

JUST EAT HOLDING LIMITED

Annual Report and Financial Statements

For the year ended 31 December 2011

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JUST EAT HOLDING LIMITED

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JUST EAT HOLDING LIMITED

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

K Nyengaard
M Wroe
A Blair (appointed 16th May 2011)

SECRETARY

M Wroe

REGISTERED OFFICE

90 Fetter Lane
London
EC4A 1EQ

BANKERS

Barclays Bank plc
180 Oxford Street
London
W1D 1EA

SOLICITORS

Bird & Bird LLP
15 Fetter Lane
London
EC4A 1JP

AUDITOR

Deloitte LLP
Reading, United Kingdom

JUST EAT HOLDING LIMITED

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 31 December 2011

PRINCIPAL ACTIVITIES

The principal activity of the Company is that of an intermediate holding company providing management services for the Just Eat Group which focuses on the provision of online takeaway ordering for restaurants and consumers around the world

PRINCIPAL RISKS AND UNCERTAINTIES

The Company's activities expose it to the cash flow risks of foreign exchange rate fluctuation. The Company's credit risk is primarily attributable to its intercompany receivables. In order to maintain liquidity, the company uses a mixture of long term and short term intercompany finance.

BUSINESS REVIEW

The Company's profit and loss account is set out on page 7. The Company's turnover has increased by 69% from £2,125,744 to £3,591,643. The growth is the result of an increase in the operating activity of central functions following the rapid growth experienced by the Just-Eat Group. Growth is expected to continue during 2012 as the directors continue to support the Company's subsidiaries in developing strong and profitable Business to Business positions in their respective territories.

The profit after tax for the year was £2,167,065 (2010: £6,544,174). This reduction in profit arises solely due to the timing of dividends from Just-Eat Denmark ApS and Just-Eat Host A/S, two subsidiary companies. Just-Eat Denmark ApS proposed the payment of a kr 8,500,000 (£991,318) dividend in the immediate post year end period.

The Company has made significant new investments in the year in France, India, Switzerland, Italy and Brazil. The investment held by the Company's immediate parent in Just-Eat Benelux BV was also hived down into the Company in the year. The transaction involving Just-Eat Benelux BV gave rise to an increase in the Company's share capital and share premium.

GOING CONCERN

The Company is in a net current assets position. Just Eat Holding Limited is backed by the ultimate parent company, Just-Eat Group Holdings Limited. Just-Eat Group Holdings Limited raised £29.8m of new equity funding from Index Ventures, Greylock Partners and Redpoint Ventures in March 2011. This additional funding combined with debt facilities available to the wider Just-Eat Group and the profitability of the Company means that the directors have a reasonable expectation, despite the current economic uncertainty, that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis in preparing the annual financial statements.

On 30 April 2012 the ultimate parent company, Just-Eat Group Holdings Limited secured the closure of a financing round of £40m (\$64m) led by funds managed by Vitruvian Partners, a European private equity firm, with Index Ventures, Greylock Partners and Redpoint Ventures also participating. This investment marks the parent company's third and largest funding round in less than two years. The investment will be used to continue Just-Eat's growth, entries into new countries and product innovation, further cementing its global leadership in the online takeaway category.

POST BALANCE SHEET EVENTS

In January 2012 the Company exercised its option to acquire the remaining 44% not held in Just-Eat Benelux BBVA joint venture. The acquisition was made for consideration of €3,880,000, of which €325,000 was paid on completion with €930,000 due to be paid in July 2012 and the remainder settled in 2013. Due to the proximity of the acquisition date to the date of approval of the financial statements, it is impracticable to provide further information.

Immediately following the balance sheet date, the Company realised its investment in Online Pizza AB through a sale of its interest to a third party. This sale generated cash of kr (Swedish) 36,450,559 (£3,421,495) on completion with a further payment due in December 2012, which had a present value of kr (Swedish) 36,706,398 (£3,435,867) at the balance sheet date. The sale represents an attractive return on the cost of the original investment.

