

Company number 2175646

THE COMPANIES ACTS 1985 TO 2006
PRIVATE COMPANY LIMITED BY SHARES
MEMBER'S WRITTEN RESOLUTION
of
THE CHEESE CELLAR COMPANY LIMITED
(the "Company")

FRIDAY



LD2 22/05/2009 177
COMPANIES HOUSE

Date: 24 April 2009

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following resolution which is proposed as an ordinary resolution (the "resolution"):

ORDINARY RESOLUTION - RESOLUTION OF THE SOLE MEMBER

1 APPROVAL OF TRANSACTION DOCUMENTS

The Sole Shareholder of the Company hereby approves the following documents and gives the Company authority to enter into the following documents:

- (a) **An Accession Letter** to the Facility Agreement dated 24 April 2009 made between (1) Blackwater Food Provision Limited and (2) Straumur-Burdaras Investment Bank hf. to be entered into between (1) Blackwater Food Provision Limited and (2) the Company;
- (b) **A Debenture** to be entered into between (1) the Company as charger and (2) Straumur-Burdaras Investment Bank hf.; and
- (c) **An Intercreditor Deed** to be entered into between (1) Blackwater Food Provision Limited as the Company, (2) Straumur-Burdaras Investmen Bank h.f. as Senior Lender, (3) Barclays Bank PLC as Subordinated Lender, (4) Barclays Bank PLC as Invoice Discounting Facility Provider, and (5) The Cheese Cellar Company Limited, David South Cheese Distribution Limited, H&B Foods Limited, Huge Sauce Company Limited and The Huge Cheese Company London Limited as Original Obligors.

Please read the notes below before signifying your agreement to the resolution.

The undersigned, a person entitled to vote on the above resolution on 24 April 2009, hereby irrevocably agrees to the resolution.

Signed by.....

(print name of signatory) NG MARTIN

for and on behalf of

H&B Foods Limited

Date: 24 April 2009

Notes

- 1 If you agree with the resolution, please signify your agreement by signing and dating this document and returning it to the Company Secretary at 44/54 Stewarts Road, London SW8 4DF by 5.30pm on ~~21 May~~ ²¹ April 2009. 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 Your agreement to the resolution, once signed and received by the Company, may not be revoked.
- 3 For an ordinary resolution to be passed, members representing a simple majority of the total voting rights of eligible members of the Company must consent to the resolution being passed by 5.30pm on ~~21 May~~ ²¹ April 2009.