

Company number: 06665444
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
DAVID WOOD BAKING UK 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 required to be entered into as a condition precedent to the availability of facilities under 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) David Wood Baking Limited (**DWB**) (as borrower) (**Documents**) be and are hereby approved:
 - 1.1.1 a group debenture between (1) Leumi and (2) the Company and DWB creating fixed and floating charges in favour of Leumi over all of the assets of the Company and of DWB;
 - 1.1.2 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; and
 - 1.1.3 a cross-corporate guarantee and Indemnity between (1) Leumi and (2) the Company in favour of Leumi.
 - 1.1.4 a deed of subordination in relation 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 the only person entitled to vote on the above resolutions, irrevocably agree to such resolutions:

Signed by **David Anthony Wood**

A handwritten signature in black ink, appearing to read 'David Wood', followed by a dotted line.

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.