

Aviso de Derechos para emisoras del SIC

FECHA: 21/11/2019



BOLSA MEXICANA DE VALORES, S.A.B DE C.V, INFORMA:

FOLIO DE REFERENCIA DEL EVENTO CORPORATIVO	105105
FOLIO DE REFERENCIA INDEVAL	96578C003
TIPO DE MENSAJE	Replace
COMPLETO / INCOMPLETO	COMPLETE
CONFIRMADO / NO CONFIRMADO	CONFIRMED

CLAVE DE COTIZACIÓN	J F
RAZÓN SOCIAL	JUST EAT PLC
SERIE	N
ISIN	GB00BKX5CN86
MERCADO PRINCIPAL	LONDON STOCK EXCHANGE

TIPO DE EVENTO	TENDER/ACQUISITION/TAKEOVER/PURCHASE OFFER
-----------------------	--

MANDATORIO / OPCIONAL / VOLUNTARIO	Voluntary
---	-----------

OPCIÓN	1
TIPO	NoAction
DEFAULT	true

NOTA	
TAKE NO ACTION	

OPCIÓN	2
TIPO	Security
DEFAULT	false

Aviso de Derechos para emisoras del SIC



FECHA: 21/11/2019

TRANSACCIÓN	Securities Movement
CREDIT / DEBIT	Debit

VALORES A RECIBIR	GB00BKX5CN86

TRANSACCIÓN	Securities Movement
CREDIT / DEBIT	Credit

RATIO	AdditionalQuantityForExistingSecurities
	0.09744 / 1
VALORES A RECIBIR	NL0012015705

NOTA

Holders will receive 0.09744 new shares in Takeaway.com for every share tendered

NOTAS DEL EVENTO CORPORATIVO

NOTA

(21/11/2019)

Overseas Shareholders Unless otherwise determined by Takeaway.com, the Takeaway.com Offer is not being, and will not be, made, directly or indirectly, in or into or by the use of mails of, or by any other means (including, without limitation, electronic mail, facsimile transmission, telex, telephone, internet or other forms of electronic communication) of interstate or foreign commerce of, or any facility of a national securities exchange of the United States or any other Restricted Jurisdiction, and will not be capable of acceptance by any such use, means or facility or from within the United States or any other Restricted Jurisdiction, in each case, if to do so would violate the laws of that jurisdiction.

Accordingly, unless otherwise determined by Takeaway.com, copies of this document and the Form of Acceptance, any Just Eat Takeaway.com Supplementary Prospectus and any related documents are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from the United States or any other Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) should observe these restrictions and must not mail, or otherwise forward, send or distribute any such documents in or into or from the United States or any other Restricted Jurisdiction, as doing so may invalidate any purported acceptance of the Takeaway.com Offer.

Any person (including custodians, nominees and trustees) who would, or otherwise intends to, or who may have a legal or contractual obligation to, forward this document, the Form of Acceptance, any Just Eat Takeaway.com Supplementary Prospectus and any related documents to any jurisdiction outside the United Kingdom should inform themselves of, and observe, any applicable legal or regulatory requirements of any jurisdiction, seek appropriate advice and read paragraph 22 of the letter from Takeaway.com set out in Part II of this document and paragraph 7 of Part C of Appendix I to this document before doing so.

Notice to US holders of Just Eat Shares. The Takeaway.com Offer is being made for the securities of a UK company and is subject to UK disclosure requirements, which are different from those of the United States. The financial information included in this document has been prepared in accordance with accounting standards applicable in the United Kingdom and thus may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

Aviso de Derechos para emisoras del SIC



FECHA: 21/11/2019

(04/11/2019)

Recommended all share Combination of Takeaway.com N.V. and Just Eat PLC.

The Takeaway.com Boards announced their proposal to implement the Just Eat Takeaway.com Combination by way of an offer, increasing deal certainty.

Acceptances in respect of not less than 75 per cent. of the voting rights of Just Eat Shares will be required before the Takeaway.com Offer can be declared unconditional as to acceptances.

On 22 October 2019, the board of Prosus N.V. ("Prosus") announced the terms of an all-cash offer for the entire issued and to be issued ordinary share capital of Just Eat (to be effected through its wholly-owned indirect subsidiary MIH Food Delivery Holdings B.V. ("MIH")) pursuant to which Just Eat Shareholders would be entitled to receive 710 pence in cash for each Just Eat Share (the "Prosus Offer"). Prosus is part of the Naspers Limited group.

Takeaway.com believes that the Prosus Offer significantly undervalues the Just Eat Shares and also believes that the Prosus Offer will not allow Just Eat Shareholders to participate in any future growth in value of the combined business. Takeaway.com also notes that the Just Eat Board announced on 22 October 2019 that it had unanimously rejected the current Prosus Offer.

