



Companies House
— for the record —

AR01 (ef)

Annual Return



XY6VYLN2

Received for filing in Electronic Format on the: **13/07/2010**

Company Name: **JUST-EAT GROUP HOLDINGS LIMITED**

Company Number: **06947854**

Date of this return: **30/06/2010**

SIC codes: **5530**

Company Type: **Private company limited by shares**

Situation of Registered Office: **90 FETTER LANE
LONDON
EC4A 1EQ**

Officers of the company

Company Secretary *1*

Type: **Person**
Full forename(s): **MR MICHAEL JOHN**
Surname: **WROE**
Former names:
Service Address: **BEECHES WOOD 12 HIGHWOODS CLOSE**
 MARLOW
 UNITED KINGDOM
 SL7 3PG

Company Director *1*

Type: **Person**
Full forename(s): **MR FREDERIC**
Surname: **COOREVITS**
Former names:
Service Address: **FRANS HAISLAAN 5 9051**
 SINT DENIJS WESTREM
 BELGIUM

Country/State Usually Resident: **BELGIUM**

Date of Birth: **02/03/1970** *Nationality:* **BELGIAN**
Occupation: **DIRECTOR**

Company Director **2**

Type: **Person**
Full forename(s): **BENJAMIN JOHN BIEDER**
Surname: **HOLMES**
Former names:
Service Address: **FLAT 1 34 IFIELD ROAD**
 LONDON
 SW10 9AA

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **12/10/1973** *Nationality:* **BRITISH**
Occupation: **INVESTMENT MANAGER**

Company Director **3**

Type: **Person**
Full forename(s): **MR KLAUS RANDEL**
Surname: **NYENGAARD**
Former names:
Service Address: **27 BROOKLAND RISE**
 HAMPSTEAD GARDEN SUBURB
 LONDON
 NW11 6DN

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **03/09/1970** *Nationality:* **DANISH**
Occupation: **CEO**

Statement of Capital (Share Capital)

Class of shares	ORDINARY SHARES	<i>Number allotted</i>	83000
<i>Currency</i>		<i>Aggregate nominal value</i>	830
	GBP	<i>Amount paid</i>	.01
		<i>Amount unpaid</i>	0

Prescribed particulars

THE ORDINARY SHARES OF #0.01 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 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 (SUBJECT TO THE AUTHORISATION OF CERTAIN SHAREHOLDERS) WILL BE DISTRIBUTED AMONG THE SERIES A SHAREHOLDERS, THE ORDINARY SHAREHOLDERS AND TO THE EXTENT THAT THE AGGREGATE AMOUNT OF IN RESPECT OF THE SHARES, ALL DISTRIBUTIONS MADE (WHETHER OF INCOME OR CAPITAL), BOTH PAID TO DATE AND FOR THE CURRENT FINANCIAL YEAR, EXCEED THE B ORDINARY SHARES PARTICIPATING AMOUNT, 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 (SUBJECT TO THE AUTHORISATION OF CERTAIN SHAREHOLDERS). 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) AFTER SURPLUS ASSETS REMAINING AFTER PAYMENT TO THE SERIES A SHAREHOLDERS AS HAVE A VALUE EQUAL TO #18,250,000 (SUCH AMOUNT TO INCLUDE ANY AMOUNT PAID TO SHAREHOLDERS IN RESPECT OF ALL DISTRIBUTIONS MADE) IN PAYING TO EACH OF THE ORDINARY SHAREHOLDERS (TOGETHER WITH SERIES A SHAREHOLDERS) PRO RATA TO THE NUMBER OF THE ORDINARY SHARES (AND SERIES A SHARES) HELD, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNT PER SHARE, THE REMAINING SURPLUS ASSETS SHAL BE DISTRIBUTED TO THE ORDINARY SHAREHOLDERS AND SERIES A SHAREHOLDERS PRO RATA TO THEIR HOLDING OF SHARES. B) FINALLY, THE BALANCE OF THE SURPLUS ASSETS, IF ANY SHALL BE DISTRIBUTED AMONG THE ORDINARY SHAREHOLDERS (TOGETHER WITH THE SERIES A SHAREHOLDERS AND B ORDINARY SHAREHOLDERS) PRO RATA TO THEIR HOLDING SHARES.

