

**WOODWARD FOODSERVICE LIMITED**

(the "Company")

Company Number: 01786682

**MEMBERS' WRITTEN RESOLUTION**

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18 DECEMBER 2017 ("Date of Circulation")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "Resolution"):

**SPECIAL RESOLUTION**

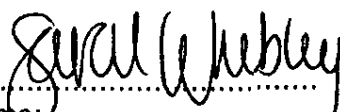
THAT the share capital of the Company be reduced by £48,767,999 by:

- (a) cancelling and extinguishing:
  - (i) 48,007,999 ordinary shares of £1 each,
  - (ii) the share premium account of the company (£760,000),
- (b) cancelling the capital reserve of the Company; and

that the amount by which the share capital is reduced be credited to a distributable reserve of the Company.

Please read the Notes at the end of this document before signifying your agreement to the Resolution below.

**BY ORDER OF THE BOARD**

  
Name: SARAH WHIBLEY

SATURDAY



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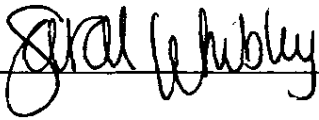
23/12/2017

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COMPANIES HOUSE

## AGREEMENT

WE THE UNDERSIGNED, being the sole member of the Company entitled to vote on the Resolution on 18 DECEMBER 2017 HEREBY IRREVOCABLY AGREE to the Resolution.

  
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Name: SARAH WHIBLEY  
duly authorised signatory  
for and on behalf of  
**Brake Bros Limited**

Dated: 18 DECEMBER 2017

## NOTES

1. To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company.
2. Once you have signified your agreement to the Resolution you may not revoke your agreement.
3. Unless within 28 days of the Date of Circulation (where the Date of Circulation counts as day 1) sufficient agreement has been received for the Resolution to pass, it will lapse.
4. A copy of this document will be sent to the Company's auditors.