

Company Number 08609893
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE SHAREHOLDERS
of
CRISPS TOPCO LIMITED
(the "Company")

CIRCULATION DATE: 4 October 2013

We, the undersigned, being the members of the Company who as at the circulation date of these resolutions have the right to attend and vote at a General Meeting of the Company, resolve, pursuant to and in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (as amended) and the Company's Articles of Association to irrevocably agree that the following resolutions shall, for all purposes, be as valid and effective as they had been passed as a special resolution and an ordinary resolution respectively at a General Meeting of the Company duly convened and held

1. SPECIAL RESOLUTION

THAT the allotment and issuance by the Company on 1 August 2013 of

- a) 876,536 A Ordinary Shares of £0.01 each,
- b) 100,800 B Ordinary Shares of £0.01 each, and
- c) 5 C Ordinary Shares of £250 each,

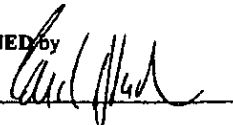
be, and is hereby, ratified

2. ORDINARY RESOLUTION

THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company ("**Directors**") be generally and unconditionally authorised to allot B Ordinary Shares in the Company or grant rights to subscribe for or to convert any security into B Ordinary Shares in the Company ("**Rights**") up to an aggregate nominal amount of £192.00, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date 5 years from the date that this resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired



SIGNED by



Acting for and on behalf of CRISPS HOLDINGS LIMITED JANICE BENNETT

Date 8 October 2013

Date 8 October 2013

SIGNED by



MICHAEL HEDGES

Date 8 October 2013

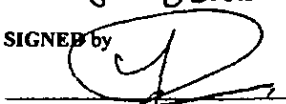
SIGNED by



DAVID GLENNAN

Date 8 October 2013

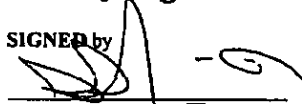
SIGNED by



JOANNE JONES

Date 8 October 2013

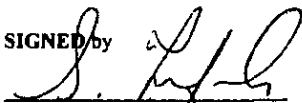
SIGNED by



DAVID MILNER

Date 8 October 2013

SIGNED by



STUART TELFORD

Date.

SIGNED by



LAURENCE BASS

Date 8 October 2013

Notes:

- 1 Please sign and date this document and return it to the Company using one of the following methods

By Hand delivering the signed copy to Richard Porter, Shearman & Sterling (London) LLP, Broadgate West, 9 Appold Street, London EC2A 2AP

Post returning the signed copy by post to Richard Porter, Shearman & Sterling (London) LLP, Broadgate West, 9 Appold Street, London EC2A 2AP

E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to richard.porter@shearman.com Please enter "Written resolutions dated 4 October 2013" in the e-mail subject box

If there are no resolutions you agree with, 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 a resolutions, you may not revoke your agreement
- 3 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
- 4 The period for agreeing to the written resolutions is the period of 28 days beginning with the circulation date in accordance with section 297 of the Companies Act 2006
- 5 A copy of this resolution has been sent to the Company's auditors