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JUST EAT plc
Annual Report
& Accounts
2015

JUST EAT operates the world's leading digital marketplace for takeaway food delivery.

Front cover
With four stores serving delicious fresh pan-Asian cuisine Wiwo noodle bar was voted best takeaway in Wales for 2015

Our mission is to empower consumers to love their takeaway experience.

Contents

Financial Highlights

Orders*

up **57%** to

96.2m

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Revenues*

up **58%** to

£247.6m

GRAPH REMOVED

Active Users*

up **65%** to

13.4m

GRAPH REMOVED

Underlying EBITDA*

up **83%** to

£59.7m

GRAPH REMOVED

Underlying EBITDA margin

up **330** basis points to

24.1%

GRAPH REMOVED

Net operating cashflow

up **95%** to

£74.2m

GRAPH REMOVED

Basic earnings per share**

down **61%** to

3.8p

GRAPH REMOVED

Adjusted basic earnings per share

up **57%** to

6.6p

GRAPH REMOVED

Read more online
www just-eat com

Highlights that are key performance indicators are detailed further on page 18
2014 includes the impact of a one off non cash book gain as detailed in note 9

Chairman's Statement

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This was an excellent year for JUST EAT with revenues up 58% to £247 6 million and Underlying EBITDA up 83% to £59 7 million

Dr John Hughes, CBE, Hon DSc
Chairman

These results again demonstrate the strength of the business model, our ability to deliver incremental Underlying EBITDA while still investing for growth and the continued opportunities we see in the markets in which we operate.

In our first full year since IPO this model, and the strategy it serves, has not changed We continue to create value for shareholders by meeting the needs of restaurants and requirements of consumers, in a marketplace that continues to grow We have enhanced our market-leading positions both organically and through ten targeted transactions over the year

Our financial performance was driven by a 65% increase in Active Users and a 57% increase in order volumes, led by a continued shift toward mobile transactions, which accounted for 66% of Group orders Our mobile-led strategy is also benefitting our restaurant partners with the launch during the year of our partner centre App, a dedicated business management tool delivered to their mobile device

Strong governance

As JUST EAT matures as a listed company more of the values and principles that guide us are codified and publicly laid out This process is central to the Company's determination to do the right thing by ensuring we meet or exceed the expectations of our employees partners and stakeholders in governance as well as in other areas During 2015, we reviewed a number of policies and codes to ensure they provide a positive and productive working environment, rolled out an enhanced Employee Code of Conduct and publicly disclosed our carbon footprint for the first time The Board will continue to develop the Company's broader environmental social and governance (ESG) arrangements, explained more fully on pages 34 to 65 of this Annual Report

With respect to Board composition we saw Henri Moissinac step down on 31 July 2015, and I would like to thank Henri for his invaluable contribution and service to the Company Diego Oliva was appointed an Independent Non-executive Director and a member of the Company's Audit, Nomination and Remuneration Committees on 24 September 2015. Mr Oliva's extensive international experience in technology digital marketing and mobile sectors will be a great asset to JUST EAT

As discussed in the Company's prospectus from the IPO, two financial sponsor shareholder appointed directors Benjamin Holmes and Michael Risman are planning to step down from the Board between announcement of the Company's annual results and its 2016 Annual General Meeting ("AGM") and will not present themselves for reappointment at the AGM On behalf of the Board, I would like to offer my warmest thanks to both Ben and Michael for their sound advice and major contributions to the Company over the period of their involvement As a result of these proposed changes the number of Board members will reduce although a search is underway to add a further Independent Non-executive Director, to bring the Board to full compliance with the UK Corporate Governance Code in every regard

An outstanding team

JUST EAT's Executive management team was further strengthened this year in line with our ambitions to bring in the additional capabilities we need to take full advantage of the opportunities ahead of us

On behalf of the Board I would like to thank all of the JUST EAT team for their hard work and contribution to our continued success under David's leadership

Looking ahead

JUST EAT has much opportunity to continue growing by finding and creating opportunities to maximise the benefits for our consumers, restaurant partners and employees and in the process to create further shareholder value

We have continued to improve our market share most recently through the strategic acquisition of four businesses announced in February 2016 These acquisitions are consistent with our strategy to build and reinforce leadership positions in markets of scale Nonetheless the majority of the markets that we operate in remain underpenetrated, offering significant opportunity to continue shifting consumers to ordering online and especially via our Apps The strength of our brands and technology along with our ability to innovate will drive our prospects in our core marketplace as well as opening adjacent markets where we see additional opportunity for incremental revenues and profit

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Dr John Hughes, CBE, Hon DSc
Chairman

Orders

96.2m

up 57%

GRAPH REMOVED

Revenues

£247.6m

up 58%

GRAPH REMOVED

Underlying EBITDA

£59.7m

up 83%

GRAPH REMOVED

Read more from David Buttress, our CEO
Page 10

About Us

At JUST EAT, we operate the world's leading digital marketplace for takeaway food delivery, providing consumers with an easy and secure way to order and pay for food from local takeaway restaurants.

Takeaway restaurants ("TRs") that join the JUST EAT platform have their menus made accessible to online consumers, who are able to search for local TRs and choose to pay securely online at the point of ordering or with cash on delivery Details of the order are sent to the TR via proprietary technology, mostly Just Connect Terminals ("JCTs") which are provided to TRs to accept orders and send confirmations to the consumer

Once prepared the food is delivered to the consumer or the consumer may choose to collect the order

Success-based revenue model

We have a simple, scalable, success-based revenue model Order-driven revenues account for 91% of Group revenues (2014 89%), comprising commission paid by the TR on successfully transmitted orders and payment card or administration fees, charged to the restaurant and often recharged on to the consumer when they choose to pay online The commission rates are agreed in the contractual terms with TRs and vary by country Commission revenue is driven by the number of orders placed, the average order value ("AOV") and commission rates Thus, an increase in any one of these three variables will have a positive impact on revenues The performance of order-driven revenues is measured by the Group's Average Revenue Per Order ("ARPO") KPI, which increased by 3% during 2015

The remaining revenues consist of a one-off connection fee to join the JUST EAT network which accounted for 3% of the Group's revenues (2014 5%) These range from nil to £699 depending on geography and market maturity

It is important to JUST EAT that when restaurants join the JUST EAT platform they make a conscious decision to treat orders sent to them through our platforms with at least the same care and attention as their other orders

Restaurants may also pay for additional services such as promotional top-placement on the JUST EAT platform and branded commodity products, which together constituted 6% of the Group's revenues (2014 6%) Top-placement fees are charged to restaurants who want to be listed in a clearly-labelled sponsored slot at the top of search results in a particular postcode By paying this fee the TR secures a top-placement slot for a particular postcode for a period of up to 12 weeks Our 'organic' listings below these top-placement slots are ordered by an algorithm based on consumer ratings and distance from the consumer, and are not affected by restaurant payments

Consumer journey:

GRAPHIC REMOVED

Postcode

The JUST EAT Apps and websites enable consumers to search for restaurants in their area using their postcode sorted by cuisine choice and preference for delivery or collection

Choose restaurant

Consumers can make an informed choice by reading customer reviews and examining the full menu There were 13 5 million reviews on JUST EAT by the year end placed by those who have made orders

Delivery method

Consumers can choose delivery or collect the order themselves

Payment method

The final stage in placing an order is for the consumer to choose to either pay securely online or pay cash on delivery/collection

Success-based revenue model

78%
Commissions

Same menu price for consumers as ordering directly from restaurants
•
Rate charged varies by country

13%
Payment card/ admin fee revenue

Small fee typically charged to the restaurant and often recharged on to the consumer when they choose to pay online

GRAPH REMOVED

Revenue driven by consumer orders

91%

6%
Top-placement fee and other revenue

Promotional top-placement
•
Branded commodity products

3%
Connection fees revenue

One-off cost paid by restaurants to join*
•
Pricing depends on market maturity

With the exception of Denmark and France where TRs also pay a small annual subscription fee

Beneficial cash flow cycle

When a consumer pays online JUST EAT collects the full order value on behalf of the restaurant As over 60% of orders are paid online JUST EAT operates with a very favourable working capital cycle The funds are typically transferred to restaurants net of our fees, twice per month but will be moving to a weekly basis in the UK from Q2 2016 We do not use these amounts to fund our operations so it is appropriate to remit them to our restaurant partners more quickly

Where we are

Since the first JUST EAT website was launched in Denmark in 2001 we have expanded globally with operations in Australia Belgium Brazil Canada, Denmark France Ireland Italy, Mexico the Netherlands New Zealand Norway Spain Switzerland and the UK

We are clear market leader in 12 of our 13 territories, a key success factor in our sector The UK is the largest of JUST EAT's operations in terms of number of orders, active customers and takeaway restaurants and represents 68% of total Group revenues (2014 73%)

During 2015 we continued to grow our team and at 31 December 2015 1 868 people (Full Time Equivalents "FTEs") worked for JUST EAT globally (31 December 2014 1 508 FTEs) While our head office is in the heart of London, we have strong local teams on the ground in every country of operation including dedicated in-house customer care teams

M&A

Our approach to M&A is one that is focused on achieving our strategic objectives whilst remaining financially disciplined We have focused on building and maintaining our existing market leading positions where we have a proven track record

In 2015 we completed ten targeted transactions including the acquisition of the Menulog Group the market leader in Australia and New Zealand, and the purchase of SinDelantal in Mexico, the largest online takeaway food provider in a very early stage market We also increased our stake in IF-JE our Brazilian associate, from 25% to 30%, increased our share of our Swiss business from 64% to 100%, made two small acquisitions in Italy – Clicca e Mangia and DeliveRex, acquired Nifty Nosh in Northern Ireland and acquired Orderit ca the number two operator in Canada

On 5 February 2016 JUST EAT acquired the number two operators in Spain Italy Mexico and Brazil The Spanish acquisition is due to complete once approval is obtained from the local competition commission It is expected that the acquired Brazilian business will be sold on to IF-JE our associate in that market

Our Business Model

JUST EAT operates a simple, scalable, success-based business model that has a beneficial cash flow cycle, creating value for restaurants, consumers and JUST EAT.

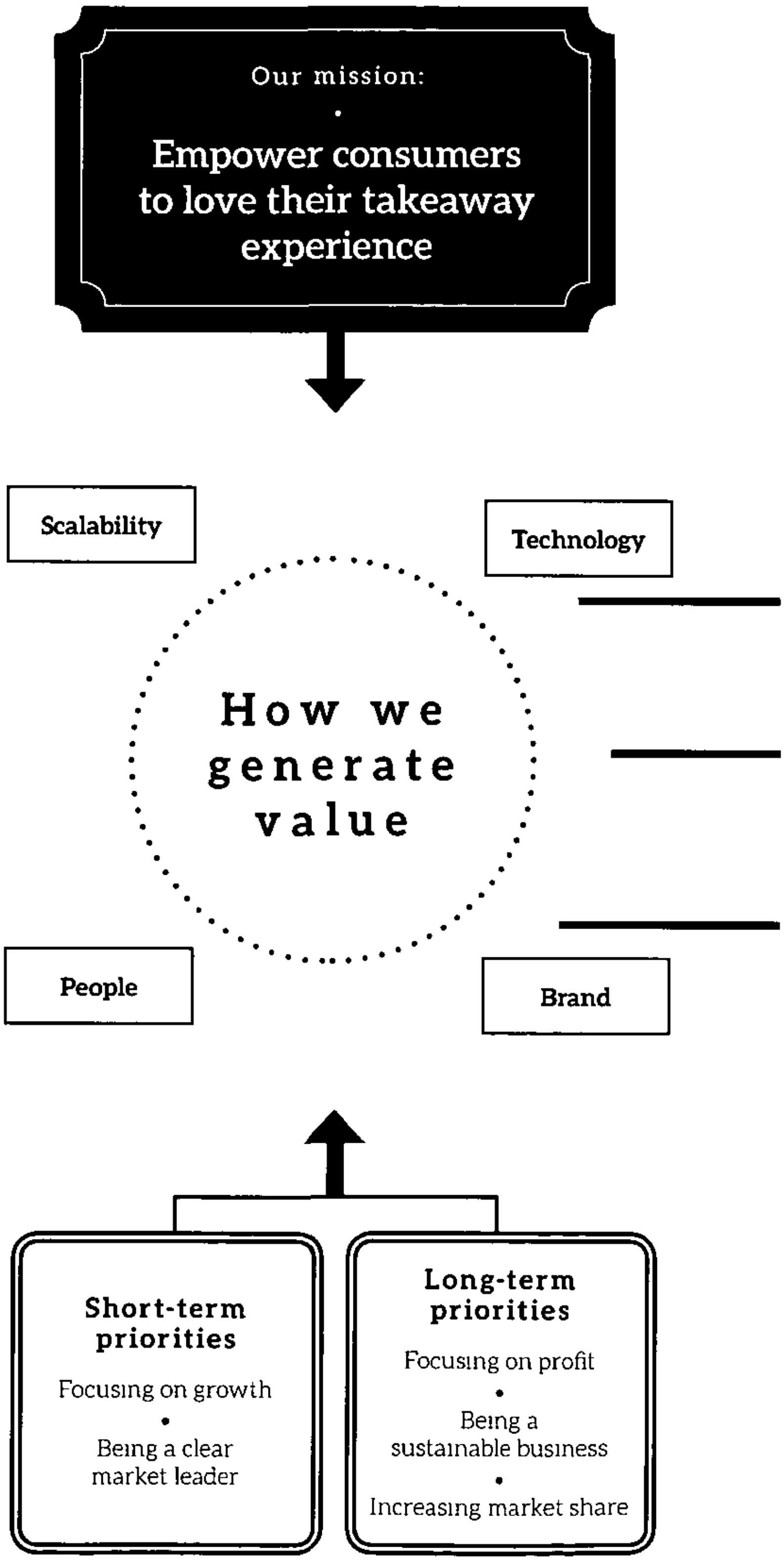
How we generate value
We generate value through our four key drivers which underpin our three strategic initiatives

Technology
Our technology makes life easier for consumers and restaurants The JUST EAT system enables restaurants to efficiently manage their order process by reducing communication errors that could be made over the telephone and reducing time spent on order processing The JUST EAT platform enables consumers to make informed choices about what food to order or simply repeat previous orders, in a quick and convenient way

Scalability
When creating, developing and maintaining our technology, we recognise the importance of scalability to consumer access particularly at peak times We invest heavily to ensure our websites and Apps are robust, flexible and secure enough to meet increasing peaks of demand from consumers and restaurants

Brand
Consumers have the reassurance of ordering from well-known trusted brands receiving customer service through JUST EAT online support or offline through contact centres Brand association helps restaurants to drive scale in orders by enabling efficient entry to the online market

People
Our people are integral to all that we do at JUST EAT We have an outstanding team who are responsible for designing, implementing maintaining, supporting and promoting our websites and Apps, as well as great local teams who lead in-country sales marketing and operational functions



Value for takeaway restaurants:

More orders with higher value

An online presence and access to JUST EAT's 13.4 million Active Users help restaurants generate more orders and orders of higher value than when orders are placed by telephone

Access to brand and technology

JUST EAT provides SMEs with a brand presence, leading-edge digital technology and the ability to accept online payments

More efficient order processing

The JUST EAT platform significantly reduces communication errors and restaurant order processing time

Services and information

Restaurants have access to other benefits such as discounted menu printing, branded commodity products and feedback on consumer preferences

Value for consumers:

Informed choices

With an online menu for each restaurant and customer reviews, consumers make informed choices of which food to order and from where

Convenience

Consumers can choose to place an order wherever they are using one of our Apps or mobile website

Trusted brand

Consumers have the reassurance of ordering from well known, trusted brands, receiving customer service through JUST EAT online support or offline through our contact centres

Ordering simplicity

Payment card details can be stored securely with JUST EAT along with contact details, favourite restaurants and previous orders

Value for JUST EAT:

Long-term financial value

Compound annual growth in orders of 62% over the past four years have driven a 65% and 394% compound increase in revenues and Underlying EBITDA respectively. This demonstrates the inherent leverage in our model and how it preserves value over the long term

Employee development

The growth of the business has provided many opportunities for employees and we continue to invest in developing and retaining our people and strengthening the team

Read more on how we measure our performance
Page 18

Market Overview

Our marketplace model works best in geographies with a strong culture for takeaway food and a fragmented supply side.

Our current markets
The markets in which JUST EAT currently operates were estimated to represent a total annual takeaway order value (for delivery) of £23 9 billion[1] in 2015, of which the UK is the largest single market at £5 5 billion[1]

In the UK one of our more developed markets online ordering has grown faster than GDP driven by broad adoption of eCommerce and increased smartphone/tablet penetration[2] This channel shift is similar to the migration towards the use of the internet by consumers in other highly fragmented markets, such as holiday and airline bookings insurance tickets for live entertainment classified advertising and restaurant bookings Over 60%[3] of takeaway orders for delivery are still placed on the phone demonstrating the remaining opportunity for JUST EAT to convert those consumers to ordering via our platform

The optimal market for JUST EAT is where eCommerce is established and where the takeaway market is highly fragmented, consisting of lots of independent outlets and few chains This has been key in choosing those territories in which we invest and JUST EAT is now market leader in 12 of the 13 territories around the world in which we operate The UK, Australia Brazil, Denmark, France, Ireland, Italy and Spain are particularly strong examples of a highly fragmented takeaway market in which aggregators such as JUST EAT should thrive

1 Source Management estimate
2 Source Consumer Foodservice in the UK by Euromonitor and EIU
3 Source Management estimates and published data

Potential of scale

19.6%

Group market penetration

Across the 13 territories we operate in over 2015 our average market penetration was only 19 6% (2014 12 4%) leaving substantial opportunities for JUST EAT to develop its business in the future

IMAGE REMOVED

Pizza is our number one selling cuisine type globally

What drives demand for our platform?

GRAPHIC REMOVED

Drive towards convenience - people's increasingly busy lives

GRAPHIC REMOVED

Reluctance to spend time food shopping and preparing food - takeaway viewed as part of the daily routine

GRAPHIC REMOVED

Consumer desire for choice over 100 cuisine categories

GRAPHIC REMOVED

Consumers want more information - reviews satisfy that demand

GRAPHIC REMOVED

Restaurants want access to digital customers

GRAPHIC REMOVED

Simplicity, speed and efficiency - storing of card details easier to process an order for both consumers and TRs (e g Apple Pay)

GRAPHIC REMOVED

Increasing adoption of eCommerce similar to other highly fragmented markets such as holiday bookings

GRAPHIC REMOVED

Increasing mobile penetration

Clear market-leader in 12 territories

Canada ***Spain*** ***Ireland*** ***UK*** ***Norway*** ***Denmark*** ***Benelux***[4]

GRAPHIC REMOVED

Mexico ***Brazil*** ***France*** ***Switzerland*** ***Italy*** ***Australia & New Zealand***

Source JUST EAT management estimates

4 JUST EAT is the number two operator in Benelux

Who are our consumers?

The biggest single demographic of JUST EAT consumers are families who, as expected tend to place orders of higher value as opposed to our student customers who typically order more cheaply and for fewer people Lifestyles have shifted with consumers looking for convenience options that fit with their increasingly busy daily routines This combined with the growing variety of takeaway food, including healthier choices becoming available, has resulted in consumers embracing takeaway as a feature of their daily lives

Who are our restaurant partners?

Our restaurant partners are wide ranging, from counter-service takeaways to dine-in restaurants, from sole proprietors and family run businesses to branded chains, and over 100 cuisine types available, demonstrating the breadth of choice

IMAGE REMOVED

JUST EAT was pleased to welcome 70 YO' Sushi restaurants to its UK platform in 2015

What is the future?

There is significant potential for JUST EAT to increase its orders revenues and operating profits within our current markets given the relatively low consumer penetration in most countries In time there is also the opportunity for JUST EAT to further address the collection market, higher end restaurants and delivery via third parties The opportunities to utilise our significant data resources with both our restaurant partners and consumers is huge

CEO's Statement

IMAGE REMOVED

I would like to thank the entire JUST EAT team for their work in 2015, they have worked tirelessly to, yet again, deliver fantastic organic growth

David Buttress
CEO

Read more about our three strategic initiatives on ***Page 12***

In 2015, we sent our restaurant partners 96.2 million orders worth £1.7 billion, up 57% and 61% respectively on the previous year.

Delivering this order growth to our restaurant partners is a key measure of JUST EAT's success, reinforcing our position at the heart of the vibrant takeaway industry in the 13 markets in which we operate

JUST EAT's revenues grew 58% to £247 6 million (2014 £157 0 million) Underlying EBITDA increased by 83% to £59 7 million (2014 £32 6 million) and we generated £74 2 million of net operating cash flow (up 95%) These are excellent results in a period in which we continued to make significant investment in our future growth Results from our acquired businesses in the year most notably the Australian Menulog Group which grew orders 81% year-on-year have also been strong

Strategic progress

Our success in 2015 was driven by our continued focus on our consumer offering and ensuring our restaurants see real benefit from the channel shift to mobile and online ordering We do this by delivering a continuously improving consumer experience and by working with restaurants to provide more choice and variety giving independent local businesses the tools and information to ensure our industry continues to develop

Improving the consumer experience

We have made significant strides over the last 12 months particularly with our Apps and mobile sites which now account for 66% of Group orders We have achieved meaningful improvements in conversion by introducing 'social' login and repeat order functionality, improving the algorithms and presentation of our search result pages, including map views of search results, expanding payment choices including Apple Pay and PayPal, and simplifying the order flow significantly We are excited about the year ahead, for example using our recently introduced Customer Relationship Marketing ("CRM") platform to deliver targeted, personalised in-App experiences for both consumer and restaurant communications With over 13 5 million customer reviews (31 December 2014 over 7 7 million) and our core platforms now processing around 2 500 orders per minute at peak we have a wealth of data on our industry particularly consumer preferences and behaviour that we are now starting to use more fully

Orderpad is our tablet-based order management platform that enables restaurants to run more efficiently and improves the visibility of deliveries for the consumer. At the end of the year we had this technology live in 711 restaurants and will start the commercial roll-out of Orderpad to our restaurants in Q2 of 2016. Our target is to have one third of UK orders processed on an Orderpad within 12 months.

Bringing greater choice

In 2015, we increased the number of contracted restaurant partners on our network by a net 15,800 to 61,500 (31 December 2014: 45,700). An exercise to analyse restaurant and consumer activity identified a number of restaurants whose behaviour was detrimental to our consumers and as a result they are no longer on our platform. This, combined with external auditing of our UK price promise and the introduction of restaurant advisers to improve industry standards, helped increase new customer return rates and drive order frequency. We also believe this is helping to drive standards in the wider industry.

Choice in the takeaway delivery sector continues to expand, with over 100 cuisine types available across the JUST EAT platforms.

Driving channel shift

The takeaway industry continues to grow and is seeing a rapid shift to online and mobile ordering, led by JUST EAT.

In the majority of our countries this change is in its early stages, offering significant opportunity for future growth. The operational strategies that improve choice and consumer experience are key, as is our work to create a respected destination brand in each of our markets.

In the UK, our 2015 #minifistpump campaign successfully evolved into catchy musical/food adverts, whilst elsewhere we increased the local content of our marketing, including a hugely popular App-only TV advert in Italy which drove App downloads, further improving our already rapid Italian order growth.

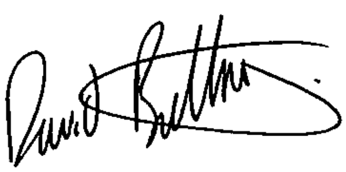
As well as attracting new consumers, we have increased our focus on improving consumer retention and frequency. Shifting existing consumers to our Apps and ensuring new consumers start their journey on App is key to this and we are delighted that in 2015 our orders per Established User[1] in the UK increased to 12.6 (2014: 11.9).

Clear priorities

These three strategic initiatives are highly complementary, working both individually and collectively to drive the business. We have a clear, proven plan for each stage of development and there are no easy shortcuts to building great long-term businesses.

We continued to work to build our clear leadership positions, and in 2015 we supported strong organic growth with acquisitions in five existing markets, while entering Mexico and Australia & New Zealand by acquiring the local market leader.

Following the year end, we acquired businesses in Spain, Italy, Brazil and Mexico which bolster our existing, market-leading businesses there. The operational control of the Brazilian business has passed to IF-JE as the sale of the business to IF-JE is finalised.



Our people

Our people are critical to our success and we remain focused on maintaining a high-performance entrepreneurial culture at JUST EAT. During 2015, we strengthened our leadership team with the appointment of Barnaby Dawe and Lisa Hillier as Chief Marketing Officer and our first Chief People Officer respectively. Globally, the number of full time equivalent employees grew to 1,868 by the end of the year (December 2014: 1,508).

I would like to thank the entire JUST EAT team for their work in 2015; they have worked tirelessly to, yet again, deliver fantastic organic growth, have continued to innovate and expand consumer choice whilst securing and integrating a number of important acquisitions.

Outlook

JUST EAT is in a very strong position both operationally and financially and we are again able to increase our forecasts compared with market consensus. For 2016, which will be a year of further investment for growth, we expect to achieve £350 million of Group revenues, at current exchange rates, generating £98-100 million of Underlying EBITDA.

We will continue to innovate, develop new products and bring greater value to more restaurant partners, whilst driving growth by further strengthening our brand, ultimately empowering more consumers to love their takeaway experience.

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Pages 1 to 33 of the Annual Report form the Strategic Report.

On behalf of the Board
David Buttress
Chief Executive Officer
29 February 2016

1 Established User is defined as those consumers who place three or more orders during the year.

Improving the Consumer Experience

JUST EAT brings consumers convenience, restaurant choice and the ability to read/leave restaurant reviews.

A more informed consumer

Once a consumer enters a postcode, or geolocates via the App, the Search Engine Results Page ("SERP") lists the live restaurants that are available to prepare food There are clearly labelled top-placement slots at the top of the SERP All restaurants listed below these are ranked based on the consumer rating they have received and distance from the consumer placing the higher-rated restaurants at the top

Consumers may also choose to rank restaurants by review rating only alphabetically or by prioritising those restaurants with special offers

Having better information is key to enabling consumers to make empowered choices Further ways of displaying the search results are planned for release during 2016

Consumer reviews which can only be placed by those who have made an order offer valuable insight into fellow consumers' views on food quality service and delivery In addition to these reviews which are updated daily, we also include a link to the Food Standards Agency where relevant for access to restaurant hygiene ratings

Key highlights

38%

Group orders via App

Over 2015 consumers increasingly chose to order via our Apps, now available for most major mobile operating systems (2014 30%) App users are typically more loyal and order more frequently than non-App users

13.5m

Reviews

At 31 December 2015 we had 7 7m reviews on our UK platform (31 December 2014 3 7m) Outside the UK consumers had left 5 8m reviews (31 December 2014 4 0m)

Talk about scale!

The scalability of our platform ensures that consumer orders get through to our restaurant partners on even the busiest of evenings Having processed 300,000 orders for the first time in a single evening in the UK in November 2015, we broke that record a further two times in 2015 before processing 371 000 UK orders on New Year's Day 2016 At peak, our core platforms process an order every 25 milliseconds[1]

GRAPH REMOVED

Investing in technology

During 2015 a total of 320 updates (2014 103) were rolled out across our 30 Apps, mobile web and desktop platforms Most of these changes were incremental improvements to enhance the consumer experience while keeping it simple and consistent More significant improvements included adding the ability to pay for orders using Apple Pay trialling Order-on-its-Way notification and continuing to develop real-time Order Tracking

We will continue to invest in technology and product, to ensure the stability security and scalability of our system and to improve both our consumer offer and restaurant technology platforms

During the last quarter of the year we launched a new CRM tool that will enable us to better target consumers with marketing messages and relevant promotions We should start seeing the benefits of this in 2016

*Read about the risks that could impact our strategy on **page 28***

IMAGE REMOVED

Chris s Fish and Chips in Leicestershire was voted best takeaway restaurant in the country

Recognising the best

The inaugural British Takeaway Awards held in 2015 recognised the role our restaurant partners play both as purveyors of food and in their local communities Not only does this improve standards in the industry but it also reinforces JUST EAT as a champion of the takeaway industry

Restaurant technology

Improving the visibility of deliveries enables restaurants to run more efficiently while enhancing the overall takeaway experience for consumers

Orderpad is the tablet-based order management platform upon which we have built our 'order-on-its-way' notification and order tracking features During 2015 we expanded our trials of the former, including developing both new hardware and software At the end of the year order-on-its-way notification was live in 711 UK restaurants

These trials have delivered much real-life user case information and have enabled us to be in a position to commence the commercial roll-out of Orderpad to our restaurants in Q2 of 2016 Our target is to have one third of UK orders processed on an Orderpad within 12 months The rollout of Orderpad will also enable the expansion of full order tracking technology trials during 2016

IMAGE REMOVED

Bringing Greater Choice

Enhancing our restaurant offer drives loyalty from existing restaurants and encourages others to join.

Greater restaurant choice will attract more consumers to the JUST EAT platform completing the virtuous circle

Technology advances
Our vision is to be fully integrated into how a takeaway restaurant operates moving away from traditional transaction methods This means not just facilitating JUST EAT orders but enabling us to offer our restaurant partners the right tools to manage their businesses

In September 2015 we launched the JUST EAT Partner Centre App – a dedicated business management tool that enables restaurant owners to manage their own online presence (e g adjusting their opening hours), manage their business operations (e g purchasing merchandise in the JUST EAT shop) and obtain key business data such as number of each dish sold Restaurants can also read feedback left for them and respond as required Further expansion of this platform will take place in 2016

*Read about the risks that could impact our strategy on **page 28***

A first for the UK

IMAGE REMOVED

Steven Mavrou is the co-owner of Gym's Kitchen, the UK's first protein-based restaurant chain, with two locations in East London.

We wanted to bring healthy and affordable food to the high street and don't believe you should have to compromise taste to eat well We only use fresh ingredients and prepare everything on site daily in an open plan kitchen Our menu offers fast, simple and healthy meals broken down for those with an eye on their daily intakes

We have been with JUST EAT for just under three years, and have seen a huge benefit to our business over that time We get around 20 orders per day, equivalent to around 60–70% of our total orders We are primarily a dine-in restaurant so having a delivery and collection option is a great side-business for us, especially during the middle of the week when restaurants are often less busy

IMAGE REMOVED

Over 100 different cuisine types available on JUST EAT

You can eat from almost every country in the world without leaving your home! From Argentinian to Vietnamese and from starters to desserts consumers can order a truly international feast through JUST EAT Increasingly, reflecting consumer trends healthier choices are being highlighted by restaurants

IMAGES REMOVED

Coverage

Collection (pick-up) has been a focus of the UK business since early 2014 and orders through this channel have been growing at around twice the rate of the broader business In 2015, 4% of orders were collected by consumers (2014 3%) Collection offers significant further opportunity beyond our core delivery business a market estimated by management to be worth around an additional £2 6 billion, a significant proportion of which should be addressable by JUST EAT

61,500

restaurants on JUST EAT platforms at 31 December 2015 (31 December 2014 45,700), up 35%

IMAGE REMOVED

Top 3 priorities for greater choice

1

Identify consumer trends and offer better curation of menus

2

Add more restaurants to our platforms

3

Offer a better selection of restaurants to consumers, catering for all their takeaway occasions

Driving Channel Shift

Global brands

While eight of our 13 markets trade as JUST EAT the remaining five use well-established local brands that were acquired by JUST EAT Marketing concepts, and even collateral are shared within markets at similar stages of maturity while less developed, or more unique, markets require a bespoke approach

In Italy, an early stage market, the advertising approach was one of discovery that takeaway food could be ordered via App as shown below In Spain, a gloomy anteater was one character used to demonstrate the wide choice of cuisines available (to humans) on the platform While in France the television adverts talked of eating restaurant-quality food, in the comfort of your own home

IMAGE REMOVED

IMAGE REMOVED

Our focus remains on shifting consumers to ordering through our digital platforms from ordering by telephone.

GRAPHIC REMOVED

In the UK, over 60% of takeaway orders for delivery are still placed on the phone demonstrating the opportunity still available for channel shift

This potential channel shift represents the main opportunity for JUST EAT as consumer migration from offline to mobile/online ordering remains in its early stages in the vast majority of our geographies Even in the UK one of our more developed markets, over 60%[1] of takeaway orders for delivery are still placed on the phone During 2015 Active Users globally grew 65% to 13 4 million (31 December 2014 8 1 million)

1 Source Management estimates and published data
2 Source YouGov

Improving the consumer experience and maintaining strong marketing messaging will help drive further channel shift JUST EAT's spontaneous brand awareness among UK takeaway consumers increased to 47% in November 2015 from 44% in December 2014[2] This measures the percentage of consumers for whom a given brand is the first that comes to mind in a category and demonstrates how brand investment increases consumer loyalty

Mobile-led strategy

In 2015 mobile penetration continued to increase due to the rise in popularity of smartphones and tablets with our consumers In the UK smartphone penetration of households has remained at around two-thirds[3], while tablet penetration increased to 55% in May 2015 from 44% in Q1 2014[2]

Our mobile-led strategy has resulted in 66% of Group JUST EAT orders now being placed using a mobile device (2014 53%), which includes 38% of total orders via an App (2014 30%)

Evidence to date shows that App users order more frequently than non-App users In the UK, orders can be made through Android (tablets and phones) iPhone, iPad, Windows mobile Kindle Fire tablets along with laptop and desktop computers

The additional benefit of orders made via App direct to JUST EAT is that they bypass search engines and avoid search engine fees reduce the chance of competitor redirection and reduce the risks associated with changes in search provider algorithms We will continue our focus on driving consumers to App use into 2015 JUST EAT iOS Apps have been downloaded more than six million times, while four million Android downloads have been made

3 Source Ofcom Technology Tracker August 2015

IMAGE REMOVED

Tap the App

IMAGE REMOVED

To encourage migration of consumers from offline to digital ordering and to reinforce our brand values to existing consumers, we continue to build JUST EAT brands through innovative marketing campaigns such as the #minifistpump campaign launched in October 2014 and moved into a second phase with this winter's I need a balti!' and 'Chicken Madras' TV campaigns - supported by radio PR digital and experiential elements

Consumers trust well-known brands with which they identify, helping make our business model highly defensible as we become a more established brand in all of our geographies We now undertake television marketing in all of the core markets we operate in

Organising the world's takeaway food

JUST EAT helps consumers around the world choose what cuisine to eat and from which of their local restaurants whether it's a treat or an everyday meal We provide geographic targeting, various search options along with genuine customer reviews

To help consumers from having to deal with too much choice, we can tailor the restaurants we sign up in a given postcode and in future we will be able to curate which restaurants are shown to the consumer depending on their demographic and prior order history

*Read about the risks that could impact our strategy on **page 28***

Key Performance Indicators

The achievement of our strategic initiatives is analysed through a select set of key performance indicators ("KPIs"). These ensure we focus our resources appropriately.

At this stage of our development, the six main KPIs used by JUST EAT together with their performance over the last five years are shown here

There are a number of other performance indicators used to measure day-to-day operational and financial progress, many of which are included in our monthly management reports In addition, there are many other monthly weekly and daily reports that are used internally around the business for operational or financial reasons

*Read more on our 2015 performance in the CFO's statement on **page 20***

Orders

Performance in 2015

up **57%**

GRAPH REMOVED

Strategic initiative measured by this KPI
Driving channel shift

How we calculate
Number of successful orders placed

Relevance
The number of orders the Group processes for the restaurants on our platforms is a direct measure of our relevance to all stakeholders

Number of Active Users

Performance in 2015

up **65%**

GRAPH REMOVED

Strategic initiative measured by this KPI
Improving the consumer experience
Bringing greater choice

How we calculate
Number of users who have placed at least one order within the last 12 months

Relevance
Increasing the number of Active Users is one outcome the Group uses to measure the successful level of channel shift from offline to digital ordering

ARPO

Performance in 2015

up **3%**

GRAPH REMOVED

Strategic initiative measured by this KPI
Bringing greater choice

How we calculate
Total of commission revenue plus payment card/admin fees divided by total orders

Relevance
ARPO is a key driver of revenue along with the number of orders processed

Revenues

Performance in 2015

up **58%**

GRAPH REMOVED

Strategic initiative measured by this KPI
All initiatives

How we calculate
Total revenues from all streams generated by the Group

Relevance
Revenues enables the Group to measure top line growth resource levels investment needs and to ultimately determine the viability of the business

Number of restaurants

Performance in 2015

up **35%**

GRAPH REMOVED

Strategic initiative measured by this KPI
Bringing greater choice

How we calculate
The number of restaurant partners capable of taking orders across all JUST EAT platforms at the reporting date

Relevance
Providing greater choice is one of the Groups strategic initiatives One element of providing greater choice to consumers is to enable access onto our platforms to a growing number of restaurants and cuisine types

Underlying EBITDA

Performance in 2015

up **83%**

GRAPH REMOVED

Strategic initiative measured by this KPI
All initiatives

How we calculate
Earnings before interest tax depreciation and amortisation additionally adjusted

Relevance
This measure enables the Groups operational and segmental performance to be understood accurately reflecting key drivers for long-term profitability Growing Underlying EBITDA generates further profits to be reinvested or distributed to shareholders

CFO Update and Financial Review

IMAGE REMOVED

The performance of the Group for the year ended 31 December 2015 demonstrates the ongoing strength of our UK business and the increasing importance of our international opportunities

Mike Wroe
CFO

Group revenues grew 58% year on year to £247.6 million. The Group's Underlying EBITDA margin expanded significantly to 24.1% from 20.8% despite our increasing investment in marketing and technology.

