

**A PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**PREMIER FINANCING LIMITED**

**Company Number: 03716362 (the "Company")**

The directors of the Company propose that the following resolution (the "**Resolution**") be passed as a written resolution of the Company under Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"). The Resolution is proposed as an ordinary resolution.

**THAT** the directors of the Company be and are hereby authorised to capitalise the sum of £377,464,070 standing to the credit of the Company's profit and loss account, and to capitalise the sum of £269,675,704 standing to the credit of the Company's capital contribution and other reserves of the Company in paying up in full at par the new ordinary shares of £1.00 each (the "**Ordinary Shares**"), and that such new Ordinary Shares be allotted and distributed credited as fully paid up to the Company's sole shareholder, provided that the authority hereby conferred shall expire at 6.00pm on the date falling one year from the date of the passing of this Resolution.



#### **INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006**

1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
2. The circulation date of the written resolution is 18 March 2021 (the "**Circulation Date**").
3. The procedure for signifying agreement by eligible members to a written resolution is as follows:
  - (A) a member signifies his/her/its agreement to a proposed written resolution when the Company receives from him/her/it (or someone acting on his/her/its behalf) an authenticated document –
    - (i) identifying the resolution to which it relates, and
    - (ii) indicating his/her/its agreement to the resolution;
  - (B) the document must be sent to the Company in hard copy form or in electronic form;
  - (C) a member's agreement to a written resolution, once signified, may not be revoked; and
  - (D) a written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006).

#### **AGREEMENT BY ELIGIBLE MEMBER TO WRITTEN RESOLUTION**

We, being the eligible member of the Company:

1. confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolution be passed as a written resolution pursuant to section 288 of the Companies Act 2006 and that the resolution shall take effect as an ordinary resolution.

Signed by .....

for and on behalf of

**PREMIER FOODS (HOLDINGS) LIMITED**

18 March 2021