

**Company Number 6947854**  
**The Companies Act 2006**  
**Public Company Limited by Shares**

**JUST EAT PLC**  
**(the "Company")**

TUESDAY



A25 \*A58MW3DT\* 07/06/2016 #77  
COMPANIES HOUSE

At the Annual General Meeting of the Company held at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED at 9 30am on 27 April 2016, the following one ordinary and three special resolutions were passed

- 12 THAT the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the the Act to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights")

- (a) up to an aggregate nominal amount of £4,503,975, and
- (b) up to a further aggregate nominal amount of £2,251,987 provided that (i) they are equity securities (within the meaning of section 560(1) of the Act) and (ii) they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record date(s) as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record date(s) and to other holders of equity securities entitled to participate therein, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,

provided that this authority shall expire at the end of the next AGM of the Company or, if earlier, on 30 June 2017, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired, and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked

- 13 THAT the Directors be and are hereby empowered pursuant to section 570 and section 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash either pursuant to the authority conferred by Resolution 12 above or by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment provided that this power shall be limited to

- (a) the allotment of equity securities in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 12 above by way of rights issue only) in favour of the holders of ordinary shares on the register of members at such record date(s) as the Directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may

be practicable) to the respective numbers of ordinary shares held by them on any such record date(s), subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of ordinary shares being represented by depositary receipts or any other matter, and

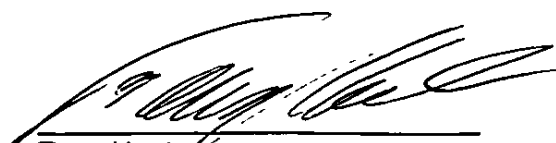
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) of this Resolution 13) to any person or persons of equity securities up to an aggregate nominal amount of £675,596

and shall expire upon the expiry of the general authority conferred by Resolution 12 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired

- 14 THAT the Company be and is hereby unconditionally and generally authorised for the purpose of Section 701 of the Companies Act 2006 to make market purchases (as defined in Section 693 of that Act) of ordinary shares of 1p each in the capital of the Company provided that

- (a) the maximum number of shares which may be purchased is 67,559,630,
- (b) the minimum price which may be paid for each share is 1p,
- (c) the maximum price which may be paid for a share is an amount equal to the higher of (a) 105 per cent of the average of the closing price of the Company's Ordinary Shares as derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which such share is contracted to be purchased and (b) the higher of the price of the last independent trade and the highest current bid as stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buy-back programmes and stabilisation of financial instruments (No 2273/2003) or, from 3 July 2016, Commission-adopted Regulatory Technical Standards pursuant to article 5(6) of the Market Abuse Regulation, and,
- (d) this authority shall expire at the conclusion of the AGM of the Company held in 2017 or, if earlier 30 June 2017 (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time

- 16 That a general meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice

  
Tony Hunter  
Company Secretary