



*Companies House*  
— for the record —

**SH01** (ef)

**Return of Allotment of Shares**



XL4WXU1A

*Company Name:* JUST-EAT GROUP HOLDINGS LIMITED

*Company Number:* 06947854

*Received for filing in Electronic Format on the:* 11/05/2011

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*Shares Allotted (including bonus shares)*

| <i>Date or period during which<br/>shares are allotted</i> |            | <i>From</i><br>16/02/2011              | <i>To</i><br>16/02/2011 |
|------------------------------------------------------------|------------|----------------------------------------|-------------------------|
| <b>Class of shares</b>                                     | B ORDINARY | <i>Number allotted</i>                 | 46000                   |
|                                                            |            | <i>Nominal value of<br/>each share</i> | 0.0001                  |
| <i>Currency</i>                                            | GBP        | <i>Amount paid</i>                     | 0.0001                  |
|                                                            |            | <i>Amount unpaid</i>                   | 0                       |

*No shares allotted other than for cash*

## Statement of Capital (Share Capital)

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|                        |                   |                                |               |
|------------------------|-------------------|--------------------------------|---------------|
| <b>Class of shares</b> | <b>B ORDINARY</b> | <i>Number allotted</i>         | <b>459900</b> |
|                        |                   | <i>Aggregate nominal value</i> | <b>45.99</b>  |
| <i>Currency</i>        | <b>GBP</b>        | <i>Amount paid</i>             | <b>0.0001</b> |
|                        |                   | <i>Amount unpaid</i>           | <b>0</b>      |

### *Prescribed particulars*

THE B ORDINARY SHARES OF A£0.0001 EACH IN THE CAPITAL OF THE COMPANY. 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). 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 ORDINARY SHAREHOLDERS AND TO THE EXTENT THAT THE AGGREGATE AMOUNT OF QUALIFYING PAYMENTS, BOTH PAID TO DATE AND FOR THE CURRENT FINANCIAL YEAR, EXCEEDS 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. INTERIM DIVIDENDS ARE AVAILABLE IF JUSTIFIED BY THE AVAILABLE PROFITS IN RESPECT OF THE RELEVANT PERIOD. 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: (A) FIRST TO SERIES A SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASS OF SHARE, (B) SECONDLY SURPLUS ASSETS REMAINING AFTER THE PAYMENT TO SERIES A SHAREHOLDERS IN (A) AS HAVE A VALUE EQUAL TO THE B ORDINARY PARTICIPATING AMOUNT SHALL BE DISTRIBUTED AMONG THE SERIES A SHAREHOLDERS AND ORDINARY SHAREHOLDERS PRO RATA (AS IF THE SERIES A SHARES AND ORDINARY SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SERIES A SHARES AND ORDINARY SHARES HELD (PROVIDED THAT IF THE REMAINING SURPLUS ASSETS ARE LESS THAN THE B ORDINARY PARTICIPATING AMOUNT), THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES A SHAREHOLDERS AND ORDINARY SHAREHOLDERS PRO-RATA TO THEIR RESPECTIVE HOLDINGS OF SHARES AS IF THE SHARES CONSTITUTED ONE AND THE SAME CLASS); AND (C) FINALLY THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE SERIES A SHAREHOLDERS, THE ORDINARY SHAREHOLDERS AND THE B ORDINARY SHAREHOLDERS PRO RATA (AS IF THE SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SHARES HELD.

|                        |                        |                                |                |
|------------------------|------------------------|--------------------------------|----------------|
| <b>Class of shares</b> | <b>ORDINARY SHARES</b> | <i>Number allotted</i>         | <b>8300000</b> |
|                        |                        | <i>Aggregate nominal value</i> | <b>830</b>     |
| <i>Currency</i>        | <b>GBP</b>             | <i>Amount paid</i>             | <b>0.0001</b>  |
|                        |                        | <i>Amount unpaid</i>           | <b>0</b>       |

