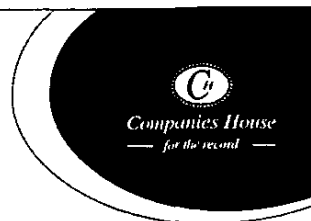


SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares



☒ **What this form is for**
You may use this form to give notice
of consolidation, sub-division,
redemption of shares or
re-conversion of stock into shares

☐ **What this form is NOT**
You cannot use this form
notice of a conversion of
stock

SATURDAY



A1S8KLR7
A16 17/07/2010 370
COMPANIES HOUSE

1 Company details

Company number 0 6 9 4 7 8 5 4

Company name in full Just Eat Group Holdings Limited

→ **Filling in this form**
Please complete in typescript or in
bold black capitals
All fields are mandatory unless
specified or indicated by *

2 Date of resolution

Date of resolution d 0 6 m 0 7 y 2 0 y 1 0

3 Consolidation

Please show the amendments to each class of share

Class of shares (E g Ordinary/Preference etc)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
Ordinary Shares	83,000	£0 01	8,300,000	£0 0001
Series A Shares	49,732	£0 01	4,973,200	£0 0001

4 Sub-division

Please show the amendments to each class of share

Class of shares (E g Ordinary/Preference etc)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

5 Redemption

Please show the class number and nominal value of shares that have been redeemed
Only redeemable shares can be redeemed

Class of shares (E g Ordinary/Preference etc)	Number of issued shares	Nominal value of each share

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6 Re-conversion

Please show the class number and nominal value of shares following re-conversion from stock

New share structure			
Value of stock	Class of shares (E g Ordinary/Preference etc)	Number of issued shares	Nominal value of each share

Statment of capital

Section 7 (also **Section 8** and **Section 9** if appropriate) should reflect the company's issued capital following the changes made in this form

7 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each share classes held in pound sterling

If all your issued capital is in sterling, only complete **Section 7** and then go to **Section 10**

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Ordinary Shares	£0 0001		8,300,000	£ 830 00
Series A Shares	£0 0001		4,973,200	£ 497 32
				£
				£
Totals			13,273,200	£ 1327 32

8 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies

Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary / Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value
Totals				

❶ Including both the nominal value and any share premium

❷ Number of shares issued multiplied by nominal value of each share

❸ Total number of issued shares in this class

Continuation pages

Please use a Statement of Capital continuation page if necessary

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Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital	① Total aggregate nominal value Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc
Total number of shares	13,273,200	
Total aggregate nominal value ①	£1327 32	

10

Statement of capital (Prescribed particulars of rights attached to shares) ②

	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 7 and Section 8	② Prescribed particulars of rights attached to shares The particulars are a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares A separate table must be used for each class of share Please use a Statement of capital continuation page if necessary
Class of share		
Prescribed particulars	PLEASE SEE CONTINUATION PAGES	
Class of share		
Prescribed particulars		
Class of share		
Prescribed particulars		
Class of share		
Prescribed particulars		
Class of share		
Prescribed particulars		
Class of share		

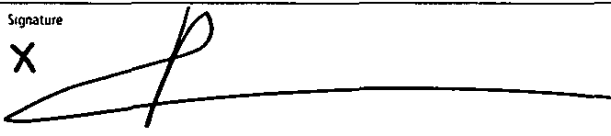
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Class of share		<p>Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p> <p>Please use a Statement of capital continuation page if necessary</p>
Prescribed particulars		
Class of share		
Prescribed particulars		

11

Signature

	I am signing this form on behalf of the company	
Signature	<p>Signature</p> <p>X  X</p>	<p>Societas Europaea If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership</p> <p>Person authorised Under either section 270 or 274 of the Companies Act 2006</p>
	<p>This form may be signed by Director ¹, Secretary, Person authorised ², Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager</p>	

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Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	PETER LEE
Company name	BIRD & BIRD LLP
Address	15 FETTER LANE
Post town	LONDON
County/Region	
Postcode	E C 4 A 1 5 P
Country	UK
DX	
Telephone	0207 415 6000



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- ☐ You have entered the date of resolution in Section 2
- ☐ Where applicable, you have completed Section 3, 4, 5 or 6
- ☐ You have completed the statement of capital
- ☐ You have signed the form



Important information

Please note that all information on this form will appear on the public record



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

SH02 - continuation page

Notice of consolidation, sub-division, redemption of shares or
re-conversion of stock into shares

10 Statement of capital (Prescribed particulars of rights attached to shares) ①

Class of share	B Ordinary Shares	① Prescribed particulars of rights attached to shares
Prescribed particulars	<p>The B ordinary shares each in the capital of the company.</p> <p>The B Ordinary shareholders shall not be entitled to receive notice of or to attend, or speak, or vote at any general meetings of the company (other than at a separate class meeting of the B Ordinary shareholders).</p> <p>Any available profits which the company may determine to distribute in respect of any financial year will be distributed among the Series A shareholders, the holders from time to time of the Ordinary shares and to the extent that the aggregate amount of in respect of the shares, all distributions made (whether of income or capital), both paid to date and for the current financial year, exceed the B Ordinary shares participating amount, and the B Ordinary shareholders (pari passu as if the shares constituted one class of share) pro rata to their respective holdings of shares and shall accrue on a daily basis assuming a 365 day year.</p> <p>Interim dividends are available if justified by the available profits in respect of the relevant period.</p> <p>On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of shares) the surplus assets of the company remaining after payment of its liabilities shall be applied, once the distributions have been made to the priority Series A Shareholders and Ordinary Shareholders, the balance of the surplus assets, if any, shall be distributed among the B Ordinary shareholders (together with the Series A shareholders and Ordinary shareholders) pro rata to their holding of shares</p>	<p>The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p>

