

Company Number: 6947854

MONDAY



PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
JUST-EAT GROUP HOLDINGS LIMITED
(THE "COMPANY")

We, the undersigned, being all the members of the Company for the time being entitled to receive notice of and to attend and vote at a general meeting of the Company hereby resolve that the following resolutions shall be duly passed as written resolutions pursuant to section 288 of the Companies Act 2006 on the basis that the resolutions shall for all purposes be as valid and effective as if the same had been passed as special resolutions at a general meeting of the Company duly convened and held:

RESOLUTION 1

1. That the share capital of the Company be reduced from £2000 divided into 200,000 Ordinary Shares of £0.01 each to £ 1737.56 divided into 173,756 Ordinary Shares of £0.01 each and that such a reduction be effected by the cancellation of 26,244 Ordinary shares of £0.01 each in the issued share capital of the Company registered in the names of STM Fidecs Nominees Limited (in relation to 17,326 Ordinary Shares) and STM Fidecs Trust Company Limited (in relation to 8,918 Ordinary Shares) and that upon such cancellation a payment of £212.88 per share be made to STM Fidecs Nominees Limited and STM Fidecs Trust Company Limited, as the legal holder of such shares.

RESOLUTION 2

2. That the Company's Memorandum of Association be amended by the deletion of clause 5 and the insertion of a new clause 5 as follows:


"5. That the Company's share capital is £1,737.56 divided into 173,756 Ordinary Shares of £0.01."

Dated: ...10 July..... 2009

Signed by:
STM Fidecs Nominees Limited


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(Signature)

Signed by:
STM Fidecs Trust Company Limited


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(Signature)