JUST EAT HOLDING LIMITED

DIRECTORS' REPORT (CONTINUED)

On 30 April 2012 the ultimate parent company, Just-Eat Group Holdings Limited secured the closure of a financing round of £40m (\$64m) led by funds managed by Vitruvian Partners, a European private equity firm, with Index Ventures, Greylock Partners and Redpoint Ventures also participating. This investment marks the parent company's third and largest funding round in less than two years. The investment will be used to continue Just-Eat's growth, entries into new countries and product innovation, further cementing its global leadership in the online takeaway category.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's activities expose it to a number of financial risks including credit risk, cash flow risk and liquidity risk. The Company does not currently use derivative financial instruments to manage these risks and instead monitors risks on a case by case basis to ensure effective action is taken to mitigate risk where necessary.

Cash flow risk

The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates. To protect against a high level of exchange rate risk the Company treasury policy is to source favourable exchange rate deals in advance of significant foreign currency purchases (for example, acquisitions of overseas operations). The Company does not currently enter into forward exchange contracts to hedge foreign exchange exposure.

Credit risk

The Company's principal financial assets are bank balances and cash, receivables and investments.

Receivables balances are due wholly from group undertakings and so the Company's exposure to credit risk is minimal as the Company does not consider any of its investments in trading subsidiaries to be impaired.

Liquidity risk

Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the Company's short-, medium- and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

DIRECTORS

The directors, who served throughout the year and to the date of signing except as noted, were as follows:

K Nyengaard
M Wroe
A Blair

DIVIDENDS

The directors do not recommend a final dividend (2010: £nil).

JUST EAT HOLDING LIMITED

DIRECTORS' REPORT (CONTINUED)

AUDITOR

Each of the persons who is a director at the date of approval of this report confirms that

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

A resolution to reappoint Deloitte LLP will be proposed at the forthcoming Annual General Meeting



Mike Wroe

Director

24 May 2012

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and accounting estimates that are reasonable and prudent, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF JUST EAT HOLDING LIMITED

We have audited the financial statements of Just Eat Holding Limited for the year ended 31 December 2011 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 18. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2011 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF JUST EAT HOLDING LIMITED (CONTINUED)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



John Clennett FCA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountant and Statutory Auditor
Reading, United Kingdom
24 May 2012

JUST EAT HOLDING LIMITED

PROFIT AND LOSS ACCOUNT Year ended 31 December 2011

	Note	2011 £	2010 £
TURNOVER	2	3,591,643	2,125,744
Cost of sales		(1,561)	(356,357)
GROSS PROFIT		<u>3,590,082</u>	<u>1,769,387</u>
Income from investments	4	1,974,279	6,433,396
Administration costs		(3,488,950)	(1,602,668)
PROFIT ON ORDINARY ACTIVITIES BEFORE FINANCE CHARGES		<u>2,075,411</u>	<u>6,600,115</u>
Finance income/(charges) (net)	6	91,654	(55,941)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		<u>2,167,065</u>	<u>6,544,174</u>
Tax on profit on ordinary activities	7	-	-
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	13	<u><u>2,167,065</u></u>	<u><u>6,544,174</u></u>

All results derive from continuing operations

There have been no gains or losses in either the current year or prior year other than those shown above and consequently a separate statement of total recognised gains and losses has not been presented

