of the AEX (excluding financials and real estate companies) in line with the adopted policy reference in 2020. Robustness checks have been executed based on the AMX at the 75th percentile and the European sector, taking the size, scope and complexity of the Company into account. All perspectives show similar and significant deviation with the market in terms of Total Direct Compensation with observed differences in pay mix. It is proposed to align the base fees with the policy reference market to close the gap.

New base fees as of January 1, 2023:

Chief Executive Officer:	€ 670,000 (current: € 487,706)
Chief Financial Officer:	€ 645,000 (current: € 462,038)
Chief Operating Officer:	€ 645,000 (current: € 462,038)
Chief Commercial Officer:	€ 645,000 (current € 462,038)

Adjustments to the pension allowance:

Management Board members are entitled to an allowance to participate in a pension scheme or obtain pension insurance and to obtain insurance for disability to work. To align with market practice, the Company proposes to move from an approach of working with a fixed annual allowance towards an annual allowance based on a percentage of base fee. The current fixed amount equals € 50,000 which equals north of 10% in relation to the current base fees. It is proposed to round down this to 10% of base fee. Pension contributions are aligned or lower, relative to base salary, than those available to the workforce.

Adjustment to the short-term incentive (STI):

The metric "Number of active consumers" is proposed to be replaced with "Profitability per order" to further align with strategic business priorities. The table below shows a comparison of the proposed Short-Term Incentive Plan metrics and weightings, compared to those in the existing policy:

Metrics in the existing policy	Weight	Proposed metrics in the new policy	weight
Gross Transaction Value	30%	Gross Transaction Value	30%
Adjusted EBITDA	30%	Adjusted EBITDA	30%
Number of active consumers	15%	Profitability per order	15%
Personal/non-financial measures	25%	Personal/non-financial measures	25%
	100%		100%

Adjustments to the long-term incentive (LTI):

The metrics applied in the LTI plan are proposed to be updated to incorporate strategic business priorities. ESG has been explicitly added to the strategic targets. Cash flow has been added as a separate metric. This results in four metrics under the LTI, each with a weight of 25%. The table below shows a comparison of the proposed Long-Term Incentive Plan metrics and weightings, compared to those in the existing policy:

Metrics in the existing policy	Weight	Proposed metrics in the new policy	weight
Revenue Growth	37.5%	Revenue Growth	25%
Relative TSR	37.5%	Relative TSR	25%
Strategic targets	25%	ESG & Other Strategic targets	25%
		Cash Flow	25%
	100%		100%

The full text of the proposed remuneration policy of the Management Board is available at the offices of the Company in Amsterdam and on the Company's corporate website (www.justeattakeaway.com/general-meeting).

4. Discharge

4a. Discharge of members of the Management Board from liability for their responsibilities in the financial year 2022 *

It is proposed to discharge the members of the Management Board in office in 2022 from all liability in relation to the exercise of their duties in the financial year 2022. Discharge will only be granted to the extent the managing directors' performance is apparent from the annual accounts 2022 or other public disclosures prior to the adoption of the annual accounts 2022.

4b. Discharge of members of the Supervisory Board from liability for their responsibilities in the financial year 2022 *

It is proposed to discharge the members of the Supervisory Board in office in 2022 from all liability in relation to the exercise of their duties in the financial year 2022. Discharge will only be granted to the extent the supervisory directors' performance is apparent from the annual accounts 2022 or other public disclosures prior to the adoption of the annual accounts 2022.

5. Reappointment of members of the Management Board

Following the annual management board evaluation process, the Management Board and the Supervisory Board are satisfied that each of the members of the Management Board nominated for reappointment continues to show the necessary commitment and to be an effective member of the Management Board due to his skills, expertise and business acumen. Biographical details of all of the directors standing for reappointment can be found below. These include details of the



skills, competencies and experience of each director, and demonstrate that each director's contribution is, and continues to be, important to the Company's long-term sustainable success. As per 19 December 2022, the Company transferred from a LSE premium listed company to a LSE standard listed company. As a consequence of said transfer, annual reappointment of Management Board members is no longer required. Going forward in the nomination cycle, the maximum four-year term under the Dutch Corporate Governance Code will be applied.

