

**Prosus N.V.**  
(Incorporated in the Netherlands)  
(Legal Entity Identifier: 635400Z5LQ5F9OLVT688)  
AEX and JSE Share Code: PRX ISIN: NL0013654783  
(Prosus)

*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 the provisions of Section 4 paragraph 1, Section 6 paragraph 2, Section 13 paragraph 1, Section 16 paragraphs 1 and 2 and Section 17 paragraph 1 of the Dutch Decree on Public Takeover Bids (Besluit openbare biedingen Wft, the "Decree") 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 offer 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 DECLARES OFFER FOR JUST EAT TAKEAWAY.COM UNCONDITIONAL**

***Transaction can now successfully close***

- **90.13% of the Shares have been tendered or irrevocably committed under the Offer**
- **All Offer Conditions have now been satisfied**
- **Settlement will take place on 6 October 2025**
- **Remaining Shares can be tendered during the Post-Closing Acceptance Period, which runs from 3 October 2025 to 16 October 2025 at 17:40 CEST**
- **JET separately announces the launch of a tender offer for its outstanding convertible bonds**

Prosus and JET are pleased to announce today that Prosus declares the Offer unconditional (*gestanddoening*). During the Offer Period, 182,084,104 Shares were tendered which represent approximately 90.13% of the issued and outstanding share capital of JET. As a result, all Offer Conditions described in the Offer Memorandum have been satisfied and the deal can now successfully close.

**Fabricio Bloisi, Prosus's CEO said, "I'm very pleased with the outcome of the tender offer, and excited to welcome JET to the Prosus ecosystem. JET has a solid foundation, but for Prosus the hard work starts now. Our goal is to act quickly to transform JET through a focus on product, customer and innovation, creating a true European tech champion that will reshape the future of food delivery."**

**Jitse Groen, JET's CEO said, "As the tender offer has now been made unconditional, I would like to congratulate Fabricio and his team on the acquisition. We are looking forward to working with our new owner to accelerate growth, and are excited about building a bright future together."**

**Settlement**

With reference to the Offer Memorandum, Shareholders who accepted the Offer shall receive the Offer Price (or the ADS Offer Price in respect of tendered ADSs) for each Share validly tendered (or defectively tendered, provided that such defect has been waived by the Offeror) and transferred (*geleverd*) for acceptance pursuant to the Offer, under the terms and conditions of the Offer and subject to its restrictions.

Settlement of the Shares and payment of the Offer Price (or the ADS Offer Price in respect of the tendered ADSs) will take place on 6 October 2025. Following Settlement, Prosus will hold 182,084,104 Shares, representing approximately 90.13% of the issued and outstanding share capital of JET (calculated as of the date of this press release).



The Applicable Exchange Rate related to the tendered ADSs is 1.1725.

### **Post-Closing Acceptance Period**

Shareholders who have not tendered their Shares during the Offer Period will have the opportunity to tender their Shares under the same terms and conditions applicable to the Offer during the Post-Closing Acceptance Period which will start at 09:00 CEST on 3 October 2025 and end at 17:40 CEST on 16 October 2025 (the **Post-Closing Acceptance Period**). The Offeror shall continue to accept for payment all Shares validly tendered (or defectively tendered, provided that such defect has been waived by the Offeror) during such Post-Closing Acceptance Period and shall pay for such Shares no later than three Business Days following the last day of the Post-Closing Acceptance Period.

The Offeror will publicly announce the results of the Post-Closing Acceptance Period and the total amount and total percentage of Shares held by it in accordance with Section 17 paragraph 4 of the Decree ultimately on the third Business Day following the last day of the Post-Closing Acceptance Period.

During the Post-Closing Acceptance Period, Shareholders have no right to withdraw Shares from the Offer, whether validly tendered (or defectively tendered, provided that such defect has been waived by the Offeror) during the Acceptance Period or during the Post-Closing Acceptance Period.

### **Delisting**

Prosus and JET intend to procure the delisting of the Ordinary Shares on Euronext Amsterdam as soon as reasonably practicable. Delisting may further adversely affect the liquidity and market value of any Shares not tendered.