The accompanying notes are an integral part of this profit and loss account

JUST EAT HOLDING LIMITED

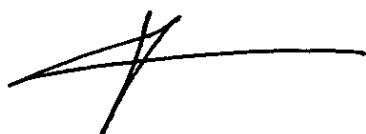
BALANCE SHEET

31 December 2011

	Note	2011 £	2010 £
FIXED ASSETS			
Tangible assets	8	410,471	136,638
Investments	9	17,039,192	4,792,601
		<u>17,449,663</u>	<u>4,929,239</u>
CURRENT ASSETS			
Debtors			
- due within one year	10	13,222,331	7,806,757
- due after one year	10	3,938,468	2,316,118
Cash at bank and in hand		707,396	692,654
		<u>17,868,195</u>	<u>10,815,529</u>
CREDITORS amounts falling due within one year	11	<u>(1,754,265)</u>	<u>(1,877,659)</u>
NET CURRENT ASSETS		<u>16,113,930</u>	<u>8,937,870</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		33,563,593	13,867,109
CREDITORS: amounts falling due after more than one year	11	<u>(26,158,516)</u>	<u>(10,853,455)</u>
NETASSETS		<u>7,405,077</u>	<u>3,013,654</u>
CAPITAL AND RESERVES			
Called up share capital	12	4	2
Share premium account	13	2,154,750	18,376
Capital contribution	13	87,982	-
Foreign exchange reserve	13	13,251	13,251
Profit and loss account	13	5,149,090	2,982,025
SHAREHOLDER'S FUNDS	13	<u>7,405,077</u>	<u>3,013,654</u>

The accompanying notes are an integral part of this balance sheet

The financial statements of Just Eat Holding Limited (Registration number 05438939) were approved by the Board of Directors and authorised for issue on 24 May 2012. They were signed on its behalf by



Mike Wroe

Director

24 May 2012

JUST EAT HOLDING LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2011

1. ACCOUNTING POLICIES

Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted are described below. They have been applied consistently throughout the current year and preceding year.

Consolidated financial statements have not been prepared as the Company is a wholly owned subsidiary of Just-Eat Group Holdings Limited, a Company incorporated in the United Kingdom.

Going concern

The Company is in a net current assets position. Just Eat Holding Limited is backed by the ultimate parent company, Just-Eat Group Holdings Limited. Just-Eat Group Holdings Limited raised £29.8m of new equity funding from Index Ventures, Greylock Partners and Redpoint Ventures in March 2011. This additional funding combined with debt facilities available to the wider Just-Eat Group and the profitability of the Company means that the directors have a reasonable expectation, despite the current economic uncertainty, that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis in preparing the annual financial statements.

On 30 April 2012 the ultimate parent company, Just-Eat Group Holdings Limited secured the closure of a financing round of £40m (\$64m) led by funds managed by Vitruvian Partners, a European private equity firm, with Index Ventures, Greylock Partners and Redpoint Ventures also participating. This investment marks the parent company's third and largest funding round in less than two years. The investment will be used to continue Just-Eat's growth, entries into new countries and product innovation, further cementing its global leadership in the online takeaway category.

Tangible fixed assets

Tangible fixed assets are stated at cost, net of depreciation and any provision for impairment. Depreciation is provided on all tangible fixed assets, at rates calculated to write off the cost, less estimated residual value, of each asset on a straight-line basis over its expected useful life, as follows:

Fixtures and fittings	33% per annum
Equipment	33% per annum
Leasehold improvements	20% per annum

Residual value is calculated at prices prevailing at the date of acquisition.

Investments in subsidiary undertakings

Investments in other companies are stated at cost less provision for impairment.

Dividends receivable

Dividends receivable are included in the financial statements in the period in which they are receivable.

Taxation

Current tax, including UK corporation tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the group's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

JUST EAT HOLDING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

Year ended 31 December 2011

1. ACCOUNTING POLICIES (continued)

Taxation (continued)

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis

Turnover

Turnover represents amounts derived from the provision of management services which fall within the company's ordinary activities. Turnover is recognised at the point the service is provided, and is represented by invoiced sales excluding Value Added Tax

Leases

Rentals under operating leases are charged on a straight-line basis over the lease term, even if the payments are not made on such a basis. Benefits received and receivable as an incentive to sign an operating lease are similarly spread on a straight-line basis over the lease term, except where the period to the review date on which the rent is first expected to be adjusted to the prevailing market rate is shorter than the full lease term, in which case the shorter period is used

Foreign currencies

Assets and liabilities in foreign currencies are translated using the rate of exchange ruling at the balance sheet date. Gains or losses on translation are included in the profit and loss account

Cash flow statement

The parent company Just Eat Group Holdings Limited, which is incorporated in the United Kingdom prepares consolidated financial statements in which the company is included. The company has therefore taken advantage of an exemption from preparing a Cash Flow Statement as provided for in the Financial Reporting Standard 1 (revised 1996)