5a. Reappointment of Mr. Jitse Groen as Chief Executive Officer and member of the Management Board *

Due to the expiry of the current term of appointment of Mr. Jitse Groen, the Supervisory Board has made a binding nomination regarding the reappointment of Mr. Jitse Groen as chief executive officer and member of the Management Board for a term of four years until the end of the annual general meeting held 2027 in accordance with articles 7.2.1, 7.2.2 and 7.2.4 of the articles of association of the Company.

The personal details of Mr. Groen are as follows:

Name: Jitse Groen
Age: 44
Nationality: Dutch

Jitse Groen studied Business & IT at the University of Twente. He started his career during his studies when he launched a business in web development. In 2000, Jitse founded and launched Just Eat Takeaway.com (at that time still named Thuisbezorgd.nl). Jitse is also a member of the advisory board of Suitsupply B.V.

5b. Reappointment of Mr. Brent Wissink as Chief Financial Officer and member of the Management Board *

Due to the expiry of the current term of appointment of Mr. Brent Wissink, the Supervisory Board has made a binding nomination regarding the reappointment of Mr. Brent Wissink as chief financial officer and member of the Management Board for a term of four years until the end of the annual general meeting held 2027 in accordance with articles 7.2.1, 7.2.2 and 7.2.4 of the articles of association of the Company.

The personal details of Mr. Wissink are as follows:

Name: Brent Wissink
Age: 56
Nationality: Dutch

Brent Wissink joined Just Eat Takeaway.com as COO in 2011. He led the integration of Lieferando.de and Pyszne.pl, before becoming CFO of Just Eat Takeaway.com (at that time named Takeaway.com). Prior to this, he was CFO of a fast-growing technology business (NedStat) and worked in venture capital (ABN AMRO, Mees Pierson). Brent graduated in 1992 from the Erasmus University of Rotterdam in Econometrics. Brent is also a member of the supervisory board of the Faber Group B.V. since 1 December 2021.

5c. Reappointment of Mr. Jörg Gerbig as 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 a member of the Management Board for a term of four years until the end of the annual general meeting held



in 2027 in accordance with articles 7.2.1, 7.2.2 and 7.2.4 of the articles of association of the Company.

The personal details of Mr. Gerbig are as follows:

Name: Jörg Gerbig
Age: 41
Nationality: German

Jörg Gerbig founded Lieferando.de in 2009 and has driven its rapid growth since then. He joined Just Eat Takeaway.com (at that time named Takeaway.com) as our COO following and as a result of the acquisition of Lieferando.de in 2014, 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. Jörg is also a member of the supervisory board of N26 since 3 November 2022.

5d. Reappointment of Mr. Andrew Kenny as member of the Management Board *

Due to the expiry of the current term of appointment of Mr. Andrew Kenny, the Supervisory Board has made a binding nomination regarding the reappointment of Mr. Andrew Kenny as a member of the Management Board for a term of four years until the end of the annual general meeting held in 2027 in accordance with articles 7.2.1, 7.2.2 and 7.2.4 of the articles of association of the Company.

The personal details of Mr. Kenny are as follows:

Name: Andrew Kenny
Age: 39
Nationality: Irish

Andrew Kenny initially joined Just Eat plc in 2017 as a sales director, subsequently becoming commercial director before being appointed as managing director of the Company's UK business in May 2019. Prior to joining Just Eat plc, Andrew spent almost a decade working in London and New York for global investment bank, Jefferies. Andrew graduated from the University College Dublin and holds a Bachelor of Business & Law.

6. (Re)appointment of members of the Supervisory Board

Following the annual supervisory board evaluation process, the Supervisory Board is satisfied that each of the members of the Supervisory Board nominated for reappointment continues to show the necessary commitment and to be an effective member of the Supervisory Board due to his or her skills, expertise and business acumen.

