

**PRIVATE & CONFIDENTIAL**

**Company No. 5826545**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTION**

**of**

**NOBLE FOODS LIMITED**

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WEDNESDAY



**Circulation Date: 28 April 2009**

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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 ("**the Resolution**").

**SPECIAL RESOLUTION**

1. **THAT** the Articles of Association of the Company be amended so as to delete the existing Article 4.3.2 in its entirety and replace it with the following Article 4.3.2:

"4.3.2 Subject to Article 4.3.9 the Company shall redeem for cash at a redemption price of £1 per share the C Ordinary Shares as to:



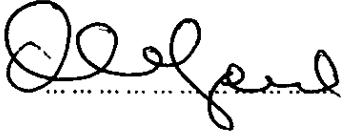
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| 4.3.2.1  | 1,608,904 of the C Ordinary Shares then in issue on 28 April 2009; |
| 4.3.2.2  | 946,410 of the C Ordinary Shares then in issue on 31 May 2010;     |
| 4.3.2.3  | 946,410 of the C Ordinary Shares then in issue on 30 June 2010;    |
| 4.3.2.4  | 946,410 of the C Ordinary Shares then in issue on 31 July 2010;    |
| 4.3.2.5  | 946,410 of the C Ordinary Shares then in issue on 30 April 2011;   |
| 4.3.2.6  | 946,410 of the C Ordinary Shares then in issue on 31 May 2011;     |
| 4.3.2.7  | 946,410 of the C Ordinary Shares then in issue on 30 June 2011;    |
| 4.3.2.8  | 946,410 of the C Ordinary Shares then in issue on 31 July 2011;    |
| 4.3.2.9  | 946,410 of the C Ordinary Shares then in issue on 31 May 2012;     |
| 4.3.2.10 | 946,410 of the C Ordinary Shares then in issue on 30 June 2012;    |
| 4.3.2.11 | all remaining C Ordinary Shares then in issue on 31 July 2012;     |

(or as soon thereafter in each case as the Company shall be able to comply with the provisions of the Companies Act) (each a "**C Redemption Date**")."

## AGREEMENT

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

The undersigned, a person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the Resolution:

Name of Shareholder	Signature	Date of Signature
PETER DONALD DEAN		28/4/09
DEAN FAMILY DISCRETIONARY SETTLEMENT		28/4/09
MICHAEL JOHN RICHARD KENT		28/4/09

## 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 Mark Stott, Company Secretary at Bridgeway House, Upper Icknield Way, Tring HP23 4JX.
  - **Post:** returning the signed copy by post to Mark Stott, Company Secretary at Bridgeway House, Upper Icknield Way, Tring HP23 4JX.

If you do not agree with 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 resolutions, you may not revoke your agreement.
3. Unless, by 26 May 2009, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree with the Resolution, please ensure that your agreement reaches us before or during this date.
4. 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.