

Just Eat Takeaway.com completes acquisition of Grubhub

Just Eat Takeaway.com N.V. (AMS: TKWY, LSE: JET, NASDAQ: GRUB), hereafter the “Company” or “Just Eat Takeaway.com”, and Grubhub Inc. (NYSE: GRUB) (“Grubhub”) are pleased to announce the completion of the Company’s acquisition of 100% of the shares of Grubhub in an all-share combination (the “Transaction”).

The Transaction represents Just Eat Takeaway.com’s entry into online food delivery in the United States and builds on the strategic rationale for the Company’s merger with Just Eat plc. As a result of the Transaction, the Enlarged Group is now built around four of the world’s most attractive markets in online food delivery: the United States, the United Kingdom, the Netherlands and Germany, increasing the Enlarged Group’s ability to deploy capital and resources to strengthen its competitive positions in all markets.

Statement from Jitse Groen, CEO and founder of Just Eat Takeaway.com: “I have always believed that the combination of Takeaway.com, Just Eat and Grubhub is a winning combination. The new company is the market leader in Europe, Canada and Australia, with very strong positions in the most important markets in the United States. It is humbling to run such a company after our start in Holland more than twenty years ago. We welcome Matt and his team to this great company.”

Statement from Matt Maloney, founder of Grubhub: "I couldn't be more excited to enter this next chapter of Grubhub's story with the global leadership and experience of the Just Eat Takeaway team. Our companies share an unwavering focus on supporting restaurants and our communities around the world. Together we will continue to innovate and break new ground in our industry as we each have separately for the past 20 years."

As a result of the Transaction, New Just Eat Takeaway.com Shares (represented by New Just Eat Takeaway.com ADSs) have now been issued for the benefit of Grubhub Stockholders in satisfaction of the consideration due under the terms of the Transaction. As a result, Grubhub Stockholders have received New Just Eat Takeaway.com ADSs representing approximately 30% of the Company's issued share capital as of completion of the Transaction. In addition, Grubhub requested that the New York Stock Exchange ("NYSE") delist Grubhub's common stock, and, as a result, trading of the Grubhub common stock, which traded under the ticker symbol "GRUB" on the NYSE, was suspended following the close of trading on 14 June 2021. The New Just Eat Takeaway.com ADSs are expected to begin trading on Nasdaq under the ticker symbol "GRUB" on 15 June 2021.

The Company also confirms that, as described in the prospectus published by the Company on 12 May 2021 (the "Prospectus"), the admission of 62,798,005 New Just Eat Takeaway.com Shares to the premium listing segment of the UK Official List and to trading on the London Stock Exchange's main market for listed securities took place at 8:00 am BST / 9.00 am CET, 15 June 2021 and that the admission of 62,798,005 New Just Eat Takeaway.com Shares to listing and trading on Euronext Amsterdam also took place at 8:00 am BST / 9.00 am CET, 15 June 2021.

Consequently, Just Eat Takeaway.com's total issued share capital as at 15 June 2021 comprises 211,621,200 ordinary shares of €0.04 each with voting rights. The Company holds no shares in treasury. The total number of voting rights in the Company is therefore 211,621,200 and this figure may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change in their interest in, the share capital of the Company under the FCA's Disclosure Guidance and Transparency Rules and the Dutch Financial Markets Supervision Act (Wet op het financieel toezicht).

As a result of the Transaction, it is expected that Matt Maloney's appointment to the Just Eat Takeaway.com management board, and the appointments of Lloyd Frink and David Fisher to the Just Eat Takeaway.com supervisory board, will become effective shortly after completion, subject only to receiving from each of them formal confirmation that they accept their respective appointments. Capitalised terms not otherwise defined in this announcement have the same meaning given to them in the Prospectus.

ABOUT JUST EAT TAKEAWAY.COM

Just Eat Takeaway.com (LSE: JET, AMS: TKWY, NASDAQ: GRUB) is a leading global online food delivery marketplace.

Headquartered in Amsterdam, the Company is focused on connecting consumers and restaurants through its platforms, offering consumers a wide variety of food choice. Just Eat Takeaway.com mainly collaborates with delivery restaurants, but also provides its proprietary restaurant delivery services for restaurants that do not deliver themselves.

The Company has rapidly grown to become a leading online food delivery marketplace with operations in the United States, United Kingdom, Germany, the Netherlands, Canada, Australia, Austria, Belgium, Bulgaria, Denmark, France, Ireland, Israel, Italy, Luxembourg, New Zealand, Norway, Poland, Portugal, Romania, Spain and Switzerland, as well as through partnerships in Colombia and Brazil.



Just Eat Takeaway.com