

Citrus Products (Western) Limited  
Company number: 01431145

**Written resolutions of Citrus Products (Western) Limited (the Company) pursuant to sections 288-300 of the Companies Act 2006 (the Act)**

We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of, attend and vote at general meetings of the Company agree to pass the following resolutions by way of written resolutions and agree that such resolutions shall be deemed to take effect as ordinary and special resolutions as applicable and shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

**Ordinary resolutions**

- 1 **That** in accordance with paragraph 42(2)(b) of Schedule 2 to The Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860), any provision of the Company's memorandum as to the amount of the Company's authorised share capital in force immediately before 1 October 2009, as altered by anything done by virtue of section 121 of the Companies Act 1985 (alteration of share capital) and in force immediately before that date, shall be revoked
- 2 **That** in accordance with paragraph 43(1) of Schedule 2 to The Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860), the directors of the Company shall have the powers given by section 550 of the Act (power of directors to allot shares etc private company with only one class of shares) in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Act

**Special resolution**

- 3 **That** all pre-emption rights, whether existing under statute or the Company's Articles of Association, shall be and are hereby suspended for the purpose of allowing the directors to exercise the powers granted to them under resolution 2 above and section 550 of the Act

Signed: .....  
for and on behalf of **P&H (1925) Limited**

Date 18/11/2011

**Important notes**

- 1 If you agree with the resolutions, please indicate your agreement by signing and dating where indicated above and returning this document to the Company. By signing above, you indicate your agreement to all of the resolutions. You cannot agree to some only of the resolutions. An ordinary resolution must be passed by members representing a simple majority (ie more than 50%) of the voting rights of eligible members. A special resolution must be passed by members representing not less than 75% of the voting rights of eligible members. Please note that once you have indicated your agreement to the resolutions, you may not revoke your agreement. If you disagree with the resolutions, you do not need to do anything. If you do not reply, you will be deemed to have rejected the resolutions.
- 2 The circulation date of these resolutions is 18 November 2011. If they are not passed by the end of 16 December 2011 they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us by the end of 16 December 2011.

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