

Company Number: 285602

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
of

**MANOR BAKERIES LIMITED**  
(the "Company")

Circulation Date 8 DECEMBER 2014

We, the undersigned, being the sole member of the Company hereby pass the following resolution as a Special Resolution of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Resolution") -

**SPECIAL RESOLUTION**

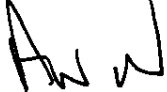
THAT the Company's issued share capital be reduced from 50,000,001 ordinary shares of £1 each to 1 ordinary shares £1 by cancelling and extinguishing 50,000,000 ordinary shares of £1 each

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, the sole shareholder of the ordinary shares and a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution

For and on behalf of **Premier Foods Group Limited**



Andrew McDonald

8 DECEMBER 2014

**NOTES**

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Premier House, Centrium Business Park, Griffiths Way, St Albans, Hertfordshire, AL1 2RE



You may not return the Resolution to the Company by any other method

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless, sufficient agreement has been received for the Resolution to pass within 28 days of the Circulation Date, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date