

JUST-EAT GROUP HOLDINGS LIMITED

Company Number: 06947854

(the "Company")

**MEMORANDUM OF CAPITAL COMPLYING WITH SECTION 644(2) OF
THE COMPANIES ACT 2006**

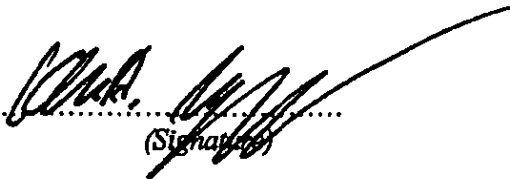
This memorandum of capital is made by the sole director of the Company on 10 July 2009 pursuant to Sections 644(2) of the Companies Act 2006 (the "Act").

We, the undersigned, being all the directors of the Company at the time of this statement confirm that:

- (1) By written resolution dated 10 July 2009, the members of the Company resolved to reduce the share capital of the Company in accordance with the requirements set fourth in section 641 to 645 of the Act.
- (2) Pursuant to the written resolution referred to in (1) above, the particulars of the share capital of the Company have changed and are amended as follows
 - a. The Company's authorised share capital is £1,737.56 divided into Ordinary Shares of £0.01 each: £1,092.45 divided into 109,245
 - b. The issued share capital of the Company is fully paid Ordinary Shares of £0.01 each.

This memorandum of capital shall take effect upon the same being executed by the sole director of the Company (being the person whose name is set out below).

Signed by:
Klaus Nyengaard


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(Signature)



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13/07/2009
COMPANIES HOUSE

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