

Disclosure pursuant to section 430(2B) of the Companies Act 2006 – Peter Plumb

As announced on 21 January 2019, Peter Plumb stepped down as a director of, and ceased employment with, Just Eat plc (the “**Company**”) on 21 January 2019.

In accordance with the terms of his service agreement and the Company’s directors’ remuneration policy, Peter will receive the following payments (less any required tax withholdings):

1. Peter will receive salary, contractual benefits (including pension) and payment for any accrued holiday entitlement up to 21 January 2019.
2. Peter will receive payments in lieu of notice (“**PILON**”) equal to 12 months’ salary, car allowance and pension (£754,750). The Company will pay the PILON in twelve equal monthly instalments subject to Peter’s duty to mitigate.
3. As Peter worked the full 2018 year, Peter will remain eligible to receive a bonus for 2018 subject to the achievement of the applicable performance conditions (as set out in the 2017 Directors’ Remuneration Report). The amount (if any) of such bonus will be determined by the Remuneration Committee and will be paid in cash up to a maximum value of 75% of Peter’s salary (£521,250). In accordance with the Company’s directors’ remuneration policy, the balance (if any) will be deferred into a grant of nil-cost options under the terms of the Deferred Share Bonus Plan, which will vest and become exercisable over three years.
4. Following a pro-rata reduction to reflect Peter’s period of employment to 21 January 2019 as a proportion of each award’s three-year vesting period, Peter currently holds the following outstanding awards under the Company’s Performance Share Plan:
 - a. nil-cost options over 25,939 Company shares granted in 2017; and
 - b. nil-cost options over 19,771 Company shares granted in 2018.These awards will remain capable of vesting at the normal time subject to achievement of the applicable performance conditions. To the extent the awards vest, a further two-year holding period will apply.
5. Up to £5,000 (excluding VAT) will be paid directly to third party service providers in respect of legal services.

The payments set out above are in full and final settlement of all claims against the Company. Peter will also be reimbursed for any expenses properly incurred and will receive £100 in consideration for enhanced post-employment undertakings.

Peter will not receive any bonus in respect of 2019. Peter’s options under the Company’s Sharesave scheme have lapsed.

Full details of all payments made to and receivable by Peter will be disclosed in the Directors’ Remuneration Report within the Company’s Annual Report and Accounts for the year ending 31 December 2018, and subsequent years, as appropriate.