

No. 628939

THE COMPANIES ACT 2006

WRITTEN RESOLUTIONS

of

ASSOCIATED BRITISH FOODS PENSION TRUSTEES LIMITED

13 August 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the shareholders of the above-named company (the "**Company**") propose that the following resolutions (the "**Resolutions**") are passed as special and ordinary resolutions as set out below.

SPECIAL RESOLUTION

1. Pursuant to section 9 of the Companies Act 1985, the Articles of Association of the Company are altered by renumbering existing Article 15 as 15A and inserting the following as new Articles 15B, 19 and 20:

"15B PROCEEDINGS OF DIRECTORS

Any director (including an alternate director) may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. A person so participating shall be deemed to be present in person at such meeting and shall be entitled to vote or be counted in a quorum accordingly. Subject to the Companies Act 2006 (the "**2006 Act**"), all business transacted in such manner by the Board or a committee of the Board shall for the purpose of these Articles be deemed to be validly and effectively transacted at a meeting of the Board or a committee of the Board notwithstanding that a quorum of directors is not physically present in the same place. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is."

"19. DIRECTORS' CONFLICTS OF INTEREST

- 19.1 If a situation arises or exists in which a director has or could have a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company (other than an interest arising in relation to a transaction or arrangement with the

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Company or in circumstances which cannot reasonably be regarded as likely to give rise to a conflict of interest) the director concerned, or any other director, may propose to the board that such situation be authorised, such proposal to be made in writing and delivered to the other directors or made orally at a meeting of the board, in each case setting out particulars of the relevant situation. Subject to the 2006 Act, the directors may authorise such situation and the continuing performance by the relevant director of his or her duties as a director of the Company on such terms as they may think fit and the authorisation may be terminated at any time by the directors. Those terms may include, without limitation, terms that the relevant director:

- (a) will not be obliged to disclose to the Company or use for the benefit of the Company any confidential information received by him or her otherwise than by virtue of his or her position as a director, if to do so would breach any duty of confidentiality to a third party;
- (b) may be required by the Company to maintain in the strictest confidence any confidential information relating to the Company which also relates to the relevant situation;
- (c) may be required by the Company not to attend any part of a meeting of the directors at which any such matter which may be relevant to the conflict situation is to be discussed, and any board papers relating to such matters may be withheld from that director; or
- (d) shall not be obliged to account to the Company for any remuneration or other benefits received in consequence of the relevant situation.

19.2 The relevant director shall not be counted in the quorum at the relevant meeting of the directors to authorise a conflict situation as mentioned in Article 19.1 nor be entitled to vote on the resolution authorising such situation. When giving such authorisation for a particular director, any other interested director (within the meaning of section 175(6)(a) of the 2006 Act) may be counted in the quorum and may vote in relation to such resolution.

19.3 The provisions of Articles 19.1 and 19.2 shall not apply to a conflict of interest which arises in relation to an existing or proposed transaction or arrangement with the Company but the following provisions of this Article 19.3 and Article 19.4 shall so apply. Any director may be interested in an existing or proposed transaction or arrangement with the Company provided that he or she complies with the 2006 Act and (if applicable) Regulations 85 and 86 of Table A.

19.4 Without prejudice to the obligation of each director to declare an interest in a proposed or existing transaction or arrangement in accordance with the 2006 Act, a

director may vote at a meeting of the Board or of a committee of the Board on any resolution concerning a matter in which he or she has an interest, whether direct or indirect, which relates to a transaction or arrangement with the Company, or in relation to which he or she has a duty. Having so declared any such interest or duty he or she may have, the director shall be counted in the quorum present when any such resolution is under consideration and if he or she votes on such resolution his or her vote shall be counted. Regulations 94 and 95 of Table A are modified accordingly.

20. DIRECTORS' AUTHORISED SITUATIONAL CONFLICTS OF INTEREST

20.1 A director of the Company may at any time:

- be a member of any pension scheme of which the Company is a trustee;
- be a director, officer or employee of any company participating in any such pension scheme, or of an associate of any such company;
- receive remuneration from the Company, or from any employer in relation to any pension scheme of which the Company is a trustee, in respect of services provided as a director of the Company;
- be a shareholder, share option holder or debenture holder of any such company;
- be a member of, or hold an office within, any trade union applicable to any employment in relation to any such pension scheme, or other relevant representative or consultative group; or
- have a family member who has one of the above interests.

20.2 Notwithstanding his or her office or the existence of an actual or potential conflict between any interest as described in Article 20.1 above and the interests of the Company which would fall within the ambit of section 175(1) of the 2006 Act, a director:

- (a) will not be obliged to disclose to the Company or use for the benefit of the Company any confidential information received by him or her otherwise than by virtue of his or her position as a director, if to do so would breach any duty of confidentiality to a third party; and
- (b) shall not be obliged to account to the Company for any remuneration or other benefits received in consequence of the relevant situation,

and in connection with any such actual or potential conflict of interests, the Company may require the relevant director:

- (c) to maintain in the strictest confidence any confidential information relating to the Company which also relates to the relevant situation; and

- (d) not to attend any part of a meeting of the directors at which any such matter which may be relevant to the conflict situation is to be discussed, and any board papers relating to such matters may be withheld from that director."

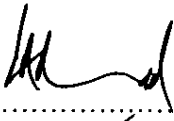
ORDINARY RESOLUTIONS

2. Any director's or former director's breach of section 175 of the Act prior to the date of this resolution by reason of his or her having one of the following interests:

- membership of any pension scheme of which the Company is a trustee;
- being a director, officer or employee of any company participating in any such pension scheme, or of an associate of any such company;
- receiving remuneration from the Company, or from any employer in relation to any pension scheme of which the Company is a trustee, in respect of services provided as a director of the Company;
- being a shareholder, share option holder or debenture holder of any such company;
- membership of, or holding an office within, any trade union applicable to any employment in relation to any such pension scheme, or other relevant representative or consultative group;
- relevant interests (as above) of any of the director's family members; or
- any interest disclosed to the directors and approved by them before the passing of this resolution

be and is hereby ratified by the Company.

We, the undersigned, being persons entitled to vote on the Resolutions on 13 August 2009, hereby irrevocably agree to the Resolutions.



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Director

For and on behalf of ABF (No.2) Limited

Date: 13 August 2009