

WRITTEN RESOLUTIONS  
OF THE SOLE SHAREHOLDER OF  
**Tyrrells Potato Crisps Limited**

**Company Number 4339626**  
**(the "Company")**

FRIDAY



1 August 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following resolutions to be passed as special resolutions.

**SPECIAL RESOLUTIONS**

- 1 **THAT** regulation 8 of Table A in the Schedule to the Companies (Table A to F) Regulations 1985 as amended shall be disapplied
- 2 **THAT** the existing clause 4 of the Company's Articles of Association shall be renumbered as clause 4.1 and that the following new article 4.2 shall be inserted below clause 4.1:

"Notwithstanding anything contained in these Articles, the directors shall promptly register any transfer of shares and may not suspend registration of shares, whether or not fully paid, where such transfer

- (a) is to the bank or institution to which such shares have been charged by way of security, whether as agent and security trustee for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution (a "**Secured Institution**"),
- (b) is delivered to the Company for registration by any duly authorised representative of a Secured Institution or its nominee in order to perfect its security over the shares; or
- (c) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not. Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a Secured Institution "

**Notes:**

- 1 These written resolutions have been proposed by the directors of the Company
2. The circulation date of the written resolutions is 1 August 2013 2013 (the "**Circulation Date**")
- 3 Please signify your agreement to the written resolutions by signing against your name where indicated and entering the date on which you signed the document. You must signify your agreement to the proposed resolutions as follows: (i) by delivering by hand a signed copy to Shearman & Sterling LLP, 9 Appold Street, London EC2A 2AP for the attention of Korey Fevzi, (ii) by sending by fax a signed copy to Shearman & Sterling LLP for the attention of Korey Fevzi (facsimile number 020 7655 5512), or (iii) by sending by email a signed copy of the resolutions for the attention of Korey Fevzi (email korey.fevzi@shearman.com).
- 4 If you sign the document and return it to the Company without indicating whether you agree to the resolution, it will be assumed by the Company that you agree to the resolution being passed.
- 5 If you return the document signed but undated, it will be assumed by the Company that you signed the document on the day immediately preceding the day on which it was received by the Company.
- 6 If not passed by the requisite majority of the total voting rights of the eligible members, this written resolution shall lapse on the date which is 28 days, from and including, the Circulation Date.

## AGREEMENT

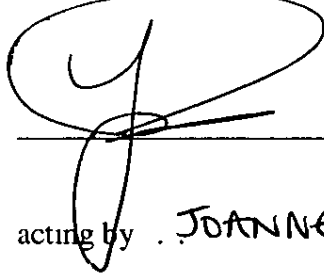
The undersigned, being the sole member of the Company

- 1 confirms that it has received a copy of the above written resolutions in accordance with section 292 to 295 of the Companies Act 2006; and
- 2 hereby irrevocably resolves and agrees that the above resolutions are passed as written resolutions pursuant to section 288 of the Companies Act 2006 and that the resolutions above shall take effect as special resolutions

Signed by

**TYRRELLS GROUP LIMITED**

as the sole shareholder

A handwritten signature in black ink, appearing to be 'Joanne Jones', is written over a horizontal line. The signature is stylized with a large loop at the top and a long, sweeping underline.

acting by JOANNE JONES . . . . .

Date 1 August 2013