Class of shares	SERIES A SHARES	<i>Number allotted</i>	49732
<i>Currency</i>		<i>Aggregate nominal value</i>	497.32
	GBP	<i>Amount paid</i>	.01
		<i>Amount unpaid</i>	0
<i>Prescribed particulars</i>	<p>SERIES A SHARES ARE PREFERRED CONVERTIBLE REDEEMABLE SHARES OF #0.01 EACH IN THE CAPITAL OF THE COMPANY. SERIES A SHARES SHALL CONFER ON EACH SERIES A SHAREHOLDER THE RIGHT TO RECEIVE NOTICE OF AND TO 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 (SUBJECT TO THE AUTHORISATION OF CERTAIN SHAREHOLDERS) WILL BE DISTRIBUTED AMONG THE SERIES A SHAREHOLDERS, THE ORDINARY SHAREHOLDERS AND TO THE EXTENT THAT THE AGGREGATE AMOUNT OF IN RESPECT OF THE SHARES, ALL DISTRIBUTIONS MADE (WHETHER OF INCOME OR CAPITAL), BOTH PAID TO DATE AND FOR THE CURRENT FINANCIAL YEAR, EXCEED 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 (SUBJECT TO THE AUTHORISATION OF CERTAIN SHAREHOLDERS). 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 IN PAYING TO EACH OF THE SERIES A SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES AN AMOUNT PER SERIES A SHARE EQUAL TO #2.1288 (TOGETHER WITH A SUM EQUAL TO ANY ARREARS OF ANY DIVIDEND OR OTHER SUMS PAYABLE IN RESPECT OF THAT SHARE), PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THIS AMOUNT PER SHARE, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES A SHAREHOLDERS PRO RATA TO THEIR HOLDING OF SHARES. B) SECONDLY SURPLUS ASSETS REMAINING AFTER PAYMENT TO THE SERIES A SHAREHOLDERS IN A) ABOVE AS HAVE A VALUE EQUAL TO #18,250,000 (SUCH AMOUNT TO INCLUDE ANY AMOUNT PAID TO SHAREHOLDERS IN RESPECT OF ALL DISTRIBUTIONS MADE) SHALL BE APPLIED IN PAYING TO EACH OF THE SERIES A SHAREHOLDERS (TOGETHER WITH ORDINARY SHAREHOLDERS) PRO RATA TO THE NUMBER OF SERIES A SHARES (AND ORDINARY SHARES) HELD, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNT PER SHARE THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES A SHAREHOLDERS (AND ORDINARY SHAREHOLDERS) PRO RATA TO THEIR HOLDING OF SHARES. C) FINALLY, THE BALANCE OF THE SURPLUS ASSETS, IF ANY SHALL BE DISTRIBUTED AMONG THE SERIES A SHAREHOLDERS (TOGETHER WITH THE ORDINARY SHAREHOLDERS AND B ORDINARY SHAREHOLDERS) PRO RATA TO THEIR HOLDING SHARES. SUBJECT TO THE COMPANIES ACT, A SERIES A SHAREHOLDER MAY REQUIRE THE COMPANY TO REDEEM ALL OR ANY OF IT SERIES A SHARES AT ANY TIME AFTER THE FIFTH ANNIVERSARY OF THE 4 MARCH 2010 AND, IF THE CORRECT NOTICE IS SERVED, THE RELEVANT SERIES A SHARES WILL IMMEDIATELY BECAME DUE FOR REDEMPTION ON THE DATE OF SUCH NOTICE.</p>		

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	132732
		<i>Total aggregate nominal value</i>	1327.32

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 30/06/2010 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for a private or non-traded public company are shown below

Shareholding : 1

21000 ORDINARY SHARES Shares held as at 30/06/2010

Name: **STM FIDECS NOMINEES LIMITED**

Address:

Shareholding : 2

62000 ORDINARY SHARES Shares held as at 30/06/2010

Name: **STM FIDECS TRUST COMPANY LIMITED**

Address:

Shareholding : 3

35646 SERIES A SHARES Shares held as at 30/06/2010

Name:

INDEX VENTURES V (JERSEY) L.P.

Address:

Shareholding : 4

326 SERIES A SHARES Shares held as at 30/06/2010

Name:

STM FIDECS NOMINEES LIMITED

Address:

Shareholding : 5

10092 SERIES A SHARES Shares held as at 30/06/2010

Name:

STM FIDECS TRUST COMPANY LIMITED

Address:

Shareholding : 6

451 SERIES A SHARES Shares held as at 30/06/2010

Name:

YUCCA PARTNERS L.P. JERSEY BRANCH

Address:

Shareholding : 7

1175 SERIES A SHARES Shares held as at 30/06/2010

Name:

VENREX LIMITED PARTNERSHIP

Address:

Shareholding : 8

1174 SERIES A SHARES Shares held as at 30/06/2010

Name:

VENREX IV LIMITED PARTNERSHIP

Address:

Shareholding : 9

188 SERIES A SHARES Shares held as at 30/06/2010

Name: **HORNBUCKLE MITCHELL TRUSTEES LIMITED & RUPERT**
Address: **ROBSON**

Shareholding : 10

141 SERIES A SHARES Shares held as at 30/06/2010

Name: **SIMON CARMICHAEL**
Address:

Shareholding : 11

141 SERIES A SHARES Shares held as at 30/06/2010

Name: **HUW LLOYD**
Address:

Shareholding : 12

70 SERIES A SHARES Shares held as at 30/06/2010

Name: **TOM ROBERTS**

Address:

Shareholding : 13

117 SERIES A SHARES Shares held as at 30/06/2010

Name: **ANDREW LEATHERS**

Address:

Shareholding : 14

47 SERIES A SHARES Shares held as at 30/06/2010

Name: **JENNYBEAR INVESTMENT PARTNERS**

Address:

Shareholding : 15

117 SERIES A SHARES Shares held as at 30/06/2010

Name: **CHARLIE RAMSAY**

Address:

Shareholding : 16

47 SERIES A SHARES Shares held as at 30/06/2010

Name: **HENRY ROPNER**

Address:

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.