

Company Number: 04245737
SCHWAN'S CONSUMER BRANDS EUROPE LIMITED
("the Company")

Registered Office: 100 Barbirolli Square, Manchester, M2 3AB

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN SHAREHOLDER RESOLUTIONS OF THE COMPANY PROPOSED
BY THE DIRECTORS AND HAVING EFFECT AS SPECIAL AND ORDINARY
RESOLUTIONS (AS THE CASE MAY BE) OF THE COMPANY PURSUANT TO
THE PROVISIONS OF PART 13 OF THE COMPANIES ACT 2006**

Circulation Date: 27 September 2011

Special Resolution

THAT the Company be wound up voluntarily.

Ordinary Resolution

THAT Bill Dawson and Stephen Browne of Deloitte LLP, 1 City Square, Leeds, W. Yorkshire, LS1 2AL (together the "Joint Liquidators") be and are hereby appointed liquidators for the purposes of winding up the Company's affairs and that any act required or authorised under any enactment or resolution of the Company to be done by them, may be done by them jointly or by each of them alone

Ordinary Resolution

THAT the remuneration of the Joint Liquidators be fixed by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the winding-up.

Special Resolution

THAT the Joint Liquidators be and are hereby authorised to distribute to the member in specie or in kind the whole or any part of the assets of the Company.

Special Resolution

THAT the Joint Liquidators be and are hereby authorised under the provisions of Section 165(2)(a) of the Insolvency Act 1986 to exercise the powers laid down in Part 1 of Schedule 4 of the said Act

WEDNESDAY



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COMPANIES HOUSE

The undersigned, being as at the circulation date set out above the only eligible member of the Company pursuant to the provisions of Part 13 of the Companies Act 2006, hereby agrees to the resolutions set out above.

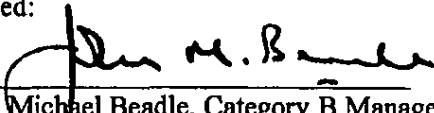
Signed:



Date 30/9/11

Christophe Bender, Category A Manager
[Duly authorised, for and on behalf of Schwan's
Global Holdings S.a.r.l.]

Signed:



Date: 30/9/11

John Michael Beadle, Category B Manager
[Duly authorised, for and on behalf of Schwan's
Global Holdings S.a.r.l.]

TO THE SHAREHOLDER/MEMBER:

Please read the following explanatory notes:

NOTES

- 1 The written resolutions will lapse if they are not passed within 28 days of the Circulation Date.
2. The written resolutions are passed on the date and at the time that you signify your agreement to them
- 3 Your agreement is signified when the Company receives an authenticated form of this document
- 4 This document is authenticated when it is signed and dated by you in the spaces provided
- 5 You may return the authenticated form of this document by any of the following means
 - a by posting it or delivering it by hand to Deloitte LLP, 1 City Square, Leeds, W Yorkshire, LS1 2AL
 - b by faxing it to +44 113 244 8942
 - c by e-mailing a scanned copy of it to choskin@deloitte.co.uk
6. Your agreement, once signified, may not be revoked
- 7 If this document is being authenticated by a person acting on behalf of the shareholder/member, then that person must ensure that he is duly authorised to do so