



## Admission card

Annual General Meeting ("AGM") of Just Eat plc to be held at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED on 26 April 2018 at 9.30am



Shareholder Reference Number

The purpose of this form is to ask how you would like to receive shareholder communications in the future. Please choose one of the following options:

**Option 1 – email**

To receive email notifications when shareholder documents are available on our website at www.justeatplc.com.

Register at www.shareview.co.uk.

**Option 2 – website**

To receive written notifications by post when shareholder documents are available on our website at www.justeatplc.com.

No action required.

**Option 3 – paper**

To continue to receive paper shareholder documents through the post.

Tick box, detach and return this form to our Registrar, Equiniti.

If we do not hear from you by 24 April 2018, you will be deemed to have agreed to receive shareholder documents via our website (Option 2).

## Attendance at the AGM

If you attend the AGM, please bring this card with you as evidence of your right to be admitted.

Please detach and retain this section before posting. Do not post with the Form of Proxy and/or the Shareholder Communications form.

Signature

Date

## Form of Proxy

Just Eat plc

Voting ID

Task ID

Shareholder Reference Number

I/We..... of..... being (a) member(s) of Just Eat plc hereby appoint the Chairman of the meeting/or (Full name(s) in block capitals)

(See Note 4 overleaf)

as my/our proxy or proxies to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED on 26 April 2018 at 9.30am and at any adjournment of that meeting and to vote on the following resolutions as indicated below.

Please indicate how you wish your proxy or proxies to vote by inserting "X" in the box below. Where no "X" is inserted, and on any other resolutions proposed at the meeting, your proxy will vote or abstain from voting as he/she thinks fit on any business arising at the meeting (including any motion to amend a resolution or adjourn the meeting).

Please tick here if this proxy appointment is one of multiple proxies being made (See Note 6 overleaf).

### Resolutions (ordinary 1-15 and 19 and 20; Special 16, 17, 18 and 21)

- To receive the Annual Report including the reports of the Directors and the auditor for the year ended 31 December 2017
- To approve the remuneration policy
- To approve the Directors' Remuneration Report
- To reappoint Andrew Griffith as a Director
- To reappoint Paul Harrison as a Director
- To reappoint Gwyn Burr as a Director
- To reappoint Frederic Coorevits as a Director
- To reappoint Roisin Donnelly as a Director
- To reappoint Diego Oliva as a Director
- To reappoint Alistair Cox as a Director
- To reappoint Peter Plumb as a Director
- To reappoint Mike Evans as a Director

For	Against	Vote withheld (See Note 6)
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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- To reappoint Deloitte LLP as auditor
- To authorise the Directors to determine the auditor's remuneration
- To authorise the Directors to allot relevant securities pursuant to section 551 of the Companies Act 2006
- To authorise the Directors to disapply pre-emption rights pursuant to section 570 and section 573 of the Companies Act 2006
- To authorise the Directors to disapply pre-emption rights pursuant to section 570 and section 573 of the Companies Act 2006 up to a further 5% for acquisitions or specified capital events
- To authorise the Company to repurchase its own shares pursuant to section 701 of the Companies Act 2006
- To authorise political donations and expenditure
- To authorise the Directors to establish the Just Eat Deferred Share Bonus Plan 2018
- To authorise the calling of a general meeting other than an Annual General Meeting on not less than 14 clear days' notice

For	Against	Vote withheld (See Note 6)
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Dated.....

Signature.....



## Explanatory notes relating to the completion of the Form of Proxy

1. In order to be valid, this Form of Proxy and any power of attorney, or notarially certified copy thereof, under which it is executed must be completed, signed and lodged with the Company's Registrar, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA not later than 9.30am on 24 April 2018.
2. The completion and return of a Form of Proxy will not, however, preclude shareholders from attending and voting in person at the meeting or at any adjournment thereof should they wish to do so.
3. You may, if you wish, register your proxy appointment electronically via the website [www.sharevote.co.uk](http://www.sharevote.co.uk). To use Sharevote you will need the Voting ID, Task ID and Shareholder Reference Number shown on your Form of Proxy. Shareholders who have registered with Equiniti's online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) using their User ID and password. Once logged in click "View" on the "My Investments" page, click on the link to vote and then follow the on-screen instructions. Full instructions on the procedure are given on the respective websites. A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received after 9.30am on Tuesday 24 April 2018.
4. A proxy need not be a member of the Company but must attend the meeting to represent you. A member may appoint a proxy of his/her own choice, in which case the words "the Chairman of the meeting" should be deleted and the name of the person appointed as proxy should be inserted in the space provided. If you sign and return this Form of Proxy with no name inserted in the space provided, the Chairman of the meeting will be deemed to be your proxy.
5. If the proxy is being appointed in relation to less than your full voting entitlement, please enter next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or, if this Form of Proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
6. A member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares held by the member. To appoint more than one proxy, additional Form of Proxy may be obtained by contacting our Registrar, Equiniti, or you may copy this form. Please indicate next to the proxy holder's name the number of shares in relation to which the proxy is authorised to act as your proxy. Please also indicate, by ticking the box provided, if the proxy appointment is one of multiple appointments made. All forms must be signed and should be returned together.
7. The "Vote withheld" option is provided to enable you to abstain on any particular resolution. However, it should be noted that a "Vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution.
8. Shareholders who are not resident in the United Kingdom will need to attach appropriate postage to the accompanying business reply envelope in order to ensure that their votes are received in time.
9. Where the member is a corporation, this form must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
10. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register.
11. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by the Company's agent (ID RA19) by 9.30am on 24 April 2018. See Note 9 to the Notice of Meeting for further information on proxy appointment through CREST.

Freepost RTHJ-CLLL-KBKU  
Equiniti  
Aspect House  
Spencer Road  
LANCING  
BN99 8LU



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LANCING  
BN99 8LU