2. SEGEMENT INFORMATION

Class of business

The Company is an intermediate holding company, providing management services for the Just-Eat Group which focuses on the facilitation of online ordering of food and soft drinks for delivery restaurants and associated activities. A geographical analysis of the Company's revenue is as follows

	2011 £	2010 £
Europe	3,586,605	2,081,220
Rest of World	5,038	44,524
Total revenue	<u>3,591,643</u>	<u>2,125,744</u>

JUST EAT HOLDING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) Year ended 31 December 2011

3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

Directors' remuneration

The total amounts for directors' remuneration and other benefits were as follows

	2011 £	2010 £
Remuneration	314,274	264,950
Pension costs	-	2,240
	<u>314,274</u>	<u>267,190</u>

Highest-paid director

The above amounts for remuneration include the following in respect of the highest paid director

	2011 £	2010 £
Remuneration	136,344	116,168
Pension costs	-	2,240
	<u>136,344</u>	<u>118,408</u>

The directors are also executives of the parent company, Just-Eat Group Holdings Limited, and are also directors of a subsidiary company, Just Eat co uk Ltd. One of the directors received remuneration of £118,093 (2010 £119,700) from another entity within the Group, but it is not practicable to allocate this between their services as executives of Just Eat Holding Limited and their services as directors of Just-Eat Group Holdings Limited and Just Eat co uk Ltd.

The average monthly number of employees (including executive directors) was

	2011 Number	2010 Number
Average full time equivalent persons employed during the year was	23	11
	<u>23</u>	<u>11</u>

Their aggregate remuneration (including directors) comprised

	2011 £	2010 £
Wages and salaries	1,445,189	460,264
Social security costs	176,681	191,973
Other staff costs	146,522	66,277
Pensions	25,852	5,456
	<u>1,794,244</u>	<u>723,970</u>

JUST EAT HOLDING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) Year ended 31 December 2011

4. INCOME FROM INVESTMENTS

Just Eat Holding Limited received the following dividend distributions from 100% owned subsidiaries and fixed asset investments

	2011 £	2010 £
Dividend receivable from Just Eat Host A/S	-	2,025,329
Dividend receivable from Just Eat dk ApS	1,972,453	4,408,067
Dividend receivable from Online Pizza Norden AB	1,826	-
Total dividends receivable	1,974,279	6,433,396

Just Eat Host A/S and Just Eat dk ApS are 100% subsidiaries. Online Pizza Norden AB is a fixed asset investment. The Company had an 18.56% interest in Online Pizza AB at the balance sheet date (2010 8.59%).

5. PROFIT ON ORDINARY ACTIVITIES BEFORE FINANCE CHARGES

	2011 £	2010 £
Profit on ordinary activities before finance charges is after charging/(crediting):		
Depreciation of tangible fixed assets	89,811	27,735
Rentals under operating leases for land and buildings	28,545	41,174
Auditors' remuneration		
- audit	3,134	3,000
- tax	21,304	-
Impairment charges	18,377	-
Share based payment charge	87,981	-
Effects of foreign exchange	(130,134)	12,864
Loss on disposal of fixed assets	7,923	-

Impairment charges of £18,377 relate to a provision for permanent diminution in value of Biteguide GmbH a wholly owned subsidiary of the Company. The provision has been made because the Company intends to cease operations relating to that company and due to the fact that it is non-trading does not expect to recover the carrying value of the investment held.

