

COMPANY NO. 5014179

PREMIER FOODS INVESTMENTS NO.1 LIMITED
(the *Company*)

Private Company Limited by Shares

WRITTEN RESOLUTIONS

The directors of the Company propose that the following resolutions (the ***Resolutions***, each a ***Resolution***) be passed as written resolutions of the Company under Chapter 2 of Part 13 of the Companies Act 2006. The Resolutions are proposed as ordinary and special resolutions.

1. ORDINARY RESOLUTION

THAT the directors of the Company be and are hereby authorised subject to the receipt by the Company of an executed subscription letter from the Company's sole shareholder:

to capitalise the sum of £136.1m standing to the credit of the Company's profit and loss reserve, and to appropriate and apply such sum on behalf of the Company's sole shareholder in paying up in full at par the new ordinary shares of £1.00 each (***Ordinary Shares***) ranking *pari passu* with the existing Ordinary Shares of the Company, and that such new Ordinary Shares be allotted and distributed credited as fully paid up to the Company's sole shareholder,

provided that the authority hereby conferred shall expire at 6.00 pm on the date falling one year from the date of passing of this Resolution.

2. SPECIAL RESOLUTION

THAT the directors of the Company be and are hereby authorised on behalf of the Company to sign and/or despatch any documents or notices and to do all other acts or things as may be necessary to give effect to the subject matter referred to in Resolution 1 above or which might otherwise be desirable in connection therewith.


AGREEMENT

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



The undersigned, a person entitled to vote on the Resolutions on 11 January 2021, hereby irrevocably agrees to the Resolutions:

.....
on behalf of Premier Foods plc



.....
Duncan Leggett, Director

11 January 2021

Date:

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above, and returning the original and a copy to Simon Wilbraham by hand or by post at Premier House, Centrium Business Park, Griffiths Way, St. Albans, Hertfordshire, AL1 2RE or by email to companysecretary@premierfoods.co.uk.
2. If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, by 8 February 2021, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
5. By signing the Resolutions you consent to a copy of the Resolutions being sent to the Company's auditor, KPMG for the attention of Polina Nikolaev, at 15 Canada Square, London, E14 5GL for information purposes.