

Company Number: 5014193

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of

THURSDAY



Premier Foods Investments No.2 Limited
(the "Company")

Circulation Date: *29 July* 2013

We, the undersigned, being the sole member of the Company hereby pass the following resolution as a Special Resolution of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Resolution**") -

SPECIAL RESOLUTION

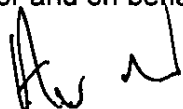
THAT the Company's issued share capital be reduced from 151,086,999 ordinary shares of £1 each to 1 ordinary share of £1 by cancelling and extinguishing 151,086,998 ordinary shares of £1 each

AGREEMENT

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

The undersigned, the sole shareholder of the ordinary shares and a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution

For and on behalf of **Premier Foods Investments No.3 Limited**


Andrew McDonald

29 July 2013

NOTES

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Premier House, Centrium Business Park, Griffiths Way, St Albans Hertfordshire, AL1 2RE

You may not return the Resolution to the Company by any other method

If 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, sufficient agreement has been received for the Resolution to pass within 28 days of the Circulation Date, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date