

Direct Produce Supplies Limited ("the Company")
Company No 01336601

Written Special Resolutions of the Shareholders of the Company

Circulation Date

31 January 2013

The Directors of the Company propose that the resolution below is passed as a special resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006

Special Resolutions

- 1 That the Company be re-registered as a public company under the Companies Act 2006 by the name of Direct Produce Supplies Plc
- 2 That the articles of association of the Company be amended by the replacement of the description of the Company as a "private" company by a description of the Company as a "public" company

Dated 31 January 2013

The notes at the end of this document indicate how you can signify your agreement to the above resolutions
Please read those notes

Each of the undersigned, being a member of the Company entitled to vote on the above resolutions on the first date on which this written resolution is sent or submitted to members of the Company, **Hereby Agrees** to the above resolutions



Paul Beaumont
For and on behalf of H&B Holdings Limited

Date of signature 31 January 2013

WEDNESDAY



LD1 *L21NQJ00* 06/02/2013 #15
COMPANIES HOUSE

Notes:

- 1 This written resolution is first sent or submitted to members of the Company on the circulation date
- 2 To signify agreement to this written resolution, a member should sign and date this written resolution and return it to the Company within 28 days of the circulation date using one of the following methods
 - 2 1 by hand delivering the signed copy to a director of the Company,
 - 2 2 by post returning the signed copy to Paul Beaumont at Terradace Holdings Limited, 5th Floor, 7/10 Chandos Street, Cavendish Square, London, W1G 9DG,
 - 2 3 by email PaulBeaumont@dpsplc.com

A member's agreement to this written resolution, once signified, cannot be revoked

- 3 This written resolution will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date. A member who signs this written resolution and returns it to the Company after the expiry of that period will not be regarded as signifying his agreement to this written resolution.
- 4 This written resolution will be passed once members representing at least 75% of the total voting rights of the members who would have been entitled to vote on the resolution on the circulation date have signified their agreement to it.