

Company No. 6557145

## THE COMPANIES ACT 2006

## PRIVATE COMPANY LIMITED BY SHARES

## WRITTEN RESOLUTION

## HUNGRYHOUSE HOLDING LIMITED

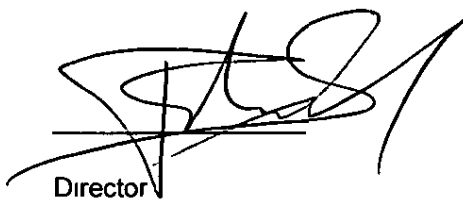
On 21 DECEMBER 2012 the following special resolution was duly passed as a written resolution of the Company pursuant to section 288 of the Companies Act 2006

## SPECIAL RESOLUTION

That Article 11 7 3 of the articles of association of the Company be deleted and replaced with the following

- "11 7 3            **"Director Bad Leaver"** refers to a Director Shareholder who ceases to be a director or employee of a member of the Group
- 11 7 3 1           on or prior to 30 April 2013 other than pursuant to Article 11 7 3 2 and as a consequence is no longer a director or employee of a member of the Group and who is not a Good Leaver, or
- 11 7 3 2           at any time, by reason of his dismissal for gross misconduct or any other circumstances justifying summary dismissal or breach of the restrictive covenants set out in clause 8 of the Shareholders' Agreement or pursuant to his service agreement and as a consequence is no longer a director or employee of a member of the Group,

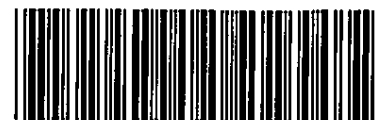
and, for the purposes of Article 11 7 3 above, "**Group**" means Delivery Hero Holding GmbH, the Company and each such person's Subsidiaries from time to time, which includes Hungryhouse com Ltd (company number 4837025) "



Director

FABIAN SIEGEL

THURSDAY



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10/01/2013

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