

Company Number: 05070252

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ZEST FOOD LTD (the "Company")

Circulation Date: 15 May 2013

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act") the undersigned, being the member of the Company for the time being entitled to attend and vote at general meetings of the Company, make the following resolutions that the Directors of the Company have recommended be passed as special and ordinary resolutions of the Company:

SPECIAL RESOLUTION

THAT the articles of association of the Company be amended by adding a new Article 24 and 25 as follows:

- "24. Notwithstanding any provisions contained in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise) the directors shall not decline to register any transfer of shares which have been mortgaged or charged or are expressed to be mortgaged or charged pursuant to a shares charge made by any shareholder of the Company nor suspend registration thereof where such transfer is in favour of:
- (a) a chargee or mortgagee of such shares;
 - (b) any nominee of a chargee or mortgagee or such shares;
 - (c) a purchaser of such shares from a chargee or mortgagee (or its nominee) of such shares; or
 - (d) a purchaser of such shares from any receiver, administrative receiver or administrator appointed by a chargee or mortgagee of such shares,



and no such chargee, mortgagee or purchaser (in any such case) will be required to offer the shares which are or are to be the subject of any transfer as 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 any valuable consideration or otherwise (and a certificate by the relevant chargee or mortgagee (or an officer thereof) that the relevant transfer is within paragraph (a), (b), (c) or (d) above shall be conclusive evidence of that fact).

25. The company and the directors shall not be entitled to exercise any lien which the company has in respect of shares:
- (a) held by any bank or institution to which such shares have been charged by way of security or to any nominee of such a bank or institution; or
 - (b) being transferred as described in article 24."

ORDINARY RESOLUTION


THAT the members of the Company hereby approve and authorise, for all purposes, the terms of, the arrangements contemplated by, and the execution, delivery and performance by the Company of the following documents and any documents relating thereto or contemplated thereby to which the Company is a party:

- (a) a £100,000 senior term loan facility agreement between Santander UK plc (the "Bank") as lender and the Company as borrower;
- (b) a £700,000 growth capital term loan facility agreement between the Bank as lender and the Company as borrower;
- (c) a £200,000 overdraft facility agreement between the Bank as lender and the Company as borrower;
- (d) a £500,000 hire purchase facility agreement between Santander Asset Finance plc as creditor and the Company as borrower;
- (e) a debenture to be granted by the Company in favour of the Bank as security trustee for Santander UK plc and its subsidiaries (the "Group Members") creating fixed and floating charges over the Company's assets and undertaking and securing all liabilities, present and future, of the Company to the Group Members or any of them;
- (f) a cross company guarantee and indemnity by which the Company would guarantee punctual performance of all obligations under certain finance documents entered into by the Company's affiliates, in particular the Company's facility agreements with the Bank; and
- (g) an intercreditor deed pursuant to which the rights and priorities of Santander UK plc in its various capacities would be regulated.

AGREEMENT

Please read the notes set out below before signing of taking any action on this resolution.

The undersigned, being the sole member of the Company entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the above resolutions.

Signed by..........
for and on behalf of Tossed Limited

Date 15 MAY 2013

Guidance Notes

- 1 You may not agree to some of the resolutions but not the other.
- 2 If you agree with the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - (a) **By Hand:** delivering the signed copy for the attention of Philip Ross-Smith at Camerons Solicitors LLP, 70 Wimpole Street, London W1G 8AX;
 - (b) **Post:** returning the signed copy by post for the attention of Philip Ross-Smith at Camerons Solicitors LLP, 70 Wimpole Street, London W1G 8AX; or
 - (c) **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to philipross-smith@camerons.co.uk. Please enter "*Written Resolution*" in the e-mail subject box.
- 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 If sufficient agreement has not been received 28 days after the date of circulation, these resolutions will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date.
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.