

GENERAL FOOD MERCHANTS LIMITED

(the "Company")

Company No
02977522

Companies Act 2006

Written Resolution of the Members
(Proposed by the Directors)

SATURDAY



In accordance with Part 13, Chapter 2 of the Companies Act 2006, the board of directors propose that the resolutions set out below be submitted to the eligible members of the Company as written resolutions and passed as an ordinary resolution in respect of the first resolution and as special resolutions in respect of the second and third resolution (the "Resolutions")

Resolutions

- 1 *"That 100,000 ORDINARY shares of £1 00 each in the capital of the Company be subdivided into 10,000,000 ORDINARY shares of £0 01 each "*
- 2 *That 9,990,000 unissued and 10,000 issued ORDINARY shares of £0 01 each in the capital of the Company be re-designated as 4,995,000 unissued and 5,000 issued 'A' ORDINARY shares of £0 01 & 4,995,000 unissued and 5,000 issued 'B' ORDINARY shares of £0 01 as detailed below such £0 01 ORDINARY shares shall have the rights and restrictions as set out in the attached document entitled article 4 which, for the purposes of identification, has been initialed by a director*

Number of Shares	Registered in the Name of
5,000 'A' ORD	RACHEL NAOMI ARGYLE
5,000 'B' ORD	COLIN JOHN DALTON & MIRIAM RUTH DALTON

- 3 *"That the articles of association of the Company be amended by replacing the existing article 4 with the attached new article 4 "*

We being the eligible members of the Company hereby signify our irrevocable agreement to the Resolution in accordance with the acceptance procedure set out below

The Members

£1.00 ORDINARY shareholders:

X *Rmgyre*
RACHEL NAOMI ARGYLE

Date of Signature 1 January 2014

X *Colin Dalton*
On behalf of COLIN JOHN DALTON
& MIRIAM RUTH DALTON

Date of Signature 1 January 2014

Written Resolution - Acceptance Procedure

Members who agree to the Resolution, MUST notify the Company of their approval using one of the methods specified below by 31 January 2014. Failure to do so will render all such approvals invalid.

To signify consent to the Resolution, members should indicate their agreement by signing and dating this document where indicated on the previous page, and thereafter deliver it to the Company Secretary at Quay House, Quay Road, Newton Abbot, Devon TQ12 2BU by means of

delivering the document by hand, or

sending the document by post, or

transmitting the document by fax to 01626 358501 addressed to the person indicated above, or

sending an e-mail to Newton_abbot@dainells.co.uk attaching a scanned copy of the signed and dated document

If Members return the document by post, their agreement to the Resolution will not be accepted by the Company if the person to whom the document has been addressed has not received it by the date specified above

Members do not need to take any action if they do not agree to the Resolution

ALLOTMENT OF SHARES

- 4 (a) The share capital is comprised of 'A' ordinary shares of £0.01 each and 'B' ordinary shares of £0.01 each. The shares rank *pari passu* in all respects except the profits of the company which are resolved to be divided amongst the Members in any year shall be applied in paying to the holders of the respective classes of shares dividends at such respective rates (if any) as the Company in General Meeting shall determine and so that a dividend or dividends may be declared on one or several classes of shares to the exclusion of any class or classes and that dividends at different rates may be declared on the respective classes of shares. The Directors may pay an interim dividend or dividends on one or several classes of shares to the exclusion of any class or classes and may pay interim dividends at different rates on the respective classes of shares.
- (b) In accordance with the provisions of Section 80 of the Act the Directors are unconditionally authorised to allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Act) of the Company to such persons and generally on such terms and conditions as the Directors in their sole discretion may determine.
- (c) The general authority conferred by paragraph (a) of this Article shall extend to the amount of the authorised share capital of the company upon its incorporation. The said authority will expire five years from the date of incorporation of the Company unless renewed, varied or revoked by the Company in general meeting in accordance with the said section 80.
- (d) The Directors shall be entitled under the general authority conferred by paragraph (b) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.