Furthermore, in due observance of the Supervisory Board's resolution to expand the Supervisory Board to eight members, two Supervisory Board positions were vacant. The search was aimed at finding candidates that would strengthen the Supervisory Board as a whole. The Supervisory Board is proud to have concluded its search and is satisfied to present two nominees standing for appointment to the Supervisory Board.

Biographical details of all of the Supervisory Board members standing for (re)appointment can be found below. These include details of the skills, competencies and experience of each Supervisory Board member, and demonstrate that each Supervisory Board member's contribution is, and continues to be, important to the Company's long-term sustainable success.

As per 19 December 2022, the Company transferred from a LSE premium listed company to a LSE

standard listed company. As a consequence of said transfer, annual reappointment of Supervisory Board members is no longer required. Going forward in the nomination cycle, the maximum four-year term under the Dutch Corporate Governance Code will be applied unless the anticipated date of retirement would be earlier.

6a. Reappointment of Mr. Dick Boer as chair of the Supervisory Board *

Due to the expiry of the current term of appointment of Mr. Dick Boer, the Supervisory Board has made a binding nomination regarding the reappointment of Mr. Dick Boer as member and chair of the Supervisory Board for a term of four years until the end of the annual general meeting held in 2027 in accordance with articles 7.6.3 and 7.6.5 of the articles of association of the Company.

The personal details of Mr. Dick Boer referred to in Section 2:142, subsection 3 of the Dutch Civil Code and the reasons for his nomination are as follows:

Name:	Dick Boer
Age:	65
Nationality:	Dutch
Current position:	Chairman of the Supervisory Board
(Previous) Positions:	Dick Boer currently serves as a non-executive director of Nestlé and Shell plc and as a supervisory director of SHV Holdings. He also serves as chairman of the supervisory board of the Royal Concertgebouw. None of these legal entities qualifies as “large” pursuant to section 2:142a, subsection 2 of the Dutch Civil Code. From 2016 until 2018, Mr. Dick Boer served as president and CEO of Ahold Delhaize. Prior to the merger between Ahold and Delhaize, he served as president and CEO of Ahold from 2011 to 2016. Mr. Dick Boer was appointed president and CEO of Albert Heijn in 2000, which position he held prior to accepting the position of CEO of Ahold. From 2006 to 2011, he also served as Chief Operating Officer of Ahold Europe. Mr. Dick Boer holds a degree in business economics and an executive postgraduate degree from the IBO Business School.
Motivation:	Mr. Dick Boer is a highly regarded, recently retired chief executive, who has a deep understanding of brands and consumers, and extensive knowledge of the US and European markets. Mr. Dick Boer’s track record in strategic delivery is evidenced by his role in the combination of Ahold and Delhaize, which he initiated and led. His experience in food and retail and the vision to build a strong online growth strategy led to Ahold’s pivotal acquisition of the Dutch online retailer Bol.com under his leadership. Mr. Dick Boer has been the chair of the Supervisory Board as of November 2022 and has been very committed since. His contribution and experience are valued deeply, which is the reason the Supervisory Board has made a binding nomination regarding the reappointment of Mr. Dick Boer as chair of the Supervisory Board.

Dick Boer 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 the Company.

6b. Reappointment of Ms. Corinne Vigreux as vice-chair of the Supervisory Board *

Due to the expiry of the current term of appointment of Ms. Corinne Vigreux, the Supervisory Board has made a binding nomination regarding the reappointment of Ms. Corinne Vigreux as member of the Supervisory Board for a term of one year until the end of the annual general

meeting held in 2024 in accordance with articles 7.6.3 and 7.6.5 of the articles of association of the Company.

