

Company number 04584241

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

FRESHCUT FOODS LIMITED (**Company**)

16 September 2014 (**Circulation Date**)



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), the directors of the Company propose that the resolutions numbered 1 and 2 are passed as ordinary resolutions and that the resolution numbered 3 is passed as special resolution (**Resolutions**)

ORDINARY RESOLUTIONS

- 1 THAT, the restriction on the authorised share capital of the Company set out in Article 31 of the articles of association of the Company (**Articles**), which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted
- 2 THAT, in accordance with section 551 of Act, the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £478 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 16 September 2019 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities

SPECIAL RESOLUTION

- 3 THAT, subject to the passing of resolution 2 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall
 - (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £478, and
 - (b) expire on 16 September 2019 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require

equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

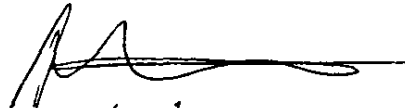
AGREEMENT

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

The undersigned, being the members of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions

Signed by ADAM DAVID CLARKE

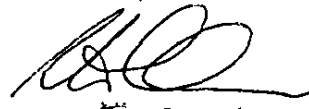
Date



16/09/2014.

Signed by PETER MORTON CLEE

Date



16th Sept. 2014