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07/08/2015

#305

COMPANIES HOUSE

Company Number: 04307559

## PRIVATE COMPANY LIMITED BY SHARES

## WRITTEN RESOLUTION OF

## CP FOODS (UK) LIMITED (the "Company")

CIRCULATION DATE: 03 AUGUST 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company hereby propose that the following resolution is passed as a special resolution (the "Resolution")

## SPECIAL RESOLUTION

THAT the terms of an agreement to be entered into between (1) the Company and (2) Richard John Stokes for the purchase, by the Company, of 28,800 ordinary shares of £1 00 each in the capital of the Company as set out in the attached off-market purchase agreement (the "Agreement") be approved and the Company be authorised to enter into the Agreement

## AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, being persons entitled to vote on the Resolution on the circulation date stated above, hereby irrevocably agree to the Resolution

RICHARD JOHN STOKES

03 AUGUST 2015

Date

MARK JOHN GHEADLE

03 AUGUST 2015

Date

JOHN PHILIP VINCENT

03 AUGUST 2015

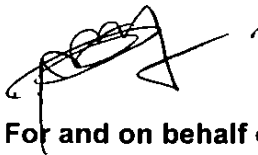
Date



**CLIVE BRITTON**

03 AUGUST 2015

**Date**



**For and on behalf of  
CPF EUROPE SA**

03 AUGUST 2015

**Date**



**ROBERT REID MILLER**

03 AUGUST 2015

**Date**

#### **NOTES**

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above before returning it to the Company by either
  - hand delivering the signed copy to the registered office of the Company,
  - returning the signed copy by post to the registered office of the CompanyIf you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, prior to 28 days from the date of this Resolution, sufficient agreement has been received for the Resolution to pass, they will lapse If you agree to the Resolution, please ensure that your agreement reaches us prior to or on this date
- 4 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



CLIVE BRITTON

03 AUGUST 2015

Date



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CPF EUROPE SA

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