In the UK, orders grew 48% year-on-year whilst Underlying EBITDA margins expanded to 45 8% (2014 40 2%) The success of the UK demonstrates the long-term value of the market leadership positions we are building in our fast growing international markets

	Year ended 31 December 2015 £m	Year ended 31 December 2014 £m	**2015 growth %**	2014 growth %
Revenues	**247 6**	157 0	**58%**	62%
Underlying EBITDA[1]	**59 7**	32 6	**83%**	131%
Operating profit	**35 5**	19 0	**87%**	179%
Net operating cash flow	**74 2**	38 1	**95%**	98%
Adjusted basic EPS (p per share)	**6 6**	4 2	**57%**	200%

The Group's growth in 2015 was delivered alongside an 83% increase in Underlying EBITDA to £59 7 million with margins improving in all segments The increase in the profits generated in the UK more than offset the ongoing investment in the Developing Markets and the central costs of our Head Office

Underlying EBITDA converts strongly to net operating cash flow (including tax and interest payments) due to the beneficial working capital cycle inherent in the business model In 2015, net operating cash flow represented 124% of Underlying EBITDA (2014 117%) Adjusting for the impact of an increase in cash due to our restaurant partners, net operating cash flow represented 97% of Underlying EBITDA (2014 82%)

In 2016 we now expect revenues to be £350 million with Underlying EBITDA of £98-100 million at current exchange rates We remain in investment phase for 2016

Group result

All key trading metrics on the Group income statement have improved year-on-year As highlighted in 2014 the £38 2 million one-off non-cash book gain, primarily arising from control change in our French and Brazilian businesses distorted the year-on-year profit before tax and profit after tax comparisons

	Year ended 31 December 2015 £m	Year ended 31 December 2014 £m
Continuing operations		
Revenues	**247 6**	157 0
Cost of sales	**(24 2)**	(16 1)
Gross profit	**223 4**	140 9
Long-term employee incentive costs	**(2 9)**	(4 9)
Exceptional items	**(6 6)**	(2 7)
Other administrative expenses	**(176 2)**	(113 5)
Total administrative expenses	**(185 7)**	(121 1)
Share of results of associates and JV	**(2 2)**	(0 8)
Operating profit	**35 5**	19 0
Other net (losses)/gains	**(0 7)**	38 2
Finance income	**0 4**	0 4
Finance costs	**(0 6)**	(0 2)
Profit before tax	**34 6**	57 4
Taxation	**(11 6)**	(5 6)
Profit for the year	**23 0**	51 8
Adjusted profit (used to calculate adjusted EPS)	**40 4**	22 4
Adjusted basic EPS (p per share)	**6 6**	4 2

The income statement includes some significant fluctuations that are not considered part of normal business operations These are removed from operating profit to arrive at Underlying EBITDA This is the measure of profitability we use to assess our operational and segmental performance We believe this Underlying EBITDA measure more accurately reflects the key drivers of long-term profitability for the Group and removes those items (both positive and negative) which are mainly non-cash or one-off and do not impact underlying trading performance Adjusted profit was £40 4 million (2014 £22 4 million)

A reconciliation between operating profit and Underlying EBITDA is shown below

	Year ended 31 December 2015 £m	Year ended 31 December 2014 £m
Operating profit	**35 5**	19 0
Amortisation - Acquired intangible assets	**8 9**	2 1
Depreciation and amortisation - Other assets	**5 9**	4 1
Long-term employee incentive costs	**2 9**	4 9
Exceptional items	**6 6**	2 7
Net foreign exchange gains	**(0 1)**	(0 2)
Underlying EBITDA	**59 7**	32 6

Segmental review

Historically the Group reported its results under three operating segments the UK Denmark and Other The UK and Danish operations were shown separately as they were and remain our most established markets in terms of market penetration and profitability The Other segment contained all other controlled businesses, regardless of the stage of growth and development Some markets were profitable, while others were at an earlier stage requiring significant investment

The Group will now report four operating segments the UK, Australia & New Zealand Established Markets and Developing Markets Established Markets comprise Benelux Canada, Denmark France (from July 2014), Ireland Norway and Switzerland Developing Markets comprise Italy Mexico, Spain and (until November 2014) Brazil This presentational change is designed to better align the Group's businesses by their stage of development and give greater transparency to our shareholders and users of the accounts

The results of each segment will continue to include its fully allocated share of central technology product and Head Office costs

The technology and product teams continue to be areas of significant additional investment with head count at 31 December 2015 increasing to 301 (31 December 2014 206) It is predominantly run as a single integrated team to improve efficiency and the internationalisation of products The operating segments are allocated the full cost of this support and development (including all servers maintenance, innovation and engineering) on a per order basis for those nine countries on our 'core' platform representing 88% of orders (2014 95%) During 2015 only a small proportion of specific technology costs were not allocated and these were either included as part of Head Office costs or capitalised

1 Underlying EBITDA is defined as earnings before finance income and costs taxation depreciation and amortisation (EBITDA) and additionally excludes the Group s share of depreciation and amortisation of associates and joint ventures long term employee incentive costs exceptional items (see note 5) foreign exchange gains and losses and other gains and losses (see note 9)

CFO Update and Financial Review *continued*

Head Office costs include both the ongoing central costs of operating the Group as a whole and those functions required for efficiency of shared expertise, such as Search Engine Marketing ("SEM"), finance, legal, HR and the Business Insights data team Those Head Office costs that can be reasonably attributed to individual segments are allocated on a consistent basis and therefore the reported Head Office costs are the true central costs that remain after such allocations

The results from associates and the joint venture are equity accounted and presented separately since the Group does not control these operations

	Year ended 31 December 2015 million	Year ended 31 December 2014 million
Segment orders		
United Kingdom	**67 3**	45 5
Australia & New Zealand (from 15 June 2015)	**5 9**	-
Established Markets	**17 9**	12 8
Developing Markets	**5 1**	2 9
	96 2	61 2

	Year ended 31 December 2015 £m	Year ended 31 December 2014 £m
Revenues		
United Kingdom	**169 6**	114 1
Australia & New Zealand (from 15 June 2015)	**12 4**	-
Established Markets	**55 8**	37 4
Developing Markets	**9 5**	5 2
Total segment revenues	**247 3**	156 7
Head Office	**0 3**	0 3
	247 6	157 0

	Year ended 31 December 2015 £m	Year ended 31 December 2014 £m
Underlying EBITDA and result		
United Kingdom	**77 6**	45 9
Australia & New Zealand (from 15 June 2015)	**1 0**	-
Established Markets	**6 4**	2 3
Developing Markets	**(13 9)**	(9 0)
Total segment Underlying EBITDA	**71 1**	39 2
Share of equity accounted joint venture and associates	**(1 9)**	(0 6)
Head Office costs	**(9 5)**	(6 0)
	59 7	32 6

United Kingdom

The UK business had another excellent year with revenue growth of 49% and Underlying EBITDA growth of 69% Order-driven revenues (predominantly commission) represented 93% of total UK revenues (2014 92%)

Orders were up 48% to 67 3 million driven by a number of factors, including

- an increase in UK Active Users to 7 1 million at 31 December 2015 (31 December 2014 5 5 million),
- orders via Apps accounted for 41% of total 2015 UK orders (2014 33%),
- over 70% of all UK orders (2014 60%) being made from mobile devices (includes App orders),
- an increase in the frequency of ordering by Established Users in the UK to 12 6 from 11 9 times per year
- 26 700 takeaway restaurants on the platform at 31 December 2015, up from 24,600 at the end of 2014,
- proactive management of the consumer experience at a restaurant level,
- successful marketing campaigns including the catchy 'I need a Balti!' TV and radio advertisements, and
- improvements in the App/mobile and online product resulting in noticeable improvements in conversion of traffic to orders

Underlying EBITDA margin in the UK business expanded significantly to 45 8% (2014 40 2%) partially mitigated by continued growth in marketing investment, (up 37%) all of which was expensed to the income statement Marketing spend as a percentage of revenues reduced to 17% from 18% last year Staff costs reduced to 14% of revenues (2014 17%), demonstrating the dramatic leverage potential of our business model when scale is achieved

The net increase in restaurants is lower year-on-year in the UK as we have, for the first time actively removed those restaurants that were giving consumers a consistently bad online experience, in line with our strategic initiative to improve the consumer experience This is part of our strategy of focusing on increasing order frequency and enhancing customer satisfaction

Australia & New Zealand

For the period of ownership from 15 June 2015 the Menulog Group generated £12 4 million of revenues and £1 million of Underlying EBITDA, which is after deducting £0 8 million of one-off integration related costs Pro-forma revenues for the full year 2015 were £20 0 million representing 81% order growth year-on-year At the acquisition date exchange rate, pro-forma revenues would have been £21 2 million representing growth of 89%

Established Markets

This segment combines seven territories with a range of revenue growth rates but representing similar relative maturity and market positions

	LFL Forex neutral Year ended 31 December 2015 %	Year ended 31 December 2014 %	Year ended 31 December 2015 %	Year ended 31 December 2014 %
Revenue growth				
Denmark (core business)	**15%**	16%	**3%**	10%
Benelux	**10%**	15%	**-1%**	9%
Canada France Ireland, Norway & Switzerland	**66%**	69%	**84%**	101%

Our Danish business was established in 2001 and we estimate that over 40% of Danish delivered takeaway food is now ordered online the vast majority on JUST EAT Despite this high level of penetration revenues on a forex neutral basis still grew 15% year-on-year In May 2015 a two percentage point increase in commission rates to 12% from 10% was implemented This unusually large increase was necessary to bring Denmark in line with Group average rates, but proved a difficult transition for a number of our restaurant partners, negatively impacting Danish orders in the second half of 2015 Pleasingly, both revenues and margin improvements in Denmark are on track Our experience in Denmark has reinforced our belief that regular, one percentage point increases in commission combined with continuously increasing the value proposition to our restaurant partners is fundamental to our long-term success

In 2015, forex neutral revenues in Ireland Switzerland and France (on a pro-forma basis) continued to grow above the Group average alongside substantial expansion of local Underlying EBITDA margins Our strong market positions in these three territories enable us to have confidence that they will deliver the medium-term margins we see in the UK and Denmark

The Benelux business is the Group's only number-two market position It is receiving little investment and has the lowest growth rate of the Group, although has achieved break-even Canada is the only loss making country within this segment, being at a slightly earlier stage of market development Excluding Benelux and the more mature Denmark, revenues and Underlying EBITDA growth for the segment would have been 84% and 118% respectively

Developing Markets

This segment consists of our high potential but earlier stage markets of Italy Mexico (following its acquisition in February 2015) and Spain It included Brazil until November 2014 when that business became an associate

On a like-for-like basis[2], orders grew 115% in 2015 Revenues were up 130% on a like-for-like forex neutral basis (up 83% to £9 5 million on a reported basis)

This segment has seen the most significant increase in investment relative to its current size with Underlying EBITDA losses growing to £13 9 million (2014 £9 0 million loss) However, Underlying EBITDA margin (losses) improved year-on-year and most importantly we increased our lead over our competitors in Spain and became market leader in Italy during the year

We will continue to invest in Spain Italy and Mexico in 2016 and the acquisition of the number two players in each of these markets in February 2016 supports our strategy This will reduce expected losses and bring forward the break-even dates for these countries Ultimately it will enable these businesses to join our portfolio of highly profitable significant market leaders of scale over the medium term

Share of losses from associates and the joint venture

The 2015 losses under this heading are exclusively from our 30% stake in our Brazilian associate IF-JE The results of our French business moved from being classed as a joint venture into being a subsidiary in the Established Markets segment in July 2014

IF-JE is the clear market leader in Brazil This business processed over 1 1 million orders in the month of December 2015 up 150% year-on-year (December 2014 0 5 million) Local revenue growth has exceeded order growth as ARPO has increased over time Brazil has huge long-term market potential and the success of the local team in capturing this potential means we are helping to build a very valuable asset in Brazil not reflected in our Group headline numbers

2 Excluding Mexico and Brazil

CFO Update and Financial Review *continued*

Head Office costs

Head Office costs were £9 5 million (2014 £6 0 million) reflecting the full year impact of being a public company and the increase in headcount required to build a great FTSE 250 technology company We have made a number of important senior hires completed significant M&A further expanded the technology and product teams and invested in training and development, in order to meet the challenges of running a high growth business in a rapidly evolving sector These costs are predominantly expensed as incurred and most technology together with a portion of Head Office costs are recharged to the Group's operational businesses such that segmental Underlying EBITDA includes all appropriate costs Total Group spend on technologies was £28 4 million (2014 £17 3 million) of which specific, identifiable development costs totalling £2 0 million were capitalised (2014 nil)

Items between Underlying EBITDA and operating profit

Depreciation

The depreciation charges mainly related to the JCT terminals that are in situ in the vast majority of the 61,500 restaurants on the JUST EAT network These are depreciated over three years We have had a busy year property wise, having moved to more established leased offices in a number of countries The costs of fit-out are included in capital expenditure and will typically be depreciated over the length of the lease

Amortisation

The amortisation charge principally relates to the intangibles acquired as a result of the many acquisitions completed by the Group over the last five years The main assets acquired are the restaurant contracts, the brand of the acquired business and any intellectual property typically relating to the underlying technology platform The total charge for 2015 included £8 9 million (2014 £2 1 million) relating to acquired intangible assets

Long-term employee incentive costs

Long-term employee incentive costs of £2 9 million (2014 £4 9 million) primarily relate to share awards granted to employees, recognised over the vesting period of the awards The decreased charge in 2015 reflects the significant additional awards that were granted around the time of the IPO in 2014

Exceptional items

Exceptional items of £6 6 million (2014 £2 7 million) predominantly relate to the acquisition costs of the Australian Menulog Group in June 2015 and the SinDelantal Mexico business in February 2015

Net foreign exchange gain

A net foreign exchange gain of £0 1 million (2014 £0 2 million gain) arose due to retranslating monetary assets and liabilities in foreign currencies

Items below operating profit

Other gains and losses

The business has recorded a mix of non-operational gains and losses on several items during the year

	Year ended 31 December 2015 £m	Year ended 31 December 2014 £m
Gain on Indian divestment	**3 0**	-
Movement in minority shareholder buy-out liability	**(0 2)**	-
Losses on financial instruments	**(3 9)**	-
Fair value gain on convertible debt	**0 2**	0 4
Other gains	**0 2**	-
Gain on deemed disposals	**-**	37 8
Total net (losses)/gains	**(0 7)**	38 2

In January 2015, the Group recognised a gain of £3 0 million on the sale of its shares in Achindra Online Marketing Private Limited the Group's Indian associated undertaking to foodpanda

The Group is committed to the future acquisition of the minority shareholdings of two of its subsidiaries, FBA Invest SaS (France) and Orogo Limited (UK) The provision in relation to the French business increased by £3 6 million during the year mainly due to an increase in our expectations of its growth The Group will now acquire the minority interest in Orogo earlier than previously agreed and for a reduced consideration, which has resulted in a £3 4 million decrease in this provision

A £3 9 million net loss was recognised on foreign exchange hedges primarily taken out to hedge the sterling amount of the Menulog acquisition consideration which was payable in Australian dollars

The fair value gain on convertible debt relates to an option to purchase shares in Mexico which converted to equity upon acquisition as detailed within note 35

The 2014 gain on deemed disposal arose from accounting for the Group's increased stake in the French business from 50% to 80% This resulted in a change in control and so the business was no longer treated as a joint venture but as a subsidiary The transaction resulted in a one-off non-cash book gain of £32 0 million, of which £17 8 million was the gain on the deemed disposal of the joint venture and £14 2 million resulted from the fair value gains on the Group's option to acquire the remaining shares The control of the Brazilian business also changed in 2014 The business changed from being classified as a subsidiary to an associate, resulting in a further one-off non-cash book gain of £5 8 million

Net finance income

The finance income results from interest on deposits held In 2015 this was offset by the fees associated with the Group's new £90 million revolving credit facility

Profit before tax

Profit before tax for the year was £34 6 million (2014 £57 4 million), the decrease being as a result of the significant non-cash, one-off book gain of £38 2 million recognised in 2014 Excluding this item profit before tax would have increased by 80%

Taxation

The income tax expense represents the sum of current tax and deferred tax Current tax is based on taxable profits for the year and is calculated using tax rates prevailing in each respective jurisdiction Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of the taxable profit Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised

The Group's total income tax charge has increased to £11 6 million (2014 £5 6 million) with an increase in the Effective Tax Rate ("ETR") to 33 5% from 9 8% last year The underlying ETR after adjusting for the impact of long-term employee incentive costs, exceptional items, 'other gains and losses', foreign exchange gains and losses amortisation in respect of acquired intangible assets and their associated tax impact is 24 8% (2014 22 6%) The lower underlying ETR in 2014 resulted from recognition of deferred tax assets in the UK and Switzerland

The Group pays significant current tax on profits generated in the UK Denmark France and Ireland but as losses generated in other jurisdictions cannot be offset against these profits and remain unrecognised, the Group's ETR is higher than the prevailing UK corporate tax rate of 20 25% as we are an international business

Earnings per share

Adjusted earnings per share were 6 6p (2014 4 2p), up 57% Adjusted EPS is calculated using the adjusted profit attributable to the holders of Ordinary shares as set out in the table to the right This has increased year-on-year due to higher adjusted profits partially offset by a 16% increase in the weighted average number of Ordinary shares primarily following the June 2015 placing and open offer

Stripping out the impact of the Australian acquisition adjusted EPS was 6 9p in line with guidance provided around the time of the acquisition

Basic earnings per share were 3 8p (2014 9 8p) representing a 61% year-on-year decrease predominantly due to the impact in the prior year of the one-off non-cash book gain of £38 2 million

	Year ended 31 December 2015 £m	Year ended 31 December 2014 £m
Profit attributable to the holders of Ordinary shares in the parent	**23 1**	52 0
Long-term employee incentive costs	**2.9**	4 9
Exceptional items	**6 6**	2 7
Other net (lossees)/gains	**0 7**	(38 2)
Net foreign exchange gains	**(0 1)**	(0 2)
Amortisation – Acquired intangible assets (including associates and joint venture)	**8 9**	2 1
Tax impact of the adjusting items	**(1 7)**	(0 9)
Adjusted profit attributable to the holders of Ordinary shares in the parent	**40 4**	22 4
Adjusted EPS (p per share)	**6 6**	4 2

Balance sheet

The relatively straightforward business model and low operational capital expenditure requirements of JUST EAT results in a simple balance sheet at an operating level The consolidated balance sheet is more complex due to the impact of business combinations

	As at 31 December 2015 £m	As at 31 December 2014 £m
Non-current assets		
Goodwill	**457 1**	51 2
Property plant and equipment	**8 6**	7 2
Other non current assets	**95 8**	28 4
	561 5	86 8
Current assets		
Operating cash	**148 9**	136 7
Cash to be paid to restaurant partners	**43 8**	27 7
Cash and cash equivalents	**192 7**	164 4
Other current assets	**12 0**	12 4
	204 7	176 8
Current liabilities	**(109 4)**	(65 6)
Net current assets	**95 3**	111 2
Non-current liabilities		
Provisions for liabilities	**(9 3)**	(9 3)
Other long term liabilities	**(21 6)**	(4 9)
	(30 9)	(14 2)
Total liabilities	**(140 3)**	(79 8)
Net assets	**625 9**	183 8
Equity		
Share capital & share premium	**562.3**	126 2
Other reserves	**(17 4)**	(6 3)
Retained earnings	**80 6**	63 1
Equity attributable to owners of the Company	**625 5**	183 0
Non-controlling interests	**0 4**	0 8
Total equity	**625 9**	183 8

CFO Update and Financial Review *continued*

In 2015, non-current assets increased by £474 7 million to £561 5 million This was due to M&A activity completed in the year, which resulted in the recognition of goodwill, other intangible assets and increased interests in the associate

Cash balances of £192 7 million (2014 £164 4 million) include £43 8 million (2014 £277 million) of cash payable to our restaurant partners shortly after the period end The increase in these balances reflects the increase in order growth and the consequential increase in cash due to restaurants The Group does not treat this cash as part of its day-to-day operational cash balances as on-time payment to restaurants is critical

During the year there was a £435 6 million cash inflow (net of costs) from the placing and open offer which was used to fund the acquisition of the Menulog Group in Australia & New Zealand Cash generated from trading was also used to fund a number of smaller acquisitions during the year

Current liabilities increased due to growth in our operations, which increases trade payables and also results in higher balances owed to restaurants at the year end

Non-current liabilities increased by £16 7 million to £30 9 million, primarily due to deferred tax liabilities recognised on the acquired Menulog intangible assets

Cash flow

The Group continued its' high level of cash conversion benefiting from collecting the gross value of orders made by card ahead of making net payments to restaurants In 2015, net cash generated from operations (including payments for tax and interest) was £74 2 million (2014 £38 1 million)

	Year ended 31 December 2015 £m	Year ended 31 December 2014 £m
Underlying EBITDA	**59 7**	32 6
Net change in working capital	**28 4**	12 3
JSOP loans	**-**	5 2
Tax cash outflow	**(8 2)**	(4 4)
Interest cash outflow (including facility fees)	**(1 2)**	-
Other	**2.1**	0 3
Free cash flow before exceptional items	**80 8**	46 0
IPO costs	**-**	(2 3)
Acquisition costs	**(6 6)**	(0 4)
Free cash flow	**74 2**	43 3
JSOP loans	**-**	(5 2)
Net cash flow from operating activities	**74 2**	38 1

When compared with Underlying EBITDA this represented a conversion of 124% (2014 117%)

As the Group does not treat restaurant cash as part of its operational balance the key internal measure of cash flow excludes these funds Excluding cash due to our restaurant partners conversion to Underlying EBITDA was 97% (2014 82%)

Cash flow statement

	Year ended 31 December 2015 £m	Year ended 31 December 2014 £m
Net cash inflow from operating activities	**74.2**	38 1
Net cash used in investing activities	**(465 5)**	(19 3)
Net cash from financing activities	**425 1**	84 2
Net increase in cash and cash equivalents	**33 8**	103 0
Cash and cash equivalents at beginning of year	**164 1**	61 6
Effect of changes in foreign exchange rates	**(5 2)**	(0 5)
Net cash and cash equivalents at end of year*	**192 7**	164 1

* Includes £43 8 million (2014 £27 7 million) of restaurant cash

The Group spent £465 5 million in investing activities during the year Of this £451 8 million (2014 £13 2 million) was spent acquiring subsidiaries and IF-JE

At the balance sheet date, the Group had cash balances totalling £192 7 million (2014 £164 4 million) and no borrowings (2014 £0 3 million) The Group retains a £90 million revolving credit facility which was undrawn at the balance sheet date and at 29 February 2016 Post year end, £43 8 million was paid out to our restaurant partners and we agreed to pay £94 7 million for the acquisition of businesses in Italy, Brazil, Mexico and Spain as further discussed in the post balance sheet events note

The Board has not recommended a dividend since the IPO as, in order to deliver longer-term value the Group intends to retain any earnings to invest in development and expansion as opportunities arise

Post balance sheet events

On 5 February 2016 the Group announced the acquisition of four businesses from Rocket Internet and foodpanda for €125 million in aggregate (£94 7 million) funded from existing cash resources The businesses acquired at that date were online takeaway food businesses trading in Italy (PizzaBo/hellofood Italy) Brazil (hellofood Brazil) and Mexico (hellofood Mexico) with the acquisition of the Spanish business (La Nevera Roja) subject to regulatory approval from the local competition authority It is anticipated the Spanish acquisition will complete by 30 June 2016

SIGNATURE REMOVED

Mike Wroe
Chief Financial Officer
29 February 2016

Viability statement

In accordance with provision C 2 2 of the 2014 revision of the Code the Board assessed the prospects of the Company over a longer period than the 12 months required by the 'Going Concern' provision The Board conducted this review for a period of three years which was selected for the following reasons

- The Group's strategic plan covers a three-year period, and
- The significant growth profile anticipated for the Group both organically and by acquisition means that forecasting beyond three years is more subjective hence the Board believes a three-year period is the most appropriate

The three-year strategic plan considers the Group's cash flows, forecasted underlying EBITDA, investment in areas such as marketing and technology and other key financial ratios over the period These metrics are subject to sensitivity analysis which involves flexing a number of the main assumptions Underlying the forecast, both individually and in aggregate Where appropriate, this analysis is carried out to evaluate the potential impact of the Group's principal risks actually occurring where relevant (refer to the Principal Risks and Uncertainties on page 28 for further detail) The three-year review also considers whether additional financing facilities will be required

Based on the results of this analysis the Board has a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the three-year period of their assessment

Going concern

In adopting the going concern basis for preparing the financial statements, the Directors have made appropriate enquiries and have considered the Group's cash flows, liquidity position and borrowing facilities and business activities as set out on page 76 and in note 35 to the Group's financial statements on pages 97 to 99 and the Group's principal risks and uncertainties as set out on pages 28 and 29

Based on the Group's forecasts the Directors are satisfied that the Company, and the Group as a whole have adequate resources to continue in operational existence for the foreseeable future Accordingly the financial statements have been prepared on the going concern basis

Principal Risks and Uncertainties

The Board has carried out a robust assessment of the principal risks facing the Group.

This included those that would threaten its business model, future performance solvency or liquidity to ensure the principal risks and uncertainties were properly identified, evaluated, prioritised and addressed

During the course of the year the Board defines the risk appetite and monitors the management of significant risks to ensure that the nature and the extent of the significant risks taken by the Company are aligned with the overall goals and strategic objectives that have been communicated The Group's risk appetite influences the culture of our business and how we operate, and this is reflected in our management framework (see page 47) The Executive team supports the Board in monitoring the exposures through regular reviews Exposures outside of our appetite are communicated to the Board alongside actions to reduce the risk

New and existing risks were identified and assessed over the course of the year as the Group's overall risk profile continued to evolve The Executive team and the Board performed further analysis to prioritise these risks with a focus on those considered to pose the greatest risk to achieving our objectives

There are general business risks faced by JUST EAT such as those disclosed within note 35 which are those generally faced by other comparable online businesses However, there are also more concentrated risks and uncertainties that affect our business or specific industry The principal risks presented below are those risks considered by the Board to have a potentially material impact on the Group not achieving its long-term strategic objectives There are additional risks that the Group is exposed to which are not considered material but could have an adverse impact

During 2015 the Board reduced the priority of two of the principal risks highlighted in the previous year (the risk of changing consumer behaviour and the risk of non-compliance with corporate reporting regulations) Mitigating actions taken throughout the year have addressed the risks to a level that the Board no longer considers them to be principal risks in the current year

Principal risk	Change in risk status	Strategic initiative potentially impacted	Impact	Controls to mitigate
Competition The Group faces competition and potential new entrants to the industry and to the markets in which we currently operate	↔	All initiatives	Demand for the Group's services and thereby its prices revenues margin and ultimately its market share could be affected	In line with our strategic initiatives we will continue building on our existing market-leading positions This includes focusing on our consumers our restaurants and new innovation We monitor competition in the market and use data analytics to ensure we can respond to consumer and restaurant trends on a proactive basis
Business growth Challenges in growing and scaling the business both organically and through mergers and acquisitions	↑	Bringing greater choice	Fragmentation of new or expanded operations which are not aligned with the Group's strategy Loss of control resulting in financial or reputational damage	We continue to perform extensive due diligence of all new acquisitions and we closely monitor the market and country information being provided A dedicated integration team is established to ensure all the benefits of any new entity are fully maximised and they are integrated to the Group structure to allow the continued growth in that market A key challenging in growing organically is having sufficient cash resources with which to fund the business The Group remains PCI compliant and maintains a very favourable working capital cycle with net operating cash flow representing 97% of Underlying EBITDA after adjusting for the impact of restaurant cash

Principal risk	Change in risk status	Strategic initiative potentially impacted	Impact	Controls to mitigate
Regulation and legislation Regulation and legislation for the food industry in key markets around the world can change sometimes at short notice	⇔	Bringing greater choice Driving channel shift	Costs could be incurred in ensuring compliance with any new laws or regulations Non-compliance could be damaging to the Group's reputation and result in penalties and heightened risk in the industry New regulation or legislation could materially impact the behaviour of restaurants and/or consumers in our sector to our detriment	Legislative changes continue to be monitored by our in-house legal and compliance functions and our strategic responses are adjusted for these The compliance function works across the business to ensure we remain compliant with existing regulation and are able to highlight where changes may impact business processes In key markets we engage with different regulatory authorities such as trading standards and other government agencies to keep abreast of the regulatory landscape
Culture The Groups culture may change detrimentally as the business grows, affecting the ability to retain and recruit talent	⇔	All initiatives	Loss of culture may cause key employees to leave or operate differently within the business resulting in a loss of crucial knowledge and/or our competitive advantage	We focus on reinforcing our cultural values in all manner of activities that staff are engaged in, from work to social events Further information on the JUST EAT "JAM" is provided in the CSR section on page 31 Employee ambassadors are engaged to ensure the JUST EAT culture is promoted throughout the business led proactively by senior management where appropriate We recognise the importance of retaining and attracting our highly qualified employees and strive to maintain a positive working environment which encourages innovation
Technology dependency High dependency on technology and advanced information systems and the risk that such technology or systems could fail or could not be scaled rapidly to meet business needs In particular any damage to or failure of online systems and servers via external attack (such as DDOS) access to JCT terminals and other restaurant systems, could result in interruptions to consumer services	⇔	Improving the consumer experience Bringing greater choice	The inability to service consumers or TRs will result in reputational damage and financial loss	We have invested and committed considerable resources into upgrading existing technology IT infrastructure, and communication systems, as well as developing and acquiring new platforms and products A continuous testing programme is employed to ensure functionality of product offerings and services is maintained Continual monitoring of the market is performed by a dedicated team to ensure all new developments are assessed for their impact on our operations The Group has a business recovery plan to minimise the disruption experienced during any potential service interruption The Group carefully monitors all new products in development and invests in high-calibre support when required
Data protection Increased brand awareness increases the risk of attracting attacks on our brand business operations and our consumers	↑	Improving the consumer experience Driving channel shift	Reputational damage and financial losses arising from penalties and fines	Sophisticated security mechanisms are deployed to ensure all sensitive and confidential data is fully encrypted Regular communications to our stakeholders to increase their awareness of potential threats The Group has established processes and systems to detect misuse of systems in order to reduce the likelihood of data loss Systems are regularly tested and continued investment in infrastructure will ensure they remain robust

Key

↑ Risk impact new or increasing

⇔ Risk impact unchanged

Corporate Social Responsibility

The JUST EAT culture goes hand in hand with the success of our business, helping our people around the world work together effectively.

IMAGE REMOVED

A team of JUST EATers delivered gifts to sick children in hospitals in London and Cardiff

See the Group's risk of changing culture on ***Page 29***

At JUST EAT we recognise our wider responsibility to manage and conduct our business in a socially responsible and ethical manner.

During 2015 we undertook a comprehensive review of the Group's Corporate and Social Responsibility policies and are aiming to integrate this as part of our broader corporate values and strategy

Developing talent

As well as bringing in great talent we also look to provide multiple development opportunities for our existing team Every year we create an offering of development activity relevant to the needs of each individual, as identified in their annual Personal Development Plan These opportunities are available to the entire global business and individuals can manage their own development online

We encourage individuals to reach their full potential Our multi-tiered JUST EAT Management Stars (JEMS) programme identifies and develops high potential individuals providing them with the skills knowledge and experience they need to become leaders The 'Manager Essentials Programme' provides new managers with information and skills needed to be great people managers

Hiring talent

In 2015 our UK FTE employees increased by 18% as we continued to grow including two senior appointments to the Executive team Barnaby Dawe as Chief Marketing Officer and Lisa Hillier as our first ever Chief People Officer These important hires demonstrate our continuing commitment to maintain the strongest possible leadership team

As part of our efforts to build an internal pipeline of future leaders, we have also committed to hire 22 people onto a specific graduate scheme in September 2016 They will participate in functional programmes across six functions gaining exposure across all parts of our global business As part of their training programme, they will gain professional qualifications relevant to their area as well as taking part in a business skills development programme to support their ongoing progression

In order to attract and retain the best people, we have introduced new hiring and onboarding processes to ensure new employees get up to speed quickly, fit with the JUST EAT culture and will inevitably become strong contributors to JUST EAT's future

Reward

During 2015 we enhanced our benefits offered to include an increase to the amount that the Company contributes to the pension savings of our employees and the launch of a three-year Company Sharesave Scheme enabling employees to make savings and gain a direct stake in the future success of JUST EAT

Our JUST EAT Management Stars programme (JEMS) identifies and develops our leaders of the future.

IMAGE
REMOVED

The World Party event June 2015

Culture

The JUST EAT culture goes hand in hand with the success of our business helping our people around the world work together effectively to maintain a high performance entrepreneurial way of working Our culture is driven by four key values known as the 'JAM' being frank passionate, innovative and working as a team We believe it's important that our people live and work by our values making JUST EAT a unique, engaging and fun place to work

The social highlight of the Group is the annual "World Party" The day includes briefings from the CEO and Executive team, awards to celebrate individual and team successes and team building activities to ensure the cultural spirit that has driven our success to date is reinforced

Losing the Group's culture is considered a principal risk (see page 29) Whilst the Group's processes and controls have been effective in managing our rapid growth to date there is no doubt that being a listed company creates a new dynamic that we are consciously managing

An expanding team

As at 31 December 2015 we had grown to 936 FTE employees in the UK across three locations (31 December 2014 824), including our new Technology hub in Bristol In addition, we employed 910 FTE employees across our international markets (31 December 2014 684) bolstered by the acquisition of the Menulog Group in Australia and New Zealand We embrace cultural diversity within our organisation valuing and respecting local practices whilst maintaining a consistent Group culture which aligns us to our core 'Jammy' values

Our Jammy values

– 1 –
Frank

Listen carefully
•
Challenge honestly
•
Laugh about it afterwards

– 2 –
Passionate

Love what you do
•
Push yourself
•
Inspire others by your example

– 3 –
Innovative

Try new things
•
Create the future
•
Keep improving

– 4 –
Team

Help each other
•
Share success
•
Put the team before the individual

Corporate Social Responsibility *continued*

Our policies

In 2015 we reviewed our HR policies and practices to ensure they contain a clear ethical component are effectively and fairly applied, and that JUST EAT remains an employer of choice for existing and potential employees New policies covering equal opportunities, anti-harassment and bullying and a code of conduct were implemented demonstrating JUST EAT's commitment to a positive productive working environment Our intent is to attract and retain a diverse inclusive and representative workforce where everyone is treated with dignity and respect Online training for employees is used to highlight these policies

The Group's whistleblowing policy is also available to all employees on our intranet This details how employees can raise concerns about risk, malpractice or wrongdoing that may affect our restaurants consumers, employees or which may be of public interest

The Group has no specific policy in place regarding human rights however the above policies govern how all employees officers consultants contractors volunteers, interns, casual and agency workers are treated

Looking forward, we are committed to creating an organisation that has a strong, clearly defined and unique culture that supports our strategy and our organisational design is as lean and dynamic as it can be

Health and safety

The Group's policy on health and safety is to provide adequate control of the risks arising from work activities, and ensuring JUST EAT is a great and safe place to work

Diversity

We maintain consistent and transparent diversity policies across all our markets We firmly believe that career opportunity, recognition and reward should be determined by a person's capabilities and achievement not their age gender race religion sexual orientation or nationality

Our policy for the employment of disabled persons is to provide equal opportunities with other employees to train for and attain any position in the Group, having regard to the maintenance of a safe working environment

Environmental policies

We are striving to make our processes as environmentally friendly as possible To reduce our carbon footprint we continue to use paper which has been made from agricultural waste as well as joining the 'Fruitful Office' campaign which directly results in new trees being planted The majority of our sales fleet utilise low emission vehicles where it is not practical to use public transport and initiatives have been introduced to increase the fuel efficiency of our vehicles

Modern Slavery Act

JUST EAT is opposed to slavery servitude, forced labour and human trafficking We take a zero-tolerance approach to modern slavery in the supply chain and businesses under JUST EAT's control The Board has approved a statement about the steps we have taken (and will take) to combat modern slavery

Gender breakdown

A breakdown of our Board, senior managers and all permanent employees is shown below

	2015				2014			
	Number		%		Number		%	
	Male	Female	Male	Female	Male	Female	Male	Female
Directors	**8**	**1**	**89%**	**11%**	8	1	89%	11%
Senior managers	**30**	**5**	**86%**	**14%**	27	4	87%	13%
Total permanent employees	**1,096**	**708**	**61%**	**39%**	901	584	61%	39%

We have determined that those members of management within the General Management Team ("GMT") meet the definition of a senior manager

At JUST EAT we remain committed to gender diversity and acknowledge the 'Davies Report' recommendation that at least 25% of Board members should be female

We firmly believe in recruiting the right people for the role but recognise we must progress a longer-term succession plan process to improve the gender balance in senior management positions

Community

In 2015 we continued to support Starlight our nominated charity partner Starlight is a charity who helps grant wishes for seriously and terminally ill children All of their activities are aimed at distracting children from the pain fear and isolation they can often feel as a result of their illness A total of 93% of funds raised by Starlight are put back into charitable spending, an important factor for our continuing support

Over the year we helped raise over £33 000 including funds matched by the Company towards granting wishes We did this through bake sales and raffles at team events plus a selection of JUST EAT employees running the London and Brighton marathons, finishing Ride London Tough Mudder and the Three Peaks Challenge We ended the year with a team travelling over 200 miles on a takeaway delivery scooter to two children's hospitals in London and Cardiff to deliver over 500 Christmas gifts donated by our employees

IMAGE REMOVED

Over the year we are delighted to have supported Starlight.

In July 2015 a team of 17 intrepid JUST EATers climbed the three highest mountains in England Scotland and Wales over a single weekend

Greenhouse gas emissions

GRAPH REMOVED

Greenhouse gas ("GHG") emissions for the financial year ending 31 December 2015 have been measured as required under the Large and Medium-Sized Companies and Groups (Account and Reports) Regulations 2008 as amended in 2013 The main activities which release GHG emissions include the use of purchased electricity, waste disposal business travel and use of vehicles

We have used the GHG Protocol Corporate Accounting and Reporting standards (revised edition), data gathered to fulfil the requirements under the CRC Energy Efficiency scheme and emission factors from the UK Government's GHG Conversion Factors for Company Reporting 2014 to calculate the disclosures

- Scope 1 comprises vehicle emissions in relation to operational visits to restaurants
- Scope 2 comprises our energy consumption in buildings
- Scope 3 comprises other business travel

In 2015, JUST EAT submitted a return to CDP to facilitate distribution of our environmental strategy and impacts

Intensity ratio

We have chosen to present our total emissions in relation to revenues, in order to represent how our emissions are impacted by the growth of the business Despite 58% growth in revenues and acquiring new businesses in Australia New Zealand and Mexico in the year, the intensity ratio has decreased significantly

Corporate Governance Report

IMAGE REMOVED

Our commitments to high standards of corporate governance and business integrity enable us to continue to set the tone as well as the direction of the management of the Group

Dr John Hughes, CBE, Hon DSc
Chairman

This was the first full year of JUST EAT being listed on the London Stock Exchange. When we brought the Company to the public markets, it was compliant with the UK Corporate Governance Code with the exception of two provisions. It became compliant with one of those provisions in 2015 and is set to become compliant with the other in 2016.

These steps towards full compliance with the UK Corporate Governance Code (the 'Code') are simply a reflection of our wider commitment to best practice in corporate governance This commitment remains at the core of how JUST EAT is operated We view it as a key to the ongoing success of our growing business This continues to guide and provide the structure to how that success is being achieved

In the past year, there have been a number of key corporate governance developments in JUST EAT

1 Following a recruitment process led by our Nomination Committee in September 2015 we appointed Diego Oliva as an independent Non-executive Director Diego's appointment has enriched the Board with his unique skills and experience

   Prior to the end of the year we commenced a search process for an additional independent Non-executive Director and expect to announce an appointment during the first half of 2016 I comment further on this recruitment in the Report of the Board and Nomination Committee on page 42

   These appointments follow on from Henri Moissinac stepping down as an independent Non-executive Director in July 2015

2 As well as our regular review of strategic matters at each main Board meeting we held a specific strategy meeting of Directors and management to review, consider and guide the ongoing strategic development of the Group

3 Following detailed assessment by the Board we completed our first major acquisition as a public company, buying Menulog Group the clear market leader in Australia and New Zealand The success of this acquisition is a reflection of the work put in by all involved

4 We undertook the first formal evaluation of the Board This was externally facilitated and provides a guide for the ongoing development of the way the Board operates A summary of the process undertaken is included on page 42

5 We completed the evolution of the remuneration of our Executive Directors towards typical practice for public companies

These developments are part of our ongoing process to achieve best practice in corporate governance We view this as a journey rather than a destination In the same way as JUST EAT in the past year has continued to develop as a business so we will continue to evolve as a Board and to develop our governance arrangements Our commitments to high standards of corporate governance and business integrity enable us to continue to set the tone as well as the direction of the management of the Group I believe this will remain an important contributor to the ongoing creation of sustainable shareholder value over the long term

UK Code compliance

This Corporate Governance Report including the sections that follow sets out how the Company has applied the main principles of good governance contained in the Code The Board considers that the Company has been compliant with the Code provisions that applied during the year with the following exceptions

1 Code Provision B 1 2 recommends that at least half the members of the Board excluding the Chairman should comprise Non-executive Directors determined by the Board to be independent For the purposes of assessing compliance with the Code, the Board considers that Gwyn Burr, Andrew Griffith, and Diego Oliva are independent of management and free from any business or other relationship that could materially interfere with the exercise of their judgement The Board also considers that I as Chairman of the Company was independent at the time of my appointment

   As well as our two Executive Directors we have three other Non-executive Directors who were nominated by significant shareholders and are therefore not considered to be independent for the purposes of the Code Whilst the Board was therefore not fully compliant with this part of the Code, we believe its membership has worked well When Benjamin Holmes and Michael Risman step down from the Board by our 2016 AGM the Board will become fully compliant with this provision of the Code

2 Although the memberships of our Audit and Remuneration Committees were not fully compliant with Code Provisions C 3 1 and D 2 1, respectively for a short period following Henri Moissinac stepping down as a Director, both became fully compliant again once Diego Oliva was appointed to the Board and its Committees

I look forward to reporting to you next year on how our governance arrangements continue to develop This will reflect the Company becoming fully compliant with the Code It will also take into account the results of the Board evaluation We view continuous improvement as being important for us as a Board just as it is for our business

On behalf of the Board

SIGNATURE REMOVED

Dr. John Hughes, CBE, Hon DSc
Chairman
29 February 2016

Later in this Corporate Governance Report:

1 An introduction to our Board is given in the biographies of our Directors on the next pages

2 More detail on the role and activities of the Board and our Nomination Committee starts on page 38

3 Andrew Griffith the Chairman of our Audit Committee reports on its work commencing on page 44

4 Gwyn Burr reports on the remuneration of our Directors in her capacity as Chairman of our Remuneration Committee commencing on page 48

Our Board

Our Board comprises a diverse range of Directors with a wide variety of complementary skill sets and experience.