The personal details of Ms. Vigreux referred to in Section 2:142, subsection 3 of the Dutch Civil Code and the reasons for her nomination are as follows:

Name: Corinne Vigreux
Age: 58
Nationality: French
Current position: Vice-chair of the Supervisory Board
(Previous) positions: Corinne Vigreux is a co-founder and the current chief marketing officer of TomTom, having previously held the roles of chief commercial officer and Head of the Consumer Division with that company. Corinne founded Codam, a not-for-profit coding college, member of the Ecole 42 network. She is also chair of the supervisory board of TechLeap, board member of the supervisory board of Dutch National Opera & Ballet, and chair of the board of the philanthropic foundation Sofronie. None of these legal entities qualifies as "large" pursuant to section 2:142a, subsection 2 of the Dutch Civil Code. Corinne was voted as one of the world's top fifty women in Tech 2018 (Forbes), and was made Chevalier de la Legion d'Honneur in 2012 and Officier in de Orde van Oranje-Nassau in 2016.
Motivation: Since the listing of the Company's shares in October 2016, Corinne Vigreux has been the vice-chair of the Supervisory Board. Ms. Vigreux has been very committed as vice-chair of the Supervisory Board and acting chair during part of 2022. Her contribution and experience as a co-founder of a technology company is valued deeply, which is the reason the Supervisory Board made a binding nomination regarding the reappointment of Ms. Corinne Vigreux as vice-chair 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 the Company.

6c. Reappointment of Mr. Lloyd Frink as member of the Supervisory Board *

Due to the expiry of the current term of appointment of Mr. Lloyd Frink, the Supervisory Board has made a binding nomination regarding the reappointment of Mr. Lloyd Frink as a member of the Supervisory Board for a term of one year until the end of the annual general meeting held in 2024 in accordance with articles 7.6.3 and 7.6.5 of the articles of association of the Company.

The personal details of Mr. Lloyd Frink referred to in Section 2:142, subsection 3 of the Dutch Civil Code and the reasons for his nomination are as follows:

Name: Lloyd Frink
Age: 58
Nationality: American
Current position: Member of the Supervisory Board
(Previous) positions: Lloyd Frink has served on the board of Grubhub since 2013. Lloyd is co-founder of Zillow Group and served as president and a member of the board of directors since 2005. In addition, he has served as executive chair of the board of directors since 2019, and before that, he served as vice-chair from 2011 to 2019. Zillow Group does not qualify as "large" pursuant

to section 2:142a, subsection 2 of the Dutch Civil Code. From 1999 to 2004 Lloyd was at Expedia, and from 1989 to 1999 at Microsoft. Lloyd holds an A.B. in Economics from Stanford University.

Motivation:

Mr. Lloyd Frink has been a non-executive board member of Grubhub Inc. and joined the Supervisory Board effective as of the Company's acquisition of Grubhub Inc. in June 2021. The Supervisory Board benefits from his extensive background and experience with Internet-based companies, including experience in marketing products to consumers through the Internet. The Supervisory Board has therefore made a binding nomination regarding the reappointment of Mr. Lloyd Frink as member of the Supervisory Board.

Lloyd Frink is considered to be independent within the meaning of best practice provision 2.1.8 of the Dutch Corporate Governance Code. Mr. Lloyd Frink holds 282,354 ADSs and 37,168 vested options in the capital of the Company.

6d. Reappointment of Mr. Jambu Palaniappan as member of the Supervisory Board *

Due to the expiry of the current term of appointment of Mr. Jambu Palaniappan, the Supervisory Board has made a binding nomination regarding the reappointment of Mr. Jambu Palaniappan as a member of the Supervisory Board for a term of four years until the end of the annual general meeting held in 2027 in accordance with articles 7.6.3 and 7.6.5 of the articles of association of the Company.

The personal details of Mr. Jambu Palaniappan referred to in Section 2:142, subsection 3 of the Dutch Civil Code and the reasons for his nomination are as follows:

Name:	Jambu Palaniappan
Age:	35
Nationality:	American
Current position:	Member of the Supervisory Board
(Previous) positions:	Until 2018, Jambu Palaniappan held several senior roles at Uber, Uber Eats, leading Uber Eats in Europe, the Middle East and Africa, and Uber's ride sharing business in Eastern Europe, Russia, the Middle East and Africa. Jambu has been a non-executive director of Just Eat plc since 24 June 2019. He is also a director of Palaniappan Consulting Limited, appointed in January 2019, Deliverect N.V. (Belgium), appointed in 2020, Culinar Oy (Finland), appointed in 2020 and Fonoa Technologies Ltd (Ireland), appointed in 2021. None of these legal entities qualifies as "large" pursuant to section 2:142a, subsection 2 of the Dutch Civil Code. Jambu holds a BA in Public Policy and Economics from the Vanderbilt University.
Motivation:	Mr. Jambu Palapiappan has been a non-executive board member of Just Eat and joined the Supervisory Board effective as of the combination of Just Eat plc and the Company in January 2020. The Supervisory Board benefits from valuable knowledge of the food delivery market and experience with Just Eat. The Supervisory Board has therefore made a binding nomination regarding the reappointment of Mr. Jambu Palapiappan as member of the Supervisory Board.

