

JUST EAT HOLDING LIMITED
(the "Company")

COMPANY NUMBER: 05438939

Statement of compliance under section 644(5) of the Companies Act 2006 (CA 2006)

We, the directors named below (being all of the directors of the company as at the date of this statement), make the following statement under section 644(5) of the CA 2006.

As set out in the written resolution circulated to the sole shareholder of the Company on 20 December 2022, the Company proposes to reduce each of its share capital and share premium reserve in accordance with the solvency statement procedure set out in section 642 of the CA 2006. The directors signed the solvency statement under section 643 of the CA 2006 ("Solvency Statement") on 20 December 2022 and the resolutions approving the reductions of capital ("Resolutions") were passed as written resolutions on 20 December 2022.

We confirm that:

- the Solvency Statement was made not more than 15 days before the date on which the Resolutions were passed.
- a copy of the Solvency Statement was provided to the sole shareholder of the Company in accordance with section 642(2) of the CA 2006, that is, it was sent or submitted to every eligible shareholder at or before the time at which the proposed Resolutions were sent or submitted to them.

Signed by:

DocuSigned by:

Andrew Kenny

E7EC5B0CQ0DD450...

Andrew Kenny

Director

Date: 20 December 2022

DocuSigned by:

Katie Marshall

31F020E610324FE...

Katie Marshall

Director

Date: 20 December 2022

DocuSigned by:

Sven Oddens

13EE411A7D14413...

Sven Oddens

Director

Date: 20 December 2022