IMAGE REMOVED

Benjamin Holmes	*Gwyn Burr*	*Michael Risman*	*Dr John Hughes*	*David Buttress*	*Mike Wroe*
-	-	-	-	-	-
Non executive Director	Independent Non executive Director	Non executive Director	Non executive Chairman	Chief Executive Officer	Chief Financial Officer

IMAGE
REMOVED

Andrew Griffith
-
Senior Independent Non executive Director

Diego Oliva
-
Independent Non executive Director

Frederic Coorevits
-
Non executive Director

Dr John Hughes CBE Hon DSc N
Non-executive Chairman (Chairman of the Nomination Committee)
John joined as Chairman in December 2011 He has more than 30 years experience leading complex high technology businesses operating at a global level This has included senior executive positions at Thales Group Lucent Technologies and Hewlett Packard John currently serves as Chairman of Spectris plc and was until January 2016 Executive Chairman of Telecity Group plc and until September 2015 Non executive Chairman of Sepura plc He also serves as a Non executive Director of Equinix Inc and CSG Systems International Inc John is also an advisor to Oakley Capital Limited John holds a Bachelor of Science in Electrical and Electronic Engineering from the University of Hertfordshire (formerly Hatfield Polytechnic) from which he was in 2014 awarded an honorary Doctorate of Science in recognition of his contribution to the communications and technology sector and to the wider business community He was awarded the CBE for services to international telecommunications in the Queen s 2011 New Year Honours List

David Buttress
Chief Executive Officer
David joined JUST EAT in March 2006 to launch its UK business and was appointed Chief Executive Officer in January 2013 Beginning his career in 1998 with Coca Cola Enterprises David enjoyed a variety of senior sales roles and won the prestigious Account Manager of the Year award while managing Coca Cola s key UK restaurant customers David holds a Bachelor of Arts (Hons) in Law and Business from Middlesex University Business School In 2014 David was named Entrepreneur of the Year at the Investor Allstars Awards and was listed as one of the London Evening Standard s top 1 000 influential people In 2015 he was named as one of Britain s most influential people in the Debrett s 500 David is also a Special Advisor at 83 North - a global venture capital firm

Mike Wroe
Chief Financial Officer
Appointed a Director of the Company in October 2013 Mike originally joined JUST EAT in October 2008 as Chief Financial Officer Prior to joining JUST EAT his roles included Chief Financial Officer of listed Radio Frequency Identification (RFID)/Near Field Communication (NFC) chip design business Innovision Research and Technology plc which he took public in 2001 Mike now has over 20 years commercial experience having qualified as a chartered accountant in 1993 with Deloitte He holds a Joint Honours Bachelor of Science in Chemistry and Management Studies from the University of Nottingham and is a Fellow of the Institute of Chartered Accountants in England and Wales

Gwyn Burr A R N I
Independent Non-executive Director (Chairman of the Remuneration Committee)
Gwyn was appointed a Director in March 2014 Gwyn is also Non executive Director of Sainsbury s Bank plc Hammerson plc DFS Furniture Holdings plc and Metro AG From May 2005 to March 2013 Gwyn was Customer Director and a member of the operating board for J Sainsbury plc with responsibility for brand own brand customer service corporate communications and corporate and social responsibility and also from 2010 human resources Gwyn holds a Bachelor of Science in Economics and History from the University of Bradford

A Audit Committee
N Nomination Committee
R Remuneration Committee
I Independent Non executive Director
S Nominee of a Major Shareholder

Frederic Coorevits S
Non executive Director
Fred was appointed a Director in July 2009 Fred is an advisor for SM Trust for which he has been working for more than ten years He manages SM Trust s portfolio of investments which focus on the areas of eCommerce and cloud computing Prior to this Fred worked as a finance director for i spire plc and as a senior manager for PricewaterhouseCoopers transaction services in London Fred holds a Masters in Business Administration and a Masters in Organic Chemistry from Louvain (Belgium)

Andrew Griffith A R N I
Senior Independent Non-executive Director (Chairman of Audit Committee)
Andrew was appointed a Director in March 2014 Andrew has served as Chief Financial Officer of Sky plc since April 2008 where since 2012 he has also had executive responsibility for Sky s commercial businesses having originally joined Sky in 1999 from Rothschild Group the investment banking organisation Andrew is a Trustee of Riverside Studios serves on the Advisory Board of the Oxford University Centre for Business Taxation and is director of a number of Sky associate companies Andrew is a qualified Chartered Accountant and holds a degree in Law from the University of Nottingham

Benjamin Holmes S
Non-executive Director
Ben was appointed a Director of the Company in July 2009 Ben is a partner at Index Ventures and is based in the London office He joined Index Ventures in 2002 having worked previously as an investment manager at NewMedia Spark and as a consultant at OC&C Strategy Consultants At Index Ventures Ben focuses on commerce and consumer investments and played a key role in building the portfolio of games investments Ben holds a Masters degree in Engineering Economics and Management from Oxford University

Diego Oliva A R N I
Independent Non-executive Director
Diego was appointed an independent Non executive Director of the Company in September 2015 Diego has extensive international experience in executive roles in the technology digital marketing and mobile sectors having spent six years as Regional Director at Facebook He is currently co founder and Chief Operating Officer of Glue a smart physical access company Diego also serves as Limited Partner and Advisor at Earlybird Venture Capital White Star Capital and Wamda Capital VC funds Diego holds postgraduate degrees from Harvard Business School Stockholm University and IE Business School and received a Bachelor s degree in Economics from Tec de Monterrey

Michael Risman S
Non-executive Director
Mike was appointed as a Director in March 2014 He also acted as the primary representative of the former corporate director of the Company Vitruvian Directors I Limited from April 2012 to March 2014 Mike is a Managing Partner at Vitruvian and one of the founders of the firm He is currently Chairman of the Board for Benify (Linnealex AB) and Snow Software (Iglu Intressenter AB) He also serves as a Director on the Board of Verastar (Etihad Topco Limited) CRF Health (CRF Health Group Limited) FarFetch com Limited JAC Travel (JAC Travel Group (Holdings) Limited) and Accountor (Calcyteam Oy) for the Vitruvian funds Mike holds an MBA from Harvard Business School and a Masters in Electrical Engineering and Management from Cambridge University He is also Chairman of the Venture Partnership Foundation a charity that supports social entrepreneurs

Report of the Board and Nomination Committee

The principal role of our Board is to provide leadership to the Group, set and monitor the implementation of its strategy and, with its standing Committees, to oversee controls, risk management and senior remuneration. Our aim is to ensure that the Group has in place appropriate people, financial and other resources to enable value to be maximised for shareholders and other stakeholders over the long term.

As part of the Board's role, we provide both support and constructive challenge to management in the review of proposals in the monitoring of performance and in the targeting of achievement of the Group's aims, over both the shorter and longer terms

This section of the Governance Report summarises the role and activities of our Board and its Nomination Committee and is followed by specific reports from our Audit and Remuneration Committees

Membership of the Board

The Board currently has nine members

- myself John Hughes as Non-executive Chairman, having been independent on appointment
- two Executive Directors, David Buttress (Chief Executive Officer) and Mike Wroe (Chief Financial Officer)
- three independent Non-executive Directors Gwyn Burr Andrew Griffith and Diego Oliva and
- three non-independent Non-executive Directors Frederic Coorevits Benjamin Holmes and Michael Risman each of whom was nominated by a major shareholder and has served since before the Company s IPO

The structure of the Board did not change through 2015 save that one independent Non-executive Director Henri Moissinac, stood down and was replaced by Diego Oliva As envisaged at the time of the Company's IPO Benjamin Holmes and Michael Risman will each be stepping down as non-independent Directors by the Company's 2016 AGM

Further details of our Directors are provided on pages 36 and 37

The diversity of our Directors provides the Board with a broad range of experience of both the Group's business and of other international businesses, including other publicly listed companies This enables high quality, diverse and relevant input into Board discussions enriching debates and allowing carefully considered judgements to be reached, consensus arrived at and decisions then taken

All our Directors have a deep interest in ensuring the Group achieves its long-term objectives They all devote sufficient time and attention to their Board duties and responsibilities and take collective responsibility for the Board's performance A proper balance of influence is maintained without one person or separate groups of people having undue powers of decision-making All the Non-executive Directors bring strong and valuable judgement to bear on the Board's deliberations and decision-making process

The Board believes that its developing structure and membership is appropriate for this stage in the Group's development and represents a good balance of skills and experience necessary to manage the Company and its business in an effective and successful manner As part of the ongoing development of the Board an additional independent Non-executive Director is intended to be recruited during 2016

Role of the Board

Key activities of our Board include the following:	
Agrees the Group's strategic aims after considering recommendations from the Executive Directors.	The Board reviews matters of strategic importance at each of its main meetings This is usually done in the context of a presentation on a specific matter of strategic interest by a member of senior management In the past year this has included consideration of further development of the consumer experience and increasing the choice available to consumers to drive channel shift more rapidly It also includes review and where considered appropriate approval of acquisitions and other new business opportunities as with the Menulog Group As part of Board discussions of strategic proposals Non-executive Directors constructively challenge matters when they feel appropriate as part of reaching an overall consensus in the decision making process In addition the Board reviews and seeks to identify risks at a strategic level As well as its review of strategic matters at each main Board meeting, the Board held a specific strategy meeting with management during the year This included presentations by senior management on particular aspects of the Group s business and development and agreement on their relative prioritisation of importance
Aims to ensure that the Group has the necessary financial strength and human resources in place to pursue the agreed strategy	This includes regular reviews of the financial performance and requirements of the Group presented by the CFO along with regular updates from the CEO on plans for the ongoing development of the management team in the context of the growth of the Group This is supported by regular presentations by the Group's Chief People Officer to the Remuneration Committee and review of the senior management team by the Nomination Committee with the CEO
Reviews Group performance against the agreed strategy and considers any variations that may become appropriate to this strategy	As well as financial performance the Board reviews the operational development of the Group and its markets to ensure its strategy remains appropriate and to consider and decide upon any adjustments that may improve this
Where appropriate, works with the operating management to assist in the achievement of the strategy	As well as regularly reviewing presentations at Board meetings Directors have open and constructive relationships with members of senior management who can draw on their wide business experience
Sets the tone as well as overseeing implementation of the Group's values and standards	The Board leads the Group in a way that is intended to maximise business integrity and allow its people and other stakeholders to operate in a transparent and ethical way as an important part of ensuring the long-term success of the Group This is supplemented by more detailed reviews of specific areas by the Audit Committee

Report of the Board and Nomination Committee *continued*

Board and Committee meetings

The Board meets at regular intervals through the year both at meetings scheduled as part of its annual corporate calendar and other meetings as required for specific matters At these meetings, it reviews

- business performance
- operational matters of particular note for the Board,
- strategic considerations
- activities in the Group's industry and any potential acquisition opportunities
- shareholder communications and feedback
- reports of proceedings of Board Committees, and
- progress against previously agreed actions

In addition to our Executive Directors, members of management may be invited to present relevant matters to the Board where considered appropriate Executive Directors and members of management may also attend and present on relevant matters at Committee meetings, at the invitation of the respective Committee Chairman

Directors have the right to request that any concerns they may have are recorded in the appropriate Board or Committee minutes (although no such requests were made during the period) Minutes are circulated for comment by all Directors before being formally approved at the next relevant meeting

Support to Directors

The Directors have free access to the Company's management and advisors and to visit the Company's operations When new Directors are appointed they receive a comprehensive induction facilitated by the Company Secretary This induction includes meetings with key members of management, together with briefings on the Group's business, its industry and public company duties generally Directors have access to ongoing training as required

All Directors also have access to the advice and services of the Company Secretary The Company Secretary acts as Secretary to the Board and each of its Committees, reporting in these roles directly to their Chairmen The Company Secretary advises through their Chairmen on compliance with Board and Committee procedures and applicable laws and regulations on governance matters Directors are also able to take external advice at the expense of the Company should they feel this is necessary

Attendance at meetings

The numbers of and attendance of members at Board and Committee meetings and calls during the year are shown below Attendance of non-Committee members at some or all of a Committee meeting is shown where they have been invited to attend

Total meetings in period	Board (9 meetings)	Audit Committee (5 meetings)	Remuneration Committee (5 meetings)	Nomination Committee (3 meetings)
John Hughes	9/9[1]	-	2/2	3/3[1]
David Buttress	9/9	-	1/1	1/1
Mike Wroe	9/9	5/5	-	-
Gywn Burr	9/9	5/5	5/5[1]	3/3
Frederic Coorevits	9/9	-	-	-
Andrew Griffith	9/9	5/5[1]	5/5	3/3
Benjamin Holmes	8/9	-	-	-
Michael Risman	9/9	-	-	-
Diego Oliva[2]	2/2	1/1	1/1	1/1
Henri Moissinac[3]	6/6	3/4	2/2	2/2

1 Denotes Chairman status
2 Appointed to the Board and Audit Nomination and Remuneration Committees on 24 September 2015
3 Resigned from the Board on 31 July 2015

Where a Director is unable to attend a particular meeting, full documentation for the meeting is issued to them, their views are sought in advance and briefings are provided subsequent to the meeting as appropriate

Division of responsibilities

Whilst the Directors take collective responsibility for the management of the Group, the effective operation of the Board in conjunction with management, benefits from a clarity of responsibilities Key elements of this are set out below

Matters reserved to the Board
The Board has adopted a formal schedule of matters specifically reserved for its or its Committees decision which include

- Group strategy which is reviewed by the Board and management regularly during the year,
- the Group's business plan and annual operating budget
- major investments acquisitions and capital projects, in which the Board monitors their subsequent performance
- internal controls and risk management which are reviewed regularly by the Audit Committee,
- accounting policies which are reviewed in detail by the Audit Committee
- shareholder communications such as announcements of results this Annual Report and the accompanying notice of AGM to shareholders
- Board structure composition and succession planning which are handled in more detail by the Nomination Committee
- Executive remuneration policy and the remuneration of the Chairman, which are determined by the Remuneration Committee and
- the remuneration of the Non-executive Directors

Subject to such reserved matters and any other matters which the Board determines are appropriate for its specific decision as they arise, authority for the operation of the Group is delegated to Executive and other management within a system of defined authority limits The matters reserved for the Board s decision are reviewed periodically and updated as considered appropriate

The Chairman, CEO and Senior Independent Director
Another important aspect of the division of responsibilities in any listed company is between the roles of the Chairman and CEO In JUST EAT these roles are separate and distinct with a clear division of responsibilities at the head of the Company established agreed and set out in writing

1 The Chairman is primarily responsible for managing the Board, facilitating the effective contribution of all Directors ensuring effective communication with shareholders, and that all Board members are aware of the views of major shareholders

2 The CEO together with the CFO, has been delegated appropriate responsibilities and authorities for the effective leadership of the senior management team and for the day to-day running of the business for carrying out the agreed strategy and for implementing specific Board decisions relating to the Group's operations

In addition Andrew Griffith the Senior Independent Director is available to the other Non-executive Directors and shareholders either individually or collectively should they wish to discuss matters of concern in an alternative forum

Standing Board Committees
In addition certain matters have been delegated to three principal Board Committees within clearly defined terms of reference These remits together with the composition of each Committee are reviewed periodically as they have been in the past year

The current terms of reference for the Audit, Remuneration and Nomination Committees are available on the Company's website at www just-eat com

Summaries of the roles of each of these Committees are included later in this Corporate Governance Report

Report of the Board and Nomination Committee *continued*

Nomination Committee

The Nomination Committee comprises three independent Non-executive Directors and myself John Hughes, as Chairman The Committee is responsible for evaluating the balance of skills, knowledge and experience of the Directors It also reviews the composition and structure of the Board and makes recommendations to the Board on retirements and appointments of additional and replacement Directors including succession planning The appointment of our current independent Non-executive Directors followed a formal rigorous and transparent recruitment process with the assistance of The Zygos Partnership, a leading external recruitment firm with no other connection with the Company, after assessing the skills and character profile that would be required This included candidates meeting the other Directors prior to their recommendation for appointment by the Board

One of the key considerations on any appointment to the Board relates to diversity The Board's policy is to continue to seek diversity including with regard to gender, as part of the overall selection of the best candidates for Non-executive Director roles Any appointments of Executive Directors will also be made within the Group's aims, as set out in our CSR Report on page 30

In accordance with the provisions of the Code each Director retires at AGMs of the Company and if decided appropriate by the Board may be proposed for reappointment In reaching its decision, the Board acts on the advice of the Nomination Committee Following evaluation of their performance I as Chairman confirm that the performance of each of the Non-executive Directors being proposed for appointment continues to be effective and demonstrates commitment to their role The Board considers that they each provide distinct and valuable input to the overall operation and function of the Board

This evaluation of the performance of the Non-executive Directors included an assessment of their attendance at meetings and also their ability to devote sufficient time to the Company outside meetings All the Directors being proposed for re-appointment attended all meetings they were scheduled to do so They all devote ample time to their duties at other times and their roles in other companies in no way negatively impact their roles with the Company

The Committee has already started discussions regarding the expected ongoing evolution of the Board commencing the recruitment process for an additional independent Non-executive Director

The Committee also reviews matters in relation to the senior management team considering succession planning and new appointments as they arise

Performance reviews

During the past year the Board and its three standing Committees completed an evaluation, externally facilitated by Glowinkowski International which does not have any other connection with the Company This evaluation involved

Comprehensive questionnaire

All Directors completed a detailed bespoke questionnaire containing both quantitative measurable metrics and qualitative narrative responses to assess Board performance focused on the following areas

- Strategy - including its development, priorities and implementation
- Communication - both internally and externally,
- Decision making - including data and analysis
- Governance - including both structures and standards
- Performance - both of the business and of the Board,
- People - including talent approach and strategy and skills to be sought from future Board appointments and
- Sustainability - including its importance and integration into the business

Full Board discussion

Steve Glowinkowski of Glowinkowski International met with the Board in a review and discussion of the results of the evaluation, both in terms of analysis of the resulting metrics and the narrative answers

Having considered these results the Board has agreed to follow up with specific actions as part of the ongoing development of its governance processes which will be reported in next year's Annual Report

Governance discussions

Separate meetings took place

- During the year, amongst the Non-executive Directors and Chairman without the Executive Directors present, and
- Annually amongst the Non-executive Directors only, to discuss the performance of the Chairman This included rigorous review of his attendance, and his substantial and valuable contributions, both at and outside formal meetings, concluding that he is able to and does devote ample time and attention to the Company's affairs that his broad past and current experience provides great benefit to his role in the Group and that his external roles had no negative impact on the Company

Shareholder relations

The Board is committed to maintaining good communications with existing and potential shareholders based on the mutual understanding of objectives A comprehensive investor relations programme underpins this commitment The Chairman Chief Executive Officer and Chief Financial Officer have regular dialogue with institutional shareholders in order to develop an understanding of their views which is communicated back to and discussed with the Board

Presentations given to analysts and investors covering the annual and interim results along with all results and other regulatory announcements as well as further information for investors, are included on the investor relations section of the Company's website at www just-eat com Additional shareholder information is also set out on page 122

Shareholders are able to contact the Company through the Company Secretary or Head of Investor Relations

Andrew Griffith our Senior Independent Director, serves as an additional point of contact for shareholders should they feel that any concerns are not being addressed properly through the normal channels He may be contacted through the Company Secretary

Annual General Meeting

All shareholders are encouraged to attend and have the opportunity to ask questions at the Company's AGM and at any other times by contacting the Company As well as the Chairman CEO and CFO, the Chairmen of the Audit Nomination and Remuneration Committees will be available at the AGM to answer questions relating to the responsibilities of those Committees

The Notice convening the 2016 AGM, to be held on 27 April 2016 will be issued along with this Annual Report at least 20 working days in advance of the meeting to provide shareholders with the appropriate time to consider matters Separate resolutions will be proposed on each substantially separate matter The results of the proxy votes on each resolution will be collated independently by the Company's registrar and will be published on the Company's website after the meeting

On behalf of the Board

SIGNATURE REMOVED

Dr John Hughes CBE, Hon DSc
Chairman
29 February 2016

Report of the Audit Committee

IMAGE REMOVED

The Committee continued to focus its work on the Group's financial control and risk management, financial reporting and compliance processes

Andrew Griffith
Chairman Audit Committee

As the Audit Committee, we assist the Board in its oversight of financial reporting, internal control and risk management. This report summarises our membership and activities during 2015.

Membership

Our Committee comprises three independent Directors, Gwyn Burr Diego Oliva and myself, Andrew Griffith as Chairman

Role and activities

We met five times as a Committee during the year We considered this frequency of meetings appropriate during JUST EAT's first full year as a public company Mike Wroe, our Chief Financial Officer and senior representatives of the financial management team also attend our meetings as do representatives of the external auditor and the internal audit team as appropriate At our meetings in the past year, we received presentations on, and reviewed and considered the following matters

- the remuneration and proposed reappointment of our external auditor,
- the independence objectivity and effectiveness of the external auditor
- the plans for and outcome of the preparation and review of the Group's half year results and audit of the full year accounts including presentations from both management and the external auditor,
- the Group's accounting policies
- the Group's system of operational and risk activities,
- key internal policies including anti-bribery and related policies and whistleblowing arrangements which include an externally managed hotline,
- the development of the internal audit function in the Group reporting directly to the Committee and drawing on and developing control and risk management procedures already being undertaken
- anti-bribery, data protection and other policies and procedures in the Group,

- the enhanced disclosures regarding risk going concern and viability under the new provisions of the UK Corporate Governance Code coming into effect this year for the Company and
- whether this Annual Report taken as a whole provides a fair balanced and understandable assessment of the Group's position and prospects and whether it provides the necessary information to assess the Group's performance business model and strategy, the ultimate decision on which is taken by the Board

Prior to approval of the Annual Report, the Committee, and all other Board members receive a paper detailing those steps that have been taken by management to ensure the report meets the fair, balanced and understandable requirement They also receive drafts of the Annual Report and financial statements in sufficient time ahead of signing, to enable them to challenge the narrative and disclosures where required In addition, the Group's external auditor reviews the Annual Report to ensure consistency between the financial statements and the narrative reporting as set out in the Directors' responsibility statement in the Directors' Report on page 116

The Committee also meets privately with the external auditor and the Head of Internal Audit at least once per year and did so prior to its recommendation to the Board on approval of this Annual Report

Significant issues

Prior to each meeting of the Audit Committee at which they are to be considered, management produces a paper providing details of any significant accounting, tax compliance and legal issues Management are also invited to attend these meetings where further guidance is required The Group's critical accounting judgements, as included within note 39 to the financial statements are not considered by the Audit Committee to be significant issues in respect of the 2015 Annual Report Those issues considered significant are detailed below

Significant issues the Committee has considered	How the issue was addressed
Business combinations There were a number of changes to the Group structure during the year which included several acquisitions As detailed in note 31, the total cash consideration paid during the year was £457 2 million, which resulted in an increase in the Group's goodwill (£415 3 million) and acquired intangible assets (£65 9 million)	Valuations of the acquired intangible assets of the Menulog Group based in Australia and New Zealand and SinDelantal in Mexico were performed by external valuation experts Management determined this was appropriate due to the size and complexity of these acquisitions All other acquisitions in the year were valued internally by management Valuation and accounting papers prepared by management and external valuation experts were reviewed and considered appropriate by the Audit Committee To confirm that the valuations and accounting treatments adopted are appropriate this included consideration of the following 1 cash flows and discount rates used in the business valuations 2 models and key inputs used in the intangible assets valuations including expected useful lives, 3 fair value adjustments made by management to arrive at the fair values of the assets and liabilities acquired and 4 the approach taken to identify acquired intangible assets and challenging the balance of goodwill as compared with intangible assets The Committee was satisfied that both management and the external valuation expert used appropriate models for identifying and valuing assets that are core to the existing business model Please refer to note 31 to the financial statements for information on the business combinations
Potential impairment of goodwill and intangible assets At December 2015 the Group had goodwill balances totalling £457 1 million and other intangible assets totalling £72 6 million	Impairment reviews have been performed by management on the Group's cash-generating units ("CGUs") to which goodwill and other intangible assets have been allocated The cash flow forecasts used were based on the budgets approved by the Board together with assumed growth rates thereafter The key assumptions around future growth rates and discount rates used were reviewed and considered by the Audit Committee In addition the Committee reviewed management s sensitivity analyses regarding these assumptions The Committee is satisfied that there was no impairment of goodwill and other intangible assets as at 31 December 2015 Please refer to note 14 to the financial statements for further information

Report of the Audit Committee *continued*

Internal controls and risk management environment

The Board is ultimately responsible for the operation of an effective system of internal control and risk management appropriate to the business

The Company has complied with the FRC's Guidance on Risk Management Internal Control and Related Financial and Business Reporting as applicable, throughout the period and up to the date on which these financial statements were approved Day-to-day operating and financial responsibility rests with senior management and performance is closely monitored on a monthly basis

Internal control environment

The following key elements comprise the internal control environment which has been designed to identify, evaluate and manage rather than eliminate the risks faced by the Group in seeking to achieve its business objectives and ensure accurate and timely reporting of financial data for the Company and the Group

- an appropriate organisational structure with clear lines of responsibility
- a comprehensive annual strategic and business planning process
- systems of control procedures and delegated authorities which operate within defined guidelines, and approval limits for capital and operating expenditure and other key business transactions and decisions,
- a robust financial control, budgeting and rolling forecast system, which includes regular monitoring, variance analysis, key performance indicator reviews and risk and opportunity assessments at Board level,
- procedures by which the Group's consolidated financial statements are prepared, which are monitored and maintained through the use of internal control frameworks addressing key financial reporting risks arising from changes in the business or accounting standards,
- an experienced and commercially focused legal function that supports the Group's operational and technical functions,
- established policies and procedures setting out expected standards of integrity and ethical standards which reinforce the need for all employees to adhere to all legal and regulatory requirements,
- an experienced and qualified finance function which regularly assesses the possible financial impact of the risks facing the Group and
- an ongoing risk management programme including a comprehensive disaster recovery and business interruption plan

The Committee agreed the internal audit plan to be undertaken prior to the commencement of the year At each Committee meeting, the progress of the internal audit plan has been reviewed to ensure that it is in line with the Committee's expectations The plan was approved to ensure that there was appropriate coverage of the internal control environment strategic priorities and key risk identified by the Board

During the year, the audit plan was amended so that additional areas were added to the plan based on the changes that gave rise to increased levels of risk These changes to the agreed audit plan were approved by the Committee

Given the acquisitions that were made in the year and the growth of the Group the Committee spent time ensuring that an appropriate level of coverage was in place to confirm that the control environment was appropriate to support the strategic priorities of the Group

The Head of Internal Audit provides updates to the Committee at each meeting summarising the internal audit findings and the progress made against agreed actions from previous audits Detailed updates on specific audits are provided at the request of the Committee

How we manage risk

As shown on the following page the Company has a robust risk management process that follows a sequence of risk identification assessment of probability and impact, and assigns an owner to manage mitigation activities A register is kept of all corporate risks and is monitored by senior management and reported to the Audit Committee

Throughout the period of review the risk register and the methodology applied is the subject of continuous review by senior management and updated to reflect new and developing areas which might impact business strategy

The Audit Committee actively reviews the risk register and assesses the actions being taken by senior management to monitor and mitigate the risks Those risks which are considered to be the principal risks of the Group are presented on pages 28 to 29

Review of effectiveness

The Audit Committee on behalf of the Board reviews the effectiveness of the internal control systems and the risk management processes on an ongoing basis This process was in place throughout the year and post year end to include the date of approval of the Annual Report At each meeting, the Audit Committee receives a paper from management detailing any whistleblowing activity, fraud identified and any other issue deemed to be significant An internal audit update is also presented, detailing the scope of work performed and findings along with implementation of any previous recommendations The Committee has not identified nor been advised of any failings or weaknesses that it has determined to be significant

Risk management framework

GRAPHIC
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This approach to risk management helps to facilitate top-down and bottom-up perspectives across key business risks within the organisation The corporate risk register is presented to, and reviewed by, the Audit Committee on a regular basis

Independence and performance of the auditors

The Audit Committee has set a policy which is intended to maintain the independence and integrity of the Company's auditors when acting as auditor of the Group's accounts The policy governs the provision of audit audit-related assurance and non-audit services provided by the auditor and in summary, requires approval by the Committee for all projects with an expected cost in excess of £50 000

During the year the audit-related assurance services provided by the auditors to the Group mainly comprised the review of the half-year results Other services performed by the auditors in 2015 related mainly to the prospectus required for the placing and open offer They also included tax compliance and tax advisory work

The fees paid for these other services during the year represented 49% of the fees paid for the statutory audit and audit-related assurance services together Further details of these amounts are included in note 8 of the accounts The Company intends to comply with the new EU rules in relation to non-audit fees to the auditors which are to come into force in 2016 (which excludes work carried out as Reporting Accountants)

The external auditors are not permitted to provide internal auditor services to the Group PwC have been selected as the co-sponsor for our internal audit work Before any former employee of the external or internal audit team may be employed by the Group, careful consideration must be given as to whether the independence of the auditors will be adversely affected, and approval of the Audit Committee is required This particular circumstance has not arisen in the past year The auditors are required regularly to report on and confirm their independence in their role

Deloitte were appointed as the Group's auditors in 2009 and the most recent partner rotation took place in 2013 Under the new European and UK regulations the Group would not be required to execute a tender process until 2024 however a tender could be required by 2019 if the Competition and Markets Authority's current proposals are adopted The Group will put the external audit out to tender to meet these requirements, however may decide to conduct an earlier tender if this is considered to be in the best interests of the Company's shareholders A tender is not currently proposed for the coming financial year as it continues to be a period of significant growth in which the Company benefits from continuity The Audit Committee will keep this under review in light of ongoing consultations by the Competition and Markets Authority and the Financial Reporting Council

The Audit Committee has assessed the performance and effectiveness of the 2015 external audit process in the past year, primarily through dialogue with the senior members of the finance and company secretarial teams A detailed follow-up will be scheduled upon completion of the audit process (including the individual subsidiary statutory accounts audit process) where additional feedback will be sought from senior managers around the business (not limited to the finance team) through the use of audit quality questionnaires The initial results of the assessment were discussed with the Group finance team before being presented to the Committee to inform our recommendation to the Board for the annual re-appointment of the external auditors We believe that the Group's procedures as summarised above safeguard the objectivity and independence of the auditors

On behalf of the Audit Committee

SIGNATURE
REMOVED

Andrew Griffith
Chairman, Audit Committee
29 February 2016

Report of the Remuneration Committee

IMAGE REMOVED

This has been a strong year for JUST EAT, driven by disciplined implementation of the Group's strategy

Gwyn Burr
Chairman
Remuneration Committee

I am pleased to present our Directors' remuneration report for the year ended 31 December 2015.

Company performance

This has been a strong year for JUST EAT, driven by disciplined implementation of the Group's strategy A total of ten targeted transactions were completed during the year and a significant transaction has been announced post the year end The year-on-year increase in all of our KPIs for 2015 (as presented on page 18) demonstrates how strong our performance has continued to be In particular, revenues increased by 58% year-on-year to £247 6 million

The 2015 Directors' annual bonus plan was based around strong financial performance reflecting revenue growth and growth in profits as well as personal/strategic objectives The out-turn of the 2015 annual bonus is confirmed at 99 7% of the maximum level representing 149 5% of base salary for David Buttress and 96 0% of the maximum level representing 115 2% of base salary for Mike Wroe In line with best practice we are committed to transparency in remuneration reporting and have therefore provided details of the performance targets for the annual bonus financial metrics on page 51

The pre-IPO share awards continue to operate on their agreed terms with the performance condition for tranche 3 of our Joint Share Ownership Plan ("JSOP") being satisfied in full (Underlying EBITDA target of £15 5 million for 2015)

Remuneration policy for 2016

At the 2015 AGM we were pleased to achieve over 99% support for our Directors' remuneration policy Consistent with that approved policy, in 2015

- The first post-IPO long-term incentive awards for our Executive Directors were made under the Company's Performance Share Plan ("PSP") These 2015 awards were made at 50% of the ongoing policy level The first full policy level awards which are 200% of base salary for David Buttress and 160% of base salary for Mike Wroe, will be made in 2016

- Consistent with the approved remuneration policy the share ownership guidelines for all JUST EAT Executive Directors were extended, and now require the holding of shares worth 400% of base salary Clawback provisions were introduced and will apply to the Company's annual bonus plan from 2015 onwards and to all awards made under the PSP Furthermore the Committee was pleased to oversee the launch of the Company's first employee Sharesave scheme in 2015 It is important to the Committee that as many JUST EAT colleagues as possible are given the opportunity to participate in our continued development and to share in the returns which our business has delivered to our shareholders
- The first of the staged adjustments in Executive Directors' base salaries was made in January 2015 with the second tranche taking effect in January 2016 The Executive Directors' base salaries are now £465 000 for David Buttress and £320,000 for Mike Wroe No further benchmarking of base salaries was undertaken in 2015, although the Company's market capitalisation has continued to grow during the year Should performance continue to progress in 2016 the Committee intends to review base salaries to ensure that the positioning remains correct for the business This may if the Committee considers it appropriate result in further (potentially above inflationary) increases to base salaries

For 2016's Annual Bonus Plan the Committee (in line with its approved policy) has made certain changes

- The balance between financial and personal/strategic measures has been re-calibrated to 70% financial and 30% personal/strategic (2015 80% financial, 20% personal/strategic)
- The increased weighting to the personal/strategic measures reflects the introduction of quantifiable, customer focused metrics (10% total weighting)
- Within the financial metrics the split is still made equally between Revenues (35% weighting) and a profits-based measure (35% weighting) To better align the profits-based measure with the Group s KPIs, for 2016's Annual Bonus Plan this performance measure will be based on Underlying EBITDA The Committee will ensure the measurement of financial performance against the Underlying EBITDA metric is consistent with wider Group performance

The changes made to the Executive Directors' Annual Bonus Plan for 2016 will better align the Executive Directors' arrangements with the structure of annual bonuses throughout the wider business and with key financial and operational KPIs

The Committee has, reflecting both time commitments and market rates agreed to increase the Chairman's fee to £220,000 per annum (2015 £100 000 per annum) However, consistent with how increases to Executive Directors' base salaries have been made this increase will be phased such that in 2016 the Chairman's fee will be £180 000 per annum and further moving (assuming the Committee considers it appropriate to do so at the relevant time) to £220 000 per annum in 2017

Shareholder approval

At the AGM on 27 April 2016, shareholders will be invited to approve the 2015 Directors' remuneration report as set out in the following pages For ease of reference, the Directors' remuneration policy approved at the 2015 AGM is also set out as an Appendix to the Directors' remuneration report, although we are not seeking further approval from shareholders for our Directors' remuneration policy at the 2016 AGM

The Committee continues to seek to reflect developments in practice as deemed appropriate for JUST EAT and I hope that we can continue to rely on the support of our shareholders for the resolution on the 2015 Directors' remuneration report which will be proposed at the 2016 AGM

On behalf of the Remuneration Committee and Board

SIGNATURE REMOVED

Gwyn Burr
Chairman, Remuneration Committee
29 February 2016

Report of the Remuneration Committee *continued*

Introduction

We have presented this Directors' remuneration report to reflect the UK's Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013 The Directors' remuneration report also describes how the Board has complied with the provisions set out in the UK Corporate Governance Code relating to remuneration matters

At our 2016 AGM we will be holding an advisory vote on the Directors' remuneration report

The Group's auditors have reported on certain parts of the Directors' remuneration report and stated whether, in their opinion, those parts of the Directors' remuneration report have been properly prepared in accordance with the Companies Act 2006 Those sections of the Directors' remuneration report which have been subject to audit are clearly indicated

Directors' remuneration policy

The Directors' remuneration policy was approved by the Company's shareholders at the Company's AGM on 13 May 2015 and has been in effect for all payments made to Directors from that date

For information and ease of reference the Directors' remuneration policy is included in the Appendix to this Directors' remuneration report The information in the Appendix is not subject to the advisory vote on the Directors' remuneration report at the 2016 AGM

The ' Illustrations of application of remuneration policy" as required under the Directors' remuneration policy has however, been updated to reflect the current salaries of the Executive Directors from 1 January 2016 and 2016 LTIP award levels and accordingly is re-presented to the right

GRAPH REMOVED

Minimum	– Consists of base salary benefits and pension – Base salary is the salary to be paid in 2016 – Benefits are measured as benefits paid in the year ending 31 December 2015 as set out in the single total figure table – Pension is measured as the defined contribution or cash allowance in lieu of Company contributions of 5% of salary

£'000	Base	Salary Benefits	Pension	Total Fixed
David Buttress	465	113	23	601
Mike Wroe	320	55	16	391

Target	Based on what the Director would receive if performance was on-target (excl share price appreciation and dividends) – Annual Bonus consists of the on-target bonus of 50% of maximum opportunity – PSP consists of the threshold level of vesting (20% vesting)
Maximum	Based on the maximum remuneration receivable (excl share price appreciation and dividends) – Annual Bonus consists of maximum bonus of 150% of base salary for the CEO and 120% for the CFO – PSP consists of the face value of awards of 200% of base salary for the CEO and 160% for the CFO

Annual Report on Remuneration

Summary of implementation of Directors' remuneration policy in 2016 (unaudited)

Element of remuneration policy	Detail of implementation of policy for 2016
Base Salary	Base salaries for Executive Directors in 2016 are as follows – David Buttress - £465,000 – Mike Wroe - £320 000
Benefits	There are no proposed changes to the benefits offered to Executive Directors in 2016
Pension	No changes to the pension arrangements for Executive Directors are anticipated for 2016 Pension contributions of 5% of base salary are paid into the Group s defined contribution pension plan If impacted by HMRC limits on contributions amounts can be paid as a cash supplement in lieu of pensions contributions (reduced for the impact of employers' NICs)
Annual Bonus Plan[1]	The Annual Bonus Plan for 2016 will operate on a basis that is consistent with how the Annual Bonus Plan operated in 2015 The Annual Bonus Plan maximum potential levels for 2016 remain unchanged at 150% of base salary for David Buttress and 120% of base salary for Mike Wroe The weightings between financial and personal/strategic performance measures for the Annual Bonus Plan in 2016 are as follows – Revenues - 35% – Underlying EBITDA - 35% – Personal/strategic objectives - 30% The Committee selected these performance measures for the Annual Bonus Plan for 2016 as they represent a balanced approach to recognising success against defined objectives Given the competitive nature of the Company's sector the specific performance targets for the 2016 Annual Bonus Plan are considered to be commercially sensitive and accordingly are not disclosed The Committee currently intends to disclose the financial performance targets for the year ended 31 December 2016 on a retrospective basis in the 2016 Directors' Remuneration Report Annual Bonus Plan outcomes for 2016 will be paid in cash following the determination of achievement against performance measures and targets The Committee remains of the view that at present it is not appropriate to defer any element of bonus given the Executive Directors current shareholdings the PSP awards and the high share ownership guidelines all of which ensure a close alignment of interests between investors and the Executive Directors
Long-term incentives provided under the JUST EAT Performance Share Plan ("PSP")[1]	PSP award levels for Executive Directors for 2016 are to be as follows – David Buttress - 200% of base salary – Mike Wroe - 160% of base salary A holding period applies so that any PSP awards for which the performance vesting requirements are satisfied will not be released for a further two years from the third anniversary of the original award date Dividend accrual for PSP awards will continue until the end of the holding period The performance measures for PSP awards to be made in 2016 will be based on EPS growth (50% of award) and relative Total Shareholder Return ("TSR") (50% of award) The relative TSR measure is calculated against the constituents of the FTSE 250 (excluding Investment Trusts) with vesting commencing at median (20% of this part of the award) and with full vesting at upper quintile levels The EPS growth measure will require adjusted fully diluted EPS for financial year ended 31 December 2018 of 11 0 pence (20% vesting of this part of the award) and with full vesting at 13 75 pence
All-Employee Share Plans	Executive Directors have the opportunity to participate in the HMRC tax advantaged Sharesave and Share Incentive Plans ("SIP") on the same basis as all other UK employees
Shareholding Guidelines	Guideline levels are 400% of base salary level for all Executive Directors Executive Directors are expected to retain 50% of the ordinary shares vesting under all share plans, after any disposals for the payment of applicable taxes until they have achieved the required level of shareholding

Report of the Remuneration Committee *continued*

Element of remuneration policy	Detail of implementation of policy for 2016
Chairman and Non-executive Directors' fees	As further detailed in the Committee Chairman letter the Chairman s fee has been increased to £180,000 per annum for 2016 A breakdown of Non-executive Directors' current annual fees is provided below