Jambu Palaniappan 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 the Company.



6e. Reappointment of Ms. Mieke De Schepper as member of the Supervisory Board *

Due to the expiry of the current term of appointment of Ms. Mieke De Schepper, the Supervisory Board has made a binding nomination regarding the reappointment of Ms. Mieke De Schepper as a member of the Supervisory Board for a term of four years until the end of the annual general meeting held in 2027 in accordance with articles 7.6.3 and 7.6.5 of the articles of association of the Company.

The personal details of Ms. Mieke De Schepper referred to in Section 2:142, subsection 3 of the Dutch Civil Code and the reasons for her nomination are as follows:

Name:	Mieke De Schepper
Age:	47
Nationality:	Dutch
Current position:	Member of the Supervisory Board
(Previous) positions:	Mieke De Schepper is Chief Commercial Officer of Trustpilot and member of the supervisory board of trivago N.V. None of these legal entities qualifies as "large" pursuant to section 2:142a, subsection 2 of the Dutch Civil Code. In her role of Chief Commercial Officer of Trustpilot, Mieke is responsible for developing and delivering Trustpilot's global commercial strategy. Mieke De Schepper was the Executive Vice President and managing director Asia Pacific at Amadeus. Mieke has also worked with Expedia Group. Earlier, she spent ten years with Philips Electronics, having held various global, regional and local leadership roles in product, marketing and sales. Mieke started her professional career with McKinsey & Company. Mieke holds an MBA from INSEAD and a MSc in Industrial Design Engineering from the Delft University of Technology.
Motivation:	Since Ms. Mieke De Schepper joined the Supervisory Board in November 2022, her experience within the sector and the international business environment in which she has worked has greatly complemented the Supervisory Board. The Supervisory Board has therefore made a binding nomination regarding the reappointment of Ms. Mieke De Schepper as member of the Supervisory Board.

Ms. Mieke De Schepper is considered to be independent within the meaning of best practice provision 2.1.8 of the Dutch Corporate Governance Code and does not hold shares in the share capital of the Company.

6f. Reappointment of Mr. Ron Teerlink as member of the Supervisory Board *

Due to the expiry of the current term of appointment of Mr. Ron Teerlink, the Supervisory Board has made a binding nomination regarding the reappointment of Mr. Ron Teerlink as member of the Supervisory Board for a term of two years until the end of the annual general meeting held in 2025 in accordance with articles 7.6.3 and 7.6.5 of the articles of association of the Company.

The personal details of Mr. Teerlink referred to in Section 2:142, subsection 3 of the Dutch Civil Code and the reasons for his nomination are as follows:

Name:	Ron Teerlink
Age:	62
Nationality:	Dutch
Current position:	Member of the Supervisory Board
(Previous) positions:	Until 2013, Ron Teerlink acted as chief administrative officer and member of the executive committee of the RBS Group. Before this, he was a

member of the management board of ABN AMRO and was chief operational officer from 2006 until 2010. Between 1990 and 2006, Ron held various other positions within ABN AMRO and its subsidiaries. Ron was a member of the supervisory board of Equens SE from 2015 until 2016. Ron joined the supervisory board of Coöperatieve Rabobank U.A. in 2013 and was appointed as chair in 2016, a role he held until September 2021. Ron holds an MSc in Economics from the Vrije Universiteit Amsterdam and a banking diploma from NIBE. Ron is currently chair of the supervisory board (raad van toezicht) of Stichting Vrije Universiteit Amsterdam. As of 1 April 2023, Ron became a member of the supervisory board of N.V. Nederlandse Spoorwegen. Both of these legal entities qualify as "large" pursuant to section 2:142a, subsection 2 of the Dutch Civil Code. Since the listing of the Company's shares in October 2016, Ron Teerlink has been a highly valued member of the Supervisory Board. His previous experience as chairperson of the supervisory board of Coöperatieve Rabobank U.A. and his profound knowledge of financial markets is the reason the Supervisory Board has made a binding nomination regarding the reappointment of Mr. Ron Teerlink as member of the Supervisory Board.

