

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

GREENVALE FOODS LIMITED

(Company Number: 3705030)

On *11 November* 2010 the following special resolution was passed by the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006

SPECIAL RESOLUTION

1 **THAT**, in connection with the proposed amendment and restatement of the facilities agreement originally dated 17 March 2006, as amended and restated on 3 July 2007 and as further amended and restated 15 December 2008 between, amongst others, Produce Investments Plc as Parent and Original Borrower and Clydesdale Bank PLC in its capacity as Arranger, Original Lender, Agent and Security Trustee, the terms of, entry into, execution, delivery and performance by the Company of the following documents, and the transactions contemplated thereby, more fully described and defined in the board minutes of the Company dated *11 November* 2010

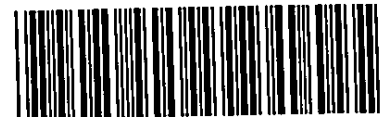
- (a) the Amendment and Restatement Agreement,
- (b) the Intercreditor Amendment and Restatement Agreement, and
- (c) the Director's Certificate,

in the form approved by the directors be approved, notwithstanding any provisions of the memorandum or articles of association of the Company or any personal interest of its directors

B. Macdonald

Director

WEDNESDAY



LD3 *LFN2BP6V* 17/11/2010 23
COMPANIES HOUSE