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Notice of consolidation, sub-division, redemption of shares or
re-conversion of stock into shares

10 Statement of capital (Prescribed particulars of rights attached to shares) ①

Class of share	Ordinary Shares	① Prescribed particulars of rights attached to shares
Prescribed particulars	<p>The ordinary shares of £0 000 1 each in the capital of the company</p> <p>The Ordinary shares shall confer on each Ordinary shareholder the right to receive notice of and to attend, speak and vote at all general meetings of the Company. On a show of hands each holder of such shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote and on a poll each such holder so present shall have one vote for each share held by him.</p> <p>Any available profits which the company may determine to distribute in respect of any financial year (subject to the authorisation of certain shareholders) will be distributed among the Series A shareholders, the Ordinary shareholders and to the extent that the aggregate amount of in respect of the shares, all distributions made (whether of income or capital), both paid to date and for the current financial year, exceed the B Ordinary shares participating amount, the B Ordinary shareholders (pari passu as if the shares constituted one class of share) pro rata to their respective holdings of shares and shall accrue on a daily basis assuming a 365 day year</p> <p>Interim dividends are available if justified by the available profits in respect of the relevant period (subject to the authorisation of certain shareholders).</p> <p>On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of shares) the surplus assets of the company remaining after payment of its liabilities shall be applied</p> <p>a) after surplus assets remaining after payment to the Series A shareholders as have a value equal to £18,250,000 (such amount to include any amount paid to shareholders in respect of all distributions made) in paying to each of the Ordinary shareholders (together with Series A shareholders) pro rata to the number of the Ordinary shares (and Series A shares) held, provided that if there are insufficient surplus assets to pay the amount per share, the remaining surplus assets shall be distributed to the Ordinary shareholders and Series A shareholders pro rata to their holding of shares</p> <p>b) finally, the balance of the surplus assets, if any shall be distributed among the Ordinary shareholders (together with the Series A shareholders and B Ordinary shareholders) pro rata to their holding shares.</p>	<p>The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p>

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Notice of consolidation, sub-division, redemption of shares or
re-conversion of stock into shares

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Statement of capital (Prescribed particulars of rights attached to shares) ①

Class of share	Series A Shares	① Prescribed particulars of rights attached to shares The particulars are:
Prescribed particulars	<p>Series A shares are preferred convertible redeemable shares of £0 0001 each in the capital of the company</p> <p>Series A shares shall confer on each Series A shareholder the right to receive notice of and to attend, speak and vote at all general meetings of the company. On a show of hands each holder of such shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote and on a poll each such holder so present shall have one vote for each share held by him</p> <p>Any available profits which the company may determine to distribute in respect of any financial year (subject to the authorisation of certain shareholders) will be distributed among the Series A shareholders, the Ordinary shareholders and to the extent that the aggregate amount of in respect of the shares, all distributions made (whether of income or capital), both paid to date and for the current financial year, exceed the B Ordinary shares participating amount, and the B Ordinary shareholders (pari passu as if the shares constituted one class of share) pro rata to their respective holdings of shares and shall accrue on a daily basis assuming a 365 day year</p> <p>Interim dividends are available if justified by the available profits in respect of the relevant period (subject to the authorisation of certain shareholders)</p> <p>On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of shares) the surplus assets of the company remaining after payment of its liabilities shall be applied</p> <p>a) first in paying to each of the Series A shareholders, in priority to any other classes of shares an amount per Series A Share equal to £2 1288 (together with a sum equal to any arrears of any dividend or other sums payable in respect of that share), provided that if there are insufficient surplus assets to pay this amount per share, the remaining surplus assets shall be distributed to the Series A shareholders pro rata to their holding of shares.</p> <p>b) secondly surplus assets remaining after payment to the Series A shareholders in a) above as have a value equal to £18,250,000 (such amount to include any amount paid to shareholders in respect of all distributions made) shall be applied in paying to each of the Series A shareholders (together with Ordinary shareholders) pro rata to the number of Series A Shares (and Ordinary shares) held, provided that if there are insufficient surplus assets to pay the amount per share the remaining surplus assets shall be distributed to the Series A Shareholders (and Ordinary shareholders) pro rata to their holding of shares</p> <p>c) finally, the balance of the surplus assets, if any shall be distributed among the Series A shareholders (together with the Ordinary shareholders and B Ordinary shareholders) pro rata to their holding shares</p> <p>Subject to the Companies Act, a Series A Shareholder may require the company to redeem all or any of its Series A Shares at any time after the fifth anniversary of the 4 March 2010 and, if the correct notice is served, the relevant Series A Shares will immediately become due for redemption on the date of such notice</p>	<p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares</p> <p>A separate table must be used for each class of share</p>