

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 Thursday, 16 May 2024 at 11:00 CEST at BIMHUIS, Piet Heinkade 3, 1019 BR Amsterdam.

Agenda and explanatory notes

1. Opening and announcements

2. Management report; governance; remuneration report; annual accounts

2a. Report of the management board for the financial year 2023

Presentation by the Company's management board (the "Management Board") on the performance of the Company in 2023.

2b. Governance

Explanation of the implementation of the 2022 Dutch Corporate Governance Code. Further details can be found in the Corporate Governance section set out on pages 70 to 107 of the annual report for the financial year 2023.

2c. Advisory vote on Remuneration report 2023 *

In accordance with Dutch law, the remuneration report for 2023 will be discussed and submitted to the general meeting for an advisory vote.

The remuneration report is set out on pages 83 to 92 of the annual report for the financial year 2023 and available at the offices of the Company in Amsterdam and on its corporate website (www.justeattakeaway.com/general-meeting).

2d. Adoption of the annual accounts 2023 *

It is proposed to adopt the annual accounts for the financial year 2023 as drawn up by the Management Board and signed by the Management Board and the Company's supervisory board (the "Supervisory Board") on 28 February 2024.

Deloitte Accountants B.V. has audited the annual accounts 2023 and has issued an auditor's report. The auditor will be available for questions regarding the audit of the annual accounts 2023.

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

It is proposed to the general meeting to amend the remuneration policy of the Supervisory Board. The proposed remuneration policy (the "SB Remuneration Policy") will take effect as of 1 January 2024.

The current remuneration policy was adopted by the general meeting on 14 May 2020. In 2023, the Remuneration & Nomination Committee carried out a benchmark on the Supervisory Board remuneration levels. 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. Following the outcome of this review, the Supervisory Board concluded that to align the SB Remuneration Policy with the Company's current size, scope and complexity compared to its peers, as well as the related increased workload for the Supervisory Board members, it is proposed to align the remuneration packages with the market.

To the extent applicable, the same policy principles are applied for the Supervisory Board as for the Management Board. This implies, among others, that the policy takes into account the Company's strategy, long-term interests and sustainability, identity, mission and values.

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 reflect the outcome of the assessment, the following amendments to the SB Remuneration Policy are proposed:

	Annual fee 2024 (proposed)	Annual fee 2023 (for reference)	Delta
Supervisory Board			
Chair	€ 120,000	€ 120,000	No change
Vice-chair	€ 90,000	€ 90,000	No change
Members	€ 75,000	€ 75,000	No change
Committees			
Chair	€ 25,000	€ 15,000	€ 10,000
Member	€ 12,500	€ 7,500	€ 5,000
Travel fee			
Continental travel (per meeting)	€ 2,500	€ 2,000	€ 500
Intercontinental travel (per meeting)	€ 5,000	€ 4,000	€ 1,000

The market supplement will be included in the fixed fee.

The full text of the proposed remuneration policy of the Supervisory 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 2023 *

It is proposed to discharge the members of the Management Board in office in 2023 from all liability in relation to the exercise of their duties in the financial year 2023. Discharge will only be granted to the extent the managing directors' performance is apparent from the annual accounts 2023 or other public disclosures prior to the adoption of the annual accounts 2023.

4b. Discharge of members of the Supervisory Board from liability for their responsibilities in the financial year 2023 *

It is proposed to discharge the members of the Supervisory Board in office in 2023 from all liability in relation to the exercise of their duties in the financial year 2023. Discharge will only be granted to the extent the supervisory directors' performance is apparent from the annual accounts 2023 or other public disclosures prior to the adoption of the annual accounts 2023.

5. Appointment of Ms. Mayte Oosterveld as Chief Financial Officer and member of the Management Board *

In view of the resignation of Mr. Brent Wissink as per the end of this meeting, the Supervisory Board has made a binding nomination regarding the appointment of Ms. Mayte Oosterveld as chief financial officer and member of the Management Board as of 1 June 2024 for a term of four years until the end of the annual general meeting held 2028 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 Ms. Oosterveld are as follows:

Name: Mayte Oosterveld

Age: 50

Nationality: Dutch

Ms. Mayte Oosterveld joins from PLUS Holding B.V., a Dutch supermarket retailer with an annual consumer turnover of approximately €5 billion, where she served as chief financial officer. She is an experienced, all-round financial specialist, who prior to joining PLUS, gained extensive work experience, both financial and strategic, at Goldman Sachs and Ahold Delhaize. Her proven capital allocation expertise and background in mergers, acquisitions and corporate finance will be highly valuable to the Company.

