

Company No. 06947854

THE COMPANIES ACT 2006

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06/03/2020

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COMPANIES HOUSE

COMPANY LIMITED BY SHARES

**Special and Ordinary Resolutions
of
Just Eat plc (the "Company")**

At a General Meeting of the Company duly convened and held at Linklaters LLP on 6 March 2020, the following Resolutions were duly passed as Special Resolutions:

Special Resolutions

- 1 That the Company be re-registered as a private limited company under the Companies Act 2006 under the name of Just Eat Limited.
- 2 That the regulations available on the Company's website and contained in the printed document produced to the meeting and signed by the Chair for purposes of identification be hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.

The following resolutions were duly passed as Ordinary Resolutions:

Ordinary Resolutions

- 3 That, with effect from the Company's re-registration as a private company, the Directors be given authority to authorise matters giving rise to an actual or potential conflict for the purposes of Section 175 of the Companies Act 2006.
- 4 That, with effect from the Company's re-registration as a private company, the Directors shall have the powers given by Section 550 of the Companies Act 2006 to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company. This authority is in substitution for all previous authorities conferred on the Directors in accordance with Section 80 of the Companies Act 1985 or Section 551 of the Companies Act 2006.

Chair