	Base fee £	Committee chair fee £	Senior independent Director fee £	Total £
Andrew Griffith	50 000	7 500	5 000	62 500
Gwyn Burr	50,000	7,500	-	57 500
Diego Oliva	50,000	-	-	50 000

1 All incentive plans are subject to clawback provisions as more fully explained in the Directors remuneration policy The clawback provisions would also allow the Company to withhold payment of any sums unpaid (malus)

Single total figure table (audited)

The remuneration for the Executive and Non-executive Directors of the Company who performed qualifying services during the year is detailed below The Non-executive Directors with the exception of the Chairman, received no remuneration other than their annual fee during the financial year and the reimbursement for travel expenses incurred during their appointment, as detailed in the notes to the table below

For the year ended 31 December 2015

	Salary and fees £	Taxable benefits[6,7] £	Bonus scheme[1] £	Long-term incentives[2] £	Other[8] £	Pension[3] £	Total remuneration £
John Hughes	100,000	27,515	-	1,283 343	-	-	1 410,858
David Buttress	420,000	112 947	627 896	3 349 772	4 500	21 000	4 536 115
Mike Wroe	300 000	54 885	345 600	1 625 077	4 500	15 000	2 345 062
Andrew Griffith	62,500	-	-	-	-	-	62,500
Gwyn Burr	57,500	872	-	-	-	-	58 372
Henri Moissinac[4]	29 167	-	-	-	-	-	29 167
Diego Oliva[5]	13 462	-	-	-	-	-	13,462

1 The bonus numbers above represent the outcomes for the Executive Directors under the Annual Bonus Plan as more fully detailed on page 51
2 The long term incentive column includes interests granted under the 2014 JSOP tranche 3 which were granted prior to the Company s IPO These interests have performance conditions attached to vesting along with continued employment as detailed within the JSOP section on page 54 These interests have been included in the single total figure table in the year for which the performance condition is measured and valued at the average share price during the last quarter of 2015 which was determined to be 440 5 pence less the hurdle price
3 The pension numbers represent employer contributions to the defined contribution pension plan
4 Henri Moissinac stepped down from his position as Non executive Director on 31 July 2015
5 Non executive Director appointed with effect from 24 September 2015
6 During the year no payments were made to Non executive Directors for expenses other than those incurred wholly and directly in the course of their appointments and the benefits disclosed in the table above for Non-executive Directors relate to the reimbursement of travel expenses in attending Board meetings at the Company s London office The gross value has been disclosed
7 The Executive Directors receive payment in respect of travel expenses plus further sums to cover the tax arising Further details of Executive Director taxable benefits are provided in the taxable benefits sections on the following page
8 The other column details the potential gain on the Sharesave options the Executive Directors have elected to participate in calculated at the discount which the awards have been granted (20% discount to market value)

For the year ended 31 December 2014

	Salary and fees £	Taxable benefits £	Bonus scheme[3] £	Long term incentives[4] £	Pension[5] £	Other[6] £	Total remuneration £
John Hughes	89,692	20,691	-	1 235 574	-	184 136	1 530,093
David Buttress	285 101	66 624	303 967	2,238 180	2,847	961,244	3 857 963
Mike Wroe	235,809	35 165	143 237	1 564 587	4 788	466 336	2 449 922
Andrew Griffith[1]	47,917	-	-	-	-	-	47,917
Gwyn Burr[1]	43 750	-	-	-	-	-	43 750
Henri Moissinac[2]	18 750	-	-	-	-	-	18 750

1 Non executive Director appointed with effect from 12 March 2014
2 Non executive Director appointed with effect from 1 August 2014
3 The bonus numbers above include the Executive Director Annual Bonus Plan and cash bonuses paid to cover the tax arising on the reimbursement of taxable expenses relating to ordinary commuting
4 The long term incentives column includes interests granted under the 2014 JSOP tranche 2 which were granted prior to the Comapny s IPO These interests have performance conditions attached to vesting along with continued employment as detailed within the JSOP section on page 54 These interests have been included in the single total figure table in the year for which the performance condition is measured In 2014 as no interests had commenced vesting they were valued at the average share price during the last quarter of 2014 which was determined to be 306 0 pence less the hurdle price As required by the Directors Remuneration Report Regulations this has been revalued for 2015 to be based on the share price during 2015 when they commenced vesting which was 3097 pence for David Buttress (1 January 2015) and 4170 pence for John Hughes and Mike Wroe (1 July 2015) less the hurdle price
5 The pension numbers represent employer contributions to the defined contribution pension plan which was introduced during 2014
6 The other column includes interests granted under the 2014 JSOP tranche 1 which were granted prior to the Company s IPO This interest has no performance conditions other than continued employment and is therefore reported at the date of grant The interest has been valued at the share price at the date of grant as agreed with HMRC less the hurdle price

As the Company listed in April 2014 part of the 2014 remuneration relates to when JUST EAT was a privately owned group

The three non-independent Non-executive Directors Frederic Coorevits Benjamin Holmes and Michael Risman received no remuneration during 2015 or 2014

Taxable benefits (audited)

Until the Joint Ownership Awards are sold the Company makes annual payments to participants the net amount of which will reimburse the participants for the annual income tax charge that arises on such proportion of the outstanding beneficial loan amount as is attributable to the remaining jointly-owned shares The annual payment made to the Chairman and Executive Directors and the taxable benefit arising on the outstanding loan amount are included within the taxable benefits column in the single total figure table The taxable benefit arising on the outstanding loan amounts is detailed below

	Taxable benefit arising on the JSOP loans £	
	2015	2014
John Hughes	13 546	14 358
David Buttress	42,084	43,199
Mike Wroe	21,110	22,410

Further detail on the Joint Ownership Awards is provided on page 54

The Executive Directors are reimbursed for commuting costs plus the related tax liabilities and David Buttress receives a car allowance of £7,900 per annum

The Executive Directors are non-contributory members of the Company's private health scheme which provides cover for them and their immediate family, currently defined as their spouse/partner and dependent children aged under 21

Although not a taxable benefit, the Executive Directors participate in the Company's life assurance scheme which pays their dependants a sum equal to four times salary if they die during their term of employment by the Company

Report of the Remuneration Committee *continued*

Short-term incentives (audited)

Annual Bonus Plan

During the year the Remuneration Committee decided bonuses were payable based on certain personal/strategic and financial performance targets which had been agreed at the start of the year

	David Buttress			Mike Wroe		
	Weighting as % of bonus	% achieved in 2015	Total bonus earned £	Weighting as % of bonus	% achieved in 2015	Total bonus earned £
Personal/strategic measures	20%	98%	123 896	20%	80%	57 600
Financial measures						
Revenue targets	40%	100%	252,000	40%	100%	144 000
Adjusted PBT targets	40%	100%	252,000	40%	100%	144 000
Total bonus achieved	100%	99 7%	627 896	100%	96 0%	345 600

Against the specific financial measures, out-turns were as follows

Performance measure	Maximum performance level for 2015 Annual Bonus	Performance level attained for 2015 Annual bonus	% of the maximum potential achieved
Revenues	£217 4m	£242 4m	100%
Adjusted PBT	£39 3m	£48 4m	100%

In calculating the outcomes against these measures the Remuneration Committee has in accordance with the Directors' remuneration policy, used its judgement to exclude the impacts of the Group's 2015 SinDelantal Mexico and Menulog acquisitions and the impact of the sale of Achindra, the Group's associated undertaking in India The adjustments removed from the financial measures include both the positive and negative impacts of these actions so as to ensure the integrity of measuring performance against the initially set targets within which these actions were not envisaged

In line with market best practice the Company has disclosed both the actual performance targets for the specific financial performance measures used for the 2015 Annual Bonus Plan and the relevant levels of attainment for those targets Specific performance measures and targets for the personal/strategic performance elements of the 2015 Annual Bonus Plan are not disclosed as these are regarded as commercially sensitive by the Committee and are likely to remain so

Long-term incentives (audited)

Awards granted under long-term incentive plans with performance conditions attached are included in the single total figure table within the long-term incentive column in the year for which performance conditions are measured

The figures included in the 2015 single total figure table for long-term incentives represent the 2014 JSOP tranche 3 As detailed on the following page, the vesting of these awards was conditional on achieving Underlying EBITDA of greater than £15 5 million for the year ended 31 December 2015 This was achieved (Underlying EBITDA of £59 7 million for the year ended 31 December 2015) and accordingly a value is included for these awards in the 2015 single total figure table Actual vesting for these awards commenced on 1 January 2016 for David Buttress and will commence on 1 July 2016 for John Hughes and Mike Wroe

Joint Share Ownership Plan ("JSOP")

Joint Ownership Awards have been made under the JSOP consisting of a joint interest in the shares subject to certain terms and conditions The Ordinary shares subject to Joint Ownership Awards are already in issue and are held by an Employee Benefit Trust ("EBT")

Under the terms the participant's interest in the jointly owned shares entitles the participant to share in the proceeds of sale of the jointly owned shares up to the aggregate of the participant's subscription amount and the value in excess of a set hurdle Each participant was required to pay a subscription amount for the jointly owned shares equal to the market value of the participant's interest as determined by HMRC In accordance with the terms of the JSOP such amount was left outstanding as a liability to the Company

As a preparatory step to Admission in April 2014 the Company called for all outstanding subscription amounts on the jointly-owned shares to be paid up in full In order to facilitate this the Company has made a loan to the Chairman, Executive Directors and other participants, the amount of which was equal to their outstanding subscription The loans become due for repayment at the latest by the date on which the jointly owned shares are disposed of and termination of continued employment When the shares vest, if the value of the participant's interest is less than the outstanding beneficial loan amount the balance remaining on the loan once the participant's interest has been deducted is no longer payable As detailed in the taxable benefits section on page 53, the Company makes annual payments to reimburse participants for the income tax charge that arises on the outstanding loan amount each year

The Joint Ownership Awards vest over time, with 25% on the specified date established on grant and then equally on a quarterly or monthly basis until becoming fully vested on the fourth anniversary of the vest start date Once vested the participant can require the shares subject to the Joint Ownership Award to be sold and the net amount they receive will equal the proportion of the sale proceeds that exceeds the hurdle amount for their shareholding

The 2014 JSOP tranches have the following vesting conditions

Scheme	Vesting period	Vesting performance conditions[1]	Amount vesting if minimum performance achieved
2014 JSOP tranche 1	25% one year after the vesting start date and then equally on a monthly basis for remaining three years	None	100%
2014 JSOP tranche 2	As above	Underlying EBITDA must be greater than £13 5 million for the year ended 31 December 2014	100%
2014 JSOP tranche 3	As above	Underlying EBITDA must be greater than £15 5 million for the year ended 31 December 2015	100%

1 Underlying EBITDA is defined as excluding any costs of fundraising (including an IPO) and excluding any costs associated with acquisitions

Dividends payable on the jointly owned shares are split between the participant and the EBT, in proportion to the value of their respective interests at such time There are currently no dividends accrued

The following table summarises the shares over which the Chairman and Executive Directors had an interest under the JSOP and those interests that have vested and been sold during the year

			Number granted		Number vested		Number sold[2]		Number of shares over which interest is held at 31 December 2015[1]
	Scheme	Hurdle price pence	Prior to 2015	During 2015	Prior to 2015	During 2015	Prior to 2015	During 2015	
John Hughes	JSOP 2011	12 0	1 620 000	-	1 113 750	405 000	506 250	355 847	757 903
	JSOP 2013	34 0	540,000	-	202 500	135 000	-	-	540,000
	2014 JSOP tranche 1	57 7	352 350	-	124 767	88 111	-	154 153	198 197
	2014 JSOP tranche 2	66 3	352 350	-	-	124 790	-	-	352 350
	2014 JSOP tranche 3	76 3	352,350	-	-	-	-	-	352 350
David Buttress	2014 JSOP tranche 1	57 7	1,839 375	-	881,361	459,849	-	747 242	1,092 133
	2014 JSOP tranche 2	66 3	919 674	-	-	440 677	-	-	919,674
	2014 JSOP tranche 3	76 3	919,701	-	-	-	-	-	919,701
Mike Wroe	JSOP 2011	12 0	720 900	-	540,675	180 225	-	180 225	540 675
	2014 JSOP tranche 1	57 7	892 350	-	316 035	223 093	-	390,403	501,947
	2014 JSOP tranche 2	66 3	446 175	-	-	158 020	-	-	446 175
	2014 JSOP tranche 3	76 3	446 175	-	-	-	-	-	446 175

1 Total of unvested and vested interests (excluding those sold)
2 The number of interests sold during the year for John Hughes JSOP 2011 includes 30 000 shares transferred out of the JSOP

JSOP interests were sold by the Chairman and Executive Directors on 9 April 2015 at an average price of 434 4 pence per share resulting in a total gain on sale of £7,004 492

Report of the Remuneration Committee *continued*

Performance Share Plan ("PSP")

On 15 April 2015 the Executive Directors received awards under the PSP which in line with normal practice are nil cost options as detailed in the table below

	As at 1 January 2015	Awards granted Number	Awards vested Number	Awards exercised Number	Awards lapsed Number	As at 31 December 2015	Face value of awards granted in 2015[1]	Earliest exercise date	Latest exercise date
David Buttress	-	95 545	-	-	-	95,545	£419,997	15 04 2020	14 04 2025
Mike Wroe	-	54,597	-	-	-	54 597	£239 997	15 04 2020	14 04 2025

1 The face values for the PSP awards made in 2015 have been calculated using the grant price in accordance with the plan rules For the awards granted on 15 April 2015 the grant share price was 439 6 pence which is the average share price over five days immediately preceding the grant date
2 Details of the performance measures for the PSP awards granted on 15 April 2015 can be found beneath this table
3 The minimum share price in 2015 was 318 3 pence and the maximum share price in 2015 was 496 1 pence The closing share price on 31 December 2015 was 493 7 pence

The performance measures and targets for the PSP awards made in 2015 were based on adjusted EPS and relative TSR performance

2017 EPS (adjusted as set out below 50% of award)	% of that part of the award that vests
10 5 pence or more	100%
Between 8 5 pence and 10 5 pence	Pro-rata on straight-line basis between 20% and 100%
8 5 pence	20%
Less than 8 5 pence	0%

TSR (50% of award) relative to the constituents as at 1 January 2015 of the FTSE 250 (excluding investment trusts)	% of that part of the award that vests
Upper quintile or more	100%
Between median and upper quintile	Pro-rata on straight-line basis between 20% and 100%
Median	20%
Below median	0%

The performance conditions for 2015's PSP will be measured over three financial years to 31 December 2017 The EPS condition applies to the EPS achieved in the final year only based on the reported fully diluted EPS (subject to such adjustments as the Committee considers appropriate) and TSR compares the TSR over the three months prior to the start of the financial year in which the grant is made with the three months prior to the end of the third financial year

The Committee selected these performance conditions as they provide a suitable balance between absolute growth (through EPS) and relative out-performance (through TSR)

Sharesave scheme

The Executive Directors had the opportunity to participate in the HMRC tax advantaged sharesave scheme on the same basis as all other UK employees for which invitations opened on 10 September 2015 David Buttress and Mike Wroe have both elected to make the maximum individual employee contribution of £500 per month as permitted under the scheme rules As a result they have received an option over 5 521 shares on this basis The options have been granted at a price of 326 0 pence per share representing a discount of 20% to the prevailing market price at the time of invitation and vest after three years with the options first becoming exercisable on 1 November 2018

	As at 1 January 2015	Awards granted Number	Exercise price Pence	Awards vested Number	Awards exercised Number	Awards lapsed Number	As at 31 December 2015	Face value of awards granted in 2015[1]	Earliest exercise date	Latest exercise date
David Buttress	-	5 521	326 0	-	-	-	5 521	£17 998	01 11 2018	30 04 2019
Mike Wroe	-	5 521	326 0	-	-	-	5 521	£17,998	01 11 2018	30 04 2019

1 Face values for the sharesave awards made in 2015 have been calculated using the grant price in accordance with the plan rules For the options granted on 6 October 2015 the grant price was 326 0 pence which is the average share price over three days immediately preceding the issue of invitations less a 20% discount as allowed by HMRC rules

Statement of Directors' shareholdıng and share interests (audıted)

The table below detaıls the total number of Dırectors' ınterests ın shares for the Chaırman and each Executıve Dırector at 31 December 2015 There are no shareholdıngs or share ınterests held by the Non-executıve Dırectors

	Number of shares over which interest is held (JSOP)					
	With performance conditions			Without performance conditions		
	Unvested	Vested but unsold	Sold	Unvested	Vested but unsold	Sold
John Hughes	579 910	124 790	-	443 222	1 052 878	1 016 250
David Buttress	1 398 698	440,677	-	498 165	593 968	747 242
Mike Wroe	734,330	158,020	-	353,222	689 400	570 628

	Number of shares held	Sharesave	PSP	JSOP interests held[1]	Total
John Hughes	165 000	-	-	2 200 800	2 365 800
David Buttress	2,216 511	5 521	95,545	2,931 508	5,249 085
Mike Wroe	1 107 945	5 521	54 597	1,934,972	3,103 035

1 Total of unvested and vested interests (excludıng those sold)

The shareholdıngs and awards set out above ınclude those held by the Chaırman and the Executıve Dırectors and theır respectıve connected persons

Under share ownershıp guıdelınes ımplemented by the Remuneratıon Commıttee Executıve Dırectors are requıred to buıld and then maıntaın a shareholdıng (excludıng shares held condıtıonally under any ıncentıve arrangements but ıncludıng the number of shares to the value of any vested and exercısable ınterest under the Company's Joınt Share Ownershıp Plan) equıvalent to at least 400% of base salary At the 2015 year end, the Executıve Dırectors complıed wıth thıs requırement

Performance graph and CEO remuneration table (unaudited)

The followıng graph shows the TSR performance of an ınvestment of £100 ın JUST EAT plc shares from ıts lıstıng ın Aprıl 2014 to the end of the 2015 fınancıal year compared wıth a £100 ınvestment ın the FTSE 250 Index excludıng ınvestment trusts over the same perıod The FTSE 250 Index excludıng ınvestment trusts was chosen as a comparator because ıt represents a broad equıty market ındex of whıch the Company ıs a constıtuent

GRAPH REMOVED

Report of the Remuneration Committee *continued*

The table below details the CEO remuneration over the same period as presented in the TSR graph

	Single total figure of remuneration £	Annual bonus pay-out against maximum %	Long-term incentive vesting rates against maximum opportunity %
2015	4,536 115	99 7%	100%
2014	3 857 963	100%	100%

As the Company listed in April 2014 part of the 2014 remuneration relates to when JUST EAT was a privately owned group

Percentage change in remuneration of the Director undertaking the role of CEO (unaudited)

The table below presents the year-on-year percentage change in remuneration received by the Chief Executive Officer, compared with the change in remuneration received by all UK employees All UK employees was chosen as a suitable comparator group as this includes the UK call centre employees and excludes senior management and international employees who are on different pay structures

	Percentage increase in remuneration between 2014 and 2015	
	CEO	All UK employees
Salary	47%	9%
Short-term incentives	107%	19%
All taxable benefits	70%	27%

The rise in salary for the CEO is in line with the remuneration policy as approved at the 2015 AGM The rise in taxable benefits for the CEO principally reflects the annual payment to reimburse the income tax charge arising on the beneficial loan amount that is attributable to jointly-owned shares, which applied in 2014 only from the Group's listing in April 2014, whereas in 2015 a full 12 month value has been recognised for this benefit

Relative importance of spend on pay (unaudited)

The table to the right details the change in total employee pay between 2014 and 2015 as detailed in note 7 of the financial statements In line with our strategic plans earnings have been retained for growth and development of the business and therefore no dividends have been paid since the one paid in April 2014 prior to the IPO as part of a capital restructuring Underlying EBITDA and Revenues have been used as a comparative measure as these KPIs are used by the Directors to measure performance These measures have been calculated in line with those in the audited financial statements

	% change	2015 £m	2014 £m
Total gross employee pay	30%	67 5	52 0
Underlying EBITDA	83%	59 7	32 6
Revenues	58%	247 6	157 0

Consideration by the Directors of matters relating to Directors' remuneration

The following Non-executive Directors were members of the Remuneration Committee during the year

- Gwyn Burr Chair,
- Andrew Griffith
- Henri Moissinac and
- Diego Oliva

FIT Remuneration Consultants LLP ("FIT") were selected by the Committee in 2014 as their remuneration advisors, after a tender and presentation process involving four leading firms FIT exclusively advise the Committee and do not provide any other advice to the Group, nor do they advise management This has the Committee believes, ensured their objectivity and independence FIT are members of the Remuneration Consultants Group and comply with its voluntary code of conduct in relation to Executive remuneration consulting in the UK FIT's professional fees for 2015 were £129,568 plus VAT and were charged on the basis of the firm's standard terms of business for advice provided

The Remuneration Committee also consulted with the Chief Executive Officer, Chief People Officer and the Company Secretary who attended by invitation various Remuneration Committee meetings during the year although no Executive is permitted to participate in discussions or decisions regarding his or her own remuneration Input is also sought from the Chief Finance Officer as appropriate

Statement of voting at general meeting

On 13 May 2015 the shareholders approved the 2014 Directors' remuneration policy and the 2014 Directors' remuneration report as detailed in the table below

	Votes for (% of votes cast)	Votes against (% of votes cast)	Votes withheld
2014 Directors' Remuneration Report	422 486 238 (99 487%)	2,177,404 (0 513%)	141 000
2014 Directors' Remuneration Policy	422,824,523 (99 567%)	1 839 119 (0 433%)	141,000

The 2015 Directors' remuneration report will be put to an advisory vote at the Company's AGM on 27 April 2016

Appendix to the Directors' Remuneration Report

For information only: Directors' remuneration policy

The Directors' remuneration policy as set out below was approved by the Company's shareholders at the Company's 2015 AGM held on 13 May 2015 The section "Illustrations of application of remuneration policy" has however, been updated to reflect current salaries and LTIP award levels and accordingly is presented as part of the Annual Report on Remuneration on page 50

The policy has been developed mindful of the new Corporate Governance Code and is felt to be appropriate to support the long-term success of the Company while ensuring that it does not promote inappropriate risk-taking

Executive Directors	Base salary	Benefits[1,2]	Pension	Annual Bonus Plan
Element and purpose	This is the core element of pay and reflects the individual's role and position within the Group with some adjustment to reflect their capability and contribution	To provide benefits valued by recipients	To provide retirement benefits	To motivate executives and incentivise delivery of performance over a one year operating cycle focusing on the short/medium term elements of our strategic aims
Policy and operation	Base salaries will be reviewed each year by the Committee The Committee does not strictly follow data but uses the median position as a reference point in considering, in its judgement the appropriate level of salary, having regard to other relevant factors including corporate and individual performance and any changes in an individual's role and responsibilities Base salary is paid monthly in cash	The Executive Directors are reimbursed for their commuting costs and associated tax liabilities (up to a value of £12 000) Additionally they receive a car allowance or company car (in the case of the CEO) private medical cover and insurance benefits The Committee reserves discretion to introduce new benefits where it concludes that it is appropriate to do so having regard to the particular circumstances and to market practice Where appropriate the Company will meet certain costs relating to Executive Director relocations and (if necessary) expatriate benefits	Executive Directors can receive pension contributions to personal pension arrangements or the equivalent amount can be paid as a cash supplement in lieu of pension contributions (reduced for the impact of employers NICs)	Annual Bonus Plan levels and the appropriateness of measures are reviewed annually at the commencement of each financial year to ensure they continue to support our strategy Once set performance measures and targets will generally remain unchanged for the year except to reflect events such as corporate acquisitions or other major transactions where the Committee considers it to be necessary in its opinion to make appropriate adjustments Annual Bonus Plan outcomes are paid in cash following the determination of achievement against performance measures and targets The Committee will keep under review whether it is appropriate for bonuses to be partly deferred into shares Where such arrangements are operated individuals would be able to receive a dividend equivalent in cash or shares equal to the value of dividends which would have accrued during the vesting period Clawback provisions apply to the Annual Bonus Plan as explained in more detail on page 62

1 Travel and hospitality
While the Committee does not consider it to form part of benefits in the normal usage of that term it has been advised that corporate hospitality (whether paid for by the Company or another) and business travel for Executive Directors Non executive Directors and the Chairman (and exceptionally their families) may technically come within the applicable rules and so the Committee expressly reserves the right for the Committee to authorise such activities within its agreed policies

2 Deemed benefits from JSOP participation
Payments to any Director in respect of the deemed cost of interest on loans relating to participation in the JSOP and if relevant the writing off of any such loans are benefits within the scope of the Directors remuneration policy The value of any such amounts is in addition to the maximum amounts stated in the table above for Benefits for Executive Directors and for Chairman and Non executive Directors fees

Appendix to the Directors' Remuneration Report *continued*

Executive Directors	Base salary	Benefits[1,2]	Pension	Annual Bonus Plan
Maximum	The Executive Directors' salaries will not be increased so as to exceed the median for the equivalent roles in companies listed on the London Stock Exchange with a market capitalisation ranking which places them within 30 above and 30 below that of the Company at or around the time when the Committee obtains such benchmark data In practice, the Company envisages for the three-year life of this policy further discounting the data by 20% to reflect the Company s high market capitalisation to revenue ratio but reserves the right not to apply such discount should it consider that to be necessary to retain or recruit appropriate executives Once a suitable market level is achieved further increases would not normally be more than the average awarded to staff generally	It is not possible to prescribe the likely change in the cost of insured benefits or the cost of some of the other reported benefits year-to-year but the provision of benefits will operate within an annual limit of £100 000 (plus a further 100% of base salary in the case of relocations and expatriate benefits) The Committee will monitor the costs of benefits in practice and will ensure that the overall costs do not increase by more than the Committee considers appropriate in all the circumstances	The maximum employer s contribution is limited to up to 10% of base salary although it is not currently anticipated that this will increase above the current 5% level for the three-year life of this policy	The maximum level of Annual Bonus Plan outcomes is 150% of base salary per annum for the CEO and 120% for any other Executive Director for the duration of this policy
Performance measures	N/A	N/A	N/A	The performance measures applied may be financial or non-financial and corporate divisional or individual and in such proportions as the Committee considers appropriate Attaining the threshold level of performance for any measure will not produce a pay-out of more than 25% of the maximum portion of overall Annual Bonus attributable to that measure with a sliding scale to full pay-out for maximum performance However the Annual Bonus Plan remains a discretionary arrangement and the Committee retains a standard power to apply its judgement to adjust the outcome of the Annual Bonus Plan for any performance measure (from zero to any cap) should it consider that to be appropriate

Executive Directors	Long-term incentives	Share ownership guidelines	All-employee share plans
Element and purpose	To motivate and incentivise delivery of sustained performance over the long term and to promote alignment with shareholders' interests, the Group intends to operate the Performance Share Plan ("PSP") The Company also has the ability to grant market value options under an Employee Share Option Scheme ("ESOS"), although it is not currently intended that Executive Directors will receive awards under the ESOS	To further align the interests of Executive Directors with those of shareholders	To encourage share ownership by employees thereby allowing them to share in the long-term success of the Group and align their interests with those of the shareholders
Policy and operation	Awards under the PSP may be granted as nil-cost options conditional awards and forfeitable shares which vest to the extent performance conditions are satisfied over a period of at least three years Under the PSP plan rules vested awards may also be settled in cash The PSP rules allow that the number of shares subject to vested PSP awards may be increased to reflect the value of dividends that would have been paid in respect of any ex-dividend dates falling between the grant of awards and the expiry of any vesting and holding period for awards Vested awards will be subject to a two-year holding period during which time awards may not be exercised or released but are no longer contingent on future employment Clawback provisions apply to PSP awards and are explained in more detail on page 62 The Company will honour the vesting of all awards granted under previous policies in accordance with the terms of such awards in particular outstanding JSOP awards (and related loans) will continue on their terms	Executive Directors are expected to retain 50% of the ordinary shares vesting under all share plans after any disposals for the payment of applicable taxes, until they have achieved the required level of shareholding (currently 400% of salary)	The Company-operated Sharesave Scheme and Share Incentive Plan are all-employee share plans established under HMRC tax-advantaged regimes and follow the usual form for such plans Executive Directors are able to participate in all-employee share plans on the same terms as other Group employees
Maximum	The PSP allows for awards over shares with a maximum value as at the date of award of 200% of base salary per financial year which may be increased to 300% in exceptional circumstances The ESOS allows for market value options over shares with a maximum value as at the date of award of 300% of base salary per financial year which may be increased to 400% in exceptional circumstances The Committee expressly reserves discretion to make such awards as it considers appropriate within these limits (although as stated above it is not currently intended that Executive Directors will receive awards under the ESOS)	400% of base salary for all Executive Directors The Committee reserves the power to amend (but not reduce) these levels in future years	The maximum participation levels for all-employee share plans will be the limits for such plans set by HMRC from time to time
Performance measures	The Committee may set such performance conditions on PSP awards as it considers appropriate (whether financial or non-financial and whether corporate divisional or individual) Once set performance measures and targets will generally remain unaltered unless events occur which in the Committee s opinion make it appropriate to alter the performance conditions in such manner as the Committee thinks fit Performance periods may be over such periods as the Committee selects at grant which will not normally be less than (but may be longer than) three years No more than 20% of awards vest for attaining the threshold level of performance conditions	N/A	Consistent with normal practice such awards are not subject to performance conditions

Appendix to the Directors' Remuneration Report *continued*

Chairman and Non-executive Directors	Chairman and Non-executive Director fees[1,2]
Element and purpose	To enable the Company to recruit and retain a Chairman and Non-executive Directors of the highest calibre, at the appropriate cost
Policy and operation	The fees paid to the Chairman and to Non-executive Directors aim to be competitive with other fully-listed companies of equivalent size and complexity The fees payable to the Non-executive Directors are determined by the Board The fees payable to the Chairman are determined by the Remuneration Committee All fees will be subject to periodic review For Non-executive Directors the fee structures may involve separate fees for chairing or for membership of Board committees Non-executive Directors will not participate in any new cash or share incentive arrangements from Admission No benefits are envisaged for the Non-executive Directors (including the Chairman) but the Company reserves the right to provide benefits (including travel and office support) within the prescribed limits Fees are paid monthly in cash
Maximum	The aggregate fees (and any benefits) of the Chairman and Non executive Directors will not exceed the limit from time to time prescribed within the Company's Articles of Association for such fees (currently £2 million per annum in aggregate) Any increases actually made will be appropriately disclosed
Performance measures	N/A

1 Travel and hospitality
While the Committee does not consider it to form part of benefits in the normal usage of that term it has been advised that corporate hospitality (whether paid for by the Company or another) and business travel for Executive Directors Non executive Directors and the Chairman (and exceptionally their families) may technically come within the applicable rules and so the Committee expressly reserves the right for the Committee to authorise such activities within its agreed policies

2 Deemed benefits from JSOP participation
Payments to any Director in respect of the deemed cost of interest on loans relating to participation in the JSOP and if relevant the writing off of any such loans are benefits within the scope of the Directors remuneration policy The value of any such amounts is in addition to the maximum amounts stated in the table above for Benefits for Executive Directors and for Chairman and Non executive Directors fees

Clawback

Clawback (being the ability of the Company to claim repayment of paid amounts as a debt within two years of payment) provisions apply to the Annual Bonus Plan and PSP in certain circumstances (e g misstatement of accounts miscalculation of vesting/payouts and an act/omission that justifies summary dismissal for misconduct (which has no time limit))

Stating maximum amounts for the remuneration policy

The Directors' Remuneration Report regulations and related investor guidance encourage companies to disclose a cap within which each element of the Directors' remuneration policy will operate Where maximum amounts for elements of remuneration have been set within the Directors' remuneration policy these will operate simply as caps and are not indicative of any aspiration

Differences between the policy on remuneration for Directors from the policy on remuneration of other employees

While the appropriate benchmarks vary by role the Company seeks to apply the philosophy behind this policy across the Company as a whole Where JUST EAT's pay policy for Directors differs from its pay policies for groups of employees, this reflects the appropriate market rate position for the relevant roles The Company takes into account pay levels bonus opportunity and share awards applied across the Group as a whole when setting the Executive Directors' remuneration policy

Variations in share capital

The LTIP and ESOS contain standard provisions that allow for the adjustment of awards to take account of variations in share capital, demergers, special dividends, etc

Service contracts

Executive Directors

The Committee's policy is that each Executive Director's service agreement should be of indefinite duration, subject to termination by the Company on 12 months' notice or six months' notice by the individual The service agreements of all Executive Directors comply with that policy

The service agreements reserve the right for the Company to make a payment in lieu of notice to an Executive Director for the amount of 1 2 and 1 1 times (for the CEO and CFO respectively) of base salary for the notice period if notice is served on or after 1 January 2015 The small premium to base salary reflects the Company's estimate of fixed benefits costs Such sums may be paid in instalments and would cease or be reduced if the individual finds an alternative role Contracts do not contain change of control provisions but do contain provisions allowing for summary termination

The Committee reserves flexibility, for an appropriate candidate in exceptional circumstances only to introduce a longer initial notice period (of up to two years) reducing over time

The date of each Executive Director's contract is

	Contract date
David Buttress	8 April 2014
Mike Wroe	8 April 2014

The service agreements of the Executive Directors are available for inspection at the Company's registered office during normal business hours and at the Company's AGM, including during the 15 minutes preceding this

Chairman and Non-executive Directors

Each Non-executive Director and the Chairman is engaged for an initial period of two years subject to annual renewal at the AGM For Non-executive Directors other than the Chairman, these engagements can be terminated by either party on three months' notice

The Non-executive Directors cannot participate in new awards under the Company's incentive plans from Admission, are not entitled to any pension benefits and are not entitled to any payment in compensation for early termination of their appointment beyond the three months' notice referred to above

For the Chairman and each Non-executive Director the effective date of their latest letter of appointment is

Name	Date of Appointment	Term
John Hughes CBE	15 December 2011	2 years
Benjamin Holmes	10 July 2009	2 years
Michael Risman[1]	12 March 2014	2 years
Frederic Coorevits	10 July 2009	2 years
Andrew Griffith	12 March 2014	2 years
Gwyn Burr	12 March 2014	2 years
Henri Moissinac	1 August 2014	2 years
Diego Oliva	24 September 2015	2 years

1 Mr Risman also acted as the primary representative of the former corporate director of the Company Vitruvian Directors I Limited from April 2012 to March 2014

The letters of appointment of the Non-executive Directors are available for inspection at the Company's registered office during normal business hours and at the Company's AGM including during the 15 minutes preceding this

Appendix to the Directors' Remuneration Report *continued*

Recruitment remuneration policy

The Company's recruitment remuneration policy aims to give the Committee sufficient flexibility to secure the appointment and promotion of high-calibre executives to strengthen the management team and secure the skill sets to deliver the Group's strategic aims However as an external recruitment at director level has not yet taken place the preparation of this policy is challenging as it provides for an event which has not been the Company's practice

In terms of the principles for setting a package for a new Executive Director the starting point for the Committee will be to apply the general policy for Executive Directors as set out on the previous pages and structure a package in accordance with that policy Consistent with the Directors' Remuneration Report Regulations the caps contained within the policy for fixed pay do not apply to new recruits although the Committee would not envisage exceeding these caps in practice

The Annual Bonus Plan and long-term incentives will operate (including the maximum award levels) as detailed in the general policy in relation to any newly appointed Executive Director Any recruitment-related long-term incentive awards which are not buy-outs will be subject to the limits as stated in the general policy (e g 300% in the PSP) Details of any recruitment-related awards will be appropriately disclosed

For an internal appointment, any variable pay element awarded in respect of the prior role may either continue on its original terms or be adjusted to reflect the new appointment as appropriate

For external and internal appointments the Committee may agree that the Company will meet certain relocation expenses as it considers appropriate

For external candidates it may be necessary to make additional awards in connection with the recruitment to buy-out awards forfeited by the individual on leaving a previous employer For the avoidance of doubt, buy-out awards are not subject to a formal cap

For any buy-outs the Company will not pay more than is in the view of the Committee necessary and will in all cases seek in the first instance, to deliver any such awards under the terms of the existing Annual Bonus Plan and long-term incentives It may however be necessary in some cases to make buy-out awards on terms that are more bespoke than the existing Annual Bonus Plan and long-term incentives

All buy-outs whether under the Annual Bonus Plan, long-term incentives or otherwise, will take account of the service obligations and performance requirements for any remuneration relinquished by the individual when leaving a previous employer The Committee will seek to make buy-outs subject to what are in its opinion, comparable requirements in respect of service and performance However, the Committee may choose to relax this requirement in certain cases (such as where the service and/or performance requirements are materially completed or where such factors are, in the view of the Committee reflected in some other way such as a significant discount to the face value of the awards forfeited) and where the Committee considers it to be in the interests of shareholders

A new Non-executive Director would be recruited on the terms explained above in respect of the main policy for such Directors

Termination policy summary

It is appropriate for the Committee to consider treatment on a termination having regard for all of the relevant facts and circumstances available at that time This policy applies both to any negotiations linked to notice periods on a termination (see Service contracts on page 63) and any treatments that the Committee may choose to apply under the discretions available to it under the terms of the Annual Bonus Plan and PSP plans The potential treatment on termination under these plans are summarised in the table below

Incentives	If a leaver is deemed to be a "good leaver" for example, leaving through death or otherwise at the discretion of the Committee	If a leaver is deemed to be a "bad leaver" for example, leaving for disciplinary reasons or to join a competitor	Other exceptional cases, e.g. change in control
Annual Bonus Plan	The Committee has discretion to determine the Annual Bonus which will typically be limited to the period actually worked	No awards made	The Committee has discretion to determine the Annual Bonus
PSP	Receive a pro-rated award subject to the application of the performance conditions at the end of the normal performance period The Committee retains standard discretions to either vary time pro-rating or to accelerate vesting (and release any holding period) to the earlier date of cessation (determining the performance conditions at that time)	All awards will normally lapse	Receive a pro-rated award subject to the application of the performance conditions at the date of the event subject to standard Committee discretions to vary time pro-rating

Under the JSOP, "good leavers" will retain the rights to any vested portions of their awards for a period and "bad leavers" will have their awards repurchased at cost

SIP and the Sharesave Scheme provide treatments for leavers in line with HMRC rules for such plans

The Company has the power to enter into settlement agreements with Directors and to pay compensation to settle potential legal claims In addition and consistent with market practice, in the event of the termination of an Executive Director the Company may pay a contribution towards that individual's legal fees and fees for outplacement services as part of a negotiated settlement Any such fees will be disclosed as part of the detail of termination arrangements For the avoidance of doubt the policy does not include an explicit cap on the cost of termination payments

External appointments

The Company's policy is to permit an Executive Director to serve as a Non-executive Director elsewhere when this does not conflict with the individual's duties to the Company, and where an Executive Director takes such a role they will be entitled to retain any fees which they earn from that appointment No Executive Director currently holds such an appointment

Statement of consideration of employment conditions elsewhere in the Group

Pay and employment conditions generally in the Group are taken into account when setting Executive Directors remuneration

The Committee receives regular updates on overall pay and conditions in the Group including (but not limited to) changes in base pay and any staff bonus pools in operation There is also oversight of the all-employee share schemes which Executive Directors and all other Group employees can participate in on the same terms and conditions

Reflecting standard practice, the Company did not consult with employees in preparing this Remuneration Report

Independent Auditor's Report
to the members of JUST EAT plc

Opinion on financial statements of JUST EAT plc
In our opinion

- the financial statements give a true and fair view of the state of the Group's and of the parent Company's affairs as at 31 December 2015 and of the Group's profit for the year then ended,
- the Group financial statements have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union,
- the parent Company financial statements have been properly prepared in accordance with IFRS as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006, and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006 and as regards the Group financial statements, Article 4 of the IAS Regulation

The financial statements comprise the Consolidated Income Statement, the Consolidated Statement of Other Comprehensive Income the Consolidated and Company Balance Sheets the Consolidated and Company Cash Flow Statements the Consolidated and Company Statement of Changes in Equity and the related notes 1 to 47

The financial reporting framework that has been applied in the preparation is applicable law and IFRSs as adopted by the European Union and as regards the parent Company financial statements, as applied in accordance with the provisions of the Companies Act 2006

