

COMPANIES ACT 2006
WRITTEN RESOLUTION

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18/02/2011

COMPANIES HOUSE

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2 SISTERS FOOD GROUP LIMITED (the "Company",

Company number 02826929

Circulation date 26 January 2011

Pursuant to section 291 of the Companies Act 2006, the directors of the Company propose that the resolution set out below be passed as a special resolution of the Company

We, the undersigned, being all of the eligible members of the Company, hereby, pursuant to section 283 of the Companies Act 2006, agree that the following written resolution be passed as a special resolution, being for all purposes as valid and effective as if passed by us as a special resolution at a general meeting of the Company

THAT in accordance with paragraph 47(3)(b) of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007, (SI 2007/3495) the directors of the Company are hereby given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006

THAT the articles of association of the Company be amended by

- (a) deleting the present article 3 and replacing it with

"3(a) The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The directors may at any time declare any share to be wholly or in part exempt from any lien created by this article. The Company's lien shall extend to any amount payable in respect of it

3(b) The lien conferred by the preceding Article 3(a) shall also extend to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company (whether solely or jointly with any other person and whether he shall be the sole registered holder thereof or shall be one of several joint holders) and shall be a first lien for all moneys and liabilities owed to the Company whether presently due and payable or not "

3(c) The lien conferred by the preceding Article 3(a) and 3(b) shall not apply to any share which has been charged or is otherwise subject to security in favour of any bank or financial institution or nominee thereof. For the purposes of this article 3 and article 14 below, a certificate signed on behalf of the beneficiary of the security confirming that the relevant shares are subject to security and/or that the transfer relates to the enforcement of that security, shall be conclusive evidence of those facts "

- (b) Inserting a new article 15 by inserting the following

"Article 14 of these Articles and clause 24 of Table A shall not apply to a transfer or disposal of a share which has been charged or is otherwise subject to a security interest in favour of any bank or financial institution or nominee thereof and the transfer or disposal is required as a result of the enforcement of such security interest"

Date 26 January 2011

SIGNED 

For and on behalf of Boparan Holdings Limited

Notes to members

- 2 If you agree with the above resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
 - (a) by delivering it by hand or by posting it to Dial Lane, West Bromwich Birmingham, West Midlands, B70 0EB marked for the attention of the Company Secretary,
 - (b) by faxing it to 0870 458 9900 marked for the attention of the Company Secretary, or
 - (c) by sending it as an attachment to an email at jon.silk@2sfg.com
- 3 A member's agreement to a written resolution, once signified, may not be revoked
- 4 A written resolution is passed when the required majority of eligible members have signified their agreement to it
- 5 The resolution set out above must be passed before the end of 28 February 2011 otherwise it will lapse
- 6 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 7 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document