

WRITTEN RESOLUTION

This document is important and requires your immediate attention
Before signing this document, please read the Notes below

Solicitor

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
CANOPUS INVESTMENTS LIMITED ("the Company")
(Company Registration Number 02665660)**

We, the undersigned, being members of the Company eligible to attend and vote at general meetings of the Company, hereby pass the following resolutions designated as (1) an ordinary resolution, and (2) a special resolution and agree that the said resolutions shall be as valid and effective as if they had been passed at a general meeting of the Company duly convened and held

IT WAS RESOLVED

R1 That the shares be reclassified as follow -

Member	Number of Shares	Current classification	New classification
Empire Food Brokers Limited	1,009,756	C	C
Empire Food Brokers Limited	150,000	C	C
Mr J Joeseph	227,827	A	D
Quinquevir Limited	2,275,840	B	B
Andrea Holdings	11,515,127	C	A

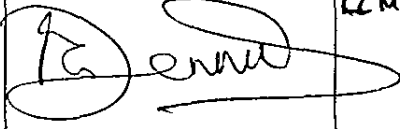
and

- R2
- That the articles adopted by special resolution on 9th April 2009 shall no longer apply to this Company,
 - That the Company adopt, in the place of those articles, the articles of association (in the form) annexed hereto, and
 - That the secretary be directed immediately to register them with the registrar of companies

TUESDAY



A33 27/03/2012 #162
COMPANIES HOUSE

Name	(Shareholding after R1)	Signature	Date	All
Andrea Holdings SA	11,515,127 A Shares			Yes/No
Quinquevir Limited (for itself and under its power of attorney on behalf Christopher John Graham White, Piers Reginald Thompson, Emily Burnell-Nugent, Piers Michael Thompson, Jonathan George James Graham White and The Una Group Limited)	4,847,990 B Shares		22 MARCH 2012	Yes/ No
Empire Food Brokers Limited (for itself and under a power of attorney on behalf of Nicholas Graham Hurst, Sally Katherine Hurst, Peter Adkin, Geoffrey Alfred Adkin (now late) acting by his executors Michael Geoffrey Adkin and Kathleen Grace Adkin and Kathleen Adkin)	4,098,497 C Shares			Yes/No
John Joseph	227,827 D Shares			Yes/No

Notes

- These written resolutions have been proposed by the directors of the Company
The purpose of each resolution is

- 1 1 Resolution 1 (R1) To reclassify the share classes held by the shareholder As the resolution is an ordinary resolution the requisite majority needed to pass the resolution is a simple majority of the members eligible to vote, and
- 1 2 Resolution 2 (R2) To adopt new articles of association As the resolution is a special resolution the requisite majority needed to pass the resolution is a three-fourths of the members eligible to vote
2. The circulation date of these written resolutions is 22 March 2012
- 3 If you agree to all resolutions, please signify your agreement by signing against your name where indicated, enter the date on which you signed the document and initial the box marked 'All' Please then return the document to the Company
- 4 If you agree to some, but not all, of the resolutions, please signify your agreement to those resolutions which you do agree to by signing against your name where indicated, enter the date on which you signed the document and write either R1 or R2 in the column marked 'All' Please then return the document to the Company
- 5 If you sign the document and return it to the Company without indicating whether you agree to all the resolutions or any particular resolution being passed, it will be assumed by the Company that you agree to all of the resolutions being passed
- 6 If you return the document signed, but un-dated, it will be assumed by the Company that you signed the document on the day immediately preceding the day on which it was received by the Company
- 7 If not passed by the requisite majority of members, these written resolutions shall lapse on 30th April 2012
- 8 Once these resolutions have been signed and returned to the Company, your agreement to them may not be revoked

