

**WRITTEN RESOLUTIONS OF THE SOLE SHAREHOLDER**  
**of**  
**JUST EAT HOLDING LIMITED**  
**Company number: 05438939**  
**(the “Company”)**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (“**CA 2006**”), the directors of the Company propose that the resolution set out below is passed as an ordinary resolution (the “**Ordinary Resolution**”):

**1. CAPITALISATION OF CAPITAL CONTRIBUTION RESERVE**

THAT, GBP 892,300,000 standing to the credit of the Company’s capital contribution reserve be and is hereby capitalised and appropriated as capital to Just Eat Limited, being the sole shareholder of ordinary shares of GBP 1.00 each in the capital of the Company, and that pursuant to section 551 of the CA 2006 and article 110 of the articles of association of the Company, the directors be and are hereby authorised to apply such sum in paying up in full 892,300,000 ordinary shares of GBP 1.00 each in the capital of the Company, with an aggregate nominal value of GBP 892,300,000 (the **Bonus Shares**) and to allot and issue such new shares, credited as fully paid up, to Just Eat Limited.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (“**CA 2006**”), the directors of the Company propose that the resolutions set out below are passed as special resolutions (the “**Special Resolutions**”, and together with the Ordinary Resolution, the “**Resolutions**”):

**2. REDUCTION OF NUMBER OF SHARES**

THAT, subject to the allotment and issue of the Bonus Shares as described in Resolution 1, the issued share capital of the Company be reduced by cancelling and extinguishing 892,300,000 ordinary shares of GBP 1.00 each in the capital of the Company, each of which is fully paid up and the amount by which the share capital is so reduced be credited to a reserve.

**3. REDUCTION OF SHARE PREMIUM ACCOUNT**

THAT, the share premium account of the Company as at the date on which this Resolution is passed be cancelled and the amount of the share premium account so cancelled be credited to a reserve.

**Important:**

**Please read the notes at the end of this document before signifying your agreement to the Resolutions.**

By order of the board of directors:

DocuSigned by:  
  
.....31F020E610324FE.....  
Director

20 December 2022

The undersigned, being the sole shareholder entitled to vote on the Resolutions on the date of these written resolutions hereby irrevocably agrees to the Resolutions.

DocuSigned by:  
*Andrew Kenny*  
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Signed by **Andrew Kenny**  
for and on behalf of Just Eat Limited

(Company number: 06947854)

## Notes

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it by hand or via email to any director of the Company.
2. The Resolutions will lapse if sufficient votes in favour of them have not been received by the end of the date which is 28 days after the date of this resolution. Unless you do not wish to vote on the Resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the Resolutions.
3. Once you have signified your agreement to the Resolutions such agreement cannot be revoked.