*Prescribed particulars*

THE ORDINARY SHARES OF A£0.0001 EACH IN THE CAPITAL OF THE COMPANY. 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 VOTE 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. 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 ORDINARY SHAREHOLDERS AND TO THE EXTENT THAT THE AGGREGATE AMOUNT OF QUALIFYING PAYMENTS, BOTH PAID TO DATE AND FOR THE CURRENT FINANCIAL YEAR, EXCEEDS 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. INTERIM DIVIDENDS ARE AVAILABLE IF JUSTIFIED BY THE AVAILABLE PROFITS IN RESPECT OF THE RELEVANT PERIOD. 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: (A) FIRST TO SERIES A SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASS OF SHARE, (B) SECONDLY SURPLUS ASSETS REMAINING AFTER THE PAYMENT TO SERIES A SHAREHOLDERS IN (A) AS HAVE A VALUE EQUAL TO THE B ORDINARY PARTICIPATING AMOUNT SHALL BE DISTRIBUTED AMONG THE SERIES A SHAREHOLDERS AND ORDINARY SHAREHOLDERS PRO RATA (AS IF THE SERIES A SHARES AND ORDINARY SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SERIES A SHARES AND ORDINARY SHARES HELD (PROVIDED THAT IF THE REMAINING SURPLUS ASSETS ARE LESS THAN THE B ORDINARY PARTICIPATING AMOUNT), THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES A SHAREHOLDERS AND ORDINARY SHAREHOLDERS PRO-RATA TO THEIR RESPECTIVE HOLDINGS OF SHARES AS IF THE SHARES CONSTITUTED ONE AND THE SAME CLASS); AND (C) FINALLY THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE SERIES A SHAREHOLDERS, THE ORDINARY SHAREHOLDERS AND THE B ORDINARY SHAREHOLDERS PRO RATA (AS IF THE SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SHARES HELD.

|                        |                        |                                |                |
|------------------------|------------------------|--------------------------------|----------------|
| <b>Class of shares</b> | <b>SERIES A SHARES</b> | <i>Number allotted</i>         | <b>4973200</b> |
|                        |                        | <i>Aggregate nominal value</i> | <b>497.32</b>  |
| <i>Currency</i>        | <b>GBP</b>             | <i>Amount paid</i>             | <b>0.0001</b>  |
|                        |                        | <i>Amount unpaid</i>           | <b>0</b>       |

*Prescribed particulars*

THE SERIES A SHARES ARE PREFERRED CONVERTIBLE REDEEMABLE SHARES OF A£0.0001 EACH IN THE CAPITAL OF THE COMPANY. SERIES A SHARES SHALL CONFER ON EACH SERIES A SHAREHOLDER THE RIGHT TO RECEIVE NOTICE OF AND 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. 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 ORDINARY SHAREHOLDERS AND TO THE EXTENT THAT THE AGGREGATE AMOUNT OF QUALIFYING PAYMENTS, BOTH PAID TO DATE AND FOR THE CURRENT FINANCIAL YEAR, EXCEEDS 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. INTERIM DIVIDENDS ARE AVAILABLE IF JUSTIFIED BY THE AVAILABLE PROFITS IN RESPECT OF THE RELEVANT PERIOD. 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: (A) FIRST TO SERIES A SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASS OF SHARE, AN AMOUNT PER SERIES A SHARE HELD EQUAL TO THE PREFERENCE AMOUNT (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES A SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SERIES A SHARES, (B) SECONDLY SURPLUS ASSETS REMAINING AFTER THE PAYMENT TO SERIES A SHAREHOLDERS IN (A) AS HAVE A VALUE EQUAL TO THE B ORDINARY PARTICIPATING AMOUNT SHALL BE DISTRIBUTED AMONG THE SERIES A SHAREHOLDERS AND ORDINARY SHAREHOLDERS PRO RATA (AS IF THE SERIES A SHARES AND ORDINARY SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SERIES A SHARES AND ORDINARY SHARES HELD (PROVIDED THAT IF THE REMAINING SURPLUS ASSETS ARE LESS THAN THE B ORDINARY PARTICIPATING AMOUNT), THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES A SHAREHOLDERS AND ORDINARY SHAREHOLDERS PRO-RATA TO THEIR RESPECTIVE HOLDINGS OF SHARES AS IF THE SHARES CONSTITUTED ONE AND THE SAME CLASS); AND (C) FINALLY THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE SERIES A SHAREHOLDERS, THE ORDINARY SHAREHOLDERS AND THE B ORDINARY SHAREHOLDERS PRO RATA (AS IF THE SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SHARES HELD. SUBJECT TO THE COMPANIES ACT, A SERIES A SHAREHOLDER MAY

## Statement of Capital (Totals)

|                 |     |                                          |          |
|-----------------|-----|------------------------------------------|----------|
| <i>Currency</i> | GBP | <i>Total number<br/>of shares</i>        | 13733100 |
|                 |     | <i>Total aggregate<br/>nominal value</i> | 1373.31  |

### *Authorisation*

*Authenticated*

*This form was authorised by one of the following:*

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.