

Company number 04584241

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

FRESHCUT FOODS LIMITED (the "Company")

23rd September 2014

WEDNESDAY



A13 08/10/2014 #83
COMPANIES HOUSE

Pursuant to Chapters 1 and 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions (together the "Resolutions") are passed

ORDINARY RESOLUTION

1. EMI SHARE INCENTIVE SCHEME

THAT the Company set up an EMI Share Incentive Scheme

SPECIAL RESOLUTION

2. AUTHORITY TO ALLOT

THAT in accordance with section 551 of the 2006 Act, the 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 £142 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 22nd 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 80 of the Companies Act 1985 or section 551 of the 2006 Act

3. DISAPPLICATION OF PRE-EMPTION RIGHTS

3.1 THAT, in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of

the 2006 Act) pursuant to the authority conferred by resolution 2 as if section 561(1) of the 2006 Act did not apply to any such allotment

3.2 THAT the pre-emption provisions contained within the Company's articles of association shall not apply providing any shares issued or options granted are issued or granted pursuant to the terms any employee incentive scheme the Company may have in place from time to time

AGREEMENT

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

The undersigned, being the only person entitled to vote on the Resolutions circulated on 23rd September 2014, irrevocably agree to the Resolutions

Signed by **Peter Morton Clee**



Date

23rd September 2014

Signed by **Adam David Clarke**



Date

22/09/ 2014.