6. FINANCE CHARGES (NET)

	2010 £	2010 £
Interest payable and similar charges		
Intercompany interest payable	(367,053)	(348,814)
Bank overdraft interest	(15,787)	(1,855)
	(382,840)	(350,669)
Interest receivable and similar income		
Intercompany interest receivable	418,105	288,354
Other interest income	56,389	6,374
	474,494	294,728
Finance Income/(Charges) (net)	91,654	(55,941)

JUST EAT HOLDING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) Year ended 31 December 2011

7 TAX ON PROFIT ON ORDINARY ACTIVITIES

	2011 £	2010 £
Profit / (loss) on ordinary activities before tax	2,167,065	6,544,174
UK corporation tax at a rate of 26.5%, (2010 28%)	574,272	1,832,369
Effects of		
Income not taxable	(523,184)	(1,771,301)
Expense not deductible for tax purposes	39,824	-
Fixed asset timing differences	17,347	(52,551)
Short term timing differences	795	(8,517)
Share based payment	(135,089)	-
Increase in unrecognised tax losses	26,035	-
Current tax charge for the period	-	-

A deferred tax asset has not been recognised in respect of timing differences relating to tax losses and short term timing differences as there is insufficient evidence that the asset will be recovered. The amount of the asset not recognised is £926,113 (2010 £952,065). The asset would be recovered if sufficient suitable taxable profits are made in the future.

	2011 £	2010 £
Deferred tax assets not recognised		
Accelerated capital allowances	(545)	(4,011)
Short term timing differences	14,500	5,400
Unrelieved trading losses	902,232	950,676
Share based payments	9,926	-
	926,113	952,065

The Finance Act 2011, which was substantively enacted on 29 March 2011 provided for a reduction in the main rate of corporation tax from 28% to 26% effective from 1 April 2011 and a further reduction to 25% per cent from April 2012 which was substantively enacted on 5th July 2011. The deferred tax which has not been recognised is therefore shown at the reduced rate of 25%.

Subsequent to the balance sheet date, on 21 March 2012 under the Provisional Collection of Taxes Act, the corporation tax rate was reduced to 24% with effect from 1 April 2012.

The Government has also indicated that it intends to enact future reductions in the main tax rate of 1% each year down to 22% by 1 April 2014. The future 1% main tax rate reductions are expected to have a similar impact on the company's financial statements as outlined above, subject to the impact of other developments in the company's tax position. As the further reductions in UK corporate tax rates have not been substantially enacted at the balance sheet date, this is considered a non-adjusting event in accordance with FRS 21 and no adjustments have been made. The impact of any further reduction will be taken into account at subsequent reporting dates, once the change has been substantively enacted.

JUST EAT HOLDING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

Year ended 31 December 2011

8. TANGIBLE FIXED ASSETS

	Fixtures and fittings £	Equipment £	Leasehold improvements £	Total £
Cost at 1 January 2011	167,299	820	-	168,119
Additions	271,717	-	99,850	371,567
Disposals	(19,483)	-	-	(19,483)
Cost at 31 December 2011	419,533	820	99,850	520,203
Depreciation at 1 January 2011	31,094	387	-	31,481
Charge for the period	84,545	273	4,993	89,811
Disposals	(11,560)	-	-	(11,560)
Depreciation at 31 December 2011	104,079	660	4,993	109,732
Net book value at 31 December 2010	136,205	433	-	136,638
Net book value at 31 December 2011	315,454	160	94,857	410,471

9. INVESTMENTS

	Investments in subsidiaries £	Other £	Total £
Cost and net book value at 1 January 2011	4,446,597	346,004	4,792,601
Additions	8,837,973	-	8,837,973
Reclassification of intercompany loans	1,284,933	-	1,284,933
Increase in investment in Online Pizza Norden AB	-	1,776,680	1,776,680
Hive down of parent interest in Just-Eat Benelux	294,893	-	294,893
Capital contributions to subsidiary undertakings	70,489	-	70,489
Provision for diminution in value (Biteguide GmbH)	(18,377)	-	(18,377)
Cost and net book value at 31 December 2011	14,916,508	2,122,684	17,039,192

Additions relate to the acquisition of six new businesses in the year. Investments were made in Brazil, Switzerland, Italy, France, India and the UK.

The Company established a wholly owned subsidiary, Justeat Brasil Servicos Online LTDA, in Brazil during the current year. The purpose of this company was to acquire the trade and assets of "RestauranteWeb", an established business in Brazil, which was acquired on 18 August 2011. The investment made by the Company in the year was £375,999. Additional funding was made available separately by the Group to the Brazilian subsidiary to facilitate the acquisition of "RestauranteWeb".

