

THE COMPANIES ACT 1985 (AS AMENDED)

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

UNITED BISCUITS HOLDCO 2 LIMITED



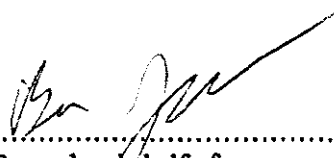
We, being the sole member of United Biscuits Holdco 2 Limited (the "**Company**") who at the date of these resolutions is entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 381A of the Companies Act 1985 (as amended), to pass the following as written resolutions:

1. **THAT** the Company approves:

- (a) execution of a senior and second lien facilities agreement to be made between, *inter alios*, Barclays Capital, the investment banking division of Barclays Bank plc, Goldman Sachs International and J.P. Morgan plc (together, the "**Arrangers**"), J.P. Morgan Europe Limited as agent (the "**Agent**"), J.P. Morgan Europe Limited as security agent (the "**Security Agent**") and the Company (the "**Senior Facilities Agreement**") pursuant to which, among other things, the Company and certain of its affiliates will give guarantees of, and various indemnities and undertakings in relation to, the facilities to be made available under the Senior Facilities Agreement;
- (b) execution of a mezzanine facility agreement to be made between, *inter alios*, the Company, the Arrangers, the Agent and the Security Agent (the "**Mezzanine Facility Agreement**") and together with the Senior Facilities Agreement the "**Facilities Agreements**";
- (c) execution of a debenture to be made between, *inter alios*, the Company and the Security Agent (the "**Debenture**") creating full fixed and floating charges over all of the assets and undertaking of the Company and certain of its affiliates as security for amounts due under, *inter alia*, the Facilities Agreements;
- (d) execution of a Dutch law share pledge to be made between, *inter alios*, the Company and the Security Agent (the "**Share Pledge**") creating a fixed charge over the shares (present and future) held by the Company in United Biscuits Dutcho B.V. ("**Dutchco**"); and
- (d) execution of an intercreditor agreement to be entered into between, *inter alios*, the Company and the Security Agent (the "**Intercreditor Agreement**"),

in each case by the Company and in such form as the directors may approve on the basis that it is in the best interests of the Company to undertake the obligations it is undertaking in accordance with the terms thereof.

2. **THAT** the Company approves the performance of any other acts (including, without limitation, the payment of all fees to professionals, third parties and others) or the execution of any other documents (as the same shall be amended, supplemented, novated and/or replaced from time to time, ancillary or otherwise) relating to the acquisition of United Biscuits (Equity) Limited by United Biscuits Bidco Limited, a wholly-owned subsidiary of the Company (or the financing or refinancing thereof), or contemplated by the Senior Finance Documents, as defined in the Senior Facilities Agreement and the Mezzanine Finance Documents, as defined in the Mezzanine Facility Agreement, in each case by the Company where such acts are determined by the directors to be in the best interests of the Company.


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For and on behalf of
United Biscuits Holdco Limited

Date: 8 Dec 2006