

Company number: 00884013

The Companies Act 1985

FRIDAY



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**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTIONS**

of

**BAKKAVOR PROPERTIES LIMITED**

(Passed pursuant to Section 381A of the Companies Act 1985)

We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company (the "**Member**"), **HEREBY RESOLVE** unanimously that the following resolutions shall be passed and agree that the said resolution shall be for all purposes as valid and effective as if it had been passed as a special resolution at a general meeting of the Company duly convened and held:

This resolution will use the defined terms set out in the Facility Agreement (defined below).

**WRITTEN RESOLUTION**

THAT:

1. with effect from the passing of this resolution, the Company is hereby authorised to enter into the following documents, in the form produced to the member, and perform its obligations thereunder.
  - 1.1 an accession letter ("**Accession Letter**") according to which the Company agrees to be bound by the terms of the new syndicated multicurrency revolving credit facility agreement (the "**Facility Agreement**") dated 30 March 2007 between Bakkavor (London) Limited and other named companies in the Group as Obligors with ABN Amro Bank N.V., Banc of America Securities Limited, Barclays Capital, Cooperatieve Centrale Raiffeisen-Boerenleenbank B.A. (trading as Rabobank International), London Branch, Fortis Bank S.A./N.V., HSBC Bank plc, Mizuho Corporate Bank, Ltd. and The Royal Bank of Scotland plc as mandated lead arrangers (together the "**Arrangers**"), ABN Amro Bank N.V., Bank of America, N.V., Barclays Bank PLC, Cooperatieve Centrale Raiffeisen-Boerenleenbank B.A. (trading as Rabobank International), London Branch, Fortis Bank S.A./N.V., HSBC Bank plc, Mizuho Corporate Bank, Ltd. and The Royal Bank of Scotland plc as lenders (the "**Original Lenders**"), Barclays Bank PLC as facility agent (the "**Agent**") and Barclays Bank PLC as security trustee (the "**Security Trustee**") for the provision of a £700,000,000 multicurrency revolving credit facility to be made available to Bakkavor (London) Limited (the "**Facility**") for the purpose of (1) refinancing the Existing Debt, (2) the general corporate and working

capital purposes of the Group and (3) any future distributions, loans and acquisitions to be made by the Group permitted under the Facility Agreement or otherwise approved by the Original Lenders,

- 1 2 a composite guarantee, contained in the Facility Agreement, to be made between the Company (amongst others) and the Security Trustee and to which the Company is required to accede (via its accession to the Facility Agreement pursuant to the Accession Letter) pursuant to which the Company will guarantee to the Security Trustee as security trustee for itself and each of the Finance Parties all monies, liabilities and obligations of Bakkavor (London) Limited and any other member of the Group (from time to time) arising under the Facility Agreement or any other finance or security document entered into in relation to the Facility (the "**Guarantee Obligations**");
  - 1 3 a composite debenture (the "**Debenture**") to be made between the Company (amongst others) and the Security Trustee on behalf of itself and each of the Finance Parties granting floating charges over substantially all the assets and undertaking that it secures from time to time over, inter alia, any liability of any member of the Group to the Finance Parties under the Facility Agreement and any other finance and security documents entered into in relation to the Facilities (the "**Secured Liabilities**"), and
  - 1.4 an inter-creditor agreement (the "**Intercreditor Agreement**") to be made between (amongst others) the Company, the Finance Parties (as defined therein) and the Security Trustee containing terms and conditions regulating certain rights between the parties thereto, including in respect of the payment of monies by the Company and each other member of the Group to the Finance Parties.
2. with effect from the passing of this resolution, the Company hereby approves the terms of, and the transactions contemplated by the above documents.
  - 3 the Company enters into the above documents to which it is a party.

These resolutions are passed on the date of the last signature below.

| Name of Shareholder | Signature | Date of Signature |
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| Bakkavor Limited |  | 18 April 2007 |
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