In January 2011 the Group acquired a 33% shareholding in Achindra Online Marketing Private Limited, the owner of the business trading in India as "Hungryzone". At the time of purchase the Group entered into an agreement to provide future funding to the company and thereby increase its economic interest.

JUST EAT HOLDING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

Year ended 31 December 2011

9. INVESTMENTS (CONTINUED)

The substance of the transaction and provisions within the agreement were such that the company has been treated as a subsidiary of the group for the entire period from acquisition. During the year, capital injections were made in accordance with the agreement made with the former owners such that the closing equity interest of the Group was 67%. The total value of the investment made by the Company was £567,905.

The Group established a wholly owned subsidiary, Just-Eat Italy S r l, in Italy in the period. The purpose of this entity was to acquire the trade and assets of the "Clickeat it" business owned by Deepsun S r l, which was completed on 4 April 2011. The total value of the investment made by the Company was £423,520.

On 22 March 2011, the Company acquired 33% of the share capital of Eat ch GmbH, a company established in Switzerland. At the time of acquisition the Company entered into a joint venture agreement and commitment to provide additional funding to the company and by doing so extend its economic interest to 50% within the current period. Additional funding was duly provided in the year and at year end the Company's interest stood at 50%. The total value of the investment made by the Company was £534,581.

On 23 December 2011 the Company acquired 50% of the share capital of FBA Invest SaS, which owns 100% of the share capital of Eat On Line, the company trading under the brand "Alloresto fi". At the time of acquiring the shareholding, the Company entered into a joint-venture agreement with the other shareholders, this agreement established two call options. The Company has the first option to buy the remaining 20-50% of the shareholding not already held, thus obtaining between 70%-100% of the company's share capital. This option is only exercisable between 1 June and 30 June 2014, after which point it will lapse. The purchase price for these shares will be according to a pre-determined range of prices set out in the Share Purchase Agreement. This price is dependent on the performance of the business over the period to June 2014.

The second call option is held by the other 50% shareholders and only becomes exercisable should the Company option lapse and only for the period 30 July 2014 to 31 December 2014. This option entitles the other 50% shareholders to purchase 30-50% of the Group's original holding in FBA invest for a price determined by a fixed formula.

At 31 December 2011, the fair value of the first call option was £nil. The second call option is also considered to have a fair value of £nil as it is not expected to be activated. The total value of the investment made by the Company was £6,935,968.

Two £1 shares were issued in the year in respect of the transfer of the investment in Just Eat Benelux BV from Just Eat Group Limited to the Company. Share premium of £2,136,374 arose as part of this transfer.

The reclassification of intercompany loans relates to the conversion to equity of intercompany loans to Just Eat Belgium BVBA and Just-Eat Norway A/S.

The increase in the Company's investment in Online Pizza Norden AB was due to additional purchases of shares in the year.

The investment held by the Company's immediate parent in Just-Eat Benelux BV was hived down into the Company in the year. Consideration for the investment was in the form of £2 ordinary shares granted to the immediate parent company, Just Eat Group Ltd (see note 12).

A capital contribution arises due to the push-down of share-based payment expenses from the ultimate parent company, Just Eat Group Holdings Limited.

JUST EAT HOLDING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) Year ended 31 December 2011

