

**PRIVATE COMPANY LIMITED BY SHARES**

---

**WRITTEN RESOLUTION**

of

**NOBLE FOODS LIMITED**

---

**Circulation Date: 20 February 2009**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution ("**Resolution**"):

**SPECIAL RESOLUTION**

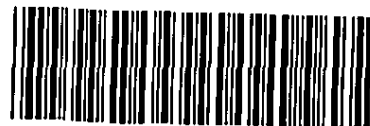
**THAT** the Articles of Association of the Company be amended so as to add an additional paragraph as Article 4.4.11 as follows:

"4.4.11

4.4.11.1 Notwithstanding any other provision in these Articles of Association, the Company may, subject to the provisions of the Companies Act 1985 and the Companies Act 2006 (so far as applicable), with the prior consent of all the holders of the Preference Shares, redeem all or any of the Preference Shares for the time being outstanding or credited as paid up on or before 28 February 2009 for cash at a redemption price of £0.94769174 per Preference Share ("**Early Redemption Price**") by serving written notice on all the holders of the Preference Shares specifying the date of such redemption ("**Early Redemption Date**"), being not less than 7 nor more than 14 days after the date of such notice.

4.4.11.2 On the Early Redemption Date, the Early Redemption Price shall become a debt due to the relevant holders of Preference Shares payable by the Company and, on such Early Redemption Date, the Company shall, subject to receipt of the relevant share certificate or indemnity in lieu of a lost certificate in a form reasonably acceptable to the Company, pay the Early Redemption Price as appropriate to the relevant holders of Preference Shares. The provisions of Article 4.4.4 and 4.4.6 shall have effect mutatis mutandis to such redemption save that the Redemption Date shall be the Early Redemption Date and the Redemption Monies shall be the Early Redemption Price.

4.4.11.3 The Preference Dividend shall cease to be payable in respect of any such redeemed Preference Shares and shall only accrue prior to such redemption in respect of such shares if and to the extent that a Preference Dividend has been declared prior to the Early Redemption Date."




## AGREEMENT

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

The undersigned, the persons entitled to vote on the Resolution on 21 February 2009 hereby irrevocably agree to the Resolution:

  
.....  
**MICHAEL KENT**

21 February 2009.  
.....  
**Date**

  
.....  
**PETER DEAN**

21 February 2009.  
.....  
**Date**

## NOTES

1. If you agree with the 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:

**By Hand:** delivering the signed copy to a Director of the Company or by delivering to the registered office.

**Post:** returning the signed copy by post to the Directors of the Company at the registered office.

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. 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.