The Takeaway.com Boards continue to believe that the Just Eat Takeaway.com Combination has compelling strategic logic and represents an attractive opportunity for both Just Eat and Takeaway.com to build on their strong individual platforms with the potential to deliver substantial benefits to respective shareholders, consumers, employees and other stakeholders, and urge that Just Eat Shareholders take no further action in relation to the Prosus Offer.

Switch from Scheme of Arrangement to Offer

In the Original Announcement, it was proposed that the Just Eat Takeaway.com Combination was to be effected by means of a scheme of arrangement between Just Eat and the Just Eat Shareholders under Part 26 of the Companies Act 2006 (the "Scheme").

With the consent of the Panel, the Takeaway.com Boards today announce that it is now proposed for the Just Eat Takeaway.com Combination to be implemented by way of a recommended offer by Takeaway.com for Just Eat under Part 28 of the Companies Act 2006 (the "Takeaway.com Offer").

Takeaway.com remains committed to implementing the Just Eat Takeaway.com Combination and believes that doing so by way of the Takeaway.com Offer instead of the Scheme (the "Switch") will provide Just Eat Shareholders with increased deal certainty.

In connection with the decision of the Takeaway.com Boards to implement the Switch, the Just Eat Takeaway.com Combination will now be conditional on, among other things.

Valid acceptances being received (and not, where permitted, withdrawn) by not later than 1:00 p.m. (London time) on the first closing date of the Takeaway.com Offer (or such later time(s) and/or date(s) as Takeaway.com may, with the consent of the Panel or in accordance with the City Code, decide) in respect of not less than 75 per cent. (or such lower percentage as Takeaway.com may decide) in nominal value of the Just Eat Shares to which the Takeaway.com Offer relates and of the voting rights attached to those shares, provided that this condition shall not be satisfied unless Takeaway.com shall have acquired or agreed to acquire (whether pursuant to the Takeaway.com Offer or otherwise) Just Eat Shares carrying in aggregate more than 50 per cent. of the voting rights then normally exercisable at general meetings of Just Eat (the "Acceptance Condition") and

The Prosus Offer not having become or having been declared effective or unconditional in all respects in accordance with its terms (or any varied, revised or modified terms), as the case may be, on or prior to the date on which the Takeaway.com Offer is declared effective or unconditional in all respects, as the case may be (the "Prosus Offer Condition").

The Takeaway.com Offer Document will include further details of the Just Eat Takeaway.com Combination and the Takeaway.com Offer and will specify the actions to be taken by Just Eat Shareholders. The Takeaway.com Offer Document and Form of Acceptance will be sent to Just Eat Shareholders (other than Just Eat Shareholders located in the United States or any other Restricted Jurisdictions, in each case, where to do so would violate the laws of that jurisdiction) as soon as reasonably practicable following the date of this Announcement, which is currently expected to be within approximately two weeks. Further details in relation to the timetable for the Just Eat Takeaway.com Combination (the "New Timetable") will be agreed with the Panel and set out in the Takeaway.com Offer Document. The New Timetable is expected to include details of, among other things, the first closing date of the Takeaway.com Offer and the date following which the Takeaway.com Offer can no longer be declared unconditional as to acceptances.

Conditions to the Takeaway.com Offer and the Just Eat Takeaway.com Combination

The Takeaway.com Offer and the Prosus Offer

The Takeaway.com Offer will be subject to the following conditions.

(A) valid acceptances being received (and not, where permitted, withdrawn) by not later than 1:00 p.m. (London time) on the first closing

Aviso de Derechos para emisoras del SIC



FECHA: 21/11/2019

date of the Takeaway.com Offer (or such later time(s) and/or date(s) as Takeaway.com may, with the consent of the Panel or in accordance with the City Code, decide) in respect of not less than 75 per cent. (or such lower percentage as Takeaway.com may decide) in nominal value of the Just Eat Shares to which the Takeaway.com Offer relates and of the voting rights attached to those shares, provided that this condition shall not be satisfied unless Takeaway.com shall have acquired or agreed to acquire (whether pursuant to the Takeaway.com Offer or otherwise) Just Eat Shares carrying in aggregate more than 50 per cent. of the voting rights then normally exercisable at general meetings of Just Eat. For the purpose of this Condition.

(i) Just Eat Shares which have been unconditionally allotted but not issued before the Takeaway.com Offer becomes or is declared unconditional as to acceptances, whether pursuant to the exercise of any outstanding subscription or conversion rights or otherwise, shall be deemed to carry the voting rights they will carry on being entered into the register of members of Just Eat and

(ii) valid acceptances shall be deemed to have been received in respect of Just Eat Shares which are treated for the purposes of Part 28 of the Companies Act 2006 as having been acquired or contracted to be acquired by Takeaway.com by virtue of acceptances of the Takeaway.com Offer and

(B) the Prosus Offer not having become or having been declared effective or unconditional in all respects in accordance with its terms (or any varied, revised or modified terms), as the case may be, on or prior to the date on which the Takeaway.com Offer is declared effective or unconditional in all respects, as the case may be.

Takeaway.com Shareholder approval.