

FTSE Nationality - Combination of Takeaway.com (Netherlands) and Just Eat (UK)

05 August 2019

FTSE has noted the terms of the recommended all-share combination of Takeaway.com (Netherlands, BYQ7HZ6, GEIS Small Cap) and Just Eat (UK, BKX5CN8, GEIS Mid Cap, FTSE 100), as detailed in the notice issued by Takeaway.com today, which includes the following points:

- The resulting enlarged company, provisionally titled Just Eat Takeaway.com N.V, will be incorporated in The Netherlands.
- The enlarged company intends to seek approval for listing and admission to trading on the Premium Segment of the London Stock Exchange's Main Market for listed securities.
- Subject to the scheme of arrangement becoming effective, Just Eat Takeaway.com N.V will seek to delist from Euronext Amsterdam as soon as practicable under its regulations and Dutch Law (envisaged to occur shortly after the enlarged company has been listed on the London Stock Exchange for a period of 12 months).
- Just Eat Takeaway.com N.V intends to adhere to the principles of the UK Corporate Governance Code, pre-emption rights and the UK Takeover Code as far as practicable.

In line with the FTSE Nationality rules and on the basis that the delisting from Euronext Amsterdam will result in Just Eat Takeaway.com N.V retaining a sole premium listing on the London Stock Exchange, FTSE proposes to assign the enlarged company a UK nationality for FTSE index inclusion purposes. The company's nationality assignment may be reviewed in the event that delisting from Euronext Amsterdam does not occur as envisaged.

It is therefore currently anticipated that subject to the scheme of arrangement becoming effective, Just Eat Takeaway.com N.V would be eligible to replace Just Eat plc in the FTSE UK Index Series and be included in the FTSE Global Equity Index Series as a UK constituent.

FTSE will issue a further notice once the details of the scheme timetable become known.

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