Motivation:

Ron Teerlink 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 the Company.

6g. Appointment of Ms. Abbe Luersman as member of the Supervisory Board *

The Supervisory Board has made a binding nomination regarding the appointment of Ms. Abbe Luersman as a member of the Supervisory Board for a term of four years until the end of the annual general meeting held in 2027 in accordance with articles 7.6.3 and 7.6.5 of the articles of association of the Company.

The personal details of Ms. Abbe Luersman referred to in Section 2:142, subsection 3 of the Dutch Civil Code and the reasons for her nomination are as follows:

Name: Abbe Luersman
Age: 55
Nationality: American
Current position: Chief People Officer, Otis Worldwide Corporation
(Previous) positions: Abbe Luersman is currently the Chief People Officer, Otis Worldwide Corporation, which legal entity does not qualify as "large" pursuant to section 2:142a, subsection 2 of the Dutch Civil Code. Prior to joining Otis Worldwide Corporation, Ms. Luersman served as Chief Human Resources Officer (CHRO) for Royal Ahold since 2013 and continued as CHRO of Ahold Delhaize following a 2016 merger of equals until 2021. Prior to Royal Ahold, Abbe spent six years with Unilever where she held two distinct roles, Senior Vice President, Unilever Europe and Senior Vice President, HR Transformation & Strategy. She began her career working on the factory floor at Whirlpool Corporation, and concluded 16 years with Whirlpool as Vice President, HR Total Rewards & HR Solutions. Abbe holds a Bachelor and Master of Art in Human & Organizational Development, both from Miami University in Ohio.

Motivation:

Ms. Abbe Luersman's extensive experience as an executive leader, in addressing the needs of a globally distributed workforce and the appreciation for the nuances for labour laws, remuneration regulations

and standards in different European countries as well as the US will greatly complement the Supervisory Board. The Company will certainly benefit from her experience and skill set, which is the reason the Supervisory Board made a binding nomination for the appointment of Ms. Abbe Luersman as member of the Supervisory Board.

Abbe Luersman is considered to be independent within the meaning of best practice provision 2.1.8 of the Dutch Corporate Governance Code. Ms. Luersman does not hold shares in the share capital of the Company.

6h. Appointment of Ms. Angela Noon as member of the Supervisory Board *

The Supervisory Board has made a binding nomination regarding the appointment of Ms. Angela Noon as a member of the Supervisory Board for a term of four years until the end of the annual general meeting held in 2027 in accordance with articles 7.6.3 and 7.6.5 of the articles of association of the Company.

The personal details of Ms. Angela Noon referred to in Section 2:142, subsection 3 of the Dutch Civil Code and the reasons for her nomination are as follows:

Name:	Angela Noon
Age:	49
Nationality:	British
Current position:	Chief Financial Officer Royal Mail
(Previous) positions:	Angela Noon is currently Executive Committee member and Chief Financial Officer of Royal Mail, which legal entity does not qualify as "large" pursuant to section 2:142a, subsection 2 of the Dutch Civil Code. Prior to joining the Royal Mail in 2022, Ms. Noon spent over 20 years in Siemens AG globally in various roles including CFO and Executive Director of the UK business, CFO and Partner of Next47, the corporate venture arm of Siemens, and Global VP and CFO for the Digital Enterprise Software business. Ms. Noon previously has been a board member of Compound Semiconductor Applications Catapult, a technology innovation centre, where she also sat on the Audit Committee. In 2021, Ms. Noon was named Chair of the UK Governments Skills and Productivity Board reporting into the Secretary of State for Education. Angela holds a bachelor's degree in Accounting and is a Fellow of the Chartered Institute of Management Accountants as well as a Chartered Manager. In 2022, she was awarded an OBE (Officer of the Most Excellent Order of the British Empire) by Great Britain for services to Education.
Motivation:	Ms. Angela Noon's solid financial background as well as her experience with large scale logistics and technology will greatly complement the Supervisory Board and the Company will certainly benefit from. The Supervisory Board has therefore made a binding nomination for the appointment of Ms. Angela Noon as member of the Supervisory Board.

