

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

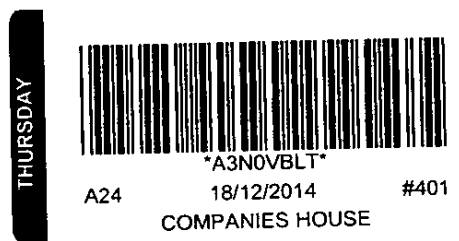
LUR BERRI UK LIMITED

(Registered No 05301923)

Circulation Date: 16 June 2014

We, the undersigned, being the sole shareholder of Lur Berri UK Limited (the "**Company**") entitled to attend and vote at general meetings of the Company as at the date of this resolution HEREBY RESOLVE pursuant to Chapter 2 of Part 13 of the Companies Act 2006 THAT the following resolutions be passed as an ordinary resolution.

1. "THAT the entering into of the following agreements be approved
 - (a) an agreement to be entered into between the Company, Coopérative Lur Berri, Lilas France, Labeyrie Fine Foods ("LFF"), FCRP White Knight VIII, FCPR MF Private Equity IV, FCPR MF PER IV and FCPR Labeyrie Invest (White Knight, MF Private Equity IV, MF PER IV and Labeyrie Invest together being "**LBO France**") in connection with the exit of LBO France as investment partner in the Labeyrie Group,
 - (b) an amendment agreement to a shareholders agreement originally dated 30 January 2012 to be entered into between Lur Berri, the Company, LBO France, Teamcap 2012, M Xavier Govare and Philippe Perrineau in respect of the exit of LBO France as investment partner in the Labeyrie Group and the amendment of the articles of association of LFF,
 - (c) an investment agreement to be entered into between the Company, Coopérative Lur Berri, LB Capital Invest, Lilas France, PAI Europe VI-1 FCPR and PAI Europe VI-2 FCPR in connection with PAI Partners investment in the Labeyrie Group,
 - (d) a shareholders agreement to be entered into between Coopérative Lur Berri, the Company, TeamCap 2014, PAI Europe VI-1 FCPR, PAI Europe VI-2 FCPR, M Xavier Govare, LB Capital Invest, Partners Group North Western, Lilas France and Philippe Perrineau in respect of Lilas France SAS, and
 - (e) a shareholders agreement to be entered into between the Company, PAI Europe VI-1 FCPR, PAI Europe VI-2 FCPR, Partners Group and North Western, and LB Capital Invest in respect of LB Capital Invest SAS "



AGREEMENT

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

Olivier GEMIN, director, for and on behalf of Coopérative Lur Berri, on 16 June 2014, hereby irrevocably agrees to the resolution above:

oliver GEMIN , director
for and on behalf of
Coopérative Lur Berri

Date

.....
..... 16 June 2014

NOTES

- 1 If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering the signed document by hand or by post to the Company's registered office (6th Floor, 77 Gracechurch Street, London EC3V 0AS).
2. 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, by the date which is 28 days from the circulation date of this resolution, sufficient agreement has been received for the resolutions to pass, they 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 the 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