

JUST-EAT GROUP HOLDINGS LIMITED

Company Number: 6947854

(the "Company")

SECTION 644(5) STATEMENT

This statement is made by the sole director of the Company on 10 July 2009 pursuant to Sections 644(5) of the Companies Act 2006 (the "Act").

I, the undersigned, being the sole director of the Company at the time of this statement confirm that:

- (1) The statement of solvency dated 10 July 2009 (the "**Statement of Solvency**") was made not more than 15 days before the written resolution of the members of the Company approving the capital reduction was passed; and
- (2) The Statement of Solvency was provided to the sole member of the Company in accordance with section 642(2) of the Act.

This statement shall take effect upon the same being executed by the sole director of the Company (being each 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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