Angela Noon is considered to be independent within the meaning of best practice provision 2.1.8 of the Dutch Corporate Governance Code. Ms. Noon does not hold shares in the share capital of the Company.

7. Appointment external auditor for the financial years 2024, 2025, 2026 *

It is proposed to appoint Ernst & Young Accountants LLP, a company registered in the Chamber of Commerce Rotterdam, the Netherlands, as the Company's external auditor for the annual financial

statements and the annual report of the Company for the financial years 2024, 2025 and 2026. This proposal follows a thorough process overseen by the Audit Committee of the Supervisory Board. The process was initiated as the Company is required to change its external auditor as of 1 January 2024 based on Dutch legislation on mandatory auditor rotation.

At the start of the tender process, the Company defined a number of selection criteria, including but not limited to the proposed: structure of the audit team (at group and relevant country levels including specialist support), audit approach, audit process management, internal quality assurance structure, communication, audit file review previous auditor, independence, and audit fees.

The tender process included various meetings with members of the Audit Committee, Management Board, selected senior management (at group and country levels) and group support functions, which provided the opportunity to all parties involved in the tender process to evaluate who the next auditor should be. These impressions, together with a comparison of the written tender offers and presentations, led to a decision of the Supervisory Board to propose and recommend, together with the Management Board, the appointment of Ernst & Young Accountants LLP for a term of three years to the general meeting.

The decisive factors to recommend Ernst & Young Accountants LLP were:

- Strong experience with technology companies and listed companies.
- A thought-through / structured (audit) approach to our business with detail on scope, transition activities, Data & analytics as part of the audit, using JET's internal controls, and using other smart audit tooling.
- Audit proposal was on target, high quality, and interactive in nature.
- Audit fees are realistic in relation to the scope and risks involved.
- Solid final presentation.

The Company's current auditor, Deloitte Accountants B.V., will remain in function until the conclusion of the audit for the financial year 2023.

8. Authorisation of the Management Board to issue shares

In order to enable the Company to issue shares and/or to grant rights to acquire shares it is proposed to designate the Management Board, in accordance with section 2:96 of the Dutch Civil Code, as the corporate body authorised to resolve on the issue of shares and/or grant of rights to acquire shares up to a maximum number of (rights to acquire) shares in the share capital of the Company as set out below.

8a. Authorisation of the Management Board to issue shares for general purposes and in connection with incentive plans *

This authorisation shall be subject to the following limitations:

- (i) the authorisation of the Management Board will only be valid for a period of 18 months as of 17 May 2023, ending on 17 November 2024; and
- (ii) the authorisation of the Management Board with respect to the issue of shares and/or the granting of rights to acquire shares will be limited to:
 - a) 10% of the total share capital in issue (excluding treasury shares) as of 17 May 2023 for general corporate purposes, and
 - b) 2.5% of the total share capital in issue (excluding treasury shares) as of 17 May 2023 in connection with one or more incentive plans for the managing directors, senior

management and/or other employees, including the issue of shares directly to Stichting Administratiekantoor Takeaway.com ("STAK") for the sole purpose of STAK settling the Company's obligations under any of its incentive plans; and

- (iii) any issue of shares and/or the granting of rights to acquire shares pursuant to this authorisation will be subject to the approval of the Supervisory Board.

If this authorisation and the authorisation requested under agenda item 9.a are granted, this authorisation will replace the authorisation to issue shares and/or grant rights to acquire shares granted in the general meeting held on 4 May 2022.