Going concern and the Directors' assessment of the principal risks that would threaten the solvency or liquidity of the Group
As required by the Listing Rules we have reviewed the Directors' statement regarding the appropriateness of the going concern basis of accounting contained within note 2 to the financial statements and the Directors' statement on the longer-term viability of the Group contained within the Strategic Report on page 27

We have nothing material to add or draw attention to in relation to

- the Directors' confirmation on page 28 that they have carried out a robust assessment of the principal risks facing the Group, including those that would threaten its business model future performance solvency or liquidity
- the disclosures on pages 28-29 that describe those risks and explain how they are being managed or mitigated,
- the Directors' statement in note 2 to the financial statements about whether they considered it appropriate to adopt the going concern basis of accounting in preparing them and their identification of any material uncertainties to the Group's ability to continue to do so over a period of at least 12 months from the date of approval of the financial statements
- the Directors' explanation on page 27 as to how they have assessed the prospects of the Group over what period they have done so and why they consider that period to be appropriate and their statement as to whether they have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions

We agreed with the Directors' adoption of the going concern basis of accounting and we did not identify any such material uncertainties However, because not all future events or conditions can be predicted this statement is not a guarantee as to the Group's ability to continue as a going concern

Independence
We are required to comply with the Financial Reporting Council's Ethical Standards for Auditors and we confirm that we are independent of the Group and we have fulfilled our other ethical responsibilities in accordance with those standards We also confirm we have not provided any of the prohibited non-audit services referred to in those standards

Our assessment of risks of material misstatement

The assessed risks of material misstatement described below are those that had the greatest effect on our audit strategy the allocation of resources in the audit and directing the efforts of the engagement team

Risk	How the scope of our audit responded to the risk
Business combinations As noted in the Report to the Audit Committee on page 45 there have been several acquisitions, changes in ownership and a disposal of Group entities during the year As detailed in notes 14 and 15 £415 3 million of goodwill and £65 9 million of intangible assets has been recognised in connection with the acquisitions Of this the acquisitions of Menulog Group Limited based in Australia and New Zealand and SinDelantal in Mexico represented £390 2 million and £15 0 million of the increase in goodwill and £60 9 million and £2 8 million of the increase in intangible assets respectively The Group also entered into an option agreement and subsequently a forward contract to hedge the foreign exchange risk in respect of the Menulog acquisition The accounting for these transactions is complex due to the judgements taken in the application of accounting standards for example the valuation of the businesses, the recognition and valuation of consideration the identification and valuation of intangible assets and the accounting for the financial instruments Due to the size and complexity of these acquisitions our risk regarding acquisitions has been focused on these transactions The associated judgements and estimates are described further in note 31 to the financial statements and in the Report of the Audit Committee on page 45	We have performed the following procedures to address this key audit risk – Obtained and reviewed the share purchase agreements due diligence reports and associated contractual agreements for the current year business combinations and understood the terms and conditions of each transaction to assess compliance with IFRS 3 Business Combinations – Tested the initial consideration either through cash or shares to the signed purchase agreement and to bank statements and assessed the appropriateness of the fair value of the total consideration detemined by management – Assessed the valuation models prepared by management to value the businesses and the intangible assets identified in the acquired businesses for both Australia and Mexico and engaged our internal valuation specialists to challenge the assumptions and methodology used by management – Examined and assessed the inputs within the valuation models including the future growth patterns to the historical trends achieved in more developed markets and – Obtained the financial instrument contracts associated with the Menulog acquisition and engaged our financial instrument specialists to perform an independent calculation of hedge effectiveness and assess the accounting treatment for the cash flow hedge We also reviewed the disclosures presented in note 31 to the financial statements to confirm compliance with the provisions within IFRS 3
Impairment of goodwill and intangible assets in respect of growth markets As at 31 December 2015 the Group recognised goodwill of £457 1 million (2014 £51 2 million) and intangible assets of £72 6 million (2014 £12 7 million) The Group is highly acquisitive and the current year acquisitions have resulted in an increase of £415 3 million in the goodwill balance and £65 9 million in intangible assets, primarily due to the acquisitions in Australia and Mexico as detailed above In addition, goodwill of £48 5 million and intangible assets of £7 3 million is attributable to cash-generating units ("CGU's") in the development phase of their lifecycle which have not yet reached maturity As such there is significant reinvestment of generated cash and consequently increased risk of impairment The key assumptions applied by the Directors in the impairment reviews are – Country specific discount rates – Future revenue growth and – Expected marketing and staff costs As described in the Report of the Audit Committee on page 45 and notes 14 and 15 to the consolidated financial statements, determining whether the carrying value of goodwill and intangible assets is recoverable requires management to make significant estimates regarding the future cash flows, discount rates and long-term growth rates based on management s view of future business prospects Due to the relative sensitivity of certain inputs to the impairment testing process in particular the future cash flows of the CGUs noted above, the valuation of goodwill and intangible assets is considered a key audit risk	In order to address this key audit risk we audited the assumptions used in the impairment model for goodwill and intangible assets As part of our work, we – Considered the projected future cash flows, understood variances between the forecast and actual results for the year ended 31 December 2015 and compared the forecast growth trends to historic trends achieved in more developed markets that have already reached maturity – Compared the long-term growth rates for each cash generating unit to external market data – Were assisted by our valuation specialists in computing an independent assessment of the discount rates used and assessing management's methodology used in calculating the discount rates applied, – Assessed the appropriateness of the sensitivities applied by management to the impairment testing model including considering whether the scenarios represented reasonably possible changes in key assumptions Performed further sensitivities based on recent trading activity and our understanding of the future prospects to identify whether these scenarios could give rise to further impairment and – Checked the arithmetic accuracy of the impairment model and the amortisation charge in the year on the intangible assets and assessed the appropriateness of the useful economic life applied to those assets We also considered the adequacy of the Group's disclosure in respect of its goodwill impairment testing and whether the disclosures about the sensitivity of the outcome of the impairment assessment to reasonably possible changes in key assumptions properly reflected the risks inherent in such assumptions

Independent Auditor's Report *continued*

Last year our report included one other risk which is not included in our report this year share based payments In the current year whilst we still consider this to be a significant risk, we no longer consider it a risk that has the greatest effect on the audit strategy the allocation of resources and directing the efforts of the engagement risk as the complexity largely arose in the period immediately post IPO Accordingly we have not included this risk in the table of risks on the previous page

The description of risks should be read in conjunction with the significant issues considered by the Audit Committee discussed on page 45

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon and we do not provide a separate opinion on these matters

Our application of materiality

We define materiality as the magnitude of misstatement in the financial statements that makes it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced We use materiality both in planning the scope of our audit work and in evaluating the results of our work

We determined materiality for the Group to be £2 0 million (2014 £1 0 million), which is approximately 5% (2014 5%) of adjusted pre-tax profit, 6% of profit before tax and less than 1% of equity Pre-tax profit has been adjusted by one-off acquisition costs on the Australia acquisition of £3 6 million the net loss of £3 9 million on a foreign exchange hedges primarily taken out to hedge the sterling amount of the Menulog Group acquisition consideration, amendments made to the minority buy-out for two businesses of £0 2 million and gains on the India disposal of £3 0 million These items have been adjusted to exclude the effect of non-recurring costs and gains The approach is considered consistent with the prior year whereby the pre-tax profit was adjusted for IPO costs and the gains on business combinations The materiality level reflects the increase in the size and scale of the Group

We agreed with the Audit Committee that we would report to the Committee all audit differences in excess of £40 000 (2014 £20 000) as well as differences below that threshold that in our view warranted reporting on qualitative grounds We also report to the Audit Committee on disclosure matters that we identified when assessing the overall presentation of the financial statements

An overview of the scope of our audit

Our Group audit was scoped by obtaining an understanding of the Group and its environment, including Group-wide controls and assessing the risks of material misstatement at the Group level

The most significant component of the Group is the UK operation, which accounts for 68% of revenues, 290% of profit before tax and -1% of net assets The Group audit team performs the audit of the UK business without the involvement of a component team Full scope audits were performed for both the Danish and French operations for the year ended 31 December 2015 by component teams In addition Australia Canada and Spain were subject to a limited scope audit of specific account transactions and account balances They were selected to provide an appropriate basis for undertaking audit work to address the risks of material misstatement These locations represent the principal business units and account for £226 5 million out of £247 6 million of the Group's revenues £620 3 million out of £625 9 million of the Group's net assets and £39 4 million out of £34 6 million of the Group's profit before tax

At the parent entity level we also tested the consolidation process and carried out analytical procedures to confirm our conclusion that there were no significant risks of material misstatement of the aggregated financial information of the remaining components not subject to audit or audit of specified account balances

	Revenues £m	Profit before tax £m	Net assets £m
Full audit	198 8	41 0	618 0
Limited scope audit	27 7	(1 6)	2 3
Analytical procedures	21 1	(4 6)	5 5

Our audit work was executed at levels of materiality applicable to each individual entity which were lower than Group materiality and ranged from £1 0 million to £1 6 million (2014 £0 4 million to £0 9 million)

A senior member of the Group audit team has visited all entities where a full audit is performed for the purposes of the Group audit Going forward we will follow a programme of planned visits that has been designed so that a senior member of the Group audit team visits each of the significant locations where the Group scope was focused at least once every two years, and the most significant of them at least once a year In years when we do not visit a significant component we will include the component audit team in our team briefing, discuss their risk assessment, attend the close meetings remotely, and review documentation of the findings from their work

Opinion on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit

- the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006
- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Strategic Report and the Directors' Report

Matters on which we are required to report by exception

Our Group audit was scoped by obtaining an understanding of the Group and its environment including Group-wide controls, and assessing the risks of material misstatement at the Group level

Adequacy of explanations received and accounting records

Under the Companies Act 2006 we are required to report to you if in our opinion

- we have not received all the information and explanations we require for our audit or
- adequate accounting records have not been kept by the parent Company or returns adequate for our audit have not been received from branches not visited by us, or
- the parent Company financial statements are not in agreement with the accounting records and returns

We have nothing to report in respect of these matters

Directors' remuneration

Under the Companies Act 2006 we are also required to report if in our opinion certain disclosures of Directors' remuneration have not been made or the part of the Directors' Remuneration Report to be audited is not in agreement with the accounting records and returns We have nothing to report arising from these matters

Corporate Governance Statement

Under the Listing Rules we are also required to review part of the Corporate Governance Statement relating to the Company's compliance with certain provisions of the UK Corporate Governance Code We have nothing to report arising from our review

Our duty to read other information in the Annual Report

Under International Standards on Auditing (UK and Ireland) we are required to report to you if in our opinion, information in the Annual Report is

- materially inconsistent with the information in the audited financial statements or
- apparently materially incorrect based on or materially inconsistent with, our knowledge of the Group acquired in the course of performing our audit, or
- otherwise misleading

In particular, we are required to consider whether we have identified any inconsistencies between our knowledge acquired during the audit and the Directors' statement that they consider the Annual Report is fair, balanced and understandable and whether the Annual Report appropriately discloses those matters that we communicated to the Audit Committee which we consider should have been disclosed We confirm that we have not identified any such inconsistencies or misleading statements

Independent Auditor's Report *continued*

Respective responsibilities of Directors and auditor

As explained more fully in the Directors' Responsibilities Statement the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) We also comply with International Standard on Quality Control 1 (UK and Ireland) Our audit methodology and tools aim to ensure that our quality control procedures are effective understood and applied Our quality controls and systems include our dedicated professional standards review team and independent partner reviews

This report is made solely to the Company's members, as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body for our audit work, for this report or for the opinions we have formed

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement whether caused by fraud or error This includes an assessment of whether the accounting policies are appropriate to the Group's and the parent Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the Directors, and the overall presentation of the financial statements In addition we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on or materially inconsistent with the knowledge acquired by us in the course of performing the audit If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report

Anna Marks FCA (Senior statutory auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Reading, United Kingdom
29 February 2016

Consolidated Income Statement

Year ended 31 December 2015

	Notes	Year ended 31 December 2015 £m	Year ended 31 December 2014 £m
Continuing operations			
Revenues	3	**247 6**	157 0
Cost of sales		**(24 2)**	(16 1)
Gross profit		**223 4**	140 9
Long-term employee incentive costs	4 34	**(2 9)**	(4 9)
Exceptional items	5	**(6 6)**	(2 7)
Other administrative expenses		**(176 2)**	(113 5)
Total administrative expenses		**(185 7)**	(121 1)
Share of results of associates and joint venture	17 18	**(2 2)**	(0 8)
Operating profit	6	**35 5**	19 0
Net other (losses)/gains	9	**(0 7)**	38 2
Finance income	10	**0 4**	0 4
Finance costs	10	**(0 6)**	(0 2)
Profit before tax		**34 6**	57 4
Taxation	11	**(11 6)**	(5 6)
Profit for the year		**23 0**	51 8
Attributable to			
Owners of the Company		**23 1**	52 0
Non-controlling interests	30	**(0 1)**	(0 2)
		23 0	51 8
Earnings per Ordinary share (pence)	12		
Basic		**3 8**	9 8
Diluted		**3 7**	9 4
Adjusted earnings per Ordinary share (pence)	12		
Basic		**6 6**	4 2
Diluted		**6 4**	4 0
Reconciliation of operating profit to Underlying EBITDA			
Operating profit		**35 5**	19 0
Depreciation - Subsidiaries	16	**4 2**	3 3
Amortisation - Acquired intangible assets	15	**8 6**	2 1
Amortisation - Other intangible assets	15	**1 7**	0 6
Depreciation and amortisation - Associates and joint venture		**0 3**	0 2
Long-term employee incentive costs	4	**2 9**	4 9
Exceptional items	5	**6 6**	2 7
Net foreign exchange gains		**(0 1)**	(0 2)
Underlying EBITDA	3	**59 7**	32 6

Underlying EBITDA is the main measure of profitability used by management to assess the performance of the Group s businesses It is defined as earnings before finance income and costs taxation depreciation and amortisation (EBITDA") and additionally excludes the Group's share of depreciation and amortisation of associates and joint ventures long-term employee incentive costs exceptional items, foreign exchange gains and losses and 'other gains and losses'

Consolidated Statement of Other Comprehensive Income

Year ended 31 December 2015

	Notes	Year ended 31 December 2015 £m	Year ended 31 December 2014 £m
Profit for the year		**23 0**	51 8
Items that may be reclassified subsequently to profit or loss			
Exchange differences on translation of foreign operations	28	**(11 3)**	(2 7)
Exchange differences on translation of foreign operations reclassified to the income statement on disposal	28	**(0 1)**	3 5
Fair value losses on cash flow hedges	28	**(6 2)**	-
Fair value losses on cash flow hedges reclassified to goodwill	28	**6 2**	-
Income tax related to fair value losses on cash flow hedges	28	**1 2**	-
Income tax related to fair value losses on cash flow hedges reclassified to goodwill	28	**(1 2)**	-
		(11 4)	0 8
Items that will not be reclassified subsequently to profit or loss			
Tax on share options	29	**-**	2 3
Other comprehensive (loss)/income for the year		**(11 4)**	3 1
Total comprehensive income for the year		**11 6**	54 9
Attributable to			
– Owners of the Company		**11 7**	55 1
– Non-controlling interests	30	**(0 1)**	(0 2)
Total comprehensive income for the year		**11 6**	54 9

Consolidated Balance Sheet

As at 31 December 2015

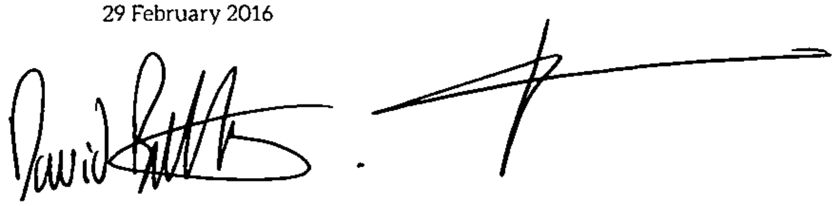
	Notes	As at 31 December 2015 £m	As at 31 December 2014 £m
Non-current assets			
Goodwill	14	**457 1**	51 2
Other intangible assets	15	**72 6**	12 7
Property plant and equipment	16	**8 6**	7 2
Investments in associates	18	**16 6**	13 2
Other investment		**0 1**	-
Deferred tax assets	19	**6 5**	2 5
		561 5	86 8
Current assets			
Operating cash		**148 9**	136 7
Cash to be paid to restaurant partners		**43 8**	27 7
Cash and cash equivalents	35	**192 7**	164 4
Inventories	20	**1 2**	0 9
Trade and other receivables	21	**10 5**	10 2
Current tax assets		**0 3**	0 7
Associate held for sale	18	-	0 2
Derivative financial instrument	35	-	0 4
		204 7	176 8
Total assets		**766 2**	263 6
Current liabilities			
Trade and other payables	22	**(99 4)**	(59 1)
Current tax liabilities		**(6 0)**	(2 0)
Deferred revenues	23	**(3 7)**	(4 0)
Provisions for liabilities	24	**(0 3)**	(0 2)
Borrowings	35	-	(0 3)
		(109 4)	(65 6)
Net current assets		**95 3**	111 2
Non-current liabilities			
Deferred tax liabilities	19	**(19 9)**	(2 9)
Deferred revenues	23	**(1 1)**	(1 3)
Provisions for liabilities	24	**(9 3)**	(9 3)
Other long-term liabilities	25	**(0 6)**	(0 7)
		(30 9)	(14 2)
Total liabilities		**(140 3)**	(79 8)
Net assets		**625 9**	183 8
Equity			
Share capital	26	**6 8**	5 7
Share premium account	27	**555 5**	120 5
Other reserves	28	**(17 4)**	(6 3)
Retained earnings	29	**80 6**	63 1
Equity attributable to owners of the Company		**625 5**	183 0
Non-controlling interests	30	**0 4**	0 8
Total equity		**625 9**	183 8

The consolidated financial statements on pages 71 to 110 were authorised for issue by the Board of Directors and signed on its behalf by

David Buttress
Chief Executive Officer

Mike Wroe
Chief Financial Officer

JUST EAT plc
Company Registration Number 06947854 (England and Wales)
29 February 2016



Consolidated Statement of Changes in Equity

Year ended 31 December 2015

	Notes	Share capital £m	Share premium account £m	Other reserves £m	Retained earnings £m	Total £m	Non-controlling interest £m	Total equity £m
1 January 2014		-	55 8	1 3	(3 9)	53 2	0 4	53 6
Profit for the year		-	-	-	52 0	52 0	(0 2)	51 8
Exchange differences on translation of foreign operations	28	-	-	(2 7)	-	(2 7)	-	(2 7)
Exchange differences on translation of foreign operations reclassified to income statement	28	-	-	3 5	-	3 5	-	3 5
Tax on share options	11	-	-	-	2 3	2 3	-	2 3
Total comprehensive income/(loss) for the year		-	-	0 8	54 3	55 1	(0 2)	54 9
Issue of capital (net of costs)	26	0 5	96 7	(0 6)	-	96 6	-	96 6
Share based payment charge	4, 34	-	-	-	4 4	4 4	-	4 4
JSOP subscription	36	-	13 2	(7 9)	-	5 3	-	5 3
Exercise of JSOP awards		-	-	0 1	-	0 1	-	0 1
Adjustment arising on justeat in	29	-	-	-	0 2	0 2	-	0 2
NCI arising on acquisitions	30	-	-	-	-	-	0 6	0 6
Bonus share issue	26	5 2	(5 2)	-	-	-	-	-
Capital reduction	26	-	(40 0)	-	40 0	-	-	-
Dividend for the year	13	-	-	-	(18 1)	(18 1)	-	(18 1)
Forward contracts to acquire non-controlling interests		-	-	-	(13 8)	(13 8)	-	(13 8)
31 December 2014		5 7	120 5	(6 3)	63 1	183 0	0 8	183 8
Profit for the year		-	-	-	23 1	23 1	(0 1)	23 0
Exchange differences on translation of foreign operations	28	-	-	(11 3)	-	(11 3)	-	(11 3)
Exchange differences on translation of foreign operations reclassified to income statement	28	-	-	(0 1)	-	(0 1)	-	(0 1)
Fair value losses on cash flow hedges	28 31	-	-	(6.2)	-	(6 2)	-	(6 2)
Fair value losses on cash flow hedges reclassified to goodwill	28 31	-	-	6 2	-	6 2	-	6 2
Income tax related to fair value losses on cash flow hedges	28, 31	-	-	1 2	-	1 2	-	1 2
Income tax related to fair value losses on cash flow hedges reclassified to goodwill	28, 31	-	-	(1.2)	-	(1 2)	-	(1.2)
Total comprehensive (loss)/income for the year		-	-	(11 4)	23 1	11 7	(0 1)	11 6
Tax on share options	11	-	-	-	2 8	2 8	-	2.8
Issue of capital (net of costs)	26	1 1	434 5	-	-	435 6	-	435 6
Exercise of share options	26	-	0 5	-	-	0 5	-	0 5
Share based payment charge	4 34	-	-	-	2 6	2 6	-	2.6
Treasury shares	28	-	-	(0 1)	-	(0 1)	-	(0 1)
Exercise of JSOP awards	28	-	-	0 4	-	0 4	-	0 4
Acquisition of minority interest in Eat ch	30 31	-	-	-	(11 0)	(11 0)	(0 3)	(11 3)
31 December 2015		**6 8**	**555 5**	**(17 4)**	**80 6**	**625 5**	**0 4**	**625 9**

Consolidated Cash Flow Statement

Year ended 31 December 2015

	Notes	Year ended 31 December 2015 £m	Year ended 31 December 2014 £m
Net cash inflow from operating activities	33	**74 2**	38 1
Investing activities			
Interest received	10	**0 4**	0 4
Funding provided to associates		**(2 5)**	(0 1)
Net cash outflow on acquisition of interests in associate	31	**(3 4)**	(4 4)
Net cash outflow on acquisition of businesses	31	**(448 4)**	(8 8)
Cash inflow on disposal of investment in associate	18	**3 1**	-
Purchases of property plant and equipment	16	**(5 8)**	(5 4)
Purchases of intangible assets	15	**(4 8)**	(1 0)
Net cash outflow on financial instruments	35	**(3 9)**	-
Other net cash outflows		**(0 2)**	-
Net cash used in investing activities		**(465 5)**	(19 3)
Financing activities			
Net IPO proceeds		**-**	95 7
Net proceeds from placing and open offer	26	**435 6**	-
JSOP subscription proceeds		**-**	5 3
Proceeds arising on exercise of options and warrants		**0 5**	-
Proceeds from sale of shares by the employee benefit trust		**0 6**	1 1
Net cash outflow of the acquisition of minority interest	31	**(11 3)**	-
Dividend paid (net of dividends received by the employee benefit trust)	13	**-**	(18 1)
Movement on borrowings		**(0 3)**	0 2
Net cash from financing activities		**425 1**	84 2
Net increase in cash and cash equivalents		**33 8**	103 0
Net cash and cash equivalents at beginning of year		**164 1**	61 6
Effect of changes in foreign exchange rates		**(5 2)**	(0 5)
Net cash and cash equivalents at end of year		**192 7**	164 1

Notes to the Consolidated Financial Statements

For the year ended 31 December 2015

1 General information

JUST EAT plc (the "Company") and its subsidiaries (the "Group") operate the world s leading digital marketplace for takeaway food delivery Further details about the Group s operations and principal activities are disclosed within the Strategic Report on pages 1 to 33 The Company is a public limited company listed on the premium listing segment of the Official List of the Financial Conduct Authority and is incorporated and domiciled in the United Kingdom Its registered address is Masters House 107 Hammersmith Road London W14 0QH

2 Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and International Financial Reporting Interpretation Committee interpretations as endorsed by the European Union and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS

The financial statements have been prepared on the historical cost basis except for assets and liabilities acquired as part of a business combination deferred contingent consideration provisions for social security costs on the exercise of options by employees and certain financial instruments which have been measured at fair value The principal accounting policies adopted by the Group are set out in note 39 These policies have been consistently applied to all years presented

Going concern

For reasons noted on page 27 the financial information has been prepared on the going concern basis which assumes that the Group will continue to be able to meet its liabilities as they fall due for the foreseeable future, being a period of at least 12 months from the date of signing these financial statements At the date of approving the financial statements the Directors are not aware of any circumstances that could lead to the Group being unable to settle commitments as they fall due during the 12 months from the date of signing these financial statements

At 31 December 2015, the Group had net current assets of £95 3 million and cash net of borrowings of £192 7 million For the year ended 31 December 2015 it generated cash inflows from operating activities of £74 2 million The Group's business activities, together with the factors likely to affect its future development performance and position are set out in the Strategic Report on pages 1 to 33 Note 35 describes the Group's objectives policies and processes for managing its exposure to credit risk and liquidity risk

New standards, interpretations and amendments adopted

No new standards or amendments to standards had any impact on the Group's financial position or performance nor the disclosures in these financial statements

Early adoption

The following new standards and amendments to existing standards are in issue but have not been adopted by the Group as they are either subject to EU endorsement or are not yet effective

- IFRS 9 *Financial Instruments* (effective 1 January 2018),
- IFRS 15 *Revenue from Contracts with Customers* (effective 1 January 2018)
- IFRS 16 *Leases* (effective 1 January 2019),
- Annual Improvements 2012-2014 (effective 1 January 2016)
- Amendments to IAS 16 and IAS 38 *Clarification of Acceptable Methods of Depreciation and Amortisation* (effective 1 January 2016)
- Amendments to IAS 27 *Equity Method in Separate Financial Statements* (effective 1 January 2016)
- Amendments to IFRS 10 and IAS 28 *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture* (effective 1 January 2016), and
- Amendments to IFRS 11 *Accounting for Acquisitions of Interests in Joint Operations* (effective 1 January 2016)

With the exception of IFRS 15 and IFRS 16 the Directors do not expect that the adoption of the standards and amendments to existing standards listed above will have a material impact on the financial statements of the Group in future periods IFRS 15 may have an impact on the Group's revenue recognition policies and disclosures however until management's detailed review has been completed it is not practicable to provide details of the impact that its adoption will have on the Group s financial statements IFRS 16 will result in the recognition of additional assets and liabilities on the Group's Consolidated Balance Sheet Until management's detailed review has been completed it is not possible to quantify these additional assets and liabilities nor is it possible to provide details of the impact that the adoption of IFRS 16 will have on the Group s Consolidated Income Statement

3 Operating segments

Following the acquisition of Menulog Group Limited and its subsidiaries (together the "Menulog Group") in June 2015 and to better align the Group's businesses to their stage of development the Group changed its operating segments for management reporting purposes The Group now reports four segments United Kingdom, Australia and New Zealand, Established Markets and Developing Markets Established Markets includes Benelux Canada Denmark France (acquired July 2014) Ireland Norway and Switzerland Developing Markets includes Italy Mexico (acquired February 2015) and Spain Until the November 2014 merger which created IF-JE Participações Ltda ("IF-JE") Developing Markets also included Brazil The comparative segmental disclosures below have been restated for the change in operating segments See page 21 for further details with regards to this change in operating segments

Each segment includes businesses with similar operating characteristics and at a similar stage of development Underlying EBITDA is the main measure of profit used by the Chief Operating Decision Maker ("CODM") to assess and manage performance The CODM is David Buttress the Group's Chief Executive Officer Underlying EBITDA is defined as earnings before finance income and costs taxation depreciation and amortisation ("EBITDA") and additionally excludes the Group s share of depreciation and amortisation of associates and joint ventures long-term employee incentive costs exceptional items foreign exchange gains and losses and 'other gains and losses' At a segmental level Underlying EBITDA also excludes intra-group franchise fee arrangements and incorporates an allocation of Group technology and central costs (all of which net out on a consolidated level)

Segment revenues	Year ended 31 December 2015 £m	Year ended 31 December 2014 restated £m
Unıted Kıngdom	**171 2**	115 1
Less ınter-segment sales	**(1 6)**	(1 0)
Unıted Kıngdom	**169 6**	114 1
Australıa & New Zealand	**12 4**	-
Establıshed Markets	**55 8**	37 4
Developıng Markets	**9 5**	5 2
Total segment revenues	**247 3**	156 7
Head Office	**0 3**	0 3
Total revenues	**247 6**	157 0

Prıor to the change ın operatıng segments, the busınesses now comprısıng the Establıshed Markets and Developıng Markets operatıng segments were reported as Denmark (core busıness) and Other Denmark (core busıness) ıs now ıncluded wıthın Establıshed Markets For the year ended 31 December 2015 the segmental revenues for Denmark (core busıness) were £13 2 mıllıon (2014 £12 8 mıllıon) and ıts Underlyıng EBITDA was £5 4 mıllıon (2014 £5 1 mıllıon) For the year ended 31 December 2015 the Other segment's revenues were £52 1 mıllıon (2014 £29 8 mıllıon) and ıts Underlyıng EBITDA was a loss of £12 9 mıllıon (2014 loss £11 8 mıllıon)

The Group's revenues were generated as follows

	Year ended 31 December 2015 £m	%	Year ended 31 December 2014 £m	%
Commıssıon reveunues	**193 4**	78%	119 4	76%
Payment card and admınıstratıon fees	**32 4**	13%	21 0	13%
Order drıven revenues	**225 8**	91%	140 4	89%
Connectıon fees	**6 9**	3%	7 0	5%
Top-placement fees	**11 2**	5%	8 0	5%
Other revenues	**3 7**	1%	1 6	1%
Total revenues	**247 6**		157 0	

Order drıven revenues by segment were as follows UK £158 3 mıllıon (2014 £104 6 mıllıon) Australıa & New Zealand £11 7 mıllıon (2014 £nıl) Establıshed Markets £46 5 mıllıon (2014 £30 7 mıllıon) and Developıng Markets £9 3 mıllıon (2014 £5 1 mıllıon)

Segment Underlyıng EBITDA and result	Notes	Year ended 31 December 2015 £m	Year ended 31 December 2014 restated £m
Unıted Kıngdom		**77 6**	45 9
Australıa & New Zealand		**1 0**	-
Establıshed Markets		**6 4**	2 3
Developıng Markets		**(13 9)**	(9 0)
Total segment Underlyıng EBITDA		**71 1**	39 2
Share of equıty accounted assocıates and joınt venture (excludıng deprecıatıon and amortısatıon)		**(1 9)**	(0 6)
Head Office costs		**(9 5)**	(6 0)
Underlyıng EBITDA		**59 7**	32 6
Long-term employee ıncentıve costs	4	**(2 9)**	(4 9)
Exceptıonal ıtems	5	**(6 6)**	(2 7)
Net foreıgn exchange gaıns	6	**0 1**	0 2
EBITDA		**50 3**	25 2
Deprecıatıon - Subsıdıarıes	16	**(4 2)**	(3 3)
Amortısatıon - Acquıred ıntangıble assets	15	**(8 6)**	(2 1)
Amortısatıon - Other ıntangıble assets	15	**(1 7)**	(0 6)
Deprecıatıon and amortısatıon - Assocıates and joınt venture		**(0 3)**	(0 2)
Operatıng profit		**35 5**	19 0
Net other (losses)/gaıns	9	**(0 7)**	38 2
Fınance ıncome	10	**0 4**	0 4
Fınance costs	10	**(0 6)**	(0 2)
Profit before tax		**34 6**	57 4

3 Operating segments *continued*

Segment assets and liabilities	Notes	Assets as at 31 December 2015 £m	Assets as at 31 December 2014 restated £m	Liabilities as at 31 December 2015 £m	Liabilities as at 31 December 2014 restated £m
United Kingdom		**146 1**	89 1	**(59 8)**	(47 8)
Australia & New Zealand		**453 0**	-	**(23 6)**	-
Established Markets		**84 9**	85 0	**(35 0)**	(33 8)
Developing Markets		**71 8**	5 2	**(41 1)**	(11 2)
Total segment assets/(liabilities)		**755 8**	179 3	**(159 5)**	(92 8)
Head Office		**2,584 3**	501 7	**(978 7)**	(233 4)
Associates	18	**16 6**	13 2	-	-
Associate held for sale		-	0 2	-	-
		3,356 7	694 4	**(1,138 2)**	(326 2)
Consolidation adjustments:					
Elimination of intercompany (debtors)/creditors		**(1,008 8)**	(247 5)	**1,008 8**	247 5
Elimination of investments		**(1,573 2)**	(185 0)	-	-
Other consolidation adjustments		**(8 5)**	1 7	**(10 9)**	(1 1)
Total		**766.2**	263 6	**(140 3)**	(79 8)

Segment net book value of non-current assets	As at 31 December 2015 £m	As at 31 December 2014 restated £m
United Kingdom	**10 2**	11 8
Australia & New Zealand	**441 0**	-
Established Markets	**56 2**	54 8
Developing Markets	**24 4**	3 8
	531 8	70 4
Head Office	**13 1**	3 2
Associates	**16 6**	13 2
Total	**561 5**	86 8

Property, plant & equipment and intangible assets	Additions Year ended 31 December 2015 £m	Additions Year ended 31 December 2014 restated £m	Depreciation and amortisation Year ended 31 December 2015 £m	Depreciation and amortisation Year ended 31 December 2014 restated £m
United Kingdom	**3 3**	9 4	**3 7**	2 6
Australia & New Zealand	**452.4**	-	**5 0**	-
Established Markets	**8 0**	49 5	**2.6**	1 9
Developing Markets	**23 0**	1 1	**1 1**	0 4
	486 7	60 0	**12 4**	4 9
Head Office	**6 6**	0 8	**2 1**	1 1
Total	**493 3**	60 8	**14 5**	6 0

Additions include goodwill and other intangible assets acquired as part of business combinations as well as purchases of tangible and intangible fixed assets

4 Long-term employee incentive costs

The total expense recorded in relation to the long-term employee incentives was £2 9 million (2014 £4 9 million) This charge was comprised of £2 6 million (2014 £4 4 million) in respect of share based payments and £0 3 million (2014 £0 5 million) in respect of provisions for employer's social security costs on the exercise of options (see note 34)

5 Exceptional items

	Notes	Year ended 31 December 2015 £m	Year ended 31 December 2014 £m
Acquisition related expenses	31	**6 6**	0 4
IPO costs	26	-	2 3
Total exceptional items		**6 6**	2 7

Acquisition costs relate to legal due diligence and other costs incurred as a result of the Group's acquisitions and aborted acquisitions

The IPO costs incurred in the prior year related to the Company's listing and initial public offering in April 2014

6 Operating profit

Profit for the year has been arrived at after charging/(crediting)

	Notes	Year ended 31 December 2015 £m	Year ended 31 December 2014 £m
Total staff costs	7	**67 5**	52 0
Exceptional items	5	**6 6**	2 7
Foreign exchange gains		**(0 1)**	(0 2)
Loss on sale of property plant and equipment		**0 1**	0 2
Operating lease charges	32	**3 1**	2 5
Depreciation of property plant and equipment	16	**4 2**	3 3
Amortisation of intangible assets - Acquired intangible assets	15	**8 6**	2 1
Amortisation of intangible assets - Other intangible assets	15	**1 7**	0 6

7 Staff costs

The average number of full-time equivalent persons analysed by function was

	Year ended 31 December 2015	Year ended 31 December 2014
Operations	**650**	516
Technology and product	**191**	114
Sales	**286**	185
Marketing	**109**	65
Management and administration	**207**	138
	1,443	1,018

Staff remuneration including that in respect of the Directors, comprised

	Notes	Year ended 31 December 2015 £m	Year ended 31 December 2014 £m
Wages and salaries		**56 1**	41 4
Social security costs		**7 2**	5 1
Pension costs		**1 3**	0 6
Long-term employee incentive costs	4 34	**2 9**	4 9
		67 5	52 0

Details of the Directors' remuneration are included in the Report of the Remuneration Committee on pages 48 to 65

8 Auditors' remuneration

During the year the Group obtained the following services from its auditor

	Year ended 31 December 2015 £'000	Year ended 31 December 2014 £ 000
Fees payable to Deloitte LLP for the audit of the Company s financial statements	**294**	90
Fees payable to Deloitte LLP and its associates for the audit of the Company's subsidiaries	**148**	140
Total Deloitte LLP audit fees	**442**	230
Non-audit services provided by Deloitte LLP and its associates		
Audit-related assurance services	**129**	59
Taxation compliance services	**40**	18
Taxation advisory services	**93**	139
Corporate finance services	**155**	534
Total non-audit fees	**417**	750
Total Deloitte LLP fees	**859**	980
Fees payable to other auditors for the audit of the Company s subsidiaries	**41**	86

Details of the Group's policy on the use of the auditor for non audit services and how the auditor s independence and objectivity was safeguarded are set out in the Audit Committee Report on page 47 No services were provided pursuant to contingent fee arrangements The corporate finance services provided were principally in respect of the Group's acquisition of the Menulog Group In the prior year the corporate finance services provided were in respect of the Company s listing and initial public offering

9 Other gains and losses

	Notes	Year ended 31 December 2015 £m	Year ended 31 December 2014 £m
Gain on disposal of Achindra Online Marketing Private Limited		**3 0**	-
Movement in minority shareholders buy-out provision	24	**(0 2)**	-
Losses on financial instruments	35	**(3 9)**	-
Fair value gain on convertible debt	35	**0 2**	0 4
Other gains		**0 2**	-
Gain in respect of FBA Invest SaS		**-**	32 0
Gain on the disposal of Justeat Brasil Servicos Online LTDA		**-**	5 8
Net other (losses)/gains		**(0 7)**	38 2

In January 2015 the Group recognised a gain of £3 0 million on the sale of its entire shareholding in Achindra Online Marketing Private Limited the Group s Indian associated undertaking

The Group is committed to the future acquisition of the minority shareholdings of two of its subsidiaries The estimated liabilities for these commitments increased by a net £0 2 million during the year

A net loss of £3 9 million was recognised on two hedges taken out to hedge the sterling amount of the Menulog Group acquisition consideration which was payable in Australian dollars The net loss comprised a £4 6 million loss on one hedge and a £0 7 million gain on a second hedge

A fair value gain was recognised on the embedded option within a convertible loan which had been provided to El Cocinero A Cuerda SL in 2012 The loan was converted into shares as part of the Group's acquisition of El Cocinero A Cuerda SL in February 2015

Year ended 31 December 2014
In July 2014 the Group increased its stake in the French business from 50% to 80% This resulted in a change in control and so the business was no longer treated as a joint venture but as a subsidiary The transaction resulted in a non-cash gain of £32 0 million of which £17 8 million was the gain on the deemed disposal of the Joint Venture and £14 2 million resulted from the fair value gains on the Group s option to acquire the remaining shares

In November 2014, the control of the Group's Brazilian business also changed from being classified as a subsidiary to an associate, resulting in a further non-cash deemed disposal gain of £5 8 million

10 Finance income and finance costs

	Year ended 31 December 2015 £m	Year ended 31 December 2014 £m
Interest received on bank deposits	**0 4**	0 4
Finance income	**0 4**	0 4
Bank interest and charges	**0 6**	-
Unwind of discount to provisions and long-term liabilities	**-**	0 2
Finance costs	**0 6**	0 2

11 Taxation

	Note	Year ended 31 December 2015 £m	Year ended 31 December 2014 £m
Current taxation			
Current year		**15 8**	6 3
Adjustment for prior years		**0 1**	0 1
		15 9	6 4
Deferred taxation	19		
Temporary timing differences		**(4 4)**	(0 8)
Adjustment for prior years		**0 1**	-
		(4 3)	(0 8)
Total tax charge for the year		**11 6**	5 6

UK corporation tax was calculated at 20 25% (2014 21 5%) of the taxable profit for the year As announced in the March 2014 Budget the standard rate of corporation tax in the UK changed from 21% to 20% with effect from 1 April 2015 Accordingly, the UK applicable blended rate for the year ended 31 December 2015 was 20 25%

Taxation for other jurisdictions was calculated at the rates prevailing in the respective jurisdictions

Taxation on items taken directly to other comprehensive income was a credit of £1 2 million (2014 nil) and relates to fair value losses on cash flow hedges which have been reclassified to goodwill In the prior year taxation arising on share based payments of £2 3 million was credited directly to other comprehensive income

More information on the calculation of deferred tax is provided in note 19

The total tax charge for the year can be reconciled to the profit per the income statement as follows

