

Company no. 08443757

**The Companies Act 2006**  
**Private company limited by shares**  
**Written resolution**  
**of**  
**City Pantry Ltd**



27 July 2020 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of City Pantry Ltd (the "**Company**") propose that:

- resolution 1 is passed as an ordinary resolution of the Company (the "**Ordinary Resolution**");
- resolution 2 is passed as a special resolution of the Company (the "**Special Resolution**" and the Ordinary Resolution and the Special Resolution together being the "**Resolutions**").

**Ordinary Resolution**

1. **That** (i) each of the A ordinary shares of £0.0001 each in the capital of the Company and (ii) each of the preferred ordinary shares of £0.0001 each in the capital of the Company be and they are redesignated as ordinary shares of £0.0001 each in the capital of the Company having the rights set out in the New Articles (as defined below).


**Special Resolution**

2. **That** the draft articles of association attached to these Resolutions (the "**New Articles**") be and they are adopted by the Company in substitution for, and to the exclusion, of all other existing articles of association of the Company.

**Important:**

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

The undersigned, being the sole shareholder entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions.

  
James Sporle (Jul 27, 2020 09:17 GMT+1)  
.....  
duly authorised signatory  
for and on behalf of  
**Just Eat Holding Limited**

Date: 27 July 2020

## 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 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 Circulation Date (the Circulation Date being counted as day one).** 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.
4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

**Annex**  
**New Articles**