8b. Authorisation of the Management Board to issue shares in connection with Amazon *

This authorisation shall be subject to the following limitation:

- (i) the authorisation of the Management Board with respect to the issue of shares and/or the granting of rights to acquire shares will be limited to 1.5% of the total share capital in issue (excluding treasury shares) as of 17 May 2023 in connection with the agreement as entered into between Grubhub Inc., Just Eat Takeaway.com N.V. and Amazon Services LLC on 5 July 2022. Under the agreement, vested warrants received by Amazon may, in certain scenarios, be settled in Company shares;
- (ii) any issue of shares and/or the granting of rights to acquire shares pursuant to this authorisation will be subject to the approval of the Supervisory Board.

9. Delegation of the right to exclude or limit pre-emptive rights

It is proposed to designate the Management Board, in accordance with section 2:96a of the Dutch Civil Code, as the corporate body authorised to limit or exclude pre-emption rights in relation to any issue of shares and/or grant of rights to acquire shares for general corporate purposes as well as in connection with or on the occasion of mergers, acquisitions and/or strategic alliances and any issue to STAK for the sole purpose of STAK settling the Company's obligations under any of its incentive plans up to a maximum of number of (rights to acquire) shares in the share capital of the Company as set out below.

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*

This authorisation of the Management Board shall be subject to the following limitations:

- (i) the authorisation of the Management Board will only be valid for a period of 18 months as of 17 May 2023, ending on 17 November 2024;
- (ii) the authorisation of the Management Board to limit or exclude pre-emptive rights with respect to the issue of shares and/or the granting of rights to acquire shares will be limited to 10% of the total share capital in issue (excluding treasury shares) as of 17 May 2023;
- (iii) the authorisation of the Management Board to limit or exclude pre-emptive rights with respect to the issue of shares directly to STAK for the sole purpose of STAK settling the Company's obligations under any of its incentive plans, will be limited to 2.5% of the total share capital in issue (excluding treasury shares) as of 17 May 2023;
- (iv) any resolution of the Management Board to limit or exclude pre-emptive rights will be subject to the approval of the Supervisory Board.

If this authorisation and the authorisation requested under agenda item 8.a are granted, this authorisation will replace the authorisation to exclude or limit pre-emptive rights granted in the general meeting held on 4 May 2022.

9b. Delegation of the right to exclude or limit pre-emptive rights in relation to the issue of shares in connection with Amazon *

This authorisation of the Management Board shall be subject to the following limitations:

- (i) the authorisation of the Management Board to limit or exclude pre-emptive rights with respect to the issue of shares and/or the granting of rights to acquire shares in connection with the agreement as entered into between Grubhub Inc., Just Eat Takeaway.com N.V. and Amazon Services LLC on 5 July 2022 will be limited to 1.5% of the total share capital in issue (excluding treasury shares) as of 17 May 2023;
- (ii) any resolution of the Management Board to limit or exclude pre-emptive rights will be subject to the approval of the Supervisory Board.

10. 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 Just Eat Takeaway.com N.V. The Company is seeking this authorisation because in certain circumstances, it may be advantageous for the Company to purchase its own shares and the Management Board considers it desirable for this general authority to be available to provide flexibility in the management of the Company's capital resources.

Such authorisation shall be subject to the following:

- (i) The authorisation will only be valid for a period of 18 months as of 17 May 2023, ending on 17 November 2024;
- (ii) The Management Board is authorised to repurchase up to a maximum of 10% of the Company's issued share capital (excluding shares held in treasury), and provided that the Company and its subsidiaries will not hold more than 10% of the issued share capital of the Company, either through purchase on a stock exchange or otherwise;
- (iii) The minimum price, excluding expenses, which the Company may pay for each share to be repurchased shall be the nominal value of the shares (being EUR 0.04 per share);
- (iv) The maximum price, excluding expenses, which the Company may pay for each share to be repurchased shall be the higher of (i) an amount equal to 5% above the average market value for the Company's shares for the five business days immediately preceding the day on which the share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent purchase bid at the time on the trading venue on which the purchase is carried out;
- (v) 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 on 4 May 2022.

11. Any other business

12. Closing of the meeting