

**JUST-EAT GROUP HOLDINGS LIMITED (THE "COMPANY")**  
**COMPANY NUMBER 06947854**  
**WRITTEN RESOLUTION OF THE COMPANY**  
**PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006**  
**PASSED ON 17 MARCH 2014**

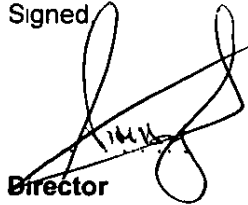
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The following written resolutions having been duly proposed by the directors of the Company were duly passed by the Company as special resolutions

**THAT:**

- 1 the Company be re-registered as a public limited company,
- 2 the name of the Company be changed to "JUST EAT plc", and
- 3 the Articles of Association annexed hereto and initialled for the purposes of identification be and are hereby approved and adopted as the Articles of Association of the Company with effect from and conditional upon the re-registration of the Company as a public limited company in substitution for and to the exclusion of the existing Articles of Association then in force

Signed



**Director**

for and on behalf of Just-Eat Group Holdings Limited

