

Company No: 07441672

THURSDAY



COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

GRENCORE FOODS LIMITED

(the "Company")

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 as detailed below.

RESOLUTION

As a special resolution

THAT, the issued share capital of the Company be and the same is hereby reduced from £100,000,100 divided into 100,000,100 Ordinary shares of £1.00 each to £70,000,070 divided into 100,000,100 Ordinary shares of £0.70 each and that such reduction be and the same is hereby effected by reducing the nominal value of each of the Ordinary shares of £1.00 each comprised within its issued share capital to £0.70 each

Dated: 25 SEPTEMBER 2013

AGREEMENT

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

We, the undersigned, being the persons entitled to vote on the above resolution, irrevocably agree to such resolution.

Name of Shareholder

Signature

Date of Signature

Grencore Beechwood
Limited, as attorney for
Grencore Northwood
Limited

25 SEPTEMBER 2013

Copy

Auditors

NOTES

1. Shareholders who wish to agree to such resolutions should signify their agreement by signing and returning this document to Eversheds LLP, Bridgewater Place, Water Lane, Leeds, LS11 5DR marked for the attention of David Milne
2. If you do not agree to the resolutions, you do not need to do anything, you will not be deemed to agree if you fail to reply
3. If sufficient agreement is not received by 15 days from the date of circulation of these resolutions then the resolutions will lapse and shareholders will not be able to indicate agreement after that date. If you agree to the resolutions, please ensure your agreement reaches us before that date.
4. Once you have indicated your agreement to the resolutions, you may not revoke your agreement
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
6. 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

Company No: 07441672

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTION IN WRITING
of
GREENCORE FOODS LIMITED
(the "Company")

Passed the 25th day of SEPT 2013


By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolution of the Company was duly passed:

RESOLUTION

As a special resolution

THAT, the issued share capital of the Company be and the same is hereby reduced from £100,000,100 divided into 100,000,100 Ordinary shares of £1 00 each to £70,000,070 divided into 100,000,100 Ordinary shares of £0 70 each and that such reduction be and the same is hereby effected by reducing the nominal value of each of the Ordinary shares of £1 00 each comprised within its issued share capital to £0 70 each.

Signed


Director

Dated 25 SEPTEMBER 2013