

Company number: SC029721

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

H.D. HARDIE & COMPANY LIMITED
(the "Company")

Circulation Date: **23 April** 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("Act"), the directors of the Company propose that the following resolutions be passed as Special Resolutions of the Company ("Resolutions"):

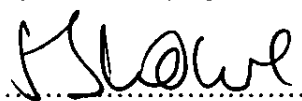
SPECIAL RESOLUTIONS

1. **THAT** pursuant to Section 641 of the Act the share capital of the Company be reduced from £72,195 (divided into 288,782 Ordinary Shares of £0.25 each) to £0.25 (divided into 1 Ordinary Share of £0.25) and that such reduction be effected by cancelling the paid up capital of 288,781 of the Ordinary Shares currently in issue;
2. **THAT** the share premium account of the Company be cancelled; and
3. **THAT** the capital redemption reserve of the Company be cancelled.

AGREEMENT

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

The undersigned, the person entitled to vote on the above Resolutions on **23 April** 2012 hereby irrevocably agrees to the Resolutions as indicated above:


.....
For and on behalf of
NOBLE FOODS LIMITED

23 April 12
.....
Date

THURSDAY



S17NH2RT
SCT 26/04/2012 #74
COMPANIES HOUSE

NOTES

1. *If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:*

***By Hand:** delivering the signed copy to a Director of the Company or by delivering to the registered office.*

***Post:** returning the signed copy by post to the Directors of the Company at the registered office.*

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.

2. *Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.*
3. *Unless within 28 days from circulation date sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.*
4. *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.*