

Company Number 5275660

THE COMPANIES ACTS 1985, 1989 and 2006

A Company Limited by Shares

WRITTEN RESOLUTION

- of -

ICEBOX HOLDINGS LIMITED

("the Company")

CIRCULATION DATE

2nd February

2011

Written resolution of the sole member of the Company made pursuant to Chapter 2 Part 13 of the Companies Act 2006

We, the undersigned, being the sole member of the Company who at the date of this resolution would be entitled to attend and vote at any general meeting of the Company hereby agree pursuant to s288(1) of the Companies Act 2006 that the following resolution is passed as a written resolution of the Company having effect as a special resolution

SPECIAL RESOLUTION

"THAT

- (i) the share capital of the Company be reduced by cancelling and extinguishing 1,124,999 issued Ordinary Shares of £1 each, and
- (ii) the share premium account of the Company be cancelled "

Director
for and on behalf of
Iceland Foods Group Limited

NOTES

- 1 If you agree with this Resolution, 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

THURSDAY



A33 *A4EUWRX6* 310
24/02/2011
COMPANIES HOUSE

- By Hand delivering the signed copy to DWF LLP of 5 St Paul's Square, Old Hall Street, Liverpool, L3 9AE (Ref MXH)
- Post returning the signed copy to DWF LLP of 5 St Paul's Square, Old Hall Street, Liverpool, L3 9AE (Ref MXH)
- Fax faxing the signed copy to DWF LLP on 0151 907 3030 (Ref MXH)

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, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date
- 4 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 order in which the names of the joint holders appear in the register of members
- 5 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