

Company number: 06541251  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS  
of  
DAVID WOOD BAKING LIMITED  
(the Company)

Circulation date: 24 January 2023

In accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions are passed as special resolutions of the Company:

**SPECIAL RESOLUTIONS**

1. THAT
  - 1.1 the terms of and the transactions contemplated by the following documents to which the Company is a party (**Documents**) be and are hereby approved:
    - 1.1.1 a facility agreement consisting of two parts, namely: (i) a Receivables Finance Agreement (**RFA**) and (ii) Plant and Machinery Loan Facility Conditions in the maximum aggregate amount of £32,000,000 between (1) Leumi UK Group Limited (**Leumi**) and (2) the Company (as borrower);
    - 1.1.2 a group debenture between (1) Leumi and (2) the Company and David Wood Baking UK Limited (**DWB UK**) creating fixed and floating charges in favour of Leumi over all of the assets of the Company and of DWB UK;
    - 1.1.3 a deed of priority between (1) Leumi (2) HSBC UK Bank PLC (3) HSBC Equipment Finance (UK) Limited (4) HSBC Asset Finance (UK) Limited (together **HSBC**) and (5) the Company and DWB UK;
    - 1.1.4 an extension letter between (1) The Company and (2) HSBC UK Bank Plc;
    - 1.1.5 a letter between (1) The Company and (2) HSBC UK Bank Plc; and
    - 1.1.6 a deed of subordination relating to all director and shareholder loans.
2. THAT:
  - 2.1 the Company entering into the Documents to which it is party would promote the success of the Company for the benefit of its members as a whole;
  - 2.2 the directors of the Company be authorised to execute, deliver and perform the Documents; and
  - 2.3 the directors of the Company be authorised to deliver certificates and other documents to Leumi as required pursuant to and/or in connection with the terms of the RFA.

The undersigned, being persons entitled to vote on the above resolutions, irrevocably agree to such resolutions:

Signed by **David Wood Baking UK Limited** (acting by a director)

.....*David Wood*.....

Date: *24 January 2023*

**NOTE:**

1. If you agree to the above resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company. If you do not agree to the above resolutions, you do not need to do anything.
2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
3. The resolutions set out above will lapse if the required majority of eligible members have not signified their agreement to them by the end of the period of 28 days beginning with the circulation date set out above. If you agree to the resolutions, please ensure that your agreement reaches us before that date.
4. Sufficient agreement will have been reached to pass an ordinary resolution if eligible members (i.e. members who were entitled to vote at the time the resolution was circulated) representing a simple majority of the total voting rights of eligible members signify their agreement to it.
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.