	Year ended 31 December 2015			Year ended 31 December 2014		
	Before adjusting items £m	Adjusting items £m	Total £m	Before adjusting items £m	Adjusting items £m	Total £m
Profit before tax	**53 6**	**(19 0)**	**34 6**	28 7	28 7	57 4
Tax at the UK corporation tax rate of 20 25% (2014 21 5%)	**10 9**	**(3 9)**	**7 0**	6 1	6 2	12 3
(Income non-taxable)/expenses non-deductible	**(1 4)**	**2 4**	**1 0**	(0 3)	0 4	0 1
Share based payments	-	**0 2**	**0 2**	-	0 6	0 6
Profit on the deemed disposals of businesses	-	**(0 6)**	**(0 6)**	-	(8 1)	(8 1)
Adjustments in respect of prior periods	**0 2**	-	**0 2**	0 1	-	0 1
Effect of different tax rates of subsidiaries operating in other jurisdictions	**(0 6)**	**(0 4)**	**(1 0)**	-	-	-
Other overseas taxes	**3 5**	**0 6**	**4 1**	1 1	-	1 1
Change in unrecognised deferred tax asset	**0 7**	-	**0 7**	(0 5)	-	(0 5)
Total tax charge for the year	**13 3**	**(1 7)**	**11 6**	6 5	(0 9)	5 6
Effective tax rate	**24 8%**		**33 5%**	22 6%		9 8%

The effective tax rate on underlying profits (i e profits before adjusting items) was 24 8% (2014 22 6%) The adjusting items comprised long-term employee incentive costs, exceptional items 'other gains and losses' foreign exchange gains and losses, and amortisation in respect of acquired intangible assets

Deferred tax assets arising from temporary differences have not been recognised in tax jurisdictions where there is insufficient evidence that the asset will be recovered The amount of the asset not recognised as at 31 December 2015 was £6 3 million (2014 £4 8 million) The asset would be recognised if sufficient suitable taxable profits were made in the future and the recovery of the asset became probable See note 19 for further details

	As at 31 December 2015 £m	As at 31 December 2014 £m
Deferred tax assets not recognised		
Accelerated capital allowances	**0 9**	0 1
Unrelieved tax losses	**4 2**	3 8
Share based payments	**0 5**	0 4
Unrelieved tax losses in joint venture and associates	**0 7**	0 5
	6 3	4 8

Notes to the Consolidated Financial Statements *continued*

For the year ended 31 December 2015

12 Earnings per share

Basic earnings per share was calculated by dividing the profit for the year attributable to the shareholders of the Company by the weighted average number of shares outstanding during the year excluding unvested shares held pursuant to the Group s JSOP and SIP

Prior to 8 April 2014 holders of the B Ordinary shares had rights to share in profits which differed to those of the holders of Ordinary shares, Preference A shares, Preference B shares and Preference C shares Earnings per share figures have therefore been presented separately for the B Ordinary shares, up until 8 April 2014 The B Ordinary shares Preference A shares Preference B shares and Preference C shares were reclassified as Ordinary shares on 8 April 2014

The B Ordinary shareholders were only entitled to dividends after aggregate distributions of £18 25 million had been made to the holders of Ordinary shares Preference A shares Preference B shares and Preference C shares Prior to 8 April 2014 aggregate distributions of this amount had not been made As a result no earnings were attributable to the Ordinary B shares in the earnings per share (EPS) calculations

Diluted earnings per share was calculated by adjusting the weighted average number of shares outstanding to assume conversion of all potentially dilutive shares The Group had potentially dilutive shares in the form of share options warrants and unvested shares held pursuant to the Group's JSOP and SIP

Adjusted earnings per share is the main measure of earnings per share used by the Group and is calculated using an underlying profit measure attributable to the holders of Ordinary shares in the parent, which is defined as profit attributable to the holders of Ordinary shares in the parent, before long-term employee incentive costs exceptional items, 'other gains and losses foreign exchange gains and losses, amortisation of acquired intangible assets and the tax impact of the adjusting items

Basic and diluted earnings per share have been calculated as follows

	Notes	**Year ended 31 December 2015 £m**	Year ended 31 December 2014 £m
Profit attributable to the holders of Ordinary shares in the parent		**23 1**	52 0
Long-term employee incentive costs	4 34	**2 9**	4 9
Exceptional items	5	**6 6**	2 7
Net other losses/(gains)	9	**0 7**	(38 2)
Net foreign exchange gains		**(0 1)**	(0 2)
Amortisation in respect of acquired intangible assets (including associates and joint venture)		**8 9**	2 1
Tax impact of the adjusting items	11	**(1 7)**	(0 9)
Adjusted profit attributable to the holders of Ordinary shares in the parent		**40 4**	22 4

	Number of shares (000)	
	Year ended 31 December 2015	Year ended 31 December 2014
Weighted average number of Ordinary shares for basic earnings per share	**616,111**	533 278
Effect of dilution		
– Share options	**5,970**	10 713
– Unvested JSOP and SIP shares	**9,602**	8 593
– Warrants	**-**	1 540
Weighted average number of Ordinary shares adjusted for the effect of dilution	**631,683**	554,124

	Year ended 31 December 2015 Pence	Year ended 31 December 2014 Pence
Earnings per Ordinary share		
Basic	**3 8**	9 8
Diluted	**3 7**	9 4
Adjusted earnings per Ordinary share		
Basic	**6 6**	4 2
Diluted	**6 4**	4 0

13 Dividends

On 2 April 2014 the Directors declared a dividend of £18 25 million to be paid to the holders of Preference A shares Preference B shares Preference C shares and Ordinary shares pro rata to their holding of shares in the Company The dividend was paid on 8 April 2014 The dividend disclosed in the consolidated financial statements (£18 1 million) is stated net of the amount of the dividends earned by the Group s employee benefit trustee No dividends have been declared or paid in the current year

14 Goodwill

	Total £m
Carrying amount as at 1 January 2014	10 2
Recognised on acquisition of subsidiaries	43 1
Foreign exchange losses	(1 4)
Disposal of Justeat Brasil Servicos Online LTDA (note 31)	(0 7)
Carrying amount at 31 December 2014	51 2
Recognised on acquisition of subsidiaries (note 31)	**415 3**
Foreign exchange losses	**(9 4)**
Carrying amount at 31 December 2015	**457 1**

Accumulated impairment losses as at 31 December 2015 were £5 3 million (2014 £5 6 million)

Goodwill acquired in a business combination is allocated on acquisition to the cash-generating units ('CGUs') that are expected to benefit from that business combination The carrying amount of goodwill has been allocated as follows

			Goodwill allocated by CGU as at 31 December	
Acquisition	Country of operation	CGU	**2015 £m**	2014 £m
Urbanbite Limited EatStudent Ltd FillMyBelly Limited Meal 2 Order com Limited, Orogo Limited* and Nifty Nosh Limited	United Kingdom	Just-eat co uk	**4 6**	2 7
Orogo Limited	United Kingdom	Orogo	**–**	0 6
Just Eat dk ApS	Denmark	Just-eat dk	**1 7**	1 8
Menulog Group Limited	Australia and New Zealand	Menulog and Eatnow	**384 9**	–
SinDelantal Mexico SA de CV	Mexico	SinDelantal Mexico	**13 4**	–
Eat ch GmbH	Switzerland	Eat ch	**3 1**	2 9
SinDelantal Internet S L	Spain	Just-eat es	**2 4**	2 5
FBA Invest SaS	France	Alloresto fr	**36 5**	38 8
Eatcity Limited	Ireland	Just-eat ie	**0 9**	0 9
Yummyweb Inc Grub Canada Inc Power & Power Investment Inc , Restaurants on the Go Inc	Canada	Just-eat ca	**5 1**	0 6
Click Eat Jeb Srl Clicca e Mangia	Italy	Justeat it	**4 5**	0 4
Carrying amount at 31 December			**457 1**	51 2

*Orogo Limited was integrated into the UK CGU during 2015

The Group tests goodwill annually for impairment or more frequently if there are indications of impairment

The recoverable amounts of the CGUs are determined from value-in-use calculations The key assumptions used in the value-in-use calculations are the discount rate and the Underlying EBITDA growth (which is a function of increases in the number of orders generated and increases in costs, together with other factors) Management uses pre-tax discount rates that reflect current market assessments of the time value of money and the risks specific to the particular CGU Underlying EBITDA growth is based on past experience and management's future expectations The growth in orders and increases in costs are based on recent results and management's expectations for the future

The Group prepares cash flow forecasts based on the most recent financial budgets approved by the Board Management expects that some markets will enjoy a period of sustained high growth continuing from the end of the current budgetary cycle to maturity (the medium term) During this period each CGU will continue to acquire new consumers and increase order activity above and beyond the long-term growth rate applicable to each market Management expects that a number of CGUs with the exception of the UK Denmark Ireland and Swizerland will reach maturity after a period in excess of five years and therefore considers it appropriate for the forecasts to extend beyond a five-year period A suitable medium-term growth rate based on previous experience of growth rates (including historical growth rates of all CGUs) has been applied individually to reflect each CGU's activity in this period After this a long-term growth rate is applied This is typically between 5 and 7 years from the start of the forecast period The Directors believe that it is appropriate to use forecasts extending beyond five years where a CGU is expected to grow significantly beyond five years and not reach maturity within that period

The rates used to discount the forecast cash flows were in the range of 9 1% to 15 3% for all geographies (2014 10 6% to 18 4%)
The long-term growth rates used in the forecast cash flows were in the range of 1 4% to 3 1% (2014 1 6% to 2 2%)

Notes to the Consolidated Financial Statements *continued*

For the year ended 31 December 2015

14 Goodwill *continued*

Years ended 31 December 2015 and 2014

For all CGUs the value-in-use was in excess of the carrying value of the CGU As a result no impairments were required

Sensitivity analysis

The Group has conducted a sensitivity analysis on the impairment test for each CGU This included reducing the future cash flows and increasing discount rates With the exception of the Australia & New Zealand and the Mexican CGU no reasonably expected change in the key assumptions used in the value-in-use calculations would give rise to an impairment charge The impairment review for the year ended 31 December 2014 concluded that there were no CGUs where a reasonable change in the key assumptions used in the value-in-use calculations would give rise to an impairment charge

The sensitivity process included

- increasing pre-tax discount rates by 2 0% and
- reducing the anticipated Underlying EBITDA growth and hence future cash flow

For illustrative purposes the reduction of the anticipated 2025 revenues and Underlying EBITDA resulted in the Underlying EBITDA reducing by 22 0% in Australia & New Zealand and 56 9% in Mexico

If the sensitivities for the Australia & New Zealand and Mexican CGUs were taken in isolation there would be the following impairment

	Amounts by which the recoverable amount exceeds/(is less than) the CGUs carrying value	
	Australia & New Zealand £m	Mexico £m
Increased pre tax discount rate	**(13 4)**	**15 0**
Reduced Underlying EBITDA growth	**(43 0)**	**(12.2)**

In order for the carrying amount and recoverable amount to be equal

- the pre-tax discount rate for Australia & New Zealand would have to increase by 1 7% and that for Mexico would have to increase by 6 4% or
- projected 2025 Underlying EBITDA decreases by 15% for Australia & New Zealand and 40% for Mexico

15 Other intangible assets

	Patents licences and IP £m	Restaurant contracts £m	Brands £m	Development costs £m	Total £m
Cost					
At 1 January 2014	1 1	4 1	0 7	0 5	6 4
Recognised on acquisition of subsidiaries	3 0	3 8	4 1	-	10 9
Transfer from tangible assets	0 1	-	-	-	0 1
Transfer from development costs	0 5	-	-	(0 5)	-
Additions	1 3	-	-	-	1 3
Foreign exchange movements	(0 1)	(0 2)	(0 1)	-	(0 4)
At 31 December 2014	5 9	7 7	4 7	-	18 3
Recognised on acquisition of subsidiaries (note 31)	**3 4**	**47 6**	**14 9**	**-**	**65 9**
Additions	**3 3**	-	**-**	**2 7**	**6 0**
Foreign exchange movements	**(0 3)**	**(1 3)**	**(0 5)**	**-**	**(2 1)**
At 31 December 2015	**12.3**	**54 0**	**19 1**	**2.7**	**88 1**
Amortisation					
At 1 January 2014	0 4	2 1	0 5	-	3 0
Charge for the year	1 5	0 9	0 3	-	2 7
Transfer from tangible assets	0 1	-	-	-	0 1
Foreign exchange movements	(0 1)	(0 1)	-	-	(0 2)
At 31 December 2014	1 9	2 9	0 8	-	5 6
Charge for the year	**3 7**	**5 2**	**1 3**	**0 1**	**10 3**
Foreign exchange movements	**(0 2)**	**(0 1)**	**(0 1)**	**-**	**(0 4)**
At 31 December 2015	**5 4**	**8 0**	**2.0**	**0 1**	**15 5**
Carrying amount					
At 31 December 2015	**6 9**	**46 0**	**17 1**	**2.6**	**72 6**
At 31 December 2014	4 0	4 8	3 9	-	12 7

All intangible assets have finite lives The amortisation periods for development patents, licences and IP are three years The amortisation periods for brands and restaurant contracts are between three and ten years Included in development costs are £0 7 million of work in progress (2014 £nil) Work in progress is not amortised until the asset is available for use

The cash outflow in respect of additions of intangible assets was £4 8 million (2014 £1 0 million)

16 Property, plant and equipment

	Note	Fixtures and fittings £m	Equipment £m	Leasehold improvements £m	Total £m
Cost					
At 1 January 2014		2 5	7 3	1 1	10 9
Transfer to intangibles		(0 1)	-	-	(0 1)
Additions		1 8	2 6	1 0	5 4
Acquisition of subsidiaries		-	-	0 1	0 1
Foreign exchange movements		(0 1)	(0 2)	-	(0 3)
Disposals		(0 2)	(0 5)	(0 1)	(0 8)
At 31 December 2014		3 9	9 2	2 1	15 2
Additions		**1 1**	**4 0**	**0 7**	**5 8**
Acquisition of subsidiaries	31	**-**	**0 3**	**-**	**0 3**
Foreign exchange movements		**(0 1)**	**(0 3)**	**-**	**(0 4)**
Disposals		**(0 2)**	**(1 2)**	**-**	**(1 4)**
At 31 December 2015		**4 7**	**12 0**	**2.8**	**19 5**
Accumulated depreciation					
At 1 January 2014		1 2	3 8	0 4	5 4
Charge for the year		0 9	1 9	0 5	3 3
Transfer to intangibles		(0 1)	-	-	(0 1)
Disposals		(0 1)	(0 4)	(0 1)	(0 6)
At 31 December 2014		1 9	5 3	0 8	8 0
Charge for the year		**1 1**	**2 5**	**0 6**	**4 2**
Disposals		**(0 2)**	**(1 1)**	**-**	**(1 3)**
At 31 December 2015		**2.8**	**6 7**	**1 4**	**10 9**
Carrying amount					
At 31 December 2015		**1 9**	**5 3**	**1 4**	**8 6**
At 31 December 2014		2 0	3 9	1 3	7 2

All tangible assets have finite lives The useful economic lives of all asset categories is three years The exception to this is leasehold assets which are depreciated over the life of the lease or a shorter term if deemed appropriate

At 31 December 2015, the Group had entered into contractual commitments for the acquisition of property, plant and equipment totalling £0 4 million (2014 £0 6 million)

17 Investment in joint venture

Carrying value of joint venture under equity accounting method	**2015 £m**	2014 £m
Investment in joint venture as at 1 January	-	7 4
Share of post tax profits	-	-
Foreign exchange movements	-	(0 2)
FBA Invest SaS becoming a subsidiary	-	(7 2)
Investment in joint venture at 31 December	**-**	-

18 Investments in associates

Carrying value of associates under equity accounting method	**2015 £m**	2014 £m
Balance as at 1 January	**13 2**	0 4
Increase in investment in Achindra Online Marketing Private Limited	-	0 1
IF-JE Participações Ltda becoming an associate	-	14 3
Share of post-tax losses of Achindra Online Marketing Private Limited	-	(0 5)
Share of post-tax losses of IF-JE Participações Ltda	**(2 2)**	(0 3)
Foreign currency translation differences	**(3 5)**	(0 6)
Increase in investment in IF-JE Participações Ltda	**9 1**	-
Transfer of Achindra Online Marketing Private Limited to assets held for sale	**-**	(0 2)
Investments in associates at 31 December	**16 6**	13 2

IF-JE Participações Ltda ("IF-JE")

On 3 November 2014 the Group's wholly owned subsidiary Justeat Brasil Servicos Online LTDA ("JE Brazil") merged with the iFood group Following the merger the Group held a minority shareholding of 25% in the holding company of the merged group IF-JE IF-JE wholly owns JE Brazil and the iFood group The Group s interest in IF-JE has been accounted for as an associate undertaking in accordance with IAS 28 *Investments in Associates and Joint Ventures* ("IAS 28") During the year the Group increased its investment in IF-JE to 30% for a total consideration of £6 7 million of which £3 4 million was paid and the remaining balance of £3 3 million is payable in 2016 Details of the increased shareholdings are included within note 31

18 Investments in associates *continued*

Summarised consolidated financial information in respect of IF-JE Participações Ltda from 3 November 2014 to 31 December 2015, and as at 31 December 2015 and 2014 is set out below

	Year ended 31 December 2015 £m	Period ended 31 December 2014 £m
Revenues	**8 9**	1 1
Underlying EBITDA	**(6 3)**	(1 2)
Loss after tax	**(7 3)**	(1 2)
The Group's share of IF-JE's loss after tax	**(2 2)**	(0 3)

	As at 31 December 2015 £m	As at 31 December 2014 £m
Cash and cash equivalents	**0 9**	1 7
Other assets	**12 0**	4 5
Total assets	**12 9**	6 2
Total liabilities	**(5 8)**	(6 1)
Net assets	**7 1**	0 1
The Group's share of interest in associated undertaking's net assets	**2.1**	-
Transaction costs	**0 3**	0 3
Goodwill	**14 2**	12 9
Carrying value of interest in associated undertaking	**16 6**	13 2

Achindra Online Marketing Private Limited ("justeat in")

In January 2015 the Group sold its shares in Achindra Online Marketing Private Limited to foodpanda for a gain on disposal of £3 0 million (note 9) and net cash proceeds of £3 1 million Accordingly the Group s investment in justeat in was included in the Consolidated Balance Sheet as at 31 December 2014 as an asset held for sale, at the lower of its fair value less costs to sell and carrying amounts

19 Deferred taxation

Deferred taxation is provided for as follows

	Losses (assets) £m	Share based payment (assets) £m	Short term temporary differences (assets) £m	Short term temporary differences (liabilities) £m	Acquired intangibles (assets) £m	Acquired intangibles (liabilities) £m	Total £m
At 1 January 2014	0 3	0 1	0 3	-	0 2	(0 4)	0 5
Reclassification	-	-	-	-	(0 2)	0 2	-
(Debit)/credit to the income statement	(0 1)	0 2	0 4	-	-	0 4	0 9
Credit to equity	-	1 0	-	-	-	-	1 0
Amounts arising on acquisition of subsidiaries	0 3	-	-	-	-	(3 1)	(2 8)
At 31 December 2014	0 5	1 3	0 7	-	-	(2 9)	(0 4)
(Debit)/credit to the income statement	**2 0**	**0 2**	-	**(0.2)**	**0 1**	**2 3**	**4 4**
Credit to equity	-	**0 9**	-	-	-	-	**0 9**
Prior year adjustment	-	-	**(0 1)**	-	-	-	**(0 1)**
Foreign exchange movements	**(0 1)**	-	-	-	-	**0 5**	**0 4**
Amounts arising on acquisition of subsidiaries (note 31)	**1 0**	-	-	-	-	**(19 6)**	**(18 6)**
As at 31 December 2015	**3 4**	**2.4**	**0 6**	**(0.2)**	**0 1**	**(19 7)**	**(13 4)**

	As at 31 December 2015 £m	As at 31 December 2014 £m
Analysed as		
Deferred tax liabilities	**(19 9)**	(2 9)
Deferred tax assets	**6 5**	2 5
As at 31 December	**(13 4)**	(0 4)

Deferred tax is provided in respect of temporary differences that have originated but not reversed at the balance sheet date and is determined using the tax rates that are expected to apply when the temporary differences reverse Deferred tax assets are recognised only to the extent that it is probable that they will be recovered

The deferred tax asset on losses includes an asset of £2 4 million relating to losses generated in Australia during the period A deferred tax asset has been recognised on these losses on the basis of forecasted profits in Australia

20 Inventories

	As at 31 December 2015 £m	As at 31 December 2014 £m
Finished goods	**1 2**	0 9

Inventories are comprised of packaging materials and consumable items sold to restaurants and JCTs held by the UK to sell to other Group companies There is no material difference between the balance sheet value of stock and its replacement cost

21 Trade and other receivables

	As at 31 December 2015 £m	As at 31 December 2014 £m
Amount receivable for the provision of services	**2.3**	2 6
Allowance for doubtful debts	**(1 0)**	(0 7)
	1 3	1 9
Other debtors	**4 7**	5 7
Prepayments	**4 5**	2 6
As at 31 December	**10 5**	10 2

Trade receivables

Trade receivables disclosed above are classified as loans and receivables and are therefore measured at amortised cost The average age of the trade receivables as at 31 December 2015 was 96 days (2014 72 days) As at 31 December 2015 20% (2014 42%) of the trade receivables were less than 30 days old 11% (2014 15%) were between 30 and 60 days old 7% (2014 8%) were between 60 and 90 days old and 62% (2014 35%) were over 90 days old

The Group has reviewed all balances and has made an allowance for debts which are considered unlikely to be collectable based on past default experience and an analysis of the counterparty's current financial position Allowances against doubtful debts are recognised against trade receivables

Trade receivables disclosed above include amounts which are past due at the reporting date but against which the Group has not recognised an allowance for doubtful receivables because there has not been a significant change in credit quality and the amounts are still considered recoverable

The Group does not hold any collateral or other credit enhancements over these balances

Movement in the allowance for doubtful debts

	2015 £m	2014 £m
Balance at the beginning of the year	**0 7**	0 4
Recognised on acquisition of subsidiaries	**-**	0 1
Impairment losses recognised	**0 9**	0 3
Amounts written off during the year	**(0 5)**	(0 1)
Amounts recovered during the year	**(0 1)**	-
As at 31 December	**1 0**	0 7

In determining the recoverability of a trade receivable the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the reporting date The concentration of credit risk is limited due to the consumer base being large and unrelated The Directors consider that the carrying amount of trade and other receivables after taking into account the allowance for doubtful debts, is approximately equal to their fair value At 31 December 2015 £1 0 million (2014 £0 7 million) of the allowance for doubtful debts was in respect of receivables more than 120 days old

Other debtors

At 31 December 2015 other debtors of £4 7 million (2014 £5 7 million) included amounts due from loans made to the participants of the JSOP of £3 7 million (2014 £5 2 million) The carrying amounts of these assets approximates their fair value

22 Trade and other payables

	As at 31 December 2015 £m	As at 31 December 2014 £m
Trade creditors	**54 0**	33 3
Other creditors and accruals	**37 4**	19 7
Other taxes and social security	**8 0**	6 1
	99 4	59 1

Trade creditors, and other creditors and accruals principally comprise amounts outstanding for trade purchases and ongoing costs Included in the trade creditors balance were amounts owed to restaurants (2015 £43 8 million 2014 £27 7 million) These amounts are typically settled on a fortnightly basis The average credit period taken for restaurants is eight days (2014 eight days) For most suppliers no interest is charged on the trade payables for at least the first 30 days from the date of the invoice

The Group has financial risk management policies in place to ensure that all payables are paid within the pre-agreed credit terms The Directors consider that the carrying amount of trade payables approximates to their fair value

23 Deferred revenues

	As at 31 December 2015 £m	As at 31 December 2014 £m
Current deferred revenues	**3 7**	4 0
Non-current deferred revenues	**1 1**	1 3
Total deferred revenues	**4 8**	5 3

JCTs used by restaurants are paid for upfront These revenues are deferred over 36 months A connection fee is also charged when restaurants join the network These revenues are recognised over a 12 month period

In addition our Danish and French based restaurant partners pay an annual subscription fee These revenues are recognised over a 12 month period

24 Provisions for liabilities

	Notes	2015 £m	2014 £m
Balance at 1 January		**9 5**	0 1
Forward contracts to acquire non-controlling interests		**0 2**	9 1
Acquired provisions	31	**0 1**	-
Provision for employer s social security costs on exercise of employee share options	34	**0 3**	0 5
Utilisation of provision for social security costs on exercise of employee share options	34	**(0 3)**	(0 2)
Unwinding of the present value of the non-current provisions		**-**	0 1
Foreign exchange movements		**-**	(0 1)
Contingent consideration in respect of acquisition of a further 5% stake in IF-JE	31	**6 7**	-
IF-JE contingent consideration paid		**(2 8)**	-
Deferred IF-JE consideration transferred to other creditors		**(3 9)**	-
Forward contract to acquire non controlling interests transferred to other creditors		**(0 2)**	-
As at 31 December		**9 6**	9 5

This is split between current and non-current liabilities as follows

	2015 £m	2014 £m
Current	**0 3**	0 2
Non-current	**9 3**	9 3
As at 31 December	**9 6**	9 5

The provisions in respect of the forward contracts to acquire non controlling interests relate to the Group's commitments to buy-out the minority shareholders of FBA Invest SaS and Orogo Limited The provision relating to FBA Invest SaS increased by £3 6 million during the year due to an increase in the forecast results of FBA Invest SaS's trading subsidiary and hence the estimated cost of acquiring the minority interest Prior to 31 December 2015 the Group has agreed to acquire the Orogo Limited non controlling interests earlier than had previously been agreed The agreed consideration of £0 2 million is payable in April 2016 As a result, the provision for the acquisition of the minority interest has been reduced by £3 4 million with the remaining liability of £0 2 million being transferred to other creditors The net charge to the income statement arising on the movements in these two provisions, £0 2 million, has been charged to other gains and losses (see note 9)

As at 31 December 2015, £0 3 million (2014 £0 3 million) of the total provisions related to employer's social security costs that crystallise on the exercise of share options by employees

On 11 February 2015 the Group acquired a further 5% stake in IF-JE (see note 31) The consideration payable of £6 7 million was dependent upon the performance of IF-JE, for the period to 31 October 2015 and is payable in instalments over the period to 31 October 2016 The cash outflow during the year ended 31 December 2015 was £3 4 million £3 9 million was transferred to creditors once the amount of consideration payable had been fixed

25 Other long-term liabilities

	As at 31 December 2015 £m	As at 31 December 2014 £m
Deferred consideration in respect of Power & Power Inc	-	0 4
Other long-term creditors	**0 6**	0 3
As at 31 December	**0 6**	0 7

The other long-term creditor is payable in 2017 and relates to the purchase of a software licence

26 Share capital

	Number of issued shares (000)						
	Ordinary shares	B Ordinary shares	Preference A shares	Preference B shares	Preference C shares	Total	Total £m
At 1 January 2014	8 407	1 019	4,973	1 809	2,503	18,711	-
Options exercised before bonus issue and consolidation	-	6	-	-	-	6	-
Issue of shares - JSOP	424	-	-	-	-	424	-
Bonus share issue	23,835 954	2 765,862	13,422 667	4,881,211	6 755 249	51,660,943	5 2
Share consolidation	(23 606 337)	(2 739 218)	(13,293 364)	(4,834 190)	(6,690,174)	(51,163,283)	-
Share capital after consolidation	238 448	27,669	134 276	48 830	67 578	516,801	5 2
Options exercised between bonus issue and consolidation and IPO	-	2 121	-	-	-	2,121	-
Reclassification to Ordinary shares on IPO	280 474	(29 790)	(134 276)	(48 830)	(67,578)	-	-
Issue of shares on IPO	38,462	-	-	-	-	38,462	0 4
Warrants exercised on IPO	6 210	-	-	-	-	6 210	0 1
SIP issue of shares	250	-	-	-	-	250	-
Options exercised after IPO	4 265	-	-	-	-	4,265	-
At 31 December 2014	568 109	-	-	-	-	568,109	5 7
Placing and open offer	**105,398**	-	-	-	-	**105,398**	**1 1**
Options exercised	**1,888**	-	-	-	-	**1,888**	-
At 31 December 2015	**675,395**	-	-	-	-	**675,395**	**6 8**

Year ended 31 December 2015

On 11 June 2015 the Group raised £435 6 million (net of costs) through a placing and open offer of 105 4 million new one pence Ordinary shares at a price of 425 pence per share The proceeds were principally used to fund the acquisition of the Menulog Group Costs of £12 4 million that related directly to the placing and open offer have been deducted from the share premium account

Year ended 31 December 2014

On 20 March 2014 the Company's share premium account was reduced by £40 0 million by way of a reduction of capital On the same day the Company conducted a bonus issue of 2 699 shares for every one Ordinary share, B Ordinary share Preference A share Preference B share and Preference C share in issue This was followed by a consolidation of each of the Ordinary shares, B Ordinary shares Preference A shares Preference B shares and Preference C shares such that the nominal value of each share increased from £0 0001 to £0 01

On 24 March 2014 the Company re-registered as JUST EAT plc

On 8 April 2014 the Company's Ordinary shares were admitted to the High Growth Segment of the Main Market of the London Stock Exchange (the "Listing") In conjunction, the Company made an initial public offering ("IPO") of 38 5 million new one pence Ordinary shares at a price of 260 pence per share Also on this date immediately prior to the Listing 29 8 million B Ordinary shares 134 3 million Preference A shares 48 8 million Preference B shares and 67 6 million Preference C shares converted to Ordinary shares

Costs that related directly to the issue of new shares have been deducted from the share premium account IPO costs that related to both the Listing and issue of new shares have been allocated between the share premium account and the income statement in proportion to the number of primary and secondary shares traded on admission As a result during the year ended 31 December 2014 IPO costs totalling £4 5 million were charged to the share premium account and IPO costs of £2 3 million were charged to the income statement

26 Share capital *continued*
On 6 May 2014 the Company's shares were admitted to trading on the premium listing segment of the Official List of the UK Financial Conduct Authority This change had no effect on the issued share capital of the Company

Ordinary shares
Ordinary shares have a par value of £0 01 each and entitle the holders to receive notice attend, speak and vote at general meetings Holders of Ordinary shares are entitled to distributions of available profits pro rata to their respective holdings of shares

B Ordinary shares
B Ordinary shares had a par value of £0 01 each and did not entitle the holders to receive notice attend speak or vote at any general meeting The B Ordinary shares were convertible into Ordinary shares on a one for-one basis upon the satisfaction of a range of criteria as set out in the Company's Articles Holders of B Ordinary shares were entitled to distributions of available profits together with the holders of Ordinary shares Preference A shares Preference B shares and Preference C shares (pari passu as if all the classes of shares constituted one class of share) pro rata to their respective holdings of shares only after aggregate distributions of £18 25 million had been made to the holders of Ordinary shares Preference A shares Preference B shares and Preference C shares

The B Ordinary shares were converted into Ordinary shares on 8 April 2014

Preference A shares
Preference A shares had a par value of £0 01 each and entitled the holders to receive notice, attend speak and vote at general meetings The Preference A shares were convertible at any time into Ordinary shares on a one-for-one basis, subject to the majority of Preference A shareholders serving notice to the Company Holders of Preference A shares were entitled to distributions of available profits together with the holders of Ordinary shares Preference B shares and Preference C shares and to the extent that the aggregate amount of distributions both paid to date and for the current financial year exceed £18 25 million with the B Ordinary shareholders (pari passu as if all the classes of shares constituted one class of share) pro rata to their respective holdings of shares

The Preference A shares were converted into Ordinary shares on 8 April 2014

Preference B shares
Preference B shares had a par value of £0 01 each and entitled the holders to receive notice attend speak and vote at general meetings The Preference B shares were convertible at any time into Ordinary shares on a one for-one basis subject to the majority of Preference B shareholders serving notice to the Company Holders of Preference B shares were entitled to distributions of available profits together with the holders of Ordinary shares Preference A shares and Preference C shares, and to the extent that the aggregate amount of distributions, both paid to date and for the current financial year exceed £18 25 million, with the B Ordinary shareholders (pari passu as if all the classes of shares constituted one class of share) pro rata to their respective holdings of shares

The Preference B shares were converted into Ordinary shares on 8 April 2014

Preference C shares
Preference C shares had a par value of £0 01 each and entitled the holders to receive notice, attend speak and vote at general meetings The Preference C shares were convertible at any time into Ordinary shares on a one-for one basis subject to the majority of Preference C shareholders serving notice to the Company Holders of Preference C shares were entitled to distributions of available profits together with the holders of Ordinary shares Preference A shares and Preference B shares and, to the extent that the aggregate amount of distributions, both paid to date and for the current financial year, exceed £18 25 million, with the B Ordinary shareholders (pari passu as if all the classes of shares constituted one class of share) pro rata to their respective holdings of shares

The Preference C shares were converted into Ordinary shares on 8 April 2014

27 Share premium account

	Notes	Share premium £m
At 1 January 2014		55 8
Issue of shares – JSOP	36	13 2
Bonus share issue	26	(5 2)
Share consolidation	26	(40 0)
Share premium after consolidation		23 8
Arising on issue of shares on IPO		99 6
IPO share issue costs	26	(4 5)
Arising on warrants exercised on IPO		0 4
Arising on issue of shares under the JUST EAT Share Incentive Plan ("SIP")		0 7
Arising on exercise of share options		0 5
At 31 December 2014		120 5
Placing and open offer	26	**446 9**
Placing and open offer costs	26	**(12.4)**
Options exercised		**0 5**
At 31 December 2015		**555 5**

28 Other reserves

	Translation reserve £m	Merger reserve £m	Treasury shares reserve £m	Cash flow hedging reserve £m	Total £m
At 1 January 2014	(0 4)	1 9	(0 2)	-	1 3
Currency translation differences - Group	(1 9)	-	-	-	(1 9)
Currency translation differences - Joint venture and associates	(0 8)	-	-	-	(0 8)
JSOP subscription	-	-	(7 9)	-	(7 9)
Exercise of JSOP awards	-	-	0 1	-	0 1
SIP subscription	-	-	(0 6)	-	(0 6)
Reclassified to income statement	3 5	-	-	-	3 5
At 31 December 2014	0 4	1 9	(8 6)	-	(6 3)
Currency translation differences - Group	**(7 8)**	-	-	-	**(7 8)**
Currency translation differences - Associates	**(3 5)**	-	-	-	**(3 5)**
Treasury shares	-	-	**(0 1)**	-	**(0 1)**
Exercise of JSOP awards	-	-	**0 4**	-	**0 4**
Reclassified to the income statement	**(0 1)**	-	-	-	**(0 1)**
Fair value losses on cash flow hedges	-	-	-	**(6 2)**	**(6 2)**
Fair value losses on cash flow hedges reclassified to goodwill	-	-	-	**6 2**	**6 2**
Income tax related to fair value losses on cash flow hedges	-	-	-	**1 2**	**1 2**
Income tax related to fair value losses on cash flow hedges reclassified to goodwill	-	-	-	**(1 2)**	**(1 2)**
At 31 December 2015	**(11 0)**	**1 9**	**(8 3)**	**-**	**(17 4)**

Translation reserve

Exchange differences relating to the translation of the net assets income and expenses of the Group's foreign operations from their functional currency into the parent's reporting currency, being Pound Sterling, are recognised directly in the translation reserve

Merger reserve

In July 2009 a Group reorganisation was undertaken Under this reconstruction Ordinary shares were issued and cancelled and Preference A shares were issued This was treated as a common control transaction under IFRS as the ultimate shareholders and their relative rights were the same before and afterwards This reserve represents the difference between the nominal value of the shares issued and the nominal value of the shares on the Group reorganisation in July 2009 The balance of this account has not changed and remains at £1 9 million as at 31 December 2015

Treasury shares reserve

This reserve arose when the Group issued equity share capital under its JSOP and SIP which are held in trust by the trustee of the Group s employee benefit trust ("EBT") See note 34 for more information on the JSOP and SIP

Cash flow hedging reserve

The cash flow hedging reserve represents the cumulative effective portion of gains or losses arising on changes in the fair value of hedging instruments entered into for cash flow hedges The cumulative gains or losses arising on the hedging instruments are recognised in the cash flow hedging reserve These gains or losses are reclassified to profit or loss when the hedged transaction affects the income statement, or included as a basis adjustment to the non-financial hedged item consistent with the Group s accounting policy

29 Retained earnings

	Notes	£m
At 1 January 2014		(3 9)
Profit attributable to owners of the Company		52 0
Credit to equity in respect of the share based payment charge	4 34	4 4
Tax on share options	11	2 3
Capital reduction	26	40 0
Dividend for the year	13	(18 1)
Adjustment arising on change in holding in justeat in		0 2
Forward contracts to acquire non-controlling interest in		
– FBA Invest SaS in 2017		(10 2)
– Orogo Limited in 2017		(3 6)
At 31 December 2014		63 1
Profit attributable to owners of the Company		**23 1**
Credit to equity in respect of the share based payment charge	4 34	**2.6**
Tax on share options	11	**2 8**
Acquisition of minority interest in Eat ch	31	**(11 0)**
At 31 December 2015		**80 6**

29 Retained earnings *continued*

Under IAS 12 to the extent that the tax deduction available on the exercise of share options is equal to, or is less than, the cumulative share based payment charge calculated under IFRS 2 current and deferred tax is recognised through the income statement However when the tax deduction is greater than the cumulative expense the incremental current tax deduction and deferred tax recognition is recognised in equity

30 Non-controlling interests

	£m
At 1 January 2014	0 4
Share of net losses for the year	(0 2)
Adjustment to NCI on acquisition of Orogo Limited	0 3
Adjustment to NCI on FBA Invest SaS becoming a subsidiary	0 3
At 31 December 2014	0 8
Share of net losses for the year	**(0 1)**
Adjustment to NCI on purchase of minority interest in Eat ch GmbH	**(0 3)**
At 31 December 2015	**0 4**

FBA Invest SaS

The following table sets out the summary consolidated financial information in respect of FBA Invest SaS from 1 July 2014 to 31 December 2015, and as at 31 December 2015 and 2014

	Year ended 31 December 2015 £m	Six months ended 31 December 2014 £m
Revenues	**13 6**	4 8
Underlying EBITDA	**2.3**	0 3
Profit/(loss) after tax	**0 3**	(0 3)

	As at 31 December 2015 £m	As at 31 December 2014 £m
Cash	**7 4**	3 8
Other current assets	**1 0**	1 1
Total current assets	**8 4**	4 9
Non-current assets	**0 4**	7 1
Total assets	**8 8**	12 0
Current liabilities	**(7 4)**	(8 5)
Non-current liabilities	**(0 2)**	(2 3)
Total liabilities	**(7 6)**	(10 8)
Net assets	**1 2**	1 2
Non-controlling interests	**0 2**	0 2

Summary financial information is not provided in respect of Eat ch GmbH or Orogo Limited, as their non-controlling interests are not material to the Group

31 Business combinations

	Menulog £m	Other £m	Total £m
Fair values of net assets acquired			
Cash	80	08	88
Intangible assets - Restaurant contracts	448	28	476
Intangible assets - Brand	131	18	149
Intangible assets - Patents, licences and IP	30	04	34
Deferred tax asset in respect of losses	06	04	10
Deferred tax liability on intangible assets	(183)	(13)	(196)
Trade and other receivables	01	16	17
Trade and other payables	(72)	(31)	(103)
Provision for liabilities	-	(01)	(01)
Fair value losses on cash flow hedges	(62)	-	(62)
Income tax related to fair value losses on cash flow hedges	12	-	12
Other net assets	01	-	01
	392	33	425
Goodwill	3902	251	4153
Total consideration	4294	284	4578
Satisfied by			
Cash consideration	4294	274	4568
Deferred consideration	-	04	04
Fair value of option	-	06	06
	4294	284	4578
Net cash outflow arising on acquisition			
Cash consideration	4294	274	4568
Cash acquired	(80)	(08)	(88)
Net cash outflow	4214	266	4480

Contribution since control obtained.			
– Revenues	124	N/A	N/A
– Underlying EBITDA	10	N/A	N/A

*The acquisition accounting for Restaurants on the Go Inc is provisional as the net working capital adjustment to consideration has yet to be agreed

If the acquisitions had completed on 1 January 2015 they would have contributed the following results for the year ended 31 December 2015

	Menulog £m	Other £m	Total £m
– Revenues	200	N/A	N/A
– Underlying EBITDA	25	N/A	N/A
Transaction costs incurred on acquisition	47	06	53

