

**Written Resolution under Companies Act 2006
Company number 02169077
(private company limited by shares)**

**WRITTEN RESOLUTION
of
VION FOOD WALES & WEST ENGLAND LIMITED (the "Company")**

2 March 2013 (the "Circulation Date")

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:

(A) that, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction, if any, on the authorised share capital of the Company set out in the memorandum of association of the Company which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted, together with the restriction on the authorised share capital of the Company set out in article 1 of the articles of association of the Company; and

(C) the directors shall have the powers given by section 551 of the Companies Act 2006

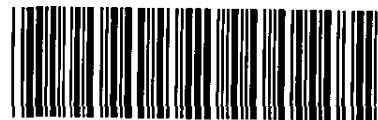
AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution

Signed for and on behalf of VION Food Group Limited

WEDNESDAY



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10/04/2013

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COMPANIES HOUSE

MARK STEYN
DIRECTOR

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Robbie McKenzie at 7 Bain Square, Kirkton Campus, Livingston EH54 7DQ or by attaching a scanned copy of the signed document to an e-mail and sending it to robbie.mckenzie@vionfood.com

You may not return the Resolution to the Company by any other method

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless, by 30 March 2013 (being the end of 28 days beginning with the Circulation Date), your agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date