9. INVESTMENTS (CONTINUED)

Representing:	Incorporated In	Proportion of voting rights held 2011	Proportion of voting rights held 2010	Nature of business
<i>Subsidiary undertakings</i>				
Just Eat co uk Ltd	UK	100% *	100% *	Online takeaway portal
Biteguide GmbH	Germany	100% *	100% *	Online takeaway portal
Just-Eat Ireland	Ireland	100% *	100% *	Online takeaway portal
Just Eat Host A/S	Denmark	100% *	100% *	Online takeaway portal
Just Eat dk ApS	Denmark	100% *	100% *	Online takeaway portal
Just Eat no As	Norway	100% *	100% *	Online takeaway portal
Just-Eat ca Management Limited	Canada	100% *	100% *	Holding company
Just Eat Canada Inc	Canada	81.8% *	71.90% *	Online takeaway portal
Just-Eat Belgie BVBA	Belgium	75% *	75% *	Online takeaway portal
Just-Eat Spain SLU	Spain	100% *	100% *	Online takeaway portal
EatStudent Limited	UK	100% *	100% *	Online takeaway portal
Justeat Brasil Servicos Online LTDA	Brazil	100% *	-	Online takeaway portal
Achindra Online Marketing Private Limited	India	67% *	-	Online takeaway portal
Just-Eat Italy S r l	Italy	100% *	-	Online takeaway portal
<i>Joint venture</i>				
Just-Eat Benelux BV	Netherlands	56% *	50% *	Online takeaway portal
FBA Invest SaS	France	50% *	-	Holding company
Eat Online	France	50% *	-	Online takeaway portal
Eat ch GmbH	Switzerland	50% *	-	Online takeaway portal
<i>Fixed asset investments</i>				
OnlinePizza Norden AB	Sweden	18.56% *	8.59% *	Online takeaway portal

* Indirect holding

JUST EAT HOLDING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) Year ended 31 December 2011

10 DEBTORS

Amounts falling due within one year	2011	2010
	£	£
Amounts owed by group undertakings	12,894,322	7,462,118
VAT receivable	117,256	64,821
Other debtors	-	30,931
Prepayments and accrued income	48,479	248,887
Amounts owed by related parties	162,274	-
	<u>13,222,331</u>	<u>7,806,757</u>

Amounts falling due after more than one year	2011	2010
	£	£
Amounts owed by group undertakings	3,938,468	2,316,118
	<u>17,160,799</u>	<u>10,122,875</u>

11. CREDITORS

Amounts falling due within one year	2011	2010
	£	£
Trade creditors	131,754	68,727
Accruals and deferred income	1,164,329	183,116
Amounts owed to group undertakings	126,071	1,535,505
Other taxation and social security	171,101	90,311
VAT payable	695	-
Amounts owed to related parties	160,315	-
	<u>1,754,265</u>	<u>1,877,659</u>

Amounts falling due after more than one year	2011	2010
	£	£
Amounts owed to group undertakings	6,826,068	5,197,785
Amount owed to parent company	19,332,448	5,655,670
	<u>26,158,516</u>	<u>10,853,455</u>

12. CALLED UP SHARE CAPITAL

	Authorised	Allotted, issued and paid
Ordinary shares of £1 each at 31 December 2010	1,000	2
Ordinary shares of £1 issued during the year		2
Ordinary shares of £1 each at 31 December 2011	<u>1,000</u>	<u>4</u>

Two £1 shares were issued in the year in respect of the transfer of the investment in Just Eat Benelux BV from Just Eat Group Limited to the Company. Share premium of £2,136,374 arose as part of this transfer.

JUST EAT HOLDING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

Year ended 31 December 2011

13 RECONCILIATIONS OF MOVEMENTS ON SHAREHOLDER'S FUNDS

	Share capital	Share premium	Foreign exchange reserve	Profit and loss account	Capital contribution account	2011 Total
	£	£	£	£	£	£
At 31 December 2010	2	18,376	13,251	2,982,025	-	3,013,654
Shares issued	2	2,136,374	-	-	-	2,136,376
Current year result	-	-	-	2,167,065	-	2,167,065
Share based payment expense	-	-	-	-	87,982	87,982
At 31 December 2011	4	2,154,750	13,251	5,149,090	87,982	7,405,077

14. FINANCIAL COMMITMENTS

Annual commitments under non-cancellable operating leases are as follows

	2011	2010
	Land and buildings £	Land and buildings £
Expiry date		
- within one year	28,545	29,674
	28,545	29,674

Leases of land and buildings are typically subject to rent reviews at specified intervals and provide for the lessor to pay all insurance, maintenance and repair costs