**Immediately after acquisition, Nifty Nosh Limited's orders were diverted to Just Eat co uk Limited from which time it was not possible to track separately the results of Nifty Nosh Limited Similarly, Clicca e Mangia s orders were immediately diverted to Just-Eat Italy S r l and Restaurants on the Go Inc ("Order it ca) to Just Eat Canada As a result it is not possible to disclose the post-acquisition contribution of these businesses

In addition to the acquisition costs noted above £0 2 million were incurred on increased shareholdings, £0 3 million on ongoing acquisitions at 31 December 2015 and £0 8 million on aborted acquisitions

Net cash outflow on acquisition of businesses
The net cash outflow on acquisition of businesses during the year ended 31 December 2015 as shown in the table above was £448 0 million The amount in the Consolidated Cash Flow Statement also includes £0 4 million of deferred consideration paid during the year in respect of the 2013 acquisition of Power & Power Inc For the year ended 31 December 2014 the net cash outflow of £8 8 million principally related to the acquisition of FBA Invest SaS and Eat On Line Sa (£3 5 million) and Meal2Order com Limited (£3 7 million)

Acquired businesses
On 13 February 2015 the Group acquired the entire share capital of SinDelantal Mexico SA de CV ("SinDelantal Mexico") SinDelantal Mexico is the market leader in the digital marketplace for takeaway food in Mexico

On 22 May 2015 the Group acquired the business assets of Clicca e Mangia based in Milan On 5 June 2015 the Group acquired the entire share capital of Jeb Srl ("DeliveRex") in Rome These transactions added several hundred restaurants to the Group s network

On 15 June 2015 the Group acquired the entire share capital of Menulog Group Limited ("Menulog") which is the market leader in the Australian and New Zealand digital marketplace for takeaway food It has 1 6 million active consumers

31 Business combinations *continued*

On 6 July 2015 the Group acquired Nifty Nosh Limited which is the number two online takeaway company in Northern Ireland The acquisition further strengthens the Group's position and adds new restaurants to its existing business in Northern Ireland

On 16 July 2015 the Group acquired Restaurants on the Go Inc which trades under the name Orderit ca, a Canadian online takeaway provider which started business in 2001 The acquisition helps consolidate the Group's position in Canada and will help it grow in areas where Orderit ca has a strong presence

The goodwill arising on the acquisitions was principally attributable to the future growth of the acquired businesses through expansion of their networks of restaurant partners and the number of orders per restaurant In addition, the goodwill balances represented the value of the businesses active consumer bases and assembled workforces

Increase in shareholdings

On 22 January 2015 the Group acquired the minority shareholdings in Eat ch GmbH the Group s Swiss trading subsidiary As a result, the Group s stake increased from 64% to 100% As Eat ch GmbH was already consolidated as a subsidiary the acquisition had no impact on the Group s revenues or Underlying EBITDA The net cash outflow on the acquisition of the additional stake was £11 3 million

On 11 February 2015 the Group acquired a further 5% stake in IF-JE the Group s Brazilian associated undertaking bringing its total stake to 30% The consideration payable of £6 7 million was dependent upon the 2015 performance of IF-JE and is payable in instalments over the period to 31 October 2016 The cash outflow during the year ended 31 December 2015 was £3 4 million Following the acquisition of the further stake, IF-JE continued to be accounted for as an associated undertaking As IF-JE is loss making the acquisition of a further stake initially had a small negative impact on the Group s Underlying EBITDA

The £4 4 million net cash outflow on the acquisition of subsidiaries for the year ended 31 December 2014 was the cash outflow on the merger of the Group's Brazilian business with iFood

32 Operating lease arrangements

The Group as lessee

	Year ended 31 December 2015 £m	Year ended 31 December 2014 £m
Minimum lease payments under operating leases recognised as an expense in the year	**3 1**	2 5

As at 31 December the Group had outstanding commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows

	Property 2015 £m	**Plant and equipment 2015 £m**	**Total 2015 £m**	Property 2014 £m	Plant and equipment 2014 £m	Total 2014 £m
Within one year	**2.2**	**0 6**	**2.8**	2 6	0 4	3 0
In the second to fifth years inclusive	**4 9**	**0 4**	**5 3**	1 6	0 4	2 0
	7 1	**1 0**	**8 1**	4 2	0 8	5 0

33 Net cash inflow from operating activities

	Year ended 31 December 2015 £m	Year ended 31 December 2014 £m
Operating profit for the year	**35 5**	19 0
Adjustments for		
Share of results of associates and joint venture	**2.2**	0 8
Depreciation of property plant and equipment	**4 2**	3 3
Amortisation of intangible assets	**10 3**	2 7
Non-cash long-term employee incentive costs	**2 6**	4 7
Other non-cash items	**0 4**	(0 3)
Operating cash flows before movements in working capital	**55.2**	30 2
Increase in inventories	**(0 3)**	(0 2)
Increase/(decrease) in receivables	**1 9**	(6 8)
Increase in payables	**27.2**	19 2
(Decrease)/increase in deferred income	**(0 4)**	0 1
Cash generated by operations	**83 6**	42 5
Income taxes paid	**(8.2)**	(4 4)
Interest paid	**(0 5)**	-
Facility fees paid	**(0 7)**	-
Net cash inflow from operating activities	**74 2**	38 1

34 Share based payments

The Group operates a number of equity-settled share based compensation plans In accordance with IFRS 2 *Share Based Payments* the value of the awards are measured at fair value at the date of the grant The fair value is expensed on a straight-line basis over the vesting period, based on the management's estimate of the number of shares that will eventually vest With the exception of certain awards under the Performance Share Plan ("PSP") the fair value of the awards granted was calculated using the Black-Scholes option pricing model, taking into account the terms and conditions upon which the options were granted 50% of the awards granted to certain individuals have total shareholder return performance criteria The fair value of these awards was calculated using the Stochastic Simulation model

The total expense recorded in relation to the long-term employee incentives was £2 9 million (2014 £4 9 million) This charge comprised £2 6 million (2014 £4 4 million) in respect of share based payments and £0 3 million (2014 £0 5 million) in respect of employer s social security costs on the exercise of options As at 31 December 2015 the provision for social security costs on the exercise of options was £0 3 million (2014 £0 3 million)

The Company operates the JUST EAT plc Enterprise Management Incentive Scheme (EMI Scheme") the JUST EAT plc Company Share Option Plan (CSOP), the JUST EAT Share Incentive Plan ("SIP") the Sharesave Plan and the PSP for employees of the Group

During 2014, the share option plans were revised to take account of the bonus issue and consolidation of shares that were undertaken prior to the Company s IPO (see note 26)

EMI Scheme

Under the terms of the EMI Scheme the Board granted options to certain employees of the Group to purchase shares in the Company Options are no longer being granted under this scheme

CSOP

Under the terms of the CSOP the Board may grant options to purchase Ordinary shares in the Company The CSOP is an equity-settled share option scheme approved by Her Majesty's Revenue & Customs ("HMRC) and was established in 2011

Under the CSOP, the Board may grant options over shares in the Company to eligible employees The eligible employees to whom options are granted and the terms of such options are determined by the Board All employees are eligible to participate in the CSOP including employees of the Company's subsidiaries but not all grants are approved by HMRC Options are not transferable

The exercise price of options may not be less than the market value of the Company's shares on the date of grant, in order for the scheme to qualify as an approved HMRC scheme

Vested options in the CSOP scheme became exercisable on the Company's IPO in April 2014

EMI Scheme and CSOP

Options are exercisable at a price equal to the estimated fair value of the Company s shares on the date of grant Options vest in stages over a three-year period commencing on a specified date which is typically one year after the date of grant Options are forfeited if an employee leaves the Group before the options vest and expire if they remain unexercised ten years after the date of grant Details of the share options granted under the EMI Scheme and CSOP, are as follows

	2015 Number of share options ('000)	**2015 Weighted average exercise price (pence)**	2014 Number of share options ('000)	2014 Weighted average exercise price (pence)
Outstanding at 1 January	**7,596**	**34 0**	14 148	18 1
Granted during the year	**–**	**–**	1 292	57 5
Forfeited during the year	**(549)**	**32 0**	(1,296)	30 5
Exercised during the year	**(1,887)**	**27 0**	(6,548)	5 1
Outstanding at 31 December	**5,160**	**33 8**	7,596	34 0
Exercisable at 31 December	**3,676**	**30 0**	1,572	16 2

The weighted average exercise price of share options exercised during the year was 27 0 pence (2014 5 1 pence) The options outstanding at 31 December 2015 had a weighted average exercise price of 33 8 pence (2014 34 0 pence) and a weighted average remaining contractual life of 7 5 years (2014 8 3 years)

SIP

Under the terms of the SIP the Board may award Ordinary shares in the Company at no cost to the employee The SIP is an equity-settled share option scheme approved by HMRC and was established in 2014 The shares vest after three years from grant Awards over 472,465 Ordinary shares were granted on the date of the IPO The fair value of the shares on the date of grant was £2 60 Since grant 134 124 (2014 81 270) awards have been forfeited As at 31 December 2015 there were 338 341 (2014 391,195) SIP awards outstanding all of which vest on 8 April 2017

34 Share based payments *continued*

Joint Share Ownership Plan ("JSOP")

The JSOP is a share ownership scheme under which the employee and Appleby Trust (Jersey Trust) Limited the EBT Trustee hold a joint interest in Ordinary shares

Interests under the JSOP take the form of restricted interests in Ordinary shares in the Company An interest permits a participant to benefit from the increase (if any) in the value of a number of Ordinary shares in the Company over specified threshold amounts In order to acquire an interest a participant must enter into a joint share ownership agreement with the EBT Trustee under which the participant and the EBT Trustee jointly acquire the shares and agree that when the shares are sold the participant has a right to receive the proportion of the sale proceeds that exceed the threshold amount

The vesting of interests granted to employees is subject to the option holder continuing to be employed by the Group Interests vest in stages over a three-year period commencing on a specified date typically one year after the date of grant The fair value of interests awarded under the JSOP was determined using the Black-Scholes Option Pricing Model Details of the JSOP interests are shown below

	2015 Number of JSOP awards ('000)	2015 Weighted average exercise price (pence)	2014 Number of JSOP awards ('000)	2014 Weighted average exercise price (pence)
Outstanding at 1 January	**16,786**	**49 9**	17,990	45 6
Granted during the year	-	-	709	57 7
Forfeited during the year	**(880)**	**66 5**	(27)	57 7
Exercised during the year	**(4,146)**	**34 1**	(1 886)	12 3
Outstanding at 31 December	**11,760**	**54 2**	16 786	49 9
Exercisable at 31 December	**5,578**	**47 7**	5,066	23 9

PSP

During the year ended 31 December 2015 PSP awards were granted to certain employees to help motivate and incentivise them to deliver of sustained performance over the long term, and to promote alignment with the shareholders' interests Awards under the PSP were granted as nil-cost options which vest to the extent performance conditions are satisfied, predominantly over a period of at least three years The total number of awards granted were 1 227 754 of which 1 158 315 remained outstanding at 31 December 2015 The fair value of the awards at date of grant was £4 22 with an exercise price of £nil

The vesting of interests granted to employees is subject to the option holder continuing to be employed by the Group The fair value of interests awarded under the PSP was determined using the Black-Scholes Option Pricing Model for the EPS conditions, and the Stochastic Simulation model for the TSR conditions

Sharesave Plan

During 2015 eligible employees were offered the option to buy shares in the Company after a period of three years funded from the proceeds of a savings contract to which they contribute on a monthly basis Awards over 648 682 Ordinary shares were granted during October 2015 As at 31 December 2015 all awards were still outstanding The fair value of the awards at date of grant was £1 63 with an exercise price of £3 26

Assumptions

In determining the fair value of the awards granted under the CSOP, JSOP SIP, PSP and Sharesave the Black-Scholes Option Pricing Model was used with the following inputs

	Year ended 31 December 2015	Year ended 31 December 2014
Weighted average share price	**431p**	168p
Weighted average exercise price	**113p**	58p
Expected volatility	**46 5-47 0%**	34 6%
Expected life	**12-36 months**	36-48 months
Risk-free rate	**0 68%**	0 38%-1 69%
Expected dividend yields	**0 0%**	0 0%

35 Financial instruments

Financial instruments comprise financial assets financial liabilities and derivative financial instruments

As at 31 December the Group's financial assets comprised trade and other receivables cash and cash equivalents and as at 31 December 2014 a derivative financial instrument The classification of these financial assets is set out in the table below Financial liabilities comprised trade and other payables other long-term liabilities borrowings and provisions for liabilities

Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns The capital structure of the Group consists of cash and cash equivalents and equity attributable to equity holders of the Company comprising issued capital reserves and retained earnings as disclosed in notes 26 to 29 In March 2015 the Group signed a £90 million revolving credit facility (RCF) which remains undrawn and has an interest rate range of 1 2% to 1 8% above LIBOR The Group is not subject to any externally imposed capital requirements

Financial risk management objectives

The main financial risks faced by the Group are credit risk liquidity risk and market risk, which include interest rate risk and currency risk The Board regularly reviews these risks and will enter into derivative financial instruments to hedge risk exposures The use of financial derviaties is governed by the Group s treasury policy approved by the Board which provides written principles on foreign exchange risk and the use of financial derivatives and non-financial derivative financial instruments

Categories of financial instruments

	As at 31 December	
	2015 £m	2014 £m
Financial assets		
Loans and receivables		
Cash and cash equivalents	**192.7**	164 4
Trade and other receivables (excluding prepayments)	**6 0**	7 6
Fair value through profit or loss		
Derivative financial instrument	-	0 4
Total financial assets	**198 7**	172 4
Financial liabilities		
Other financial liabilities at amortised cost		
Borrowings	-	0 3
Trade and other payables	**99 4**	59 1
Provisions for liabilities	**9 6**	9 5
Other long-term liabilities	**0 6**	0 7
Total financial liabilities	**109 6**	69 6

Cash and cash equivalents comprise cash and in the prior year it also included short-term bank deposits with an original maturity of three months or less As at 31 December 2015 the cash and cash equivalents also included £0 4 million held in escrow The carrying amount of all financial instruments equals their fair value

Market risk

The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates

Foreign currency risk management

The Group undertakes transactions denominated in foreign currencies and consequently exposures to exchange rate fluctuations arise

The carrying amounts of the Group s foreign currency denominated monetary assets and monetary liabilities at the reporting date were as follows

	Assets as at 31 December		Liabilities as at 31 December	
	2015 £m	2014 £m	2015 £m	2014 £m
Euros	**14 6**	9 9	**18 9**	14 9
Canadian Dollars	**2.1**	1 4	**3 7**	2 2
Danish Kroner	**9 0**	10 5	**6 0**	4 8
Norwegian Kroner	**0 6**	0 4	**0 3**	0 4
Swiss Francs	**1 9**	0 5	**0 9**	0 3
Australian Dollars	**5 4**	-	**4 4**	-
Mexican Peso	**0 9**	-	**0 2**	-

35 Financial instruments *continued*

Foreign currency sensitivity analysis

The Group is primarily exposed to the Euro Australian Dollar Danish Krone and Canadian Dollar

The following table details the Group's sensitivity to a 10% depreciation and 10% appreciation in Pound Sterling against the relevant foreign currencies 10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of a reasonably possible change in foreign exchange rates The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 10% change in foreign currency rates The sensitivity analysis includes external loans as well as loans to foreign operations within the Group

Impact on income statement and other comprehensive income/(loss)

	Appreciation in Pound Sterling				Depreciation in Pound Sterling			
	Income statement 2015 £m	**Equity 2015 £m**	Income statement 2014 £m	Equity 2014 £m	**Income statement 2015 £m**	**Equity 2015 £m**	Income statement 2014 £m	Equity 2014 £m
Euros	**0 4**	-	0 5	-	**(0 5)**	-	(0 6)	-
Australian Dollars	**(0 1)**	-	-	-	**0 1**	-	-	-
Swiss Franc	**(0 1)**	-	-	-	**0 1**	-	-	-
Canadian Dollars	**0 1**	-	-	0 1	**(0.2)**	-	-	(0 1)
Danish Kroner	**(0 3)**	-	-	(0 5)	**0 3**	-	-	0 6

The Group s sensitivity to fluctuations in foreign currencies is the result of increased activity in the foreign owned subsidiaries which has led to a significant increase in foreign currency denominated trade payables trade receivables and intercompany borrowings

Interest rate sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates at the balance sheet date For assets and floating rate liabilities the analysis is prepared assuming the amount of asset/liability outstanding at the balance sheet date was outstanding for the whole year A 10% increase or decrease in the interest rate is used when reporting interest rate risk internally to key management personnel and represents management s assessment of the reasonably possible change in interest rates

If interest rates had been 10% higher/lower and all other variables were held constant the Group's

- profit before taxation for the year ended 31 December 2015 would increase by £49,000 (2014 £41 000) and
- there would have been no effect on amounts recognised directly in equity

Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group The Group s exposure and the credit ratings of its major counterparties are continuously monitored

Trade receivables consist of a large number of consumers spread across geographical areas Ongoing credit evaluation is performed on the financial condition of accounts receivable and where appropriate credit guarantee insurance cover is purchased

The carrying amount of financial assets recorded in the financial statements which are stated net of impairment losses represents the Group's maximum exposure to credit risk as no collateral or other credit enhancements are held

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies

Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the Board which has established an appropriate liquidity risk management framework for the management of the Group s short medium and long-term funding and liquidity management requirements The Group manages liquidity risk by maintaining adequate cash reserves by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities In March 2015, the Group signed a £90 million revolving credit facility for a five-year period The facility is unsecured and contains common financial covenants for the Company and its subsidiaries that the ratio of total net debt to Underlying EBITDA must not exceed 3 0, interest cover ratio of Underlying EBITDA to net finance charges must not be less than 4 0 and any new earn out deferred consideration must not exceed one times the Underlying EBITDA The financial covenants are tested each month based on the consolidated financial position of the Group and have been complied with at all measurement points No amounts had been drawn during the year

Liquidity and interest risk tables

The following tables detail the Group's remaining contractual maturity for its financial liabilities with agreed repayment periods The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay The table includes both interest and principal cash flows To the extent that interest flows are floating rate the undiscounted amount is derived from interest rate curves at the balance sheet date The contractual maturity is based on the earliest date on which the Group may be required to pay

	Weighted average effective interest rate %	Less than 1 year £m	1 2 years £m	2 5 years £m	5+ years £m	Total £m
31 December 2015						
Non-interest bearing	-	**99 7**	**8 9**	**1 4**	-	**110 0**
Discount for time value of money	-	-	**(0 4)**	-	-	**(0 4)**
		99 7	**8 5**	**1 4**	-	**109 6**
31 December 2014						
Non-interest bearing	-	59 3	0 3	10 6	-	70 2
Fixed interest rate instruments	2 04	0 3	-	-	-	0 3
	-	59 6	0 3	10 6	-	70 5
Discount for time value of money	-	-	-	(0 9)	-	(0 9)
	-	59 6	0 3	9 7	-	69 6

The following table details the Group s expected maturity for its financial assets and has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets

	Weighted average effective interest rate %	Less than 1 month £m	1 3 months £m	3 months to 1 year £m	1 5 years £m	5+ years £m	Total £m
31 December 2015							
Non-interest bearing	-	**76 8**	-	-	-	-	**76 8**
Fixed interest rate instruments	**0 4**	**121 9**	-	-	-	-	**121 9**
		198 7	-	-	-	-	**198 7**
31 December 2014							
Non-interest bearing	-	42 4	-	-	-	-	42 4
Fixed interest rate instruments	0 5	97 7	32 3	-	-	-	130 0
		140 1	32 3	-	-	-	172 4

The Group expects to meet its obligations from operating cash flows

Derivative financial instruments

Menulog Group Limited acquisition

In connection with the acquisition of 100% share capital in the Australian based Menulog Group Limited the Group entered into derivative financial instruments to help mitigate the foreign exchange risk of the agreed AUD 855 million purchase price The derivatives were a foreign exchange option and a foreign exchange forward contract

Hedge accounting was not adopted for the foreign exchange option The net loss of £3 9 million was charged to 'other gains and losses' in the income statement

The foreign currency forward contract was held as a cash flow hedge and resulted in a loss of £6 2 million being basis adjusted to the consideration paid for Menulog Group Limited (the non-financial hedged item)

SinDelantal Internet S L acquisition

At the time the Group acquired SinDelantal Internet S L in 2012 it granted a loan to the selling shareholders in order that they could provide working capital to their Mexican business Part of the loan was convertible into a minority shareholding in the holding company (El Cocinero A Cuerda SL) of the Mexican business The embedded option was recognised on the 31 December 2014 Consolidated Balance Sheet at a fair value of £0 4 million The fair value was based on an offer made for the business around the time of the Group's year end This unobservable market information ranks as level 3 data in the fair value hierarchy (see note 39d) During 2015 a fair value gain of £0 2 million was recognised within 'other gains and losses' in the Consolidated Income Statement prior to the conversion of the loan into shares of El Cocinero A Cuerda SL on its acquisition of the Group in February 2015

36 Related party transactions

The following transaction was entered into with a related party for the relevant financial year

IF-JE

In addition to the acquisition of a further 5% in IF-JE (see note 31) during the year ended 31 December 2015 the Group provided IF-JE with working capital funding of £2 5 million (2014 nil) The Group received additional shares as consideration for the funding The Group's principal joint venture partner (Movile) also participated in the funding As the Group s minority joint venture partners didn t participate in the funding the Group's holding in IF-JE marginally increased to 30 2%

No amounts were owed by and to related parties (other than key management personnel) at the balance sheet date

Compensation of key management personnel of the Group

	Year ended 31 December 2015 £m	Year ended 31 December 2014 £m
Short-term employee benefits	**3 1**	2 2
Post-employment pension	**0 1**	-
Termination benefits	**-**	0 2
Share based compensation	**1 5**	2 3
Total compensation of key management personnel	**4 7**	4 7

The amounts disclosed in the table above are the amounts recognised as an expense during the reporting period related to key management personnel The amounts in respect of share based compensation are the IFRS 2 charges Key management personnel are the Executive Directors and members of the Group's Executive Team Further information on the remuneration of the Directors and Directors' interests in Ordinary Shares of the Company are disclosed in the Report of the Remuneration Committee on pages 48 to 65

On 24 March 2014, prior to the IPO the Company called all the unpaid subscription amounts, totalling £13 2 million, in respect of certain shares issued under the JSOP In order to facilitate this the Company made loans to participants of the JSOP and Appleby Trust (Jersey Trust) Limited totalling £5 3 million and £7 9 million respectively The loans provided to the participants of the JSOP included loans to key management personnel totalling £4 9 million As at 31 December 2015 the amount due from key management personnel in respect of these loans was £3 0 million (2014 £4 8 million)

The weighted average subscription price of the JSOP awards was 28 pence Should the Company s share price fall below the subscription price, on exercise by the employee or on the Company calling the loans, the Company has guaranteed to fund the shortfall

Key management personnel's interests in the PSP, JSOP and EMI Scheme

The outstanding share options and awards held by key management personnel are summarised below

Issue date	31 December 2015 Number ('000)	31 December 2014 Number ('000)	Vesting start date	Threshold/exercise price (pence)
2011	**476**	786	1 April 2012	4 6
2011	**144**	772	1 July 2012	16 6
2011	**1,315**	1,485	1 October 2012	12 0
2013	**-**	1,114	1 January 2013	12 0
2013	**540**	540	1 May 2013	34 0
2013	**1,092**	1 839	1 January 2014	57 7
2013	**1,096**	2 654	1 July 2014	57 7
2013	**920**	920	1 January 2015	66 3
2013	**1,503**	2 208	1 July 2015	66 3
2013	**920**	920	1 January 2016	76 3
2013	**1,503**	2,208	1 July 2016	76 3
2015	**28**	-	26 May 2016	-
2015	**366**	-	15 April 2018	-
2015	**56**	-	26 May 2018	-
	9,959	15 446		

Refer to note 34 for further details about the PSP JSOP and EMI Scheme

37 Subsidiaries and associated undertakings

A list of the investments in subsidiaries joint ventures and associated undertakings, including the name country of incorporation and proportion of voting rights held is given below

Entity	Country of incorporation	Proportion of voting rights held 2015	Proportion of voting rights held 2014	Nature of business
Subsidiary undertakings				
Just Eat Holding Limited	UK	100%	100%	Holding and management company
Just Eat co uk Limited	UK	100%	100%	* Online takeaway portal
Orogo Limited	UK	60%	60%	* Online takeaway portal
Just Eat India Holding Limited	UK	N/A	100%	* Holding company
Nifty Nosh Limited	UK	100%	N/A	* Online takeaway portal
JUST EAT Central Holdings Limited	UK	100%	N/A	Financing company
Just Eat (Acquisitions) Holding Limited	UK	100%	N/A	* Holding company
Just Eat (Acquisitions) Pty Limited	Australia	100%	N/A	* Holding company
Menulog Group Limited	Australia	100%	N/A	* Holding company
Menulog Pty Ltd	Australia	100%	N/A	* Online takeaway portal
Eat Now Services Pty Ltd	Australia	100%	N/A	* Online takeaway portal
Menulog Limited	New Zealand	100%	N/A	* Online takeaway portal
Just-Eat Denmark Holding ApS	Denmark	100%	100%	* Holding company
Just Eat Host A/S	Denmark	100%	100%	* Host servers
Just Eat dk ApS	Denmark	100%	100%	* Online takeaway portal
Just-Eat Ireland Limited	Ireland	100%	100%	* Online takeaway portal
Eatcity Limited	Ireland	100%	100%	* Financing company
Just Eat no As	Norway	100%	100%	* Online takeaway portal
Just-Eat ca Management Limited	Canada	100%	100%	* Holding company
Power & Power Inc	Canada	100%	100%	* Holding company
Just Eat Canada Inc	Canada	100%	100%	* Online takeaway portal
Restaurants on the Go Inc	Canada	100%	N/A	* Online takeaway portal
Just-Eat Belgie BVBA	Belgium	100%	100%	* Online takeaway portal
Just-Eat Spain SLU	Spain	100%	100%	* Online takeaway portal
El Cocinero A Cuerda SL	Spain	100%	N/A	* Holding company
SinDelantal Mexico SA de CV	Mexico	100%	N/A	* Online takeaway portal
Just-Eat Italy S r l	Italy	100%	100%	* Online takeaway portal
Jeb S r l	Italy	100%	N/A	* Online takeaway portal
Just-Eat Benelux BV	Netherlands	100%	100%	* Online takeaway portal
Eat ch GmbH	Switzerland	100%	64%	* Online takeaway portal
Just-Eat lu S ar l	Luxembourg	100%	100%	* Financing company
FBA Invest SaS	France	80%	80%	* Holding company
Eat On Line Sa	France	80%	80%	* Online takeaway portal
Non-trading subsidiary undertakings				
Urbanbite Holdings Limited	UK	100%	100%	* Non-trading
Urbanbite Limited	UK	100%	100%	* Non-trading
Meal 2 Order com Limited	UK	100%	100%	* Non-trading
FillMyBelly Limited	UK	100%	100%	* Non-trading
EatStudent Limited	UK	100%	100%	* Non-trading
1Epos Limited	UK	100%	100%	* Non-trading
Meal 2 Go Limited	UK	100%	100%	* Non-trading
Juice Finance (Jersey) Limited	Jersey	100%	N/A	* Non-trading
Meal 2 Go Ireland Limited	Ireland	100%	100%	* Non-trading
Associated undertakings				
Achindra Online Marketing Private Limited	India	N/A**	50%**	* Online takeaway portal
IF-JE Participações Ltda	Brazil	30%	25%	* Holding company

* Indirect holding by JUST EAT plc

** With the exception of Achindra Online Marketing Private Limited (in which the Group had no ownership interest as at 31 December 2015 (2014 51%)) the proportion of voting rights held equated to the proportion of ownership interests held for all entities

All entities have the same year end reporting date with the exception of IF-JE Participações Ltda which has a 31 March year end

Juice Finance (Jersey) Limited and Meal 2 Go Ireland Limited were liquidated subsequent to the balance sheet date on 3 February 2016 and 14 February 2016 respectively Prior to their liquidation the Group held all the voting and ownership rights of these companies

37 Subsidiaries *continued*

Audit exemption statement

For the year ended 31 December 2015 Orogo Limited Nifty Nosh Limited JUST EAT Central Holdings Limited and Just Eat (Acquisitions) Holding Limited were entitled to exemption from audit under section 479 of the Companies Act 2006 relating to subsidiary companies The members of these companies have not required them to obtain an audit of their financial statements for the year ended 31 December 2015

38 Events after the balance sheet date

The Group has agreed the acquisition of four businesses from Rocket Internet and the foodpanda group for a total consideration of €125 0 million (£94 7 million) to be funded from existing cash resources The businesses acquired are online takeaway food businesses trading in Spain (La Nevera Roja) Italy (PizzaBo/ hellofood Italy) Brazil (hellofood Brazil) and Mexico (hellofood Mexico) Of the acquisitions all completed on 5 February 2016 with the exception of the Spanish business which is subject to regulatory approval from the local competition authority the Comisión Nacional de los Mercados y la Competencia and it is anticipated that it should complete by 30 June 2016 The operational control of hellofood Brazil has passed to IF-JE, and the business is expected to be sold on to the associated undertaking in due course

The acquisition is expected to generate significant benefits to the markets concerned offering an enlarged customer base for takeaway restaurants and greater choice for consumers There are also economic benefits of scale that lead in time to synergies and higher sustainable margins

It is expected the acquisitions net of one off exceptional transaction and integration costs will be accretive to adjusted EPS for 2016

39 Summary of significant accounting policies

a) Basis of consolidation

The consolidated financial statements of the Company incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) made up to 31 December each year

Control is achieved when the Group is exposed or has rights to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee Specifically the Group controls an investee if and only if the Group has i) power over an investee, ii) exposure, or rights to variable returns from its involvement with the investee and iii) the ability to use its power over the investee to affect the amount of the investor's returns

When the Group has less than a majority of the voting or similar rights of an investee the Group considers all relevant facts and circumstances in assessing whether it has power over an investee including i) the contractual arrangement with the other vote holders of the investee ii) rights arising from other contractual arrangements and iii) the Group s voting rights and potential voting rights

The Group re assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary

Assets liabilities income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated income statement from the date the Group gains control until the date the Group ceases to control the subsidiary

Where necessary adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by the Group All intra-group transactions balances income and expenses are eliminated on consolidation

Non-controlling interests in subsidiaries are identified separately from the Group s equity therein The interests of non-controlling shareholders may be initially measured at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets The choice of measurement is made on an acquisition-by-acquisition basis Subsequent to acquisition the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests share of subsequent changes in equity Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance

Changes in the Group s interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions The carrying amount of the Group s interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries Any difference between the amount by which the non controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company

When the Group loses control of a subsidiary it de-recognises the carrying amount of any non-controlling interests and the cumulative translation differences recorded in equity It further recognises the fair values of the consideration received and any investment retained with any surplus or deficit being recognised in profit or loss

Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for (i e reclassified to profit or loss or transferred directly to retained earnings) in the same manner as would be required if the relevant assets or liabilities are disposed of The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IAS 39 *Financial Instruments Recognition and Measurement* or when applicable the costs on initial recognition of an investment in an associate or jointly controlled entity

b) Business combinations and goodwill
Business combinations are accounted for using the acquisition method in accordance with IFRS 3 (2008) *Business Combinations* ("IFRS 3") The consideration for each acquisition is measured at the aggregate of the fair values (at the date of exchange) of assets given liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree For each business combination the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree s identifiable net assets Acquisition-related costs are recognised in profit or loss as incurred and included within exceptional items

When the consideration for the acquisition includes an asset or liability resulting from a contingent consideration arrangement the contingent consideration is measured at its acquisition date fair value and is included as part of the consideration transferred in the business combination Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively with corresponding adjustments against goodwill Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and its subsequent settlement is accounted for within equity Contingent consideration that is classified as an asset or liability is re-measured at subsequent reporting dates in accordance with IAS 39 or IAS 37 *Provisions Contingent Liabilities and Contingent Assets* as appropriate with the corresponding gain or loss being recognised in profit or loss

When a business combination is achieved in stages the Group's previously-held interests in the acquired entity are re-measured to fair value at the acquisition date (i e the date the Group attains control) and the resulting gain or loss if any, is recognised in profit or loss Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of

The acquiree s identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3 are recognised at their fair value at the acquisition date, except for certain items which are measured in accordance with the relevant IFRSs If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs the Group reports provisional amounts for the items for which the accounting is incomplete Those provisional amounts are adjusted during the measurement period or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that if known would have affected the amounts recognised as of that date

Goodwill arising in a business combination is recognised as an asset at the date that control is acquired (the acquisition date) Goodwill is measured as the excess of the sum of the consideration transferred the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest (if any) in the entity over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed

If after reassessment the Group s interest in the fair value of the acquiree s identifiable net assets exceeds the sum of the consideration transferred the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any) the excess is recognised immediately in profit or loss as a bargain purchase gain

Goodwill is not amortised but is reviewed for impairment at least annually For the purpose of impairment testing, goodwill is allocated to each of the Group s cash-generating units (CGUs) expected to benefit from the synergies of the combination CGUs to which goodwill has been allocated are tested for impairment annually or more frequently when there is an indication that the unit may be impaired If the recoverable amount of the CGU is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit An impairment loss recognised for goodwill is not reversed in a subsequent period

On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of the profit or loss on disposal The Group's policy for goodwill arising on the acquisition of an associate is described below

c) Investments in associates and joint venture
An associate is an entity over which the Group has significant influence Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture Joint control is the contractually agreed sharing of control of an arrangement which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control

The considerations made in determining significant influence or joint control are similar to those necessary to determine control over subsidiaries

The results assets and liabilities of associates and jointly controlled entities are incorporated in these financial statements using the equity method of accounting except for when the investment is classified as held for sale, in which case it is accounted for in accordance with IFRS 5 *Non current Assets Held for Sale and Discontinued Operations*

Under the equity method the investment in an associate or a joint venture is initially recognised at cost The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate or joint venture since the acquisition date Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment

39 Summary of significant accounting policies *continued*

The consolidated income statement reflects the Group's share of the results of operations of the associate or joint venture Any change in other comprehensive income of those investees is presented as part of the Group's other comprehensive income In addition when there has been a change recognised directly in the equity of the associate or joint venture the Group recognises its share of any changes when applicable in the statement of changes in equity

Profits and losses resulting from transactions between the Group and the associate or joint venture are eliminated to the extent of the interest in the associate or joint venture

Upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value in accordance with IAS 39 Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss In addition the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities

The aggregate amounts of current and long-term assets and liabilities income and expenses are disclosed in notes 17 and 18 Where applicable the aggregate amount of capital commitments and contingent liabilities are also disclosed

d) Fair value measurement

The Group measures certain financial instruments at fair value at each balance sheet date

The Directors consider the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the financial statements approximate their fair values The fair values of financial instruments measured at amortised cost are disclosed in note 35

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy described as follows based on the lowest level input that is significant to the fair value measurement as a whole

Level 1 Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable and

Level 3 Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised at fair value in the financial statements on a recurring basis the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period

The Group presents the valuation results to the Audit Committee and the Group's independent auditors This includes a discussion of the major assumptions used in the valuations

For the purpose of fair value disclosures the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above

e) Foreign currencies

The individual financial statements of each Group company are presented in the currency of the primary economic environment in which it operates (its functional currency) For the purpose of the consolidated financial statements the results and financial position of each Group company are expressed in Pound Sterling which is the functional currency of the Company and the presentation currency for the consolidated financial statements

In preparing the financial statements of the individual companies transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions At each balance sheet date monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date

Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated

Exchange differences are recognised in profit or loss in the period in which they arise except for exchange differences on monetary items receivable or payable to a foreign operation which settlement is neither planned nor likely to occur in the foreseeable future (therefore forming part of the net investment in the foreign operation) which are recognised initially in other comprehensive income and reclassified to profit or loss on disposal of the net investment

For the purpose of presenting consolidated financial statements the monetary assets and liabilities of the Group s foreign operations are translated at exchange rates prevailing on the balance sheet date Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period in which case the exchange rates at the date of transactions are used Exchange differences arising are recognised in other comprehensive income and accumulated in equity (attributed to non-controlling interests as appropriate)

On the disposal of a foreign operation (i e a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation loss of joint control over a jointly controlled entity that includes a foreign operation or loss of significant influence over an associate that includes a foreign operation) all of the accumulated exchange differences in respect of that operation attributable to the Group are reclassified to profit or loss

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate Exchange differences arising are recognised in other comprehensive income

f) Revenue recognition
Revenues are derived from commission payment card and administration fees connection fees, top-placement fees and other revenues Revenues are measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts, VAT and other sales-related taxes

Commission
Commission revenues earned from restaurants are earned and recognised at the point of order fulfilment to the restaurant's consumers

Payment card and administration fees
Revenues from payment card and administration fees are recognised when the service is completed in line with the revenues recognised on commissions This is the point at which an order is successfully processed and the Group has no remaining transactional obligations

Connection fees
Our restaurant partners pay a one off fee to join the JUST EAT network which is comprised of a JCT equipment fee and a JCT connection fee JCT's are order confirmation terminals situated at restaurant sites for the purposes of communicating between end user consumers and restaurants via the central JUST EAT ordering infrastructure

JCT equipment fees are deferred to the balance sheet and recognised on a straight-line basis over 36 months This is considered to be an appropriate time period as the fair value of the consideration received or receivable for the JCT The JCT connection fee revenues are payable on connection but deferred and recognised on a straight-line basis over 12 months

In addition our Danish and French based restaurant partners pay an annual subscription fee Revenues in respect of subscription fees is recognised on a straight-line basis over the annual subscription period

Top-placement fees
Revenues from top placement fees are recognised over the period in which the service is rendered

Other revenues
Other revenues principally relates to the sale of branded merchandise to our restaurant partners Merchandise revenues are recognised when the goods are delivered and the significant risks and rewards of ownership have transferred to the restaurant

g) Operating profit or loss
Operating profit or loss is stated after charging for long-term employee incentive provisions, exceptional items and foreign exchange gains and losses but before other gains and losses, finance income and finance costs

h) Exceptional items
Exceptional items are costs or credits that by virtue of their nature and incidence have been disclosed separately in order to improve a reader s understanding of the financial statements

i) Other gains and losses
Other gains and losses are comprised of profits or losses arising on the disposal or deemed disposal of operations, gains and losses on financial assets classified as fair value through profit or loss gains and losses on derivative financial instrument and movements on provisions for forward contracts to acquire minority interests They have been disclosed separately in order to improve a reader's understanding of the financial statements and are not disclosed within operating profit as they are non trading in nature

j) Leasing
The Group as lessee
Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee All other leases are classified as operating leases The Group did not have any finance leases in either 2015 or 2014

Rentals payable under operating leases are charged to profit or loss on a straight-line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the lease asset are consumed Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred

In the event that lease incentives are received to enter into operating leases such incentives are recognised as a liability The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed

k) Retirement benefit costs
Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due

l) Taxation
The income tax expense comprises both current and deferred tax Income tax is recognised in the income statement, except to the extent that it relates to items recognised directly in other comprehensive income in which case the income tax is recognised in other comprehensive income

Current tax
Current tax is the expected tax payable on the taxable profit for the year using tax rates prevailing in each respective jurisdiction and any adjustment to tax payable in respect of previous years

Deferred tax
Deferred tax is recognised using the balance sheet liability method providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes The amount of deferred tax recognised is based on the expected manner of realisation or settlement of the carrying amounts of assets and liabilities using tax rates that are expected to apply when the temporary differences reverse based on rates enacted or substantively enacted at the balance sheet date

Deferred tax is not recognised for temporary differences arising from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit

39 Summary of significant accounting policies *continued*
Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries associates and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future

Deferred tax liabilities are generally recognised for all temporary differences Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the assets can be utilised Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related deferred tax benefit will be realised

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis

m) Intangible assets other than goodwill
The Group has four classes of intangible asset patents, licences and intellectual property ("IP"), restaurant contracts, brands and development costs

Patents, licences and IP
Patents licences and IP are included at cost and amortised in equal annual instalments over their useful economic life which is typically three to five years depending on the period over which benefits are expected to be realised from the asset Provision is made for any impairment