The proposed appointment of Ms. Mayte Oosterveld is conditional on a positive decision from the Dutch Central Bank in respect of her integrity (*betrouwbaarheid*)¹.

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

6a. 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 four years until the end of the annual general meeting held in 2028 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:	59
Nationality:	American
Current position:	Member of the Supervisory Board
(Previous) positions:	Lloyd Frink has served on the board of Grubhub since 2013. Lloyd Frink 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 Frink was at Expedia, and from 1989 to 1999 at Microsoft. Lloyd Frink holds an A.B. in Economics from Stanford University.

¹ As one of the Company's group companies is supervised by Dutch Central Bank, a reliability statement of Dutch Central Bank needs to be obtained for a newly to be appointed Management Board member.

Motivation: 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. Following the annual supervisory board evaluation process, the Supervisory Board is satisfied that Lloyd Frink continues to show the necessary commitment and to be an effective member of the Supervisory Board due to his skills, expertise and business acumen. The Supervisory Board has therefore made a binding nomination regarding the reappointment of Lloyd Frink as member of the Supervisory Board.

Mr. Lloyd Frink is considered to be independent within the meaning of best practice provision 2.1.8 of the Dutch Corporate Governance Code. He holds 282,354 ADSs and 23,748 vested options in the capital of the Company.

6b. Appointment of Mr. Ernst Teunissen as member of the Supervisory Board *

In view of the expiry of the term of appointment of Ms. Corinne Vigreux, one Supervisory Board position becomes vacant. The Supervisory Board initiated a search, which was aimed at finding a candidate that would strengthen the Supervisory Board as a whole. The Supervisory Board is proud to have concluded its search and is satisfied to nominate Mr. Ernst Teunissen for appointment to the Supervisory Board.

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

Name:	Ernst Teunissen
Age:	57
Nationality:	Dutch
Current position:	Independent director of the board of Printful, member of the audit committee
(Previous) positions:	Ernst Teunissen is currently independent director of the board of Printful, which legal entity does not qualify as "large" pursuant to section 2:142a, subsection 2 of the Dutch Civil Code. Prior to joining Printful, Mr. Teunissen gained substantial experience as CFO of NASDAQ listed companies TripAdvisor and prior to that Cimpress. Mr. Teunissen was the founder of ThreeStone Ventures after having been an investment banker with Morgan Stanley and Deutsche Bank.
Motivation:	Mr. Teunissen's solid background as investment banker and CFO of public companies, as well as his experience with technology driven companies will greatly complement the Supervisory Board and will certainly benefit the Company. The Supervisory Board has therefore made a binding nomination for the appointment of Mr. Ernst Teunissen as member of the Supervisory Board.

Mr. Ernst Teunissen is considered to be independent within the meaning of best practice provision 2.1.8 of the Dutch Corporate Governance Code. Mr. Teunissen holds no shares in the capital of the Company.

7. 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.

7a. 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 16 May 2024, ending on 16 November 2025; 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 16 May 2024 for general corporate purposes, and
 - b) 2.5% of the total share capital in issue (excluding treasury shares) as of 16 May 2024 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 8a 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 17 May 2023.

7b. 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 16 May 2024 in connection with the agreement as entered into between Grubhub Inc., the Company 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.

8. 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.

8a. 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 16 May 2024, ending on 16 November 2025;

- (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 16 May 2024;
- (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 16 May 2024;
- (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 7a are granted, this authorisation will replace the authorisation to exclude or limit pre-emptive rights granted in the general meeting held on 17 May 2023.

8b. 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., the Company 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 16 May 2024;
- (ii) any resolution of the Management Board to limit or exclude pre-emptive rights will be subject to the approval of the Supervisory Board.

9. Repurchase and cancellation of ordinary shares

9a. 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 the Company. 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 16 May 2024, ending on 16 November 2025;
- (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 17 May 2023.

9b. Cancellation of shares held or acquired by the Company *

The Management Board with the approval of the Supervisory Board proposes to the general meeting to cancel any or all shares in the issued share capital of the Company held by the Company, or acquired by the Company under the authorisation referred to under agenda item 9a (or of which the corresponding depositary receipts are held or acquired by the Company).

The cancellation may be executed in one or more tranches. The number of shares that will be cancelled shall be determined by the Management Board, with the approval of the Supervisory Board, but shall not exceed 10% of the Company's issued share capital as per 16 May 2024. Pursuant to the relevant statutory provisions, the cancellation may not be effected until two months after the resolution to cancel shares is adopted by the Management Board and publicly announced (this will apply for each tranche).

10. Any other business

11. Closing of the meeting

* *Voting items*