### **Composition of Management Board and Supervisory Board of JET**

The composition of the Supervisory Board and Management Board of JET will not change upon Settlement.

Upon delisting, the changes to the composition of the Supervisory Board of JET, as approved by the EGM on 8 July 2025, will become effective. As of the date of the delisting, Dick Boer, Abbe Luersman, Angela Noon, Lloyd Frink and Mieke De Schepper will resign as members of the Supervisory Board of JET, and the appointments of Prosus' nominees Roberto Gandolfo, Fabricio Bloisi and Fahd Beg, will become effective.

If the Company is dissolved and liquidated as part of the Asset Sale and Liquidation, the members of the Supervisory Board of JET will resign upon the appointment of the Liquidator, on the terms and subject to the conditions set forth in Section 5.11(f) (*Asset Sale and Liquidation*) and Section 5.18(c) (*Post-Offer Restructuring Resolutions*) of the Offer Memorandum.

### **Further implications of the Offer being declared unconditional**

Remaining Shareholders who do not wish to tender their Shares in the Post-Closing Acceptance Period should carefully review the sections of the Offer Memorandum that further explain the intentions of the Offeror, such as (but not limited to) section 5.11 (*Implications of the Offer being declared unconditional*), which describes certain implications to which such Shareholders may become subject with their continued shareholding in JET.

This includes Prosus' and JET's intention to implement the Asset Sale and Liquidation, which is described in detail in Section 5.11(f) (*Asset Sale and Liquidation*) of the Offer Memorandum, as soon as reasonably practicable. During the EGM held on 8 July 2025, all resolutions in respect of the Asset Sale and Liquidation were adopted.

### **Repurchase of convertible bonds**

JET separately announces an invitation to the holders of all of its outstanding convertible bonds (together the "**Bonds**") to tender their Bonds for purchase by the Company for cash (the "**Bonds Tender Offer**"). More details on the Bonds Tender Offer will be announced imminently via JET's website on <https://www.justeattakeaway.com/investors/offerings-and-transactions/default.aspx>.

To finance the repurchase of the Bonds, Prosus and JET today entered into a convertible loan agreement pursuant to which Prosus will, subject to the Offer having been settled, make available to JET a convertible loan in an aggregate principal amount of up to approx. EUR 802 million on arm's length terms (the "**Loan**").

The Loan has a maturity of twelve (12) months and bears interest at a fixed rate of 3.50% per annum. At any time after Settlement, the Offeror may convert all or part of the outstanding principal amount under the Loan plus accrued but unpaid interest into newly issued Ordinary Shares of JET, each at a fixed conversion price of EUR 20.30 per Ordinary Share.



To the extent the newly issued Ordinary Shares upon conversion would exceed the authorisation of JET from the general meeting to issue new shares, the conversion of such part of the Loan will be conditional on the adoption of the relevant resolutions by JET's general meeting of shareholders.

#### **Settlement of the Company Incentive Plans**

Unvested STI and LTI grants under the Company's Management Board incentive plans will vest immediately prior to Settlement in accordance with Section 6.11(b) (*Treatment of JET Incentive Plans until and at Settlement*) of the Offer Memorandum. Pursuant to irrevocable undertakings dated 23 February 2025, the Company's Management Board members have undertaken to tender all Shares held by or on their behalf under the Offer. Accordingly, JET will, on behalf of the Company's (former) Management Board members, tender the accelerated vested Shares under the Offer during the Post-Closing Acceptance Period.

#### **Announcements**

Any announcement contemplated by the Offer Memorandum will be issued by a press release. Any press release issued by 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/>.

Amsterdam, the Netherlands  
2 October 2025

JSE sponsor to Prosus  
Investec Bank Limited

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#### **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.*

#### **General restrictions**

*This press release contains information that qualifies or may qualify as inside information within the meaning of Article 7(1) of the EU Market Abuse Regulation.*

*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 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 Offer is 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 Offer is subject to disclosure and other procedural requirements, including with respect to withdrawal rights, the Offer timetable, settlement procedures and timing of payments that are different from those applicable under U.S. domestic tender offer law and practice.*

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

*The Offer 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 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.*

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