Restaurant contracts
A restaurant contract intangible asset is recorded as part of a business combination or when an associate is acquired or when a joint venture established They are initially recorded at fair value and amortised over the useful economic life of the asset on a straight-line basis This period of time is the period over which the acquired restaurant contracts are reasonably expected to confer economic benefits to the Group which is usually between three and ten years The fair values of restaurant contracts are determined with reference to the present value of their after tax cash flows projected over their remaining useful lives The cash flows and discount rates used in the valuations are risk-adjusted to the extent deemed necessary by management to accurately reflect local risks and uncertainties associated with the asset

Brands
A brand intangible asset is recorded as part of a business combination, when an associate is acquired or when a joint venture is established They are initially recorded at fair value and amortised over the useful economic life of the asset on a straight-line basis which is usually between three and ten years This period of time is the period over which the acquired brand is reasonably expected to confer economic benefits to the Group The fair values of brand assets are established using the relief from royalty valuation method The cash flows and discount rates used in the relief from royalty model are risk adjusted to the extent deemed necessary by management to accurately reflect local risks and uncertainties associated with the asset

Development costs
Where an application or product is technically feasible production and sale are intended a market exists expenditure can be measured reliably, and sufficient resources are available to complete the project development costs are capitalised and amortised on a straight-line basis over the estimated useful life of the respective product

Where these conditions are not met the amounts are classified as research and are expensed as incurred

n) Property, plant and equipment
Property plant and equipment are stated at cost net of depreciation and any provision for impairment Depreciation is provided on all property plant and equipment at rates calculated to write off the cost, less estimated residual value of each asset on a straight-line basis over its expected useful life, as follows

Fixtures and fittings	33% per annum
Equipment	33% per annum
Leasehold improvements	20% per annum or the period of the lease if shorter

o) Impairment of assets excluding goodwill
Under IFRS, the Group is required to review for impairment when indicators of impairment exist On these occasions, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss If any such indication exists the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any) Where the asset does not generate cash flows that are independent from other assets the Group estimates the recoverable amount of the cash-generating unit ("CGU) to which the asset belongs An intangible asset with an indefinite useful life is tested for impairment at least annually and whenever there is an indication that the asset may be impaired

Recoverable amount is the higher of fair value less costs to sell and value-in-use In assessing value-in-use the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount An impairment loss is recognised immediately in profit or loss

Where an impairment loss subsequently reverses the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or CGU) in prior years A reversal of an impairment loss is recognised immediately in profit or loss

p) Non-current assets held for sale
Non-current assets (and disposal groups) classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered through a sale transaction rather than through continuing use This condition is regarded as met only when the sale is highly probable and the asset (or disposal group) is available for immediate sale in its present condition Management must be committed to the sale which should be expected to qualify for recognition as a completed sale within one year from the date of classification

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale

q) Inventories

Inventories are stated at the lower of cost and net realisable value Cost comprises direct materials Cost is calculated using the first-in first-out method Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing selling and distribution

r) Financial instruments

Financial assets and financial liabilities are recognised in the Group s balance sheet when the Group becomes a party to the contractual provisions of the instrument

Financial assets

All financial assets are recognised and de-recognised on a trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the timeframe established by the market concerned and are initially measured at fair value, plus transaction costs, except for those financial assets classified at fair value through profit or loss, which are initially measured at fair value

Financial assets are classified into the following specified categories financial assets 'at fair value through profit or loss ("FVTPL) held-to-maturity' investments 'available-for-sale ("AFS") financial assets and loans and receivables' The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition The Group historically has held AFS financial assets, loans and receivables and FVTPL financial assets

Available-for-sale financial assets

Investments in unlisted shares that are not traded in an active market but that are classified as AFS financial assets are stated at fair value (because the Directors considered that fair value could be reliably measured) Gains and losses arising from changes in fair value were recognised in other comprehensive income and accumulated in the AFS reserve with the exception of impairment losses interest calculated using the effective interest method and foreign exchange gains and losses on monetary assets which are recognised directly in profit or loss Where the investment is disposed of or is determined to be impaired the cumulative gain or loss previously recognised in the AFS reserve is reclassified to profit or loss As at 31 December 2015 and 2014 the Group did not have any investments in unlisted shares which were classified as AFS financial assets

The fair value of AFS monetary assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the balance sheet date The foreign exchange gains and losses that are recognised in profit or loss are determined based on the amortised cost of the monetary asset Other foreign exchange gains and losses are recognised in other comprehensive income

Loans and receivables

Trade receivables, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables' Loans and receivables are measured at amortised cost using the effective interest method less any impairment Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial

Financial assets at FVTPL

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'other gains and losses' line item in the income statement Fair value is determined in the manner described in note 39d

Impairment of financial assets

Financial assets other than those held at FVTPL are assessed for indicators of impairment at each balance sheet date Financial assets are impaired where there is objective evidence that as a result of one or more events that occurred after the initial recognition of the financial asset the estimated future cash flows of the investment have been affected Evidence of impairment may include indications that a receivable or a group of receivables is experiencing significant financial difficulty default or delinquency in payment the probability that they will enter bankruptcy or other financial reorganisation and where observable data indicate that there is a measurable decrease in the estimated future cash flows

For financial assets carried at amortised cost the amount of the impairment is the difference between the asset s carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate

When an AFS financial asset is considered to be impaired cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period

De-recognition of financial assets

The Group de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received

39 Summary of significant accounting policies continued

On de-recognition of a financial asset the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss

Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL' or 'other financial liabilities' The Group currently does not hold any financial liabilities at FVTPL

Other financial liabilities

Other financial liabilities including borrowings are initially measured at fair value, net of transaction costs Other financial liabilities are subsequently measured at amortised cost using the effective interest method with interest expense recognised on an effective yield basis

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or where appropriate a shorter period to the net carrying amount on initial recognition

De-recognition of financial liabilities

The Group de-recognises financial liabilities when, and only when, the Group s obligations are discharged cancelled or expire

Embedded derivatives

Derivatives embedded in other financial instruments or other host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL

As at 31 December 2014 the Group had one contract with an embedded derivative (see note 35) At 31 December 2015 it had none

s) Hedge accounting

The Group designates certain hedging instruments which include derivatives embedded derivatives and non-derivatives in respect of foreign currency risk, as either fair value hedges or cash flow hedges Hedges of foreign currency exchange risk in form commitments are accounted for as cash flow hedges

At the inception of the hedge relationship the entity documents the relationship between the hedging instrument and the hedged item along with its risk management objectives and its strategy for undertaking various hedge transactions Furthermore at the inception of the hedge and on an ongoing basis the Group documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk

Note 35 sets out details of the derivative instruments used for hedging purposes

Fair value hedges

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recognised in profit or loss immediately together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk The change in fair value of the hedged instrument and the change in the hedged item attributable to the hedged risk are recognised in profit or loss in the line item relating to the hedged item

Hedge accounting is discontinued when the Group revokes the hedging relationship, when the hedging instrument expires or is sold, terminated or exercised or when it no longer qualifies for hedge accounting The fair value adjustment to the carrying amount of the hedged item arising from the hedged risk is amortised to profit or loss from that date

Cash flow hedges

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated under the heading of cash flow hedging reserve The gain or loss relating to the ineffective portion is recognised immediately in profit or loss and is included in 'other gains and losses'

Amounts previously recognised in other comprehensive income and accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item However when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability the gains and losses previously recognised in other comprehensive income and accumulated in equity are transferred from equity and included in the initial measurement of the cost of the non-financial asset or non-financial liability

Hedge accounting is discontinued when the Group revokes the hedging relationship when the hedging instrument expires or is sold terminated or exercised or when it no longer qualifies for hedge accounting Any gain or loss recognised in other comprehensive income and accumulated equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss When a forecast transaction is no longer expected to occur the gain or loss accumulated in equity is recognised immediately in profit or loss

t) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date taking into account the risks and uncertainties surrounding the obligation Where a provision is measured using the cash flows estimated to settle the obligation its carrying amount is the present value of those cash flows The unwinding of any discount is recognised in the income statement within finance expense

u) Share based payments

Equity settled share based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date The fair value excludes the effect of non-market-based vesting conditions Details regarding the determination of the fair values of equity-settled share based transactions are set out in note 34

The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight-line basis over the vesting period, based on the Group s estimate of equity instruments that will eventually vest At each balance sheet date the Group revises its estimate of the number of equity instruments expected to vest as a result of the effect of non market-based vesting conditions The impact of the revision of the original estimates if any is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share based payment reserve

For cash-settled share based payments a liability is recognised for the goods or services acquired measured initially at the fair value of the liability At each balance sheet date until the liability is settled and at the date of settlement the fair value of the liability is re measured with any changes in the fair value recognised in profit or loss for the year

v) Dividends
Dividends are recognised on the Company's Ordinary shares when they have been appropriately authorised

40 Critical accounting judgements and key sources of estimation uncertainty
In the application of the Group's accounting policies which are described in note 39, the Directors are required to make judgements estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant Actual results may differ from these estimates

The estimates and underlying assumptions are reviewed on an ongoing basis Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods

Critical judgements in applying the Group's accounting policies
Critical judgements apart from those involving estimates which are dealt with separately below are those which management have made in applying the Group's accounting policies and have the most significant effect on the financial statements, and are discussed below

a) Revenue recognition
Revenues derived from connection fees includes JCT connection fees and JCT equipment fees

JCT equipment fee revenue is deferred to the balance sheet and recognised on a straight-line basis over 36 months This is considered to be an appropriate time period as the fair value of the consideration received or receivable for the JCT Judgement is applied in determining the period over which the JCT equipment fee revenues are recognised

The JCT connection fee revenues are payable on connection but deferred and recognised on a straight-line basis over 12 months 12 months is considered to be the required period of service Judgement is applied in determining the period over which the connection fee is earned

b) Share based payments
The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted Estimating fair value for share based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant Judgements are applied in relation to estimations of the number of options that will vest and of the fair value of the options granted to employees Estimates of fair value are made using a widely recognised share option value model and are referred to third party experts where necessary Judgement is applied in determining the assumptions input into the share option value model See note 34 for details of the key assumptions used

c) Deferred taxation
The recognition of deferred tax assets is based upon whether it is more likely than not that sufficient and suitable taxable profits will be available in the future against which the reversal of temporary differences can be deducted To determine the future taxable profits reference is made to the latest available profit forecasts Where the temporary differences are related to losses relevant tax law is considered to determine the availability of the losses to offset against the future taxable profits Recognition of deferred tax assets therefore involves judgement regarding the future financial performance of the particular legal entity or tax group in which the deferred tax asset has been recognised Details of the recognised and unrecognised deferred tax assets are included in note 19

Key sources of estimation uncertainty
Discussed below are the key assumptions regarding the future and other key sources of estimated uncertainty at the balance sheet date which may have a significant risk of causing material adjustment to the carrying value of assets and liabilities within the next financial year

d) Acquired intangible assets
An intangible resource acquired with a subsidiary undertaking is recognised as an intangible asset if it is separable from the acquired business or arises from contractual or legal rights, is expected to generate future economic benefits and its fair value can be measured reliably The identification of intangible assets acquired as part of business combinations requires judgement For each business combination the balance of goodwill to other intangible assets is reviewed for appropriateness

Acquired intangible assets comprising brands restaurant contracts and intellectual property are amortised through the consolidated income statement on a straight-line basis over their estimated economic lives of between three and ten years Significant judgement is required in determining the fair value and economic lives of acquired intangible assets External valuations are obtained for significant acquisitions

40 Critical accounting judgements and key sources of estimation uncertainty *continued*

e) Impairment of goodwill and intangible assets

The Group's balance sheet includes significant goodwill and other intangible assets Impairment exists when the carrying value of an asset or CGU exceeds its recoverable amount which is the higher of its fair value less costs of disposal and its value-in-use Determining whether an asset is impaired requires an estimation of the value-in-use of the CGU to which the asset has been allocated The value-in-use calculation is based on a discounted cash flow model The cash flows are derived from the budget for the next three years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset s performance of the CGU being tested The recoverable amount is sensitive to the discount rate used as well as the expected future cash inflows and the growth rate used for the period beyond the three budgets

The key assumptions used to determine the recoverable amount for the different CGUs including a sensitivity analysis are disclosed and further explained in note 14

f) Fair value measurement and valuation process

Some of the Group's assets and liabilities are measured at fair value particularly intangible assets acquired through acquisition In estimating fair value the Group uses market observable data where available Where market observable data is not available recognised valuation methodologies are used Third party valuers are used depending on the size and complexity of the acquisition

g) Taxation

The Group s tax charge is the sum of the total current and deferred tax charges arising in each jurisdiction The calculation of the Group's total tax charge involves estimation and judgement in respect of certain matters where the tax impact is uncertain until a conclusion is reached with the relevant tax authority or through a legal process Resolving tax issues can in some cases take several years as it is not always within the control of the Group and often depends on the efficiency of legal processes in the relevant tax jurisdiction Provisions, when recognised, are based on management s interpretation of country specific tax law and the likelihood of settlement However the final resolution of some of these items may give rise to material profits losses and/or cash flows which could differ from the provision and in such event the Group would be required to make an adjustment in a subsequent period

Company Balance Sheet

As at 31 December 2015

	Notes	2015 £m	2014 £m
Non-current assets			
Investments in subsidiaries	42	**573 7**	6 7
		573 7	6 7
Current assets			
Trade and other receivables	43	**25 8**	151 3
		25 8	151 3
Total assets		**599 5**	158 0
Current liabilities			
Trade and other payables	44	**-**	(0 2)
Net current assets		**25 8**	151 1
Net assets		**599 5**	157 8
Equity			
Share capital	26	**6 8**	5 7
Share premium account	27	**555 5**	120 5
Retained earnings	46	**37 2**	31 6
Total equity		**599 5**	157 8

The Company financial statements on pages 111 to 115 were authorised for issue by the Board of Directors and signed on its behalf by

David Buttress
Chief Executive Officer

Mike Wroe
Chief Financial Officer

JUST EAT plc
Company Registration Number 06947854 (England and Wales)
29 February 2016

Company Statement of Changes in Equity

Year ended 31 December 2015

	Note	Share capital £m	Share premium account £m	Retained earnings £m	Total equity £m
Balance at 1 January 2014		-	55 8	2 9	58 7
Profit for year		-	-	2 8	2 8
Total comprehensive income		-	55 8	5 7	61 5
Issue of capital (net of costs)	26	0 5	96 7	-	97 2
JSOP subscription		-	13 2	-	13 2
Share based payment charge		-	-	4 2	4 2
Bonus share issue	26	5 2	(5 2)	-	-
Capital reduction		-	(40 0)	40 0	-
Dividend for the year		-	-	(18 3)	(18 3)
Balance at 31 December 2014		5 7	120 5	31 6	157 8
Profit for year		-	-	3 0	3 0
Total comprehensive income		-	-	3 0	3 0
Issue of capital (net of costs)	26 27	1 1	434 5	-	435 6
Exercise of options	26 27	-	0 5	-	0 5
Share based payment charge		-	-	2.6	2.6
Balance at 31 December 2015		**6 8**	**555 5**	**37.2**	**599 5**

Company Cash Flow Statement

Year ended 31 December 2015

	Notes	Year ended 31 December 2015 £m	Year ended 31 December 2014 £m
Operating loss for the year		**(2 8)**	(5 3)
Adjustments for			
Facility fee paid		**(0 7)**	-
Non-cash long-term employee incentive costs		**0 6**	1 4
Non-cash other items		**(0 5)**	8 1
Decrease/(increase) in receivables		**125 5**	(95 5)
Decrease in payables		**(0 2)**	(0 7)
Net cash from operating activities		**121 9**	(92 0)
Investing activities			
Interest received		**6 3**	8 0
Net cash outflow on investment in subsidiaries		**(434 0)**	-
Repayment of intercompany loan		**(131 0)**	-
Net cash used in investing activities		**(558 7)**	8 0
Financing activities			
Net IPO proceeds		**-**	95 7
Net proceeds from placing and open offer	26 27	**435 6**	-
Proceeds from sale of shares by the employee benefit trust		**0 5**	-
Proceeds arising on exercise of options and warrants		**0 6**	1 1
JSOP subscription proceeds		**-**	5 3
Dividends paid (net of dividends received by the employee benefit trust)	13	**-**	(18 1)
Net cash from financing activities		**436 7**	84 0
Net increase in cash and cash equivalents		**-**	-
Cash and cash equivalents at beginning of year		**-**	-
Net cash and cash equivalents at end of year		**-**	-

41 Significant accounting policies

Basis of accounting

The Company financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and International Financial Reporting Interpretation Committee interpretations as endorsed by the European Union and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS, and therefore comply with Article 4 of the EU IAS Regulation and IFRS as issued by the International Accounting Standards Board These are the Company's first financial statements prepared in accordance with IFRSs and IFRS 1 First-time Adoption of International Financial Reporting Standards has been applied

An explanation of how the transition to IFRSs has affected the reported Balance Sheet of the Group is provided in note 47 As the Company previously applied the FRS 1 exemption from presenting a Cash Flow Statement under UK GAAP no reconciliation from UK GAAP to IFRS has been provided

The financial statements have been prepared on the historical cost basis except for certain financial instruments which have been measured at fair value In accordance with the exemption allowed under section 408 (3) of the Companies Act 2006, the Company has not presented its own income statement and statement of comprehensive income The Company has applied the same accounting policies as the Group as defined in note 39 These policies have been consistently applied to all years presented

42 Investments in subsidiaries

The carrying value of the Company's subsidiaries and associates at 31 December 2015 are as follows

	2015 £m	2014 £m
Balance at 1 January	**6 7**	3 9
Additions	**567 0**	2 8
Balance at 31 December	**573 7**	6 7

The Company's operating subsidiaries directly owned by the Company, are disclosed in note 37

The investments in subsidiaries are all stated at cost less allowance for impairment

43 Trade and other receivables

	2015 £m	2014 £m
Amounts owed by subsidiary undertakings	**14 0**	137 6
Other receivables	**11 8**	13 7
As at 31 December	**25 8**	151 3

At 31 December 2015 other receivables of £11 8 million (2014 £13 7 million) represented amounts due from the EBT Trustee of £8 3 million (2014 £8 5 million) and loans made to the participants of the JSOP of £3 5 million (2014 £5 2 million) The carrying amounts of these assets approximate their fair value There are no overdue or impaired receivable balances (2014 £nil)

44 Trade and other payables

	2015 £m	2014 £m
Other payables	**-**	0 2
As at 31 December	**-**	0 2

45 Related party transactions

Compensation of key management personnel of the Company

	Year Ended 31 December 2015 £m	Year Ended 31 December 2014 £m
Short-term employee benefits	**1 8**	1 2
Post employment pension	**-**	-
Termination benefits	**-**	-
Share based compensation	**0 9**	1 4
Total compensation of key management personnel	**2 7**	2 6

The amounts disclosed in the table are the amounts recognised as an expense during the reporting period related to key management personnel The amounts in respect of share based compensation are the IFRS 2 charges Key management personnel are members of the Board Further information on the remuneration of the Directors and Directors interests in Ordinary shares of the Company are disclosed in the Report of the Remuneration Committee on pages 48 to 65

45 Related party transactions *continued*

On 24 March 2014, prior to the IPO the Company called all the unpaid subscription amounts totalling £13 2 million in respect of certain shares issued under the JSOP In order to facilitate this the Company made loans to participants of the JSOP and Appleby Trust (Jersey Trust) Limited totalling £5 3 million and £7 9 million respectively The loans provided to the participants of the JSOP included loans to key management personnel totalling £3 0 million As at 31 December 2015 the amount due from key management personnel in respect of these loans was £2 3 million (2014 £3 0 million)

The weighted average subscription price of the JSOP awards was 28 pence Should the Company s share price fall below the subscription price on exercise by the employee or on the Company calling the loans the Company has guaranteed to fund the shortfall

Key management personnel's interests in the share schemes

The outstanding share options and awards held by key management personnel are summarised below

Issue date	31 December 2015 Number ('000)	31 December 2014 Number ('000)	Vesting start date	Threshold/ exercise price (pence)
2011	-	721	1 October 2012	12 0
2013	**758**	1 114	1 January 2013	12 0
2013	**541**	540	1 May 2013	34 0
2013	**1,092**	1 839	1 January 2014	57 7
2013	**700**	1 245	1 July 2014	57 7
2013	**920**	920	1 January 2015	66 3
2013	**799**	799	1 July 2015	66 3
2013	**920**	920	1 January 2016	76 3
2013	**799**	799	1 July 2016	76 3
2013	**-**	N/A	26 May 2016	-
2013	**150**	N/A	15 April 2018	-
2013	**-**	N/A	26 May 2018	-
	6,679	8 897		

Refer to note 34 for further details about the JSOP and EMI Scheme

46 Retained earnings

	Notes	£m
At 1 January 2014		2 9
Profit attributable to owners of the Company		2 8
Share based payment charge	34	4 2
Capital reduction	26	40 0
Dividend for the year	13	(18 3)
At 31 December 2014		31 6
Profit attributable to owners of the Company		**3 0**
Share based payment charge	34	**2.6**
At 31 December 2015		**37 2**

47 First-time adoption of IFRS

As stated in note 41, these are the Company's first consolidated financial statements prepared in accordance with IFRS

The accounting policies set out in note 39 have been applied in preparing the financial statements for the year ended 31 December 2015, the comparative information presented in these financial statements for the year ended 31 December 2014 and in the preparation of an opening IFRS statement of financial position at 1 January 2014 (the Company's date of transition)

In preparing its opening IFRS balance sheet the Company has adjusted amounts reported previously in financial statements prepared in accordance with UK GAAP (previous GAAP) An explanation of how the transition from previous GAAP to IFRSs has affected the Company s balance sheet is set out in the following tables and the notes that accompany the tables As the Company previously applied the FRS 1 exemption from presenting a Cash Flow Statement under UK GAAP no reconciliation from UK GAAP to IFRS has been provided

In preparing the opening and subsequent IFRS Balance Sheets Income Statements and Statement of Cash Flows no conversion adjustments were required from UK GAAP (previous GAAP)

Directors' Report

The Directors have pleasure in presenting their Annual Report and audited financial statements of the Company and the Group for the year ended 31 December 2015

The Directors' Report contains certain statutory regulatory and other information and incorporates by reference the Strategic Report and the Governance Report included earlier in this document

Strategic Report

A fair review of the Group's performance during the period and of its position at the period end including commentary on its likely future development and prospects is set out in the Strategic Report on pages 1 to 33 while information on principal risks and uncertainties and key performance indicators is given on pages 28 to 29 and pages 18 to 19, respectively All this information should be read in conjunction with this Report The Corporate Governance Report including the Directors' Remuneration Report, on pages 34 to 65 summarises the Company's governance and Directors' remuneration arrangements The Corporate Social Responsibility report on pages 30 to 33 summarises the Group's approach to diversity, health and safety, environmental matters and community matters All these sections form part of this Directors' Report, into which they are incorporated by reference

Results and dividends

The audited financial statements of the Group and of the Company for the period under review are set out on pages 66 to 110 and pages 111 to 115, respectively The Company intends to retain its earnings to expand the growth and development of its business and, therefore, does not anticipate paying dividends in the foreseeable future Details of dividends paid during the year before the Company's IPO are set out in note 13 to the financial statements

2016 Annual General Meeting ("AGM")

An explanation of the resolutions to be proposed at the AGM and the recommendation of Directors in relation to these is included in the circular to shareholders accompanying this Annual Report Resolutions regarding the authority to issue shares are commented upon later in this Report under share capital

The Company's AGM will be held at the Lincoln Centre 18 Lincoln's Inn Fields, London, WC2A 3ED at 9 30am on 27 April 2016

Research and development

We continue to dedicate resources to the development of new technologies in order to improve the consumer experience and enhance our offering to our restaurant partners Expenses incurred are capitalised when it is probable that future economic benefits will be attributable to the asset and that these costs can be measured reliably

Change of control

In the event of a takeover, a scheme of arrangement (other than a scheme of arrangement for the purposes of creating a new holding company) or certain other events, unvested Executive Director and employee share awards may in certain circumstances become exercisable Such circumstances may although do not necessarily depend on the achievement of performance conditions or the discretion of the Remuneration Committee The Company does not have any agreements with any Director or officer of the Company that would provide compensation for loss of office or employment resulting from a takeover

The Group has facility agreements in place with its bank lenders which contain provisions giving those lenders certain rights on a change of control of the Company

Save as otherwise disclosed above there are no other significant agreements to which the Company is a party that take effect alter or terminate upon a change of control following a takeover bid

Financial instruments

Our risk management policies relating to credit risk market risk capital risk and liquidity risk are detailed within note 35 of the notes to the financial statements on pages 97 to 99 In addition, the overall risk framework and strategy for the Group is included within the Strategic Report on pages 1 to 33

Employment of disabled persons

Our policy in respect of the employment of disabled persons is set out in the Corporate Social Responsibility report on page 32

Employee consultation

Details of employee consultation are set out in the Corporate Social Responsibility report on pages 30 to 33

Substantial shareholdings

At 29 February 2016, the Company had been notified in accordance with the Disclosure and Transparency Rules of the UK Listing Authority, or was aware that the following held, or were beneficially interested in, 3% or more of the Company's shares at that date

	Number of Ordinary shares	% of voting rights[1]
The Sara Marron Discretionary Settlement (the "SM Trust")[2]	121 972,442	18 05%
Deutsche Bank AG	69,316 997	10 26%
BlackRock Inc	51 912 483	7 68%
Old Mutual Plc	48 157 281	7 12%
Index Ventures V (Jersey), LP	42 848 600	6 34%
Munch S A R L	36,933,291	5 46%
FIL Limited	33,879 886	5 01%

1 Total voting rights attaching to the issued share capital of the Company comprising 675 583 799 Ordinary shares each of £0 01 nominal value being the 675 583 799 Ordinary shares in issue

2 STM Fidecs Trust Company Limited is the holder of registered legal title to the Ordinary shares beneficially owned by the SM Trust

The Company received no notifications of interests indicating a different whole percentage holding at 31 December 2015

Directors

The Directors of the Company who served throughout the period and up to the date of signing this Annual Report (except where noted) were

- John Hughes (Chairman)
- David Buttress (CEO)
- Mike Wroe (CFO)
- Gwyn Burr
- Frederic Coorevits
- Andrew Griffith
- Benjamin Holmes
- Diego Oliva (appointed 24 September 2015)
- Michael Risman
- Henri Moissinac (resigned 31 July 2015)

Certain key matters in connection with the Directors are shown below

- The business of the Company is managed by its Directors who may exercise all powers of the Company subject to the Articles of Association and UK legislation Directors of the Company are appointed either by the Board or by shareholders under the Company's Articles of Association and may resign or be removed in a similar manner
- Biographical details of the current Directors are set out on pages 36 and 37 The Directors' interests in the ordinary share capital of the Company and any interests known to the Company of their connected persons are set out in the Report of the Remuneration Committee on page 57
- The Company has made qualifying third party indemnity provisions for the benefit of its Directors in relation to certain losses and liabilities that they may incur in the course of acting as Directors of the Company, its subsidiaries or associates which remain in force at the date of this report
- No member of the Board had a material interest in any contract of significance with the Company or any of its subsidiaries at any time during the year except for their interests in shares and in share awards and under their service agreements and letters of appointment disclosed in the Report of the Remuneration Committee commencing on page 48

Share capital

Certain key information relating to the Company's shares is shown below

- The Company's shares at the year end comprised entirely Ordinary shares of £0 01 each, which rank equally in all respects
- The rights attached to the shares in addition to those conferred on their holders by law are set out in the Company's Articles of Association The Company's Articles of Association may only be amended by a special resolution of the shareholders
- There are no restrictions on the transfer of shares or on the exercise of voting rights attached to them except (i) where the Company has exercised its right to suspend their voting rights or to prohibit their transfer following the omission of their holder or any person interested in them to provide the Company with information requested by it in accordance with Part 22 of the Companies Act 2006 (the "Act"), or (ii) where their holder is precluded from exercising voting rights by the FCA's Listing Rules or the City Code on Takeovers and Mergers
- The Group operates employee share plans as set out in the Report of the Remuneration Committee commencing on page 48 and in note 34 of the financial statements Shares held by the employee benefit trust trustees abstain from voting
- Save as described above shares acquired through the Company's employee share plans rank pari passu with shares in issue and have no special rights

- During the year, the Company issued 105 397 759 Ordinary shares at a price of 425 pence per share under a placing and open offer in connection with its acquisition of Menulog These shares were admitted to the London Stock Exchange's main market on 11 June 2015
- At the year end, the Company had authority exercisable by the Directors to issue up to 273 571 241 shares subject to certain restrictions The Company will seek to renew its authority to issue shares at the 2016 AGM
- Save as described under the Board Representation Agreement described below, the Company is not aware of any agreements or control rights between shareholders that may result in restrictions on the transfer of securities or on voting rights

Further information regarding the Company's share capital, including the changes to this during the year, is set out in note 26 to the financial statements

Board Representation Agreement

On 2 April 2014 the SM Trust Index Ventures and Vitruvian Partners entered into an agreement with the Company which entitles each such shareholder party and their respective permitted transferees (together the "Shareholder Parties" and each a "Shareholder Party") to appoint one Director to the Board of the Company The initial appointees were Frederic Coorevits (SM Trust appointee), Benjamin Holmes (Index Ventures appointee) and Michael Risman (Vitruvian Partners appointee) This entitlement shall lapse in respect of a Shareholder Party and such Shareholder Party shall procure that its appointee will resign

(a) during the period commencing on the date of the agreement and expiring on the date falling two years thereafter, or if later the date of the Company's AGM held in 2016 (the "Initial Period"), if

(i) that Shareholder Party ceases to hold at least 5% of the Ordinary shares or

(ii) on the occurrence of the Company's AGM held in 2016, such Shareholder Party has ceased at any time during the Initial Period to hold at least 10% of the Ordinary shares and

(b) at any time following the Initial Period, where that Shareholder Party does not hold at least 10% of the Ordinary shares

Each Shareholder Party has also agreed not to propose the appointment of a further Board representative or vote against the election or re-election of a person the Board has put forward for election or re-election as a Director of the Company

Corporate governance

The Company is committed to high standards of corporate governance Its application of the principles of good governance in respect of the UK Corporate Governance Code for the period under review is described in the Corporate Governance Report on pages 34 to 35

The Directors' responsibility statement in respect of this Annual Report and the financial statements appears on page 119

Going concern

The Company's statement with regard to the going concern basis for preparing the financial statements is included in the CFO Update and Financial Review on page 27

Political donations

The Company did not make any political donations during the year

Greenhouse gas emissions

Reporting on greenhouse gas emissions is included in the Corporate Social Responsibility report on page 33

Related party transactions with Directors

Please refer to note 36 for details of transactions entered into with related parties

Overseas branches

The Company has no branches outside the UK

Post balance sheet events

Details of important events affecting the Company since 31 December 2015 are disclosed in note 38 to the financial statements

Directors' responsibility statement

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations UK company law requires the Directors to prepare financial statements for each financial year Under that law the Directors have prepared the Group and Parent Company financial statements in accordance with IFRSs, as adopted by the European Union Under UK company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and the Company and of the profit or loss of the Group for that period In preparing these financial statements, the Directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable IFRSs, as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and the Group and enable them to ensure that the financial statements and the Directors' Remuneration Report comply with the Companies Act 2006 (the "Act") and, as regards the Group financial statements, Article 4 of the IAS Regulation They are also responsible for safeguarding the assets of the Company and the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

Each of the Directors, whose names and functions are listed on pages 36 to 37 confirm that to the best of each person's knowledge and belief

- the Annual Report taken as a whole, is fair balanced and understandable and provides the information necessary for shareholders to assess the Company's and the Group's performance, business model and strategy
- the Company and Group financial statements which have been prepared in accordance with IFRSs as adopted by the EU, give a true and fair view of the assets, liabilities, financial position and profit of the Group and Parent Company, and
- the Strategic Report and Directors' Report include a fair review of the development and performance of the business and the position of the Company and Group together with a description of the principal risks and uncertainties that they face

Disclosure of information to the auditor

Each of the Directors of the Company at the time when this Report was approved confirms that

- so far as the Director is aware there is no relevant audit information of which the Company s auditor is unaware and
- he or she has taken all the steps that he or she ought to have taken as a Director in order to make himself or herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information

This confirmation is given in accordance with section 418(2) of the Act

Auditor

Deloitte LLP the Group's auditor has indicated their willingness to continue in office and, on the recommendation of the Audit Committee and in accordance with Section 489 of the Act a resolution to re-appoint them will be put to the 2016 AGM

On behalf of the Board

Tony Hunter
Company Secretary
29 February 2016

Glossary of Terms

Adjusted earnings per share - means profit attributable to the holders of Ordinary shares in the parent before long-term employee incentive costs exceptional items "other gains" foreign exchange gains and losses amortisation of acquired intangible assets and the tax impact of the adjusting items divided by the weighted average number of shares outstanding during the period

Admission - means the admission of the Ordinary shares to the High Growth Segment ("HGS") of the Main Market of the London Stock Exchange which occurred on 8 April 2014 On 6 May 2014 the Group transitioned from the HGS of the Main Market to the premium listing segment of the Official List of the UK Financial Conduct Authority

AFS - means available for sale

AGM - means the Annual General Meeting of the Company which will be held on 27 April 2016 at 9 30am at the Lincoln Centre 18 Lincoln's Inn Fields London, WC2A 3ED

AOV - means average order value

Average revenue per order ("ARPO") - calculated as B2C revenue divided by the number of orders

Articles - means the Articles of Association of the Company

Associates or Associated undertakings - means (from 14 November 2013) Achindra Online Marketing Private Limited, the Group s Indian joint venture which was disposed and (from 3 November 2014) IF-JE Participações Ltda the Group's Brazilian joint venture

B2C revenue - comprises commission revenue and revenue from fees charged in connection with orders paid for by credit and debit card

Benelux - means the Group s operations in Belgium and Netherlands

Board - means the Board of Directors of JUST EAT plc

CGU - means cash generating unit

Clicca e Mangia - means business assets acquired in Italy

Companies Act - means the Companies Act 2006 (as amended)

Company - means JUST EAT plc, a company incorporated in England and Wales with registered number 06947854 whose registered office is at Masters House, 107 Hammersmith Road London W14 0QH

Consumer - end users of the JUST EAT websites and Apps, who use it to place orders online

Corporate website - means www just-eat com

CRM - means customer relationship marketing

CSOP - means the JUST EAT Company Share Option Plan

CSR - means Corporate Social Responsibility

DeliveRex - means Jeb Srl the Group's subsidiary acquired in Italy

Directors - means the Directors of the Company whose names are set out on pages 36 and 37

Disclosure and Transparency Rules - means the disclosure rules and transparency rules made under Part VI of the Financial Services and Markets Act 2000 (as amended)

EBITDA - earnings before finance income and costs, taxation depreciation and amortisation

EBT - means the Employee Benefit Trust which is administered by Appleby Trust (Jersey Trust) Limited

EMI scheme - means the JUST EAT Enterprise Management Incentive scheme

EPOS - means electronic point of sale technology used by takeaway restaurants

EPS - means earnings per share

ESOS - means employee share option scheme

ETR - means effective tax rate

Exceptional items - means items that by virtue of their nature and incidence have been disclosed separately in order to draw them to the attention of the reader of the financial statements

Executive Directors - means David Buttress and Mike Wroe

FBA - means FBA Invest SaS the Group's French subsidiary which trades as ALLORESTO fr through its subsidiary Eat On Line Sa

FRC - means the Financial Reporting Council

Full Time Equivalent ("FTE") - the number of employees after factoring in reduced hours worked by part time staff

FVTPL - means fair value through profit or loss

GHG - means greenhouse gas

GMT - means general management team

Group - means JUST EAT plc and its subsidiary undertakings (as defined by the Companies Act 2006)

HMRC - means Her Majesty's Revenue & Customs

IAS - means International Accounting Standard(s)

IF-JE - means IF-JE Participações Ltda the Group's Brazilian associate undertaking

IFRS IC - means International Financial Reporting Standards Interpretations Committee

IFRS - means International Financial Reporting Standard(s) as adopted for use in the European Union

Nifty Nosh - means Nifty Nosh Limited the Group's Northern Irish subsidiary

IP - means Intellectual Property

IPO - means Initial Public Offering of the Company's Ordinary shares immediately post Admission on 8 April 2014

Just Connect Terminal ("JCT") - means technology provided to takeaway restaurants who sign up which enables them to receive orders from JUST EAT

JUST EAT - means the Group or JUST EAT plc and its subsidiary undertakings (as defined by the Companies Act 2006)

JSOP - means the JUST EAT Joint Share Ownership Plan

KPI - means Key Performance Indicator

Menulog - means Menulog Group Limited the Group's holding company of the Australian and New Zealand subsidiaries

Mobile device - means smartphones tablets and any other handheld computing device or any of them or all of them

Non-executive Directors - means the Non-executive Directors of the Company designated as such on pages 36 and 37

Ordinary shares - means the Ordinary shares with a nominal value of £0 01 each in the share capital of the Company

Prospectus - means the Company's prospectus dated 3 April 2014 prepared in connection with the Company s Admission

R&D - means Research and Development

SERP - means Search Engine Results Page

Shareholder - means a holder for the time being of Ordinary shares of the Company

SinDelantal - means SinDelantal Mexico S A de C V the Group's Mexican subsidiary

SIP - means the Share Incentive Plan

Takeaway restaurant - any restaurant signed up to JUST EAT offering either delivery or collection services via the JUST EAT websites or Apps

The Code - means the UK Corporate Governance Code published by the FRC September 2014 as in force from time to time

TSR - means total shareholder return - the growth in value of a shareholding over a specified period assuming that dividends are reinvested to purchase additional shares

Underlying EBITDA - is the main measure of profit used by management to assess the performance of the Group's businesses It is defined as earnings before finance income and costs taxation depreciation and amortisation ("EBITDA") additionally excluding the Group's share of depreciation and amortisation of joint ventures and associates long-term employee incentive costs exceptional items foreign currency translation differences and "other gains and losses" (being profits or losses arising on the disposal and deemed disposal of operations and fair value gains and losses on financial assets classified as fair value through profit or loss)

At a segmental level Underlying EBITDA also excludes intra-group franchise fee arrangements and incorporates an allocation of Group technology and central costs (both of which net out on a consolidated level)

UK GAAP - means UK Generally Accepted Accounting Practice

VAT - means Value Added Taxation

Company Information

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Tony Hunter

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Auditor
Deloitte LLP

Banker
Barclays Bank plc

Brokers
Goldman Sachs
J P Morgan Securities plc

Solicitors
Bird & Bird LLP
Linklaters LLP
Taylor Wessing LLP

Five Year Summary

The following tables sets out a summary of selected key financial information for the business

	Year ended 31 December				
	2015 £m	2014 £m	2013 £m	2012 £m	2011 £m
Revenues	**247 6**	157 0	96 8	59 8	33 8
Underlying EBITDA	**59 7**	32 6	14 1	2 3	0 1
Profit/(loss) before tax	**34 6**	57 4	10 2	(2 6)	(1 7)
Net profit/(loss) for the year	**23 0**	51 8	6 8	(4 5)	(1 2)
Adjusted basic earnings/(loss) per share (pence)	**6 6**	4 2	1 4	(0 3)	(0 0)
Net cash from operating activities	**74 2**	38 1	19 2	10 1	4 9
Net cash used in investing activities	**(465 5)**	(19 3)	(7 7)	(3 1)	(14 5)
Net cash from financing activities	**425 1**	84 2	–	35 1	12 6
Net increase in cash and cash equivalents	**33 8**	103 0	11 5	42 1	3 0

	As at 31 December				
	2015 £m	2014 £m	2013 £m	2012 £m	2011 £m
Net assets	**625 9**	183 8	53 6	46 5	18 2
Net cash and cash equivalents	**192 7**	164 1	61 6	50 0	7 9

The following tables sets out a summary of selected key performance indicators for the business

	Year ended 31 December				
	2015	2014	2013	2012	2011
Orders (millions)	**96 2**	61 2	40 2	25 3	13 9
ARPO (£)	**2.35**	2 29	2 11	2 00	1 97

	As at 31 December				
	2015	2014	2013	2012	2011
Number of Active Users (millions)	**13 4**	8 1	5 9	4 1	2 4
Takeaway restaurants ('000)	**61 5**	45 7	36 4	29 9	17 0

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