15. SHARE BASED PAYMENTS

Equity-settled share option scheme

The company has a share option scheme for certain employees of the Group. Options are exercisable at a price equal to the estimated fair value of the Company's shares on the date of grant. The vesting period varies, but is, on average, four years. Options are forfeited if the employee leaves the Group before the options vest. Details of the share options outstanding during the year are as follows

JUST EAT HOLDING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

Year ended 31 December 2011

15. SHARE BASED PAYMENTS (CONTINUED)

	2011		2010	
	Number of share options	Weighted average exercise price £	Number of share options	Weighted average exercise price £
Outstanding at 1 January 2011	404,000	0.54	-	-
Granted during the year	37,950	4.66	801,400	0.27
Forfeited during the year	-	-	-	-
Exercised during the year	(148,874)	0.0158	(395,400)	0.006
Expired during the year	(3,126)	1.25	(2,000)	1.25
Outstanding at the end of the year	289,950	1.34	404,000	0.54
Exercisable at the end of the year	131,800	0.87	73,881	0.83

The weighted average share price at the date of exercise for share options exercised during the period was £0.0158. The options outstanding at 31 December 2011 had a weighted average exercise price of £1.34 and a weighted average remaining contractual life of 38 months. In 2011, options were granted on 21 November. The aggregate of the estimated fair values of the options granted on those dates was £149,252.29.

	2011	2010
Weighted average share price	825p	18p
Weighted average exercise price	466p	27p
Expected volatility (based on FTSE 350 3 year)	19.2%	20.0%
Expected life	48 months	36 months
Risk-free rate	1.62%	1.58%
Expected dividend yields	0%	0%

The company recognised total expenses of £87,982 related to equity-settled share-based payment transactions in 2011 (2010: £nil).

The widely used Black Scholes valuation model has been used to calculate the fair value of the share options granted in 2011. Expected volatility has been derived from the FTSE 350 3 year average index, a publicly available source. This measure represents the historic average volatility of the FTSE 350 index over the previous 3 years. The risk-free rate is the UK LIBOR 1 year rate at the grant date, which was on or after the vesting date for the majority of share options.

16. OWNERSHIP

Just-Eat Group Limited (incorporated in Gibraltar) is the immediate parent company, Just-Eat Group Holdings Limited is the largest and smallest group of which the company is a member and for which group accounts are drawn up. Copies of the financial statements for Just-Eat Group Holdings Limited are available from Companies House, United Kingdom.

The ultimate parent company is Just-Eat Group Holdings Limited, a company incorporated in England and Wales. Just-Eat Group Holdings Limited does not have a majority shareholder.

JUST EAT HOLDING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

Year ended 31 December 2011

17. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption allowed by financial reporting standard 8, "Related Party Transactions", not to disclose any transactions with entities that are included in the consolidated financial statements of Just-Eat Group Holdings Limited

18. POST BALANCE SHEET EVENTS

In January 2012 the Company exercised its option to acquire the remaining 44% not held in Just-Eat Benelux BBVA joint venture. The acquisition was made for consideration of €3,880,000, of which €325,000 was paid on completion with €930,000 due to be paid in July 2012 and the remainder settled in 2013. Due to the proximity of the acquisition date to the date of approval of the financial statements, it is impracticable to provide further information.

Immediately following the balance sheet date, the Company realised its investment in Online Pizza AB through a sale of its interest to a third party. This sale generated cash of kr (Swedish) 36,450,559 (£3,421,495) on completion with a further payment due in December 2012, which had a present value of kr (Swedish) 36,706,398 (£3,435,867) at the balance sheet date. The sale represents an attractive return on the cost of the original investment.

On 30 April 2012 the ultimate parent company, Just-Eat Group Holdings Limited secured the closure of a financing round of £40m (\$64m) led by funds managed by Vitruvian Partners, a European private equity firm, with Index Ventures, Greylock Partners and Redpoint Ventures also participating. This investment marks the parent company's third and largest funding round in less than two years. The investment will be used to continue Just-Eat's growth, entries into new countries and product innovation, further cementing its global leadership in the online takeaway category.