

Package: 'Laserform'
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88(2)

Return of Allotment of Shares

Please complete in typescript,
or in bold black capitals.

CHFP025

Company Number

5137980

Company name in full

Giant Topco Limited

Shares allotted (including bonus shares):

Date or period during which
shares were allotted

(If shares were allotted on one date
enter that date in the "from" box)

From

To

Day Month Year

Day Month Year

2 4 0 2 2 0 0 5

2 4 0 2 2 0 0 5

Class of shares

(ordinary or preference etc)

A1 ordinary

A2 ordinary

Number allotted

1,319,900

924,587

Nominal value of each share

£0.01

£0.01

Amount (if any) paid or due on each
share (including any share premium)

£1.00

£1.00

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be
treated as paid up

100%

100%

Consideration for which
the shares were allotted

(This information must be supported by
the duly stamped contract or by the duly
stamped particulars on Form 88(3) if the
contract is not in writing)

1,319,900 A1 ordinary shares and 924,587 A2 ordinary
shares issued to BG Holding ehf were issued in

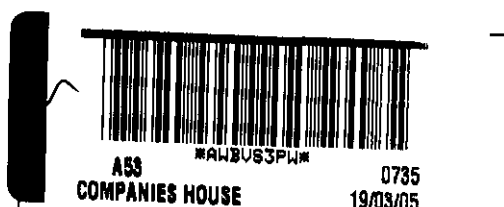
consideration of A Holding S.A. agreeing to be bound
by a scheme of arrangement which became effective on

11 February 2005 (please see attached letter
agreement).

When you have completed and signed the form please send
it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
For companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
For companies registered in Scotland DX 235 Edinburgh



Names and addresses of the allottees (List joint share allotments consecutively)

| Shareholder details | | Shares and share class allotted | |
|--|--|---|--|
| Name BG Holding ehf. | | Class of shares allotted A1 A2 | Number allotted 1,319,900 924,587 |
| Address Tungota 6, 101 Reykjavik, Iceland | | | |
| UK Postcode | | | |
| | | | |
| Name Address UK Postcode | | Class of shares allotted | Number allotted |
| | | | |
| | | | |
| | | | |
| Name Address UK Postcode | | Class of shares allotted | Number allotted |
| | | | |
| | | | |
| | | | |
| Name Address UK Postcode | | Class of shares allotted | Number allotted |
| | | | |
| | | | |
| | | | |
| Name Address UK Postcode | | Class of shares allotted | Number allotted |
| | | | |
| | | | |
| | | | |

Please enter the number of continuation sheets (if any) attached to this form

Signed

Date

17 March 2005

A director / ~~secretary~~ / ~~administrator~~ / ~~administrative receiver~~ / ~~receiver in bankruptcy~~ / ~~receiver~~

Please delete as appropriate

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

| | |
|----------------------------------|-------------------|
| Allen & Overy LLP | |
| One New Change, London, EC4M 9QQ | |
| LER CO: 1897185 | Tel 020 7330 3000 |
| DX number | DX exchange |

BG Holding ehf
Túngöta 6
101 Reykjavík
Iceland

Giant Topco Limited
Giant Midco Limited
Giant Bidco Limited
135-137 New Bond Street
London W1S 2TG

A Holding SA
Rue Guillaume Schneider
Luxembourg L - 2522

20th December 2004

Dear Sirs,

Project Giant

We refer to the Subscription and Shareholders Agreement dated 17th December, 2004 and entered into by, amongst others, BG Holding ehf and Giant Topco Limited (the **Shareholders Agreement**) in respect of the offer announced by Giant Bidco Limited on 17th December 2004 to acquire The Big Food Group plc (**BFG**) to be effected by means of a scheme of arrangement under section 425 of the Companies Act 1985 (the **Scheme**). This letter records the agreement reached between us on 17th December, 2004 in respect of the Scheme.

A Holding SA is the beneficial owner of 75,941,564 ordinary shares in BFG. Pursuant to the Scheme those shares will be cancelled and A Holding will receive the cash consideration of 95 pence per share in respect of 28,105,263 of those BFG shares, but no further consideration will be payable to it under the Scheme.

In consideration of A Holding SA undertaking to Giant Bidco Limited to be bound by the Scheme and not to vote (and to procure that its nominees do not vote) at the extraordinary general meeting of BFG to be held in connection with the Scheme, subject to the Scheme becoming effective:

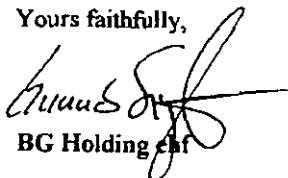
- (a) Giant Topco Limited will issue to BG Holding ehf 1,319,900 A1 Shares and 924,587 A2 Shares, credited as fully paid, on the terms of the Shareholders Agreement;
- (b) Giant Midco Limited will issue to BG Holding ehf £43,200,000 nominal of Loan Stock on the terms of the Shareholders Agreement;
- (c) BG Holding ehf will pay A Holding SA £45,444,485.95, such amount to be left outstanding on inter-company account, repayable by BG Holding ehf to A Holding SA on demand, such loan to accrue interest payable on 30th June each year at the rate of 5 ¹/₂ % per annum; and
- (d) Giant Bidco Limited will owe Giant Topco Limited £2,244,485.95 and Giant Midco Limited £43,200,000, in each case on the terms and subject to the conditions set out in the loan agreements attached to this letter which will be entered into by Giant Bidco Limited with, respectively, Giant Topco Limited and Giant Midco Limited upon the Scheme becoming effective.

Terms defined in the Shareholders Agreement shall have the same meaning when used in this letter.

This letter shall be governed by English law and the English courts shall have exclusive jurisdiction to settle any dispute, claim or controversy arising out of or in connection with this letter and we all submit to the exclusive jurisdiction of the English courts.

Each of A Holding SA and Giant Bidco Limited hereby instructs Allen & Overy LLP to instruct counsel to appear on its behalf on the hearing of the petition to sanction the Scheme and on its behalf to submit to be bound by and to undertake to the Court to be bound by the Scheme and, in the case of Giant Bidco Limited, to execute and do and procure to be executed and done all such documents, acts and things as may be necessary or desirable to be executed or done by it for the purpose of giving effect to the Scheme.

Yours faithfully,

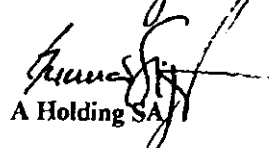

BG Holding Ltd

We acknowledge receipt of your letter, of which the above is a copy. We agree with, and undertake to be bound by, the provisions of this letter.


Giant Topco Limited


Giant Midco Limited


Giant Bidco Limited


A Holding SA