

1746682

Private & Confidential



THE COMPANIES ACT 1985

WOODWARD FOODSERVICE LIMITED (the "Company")

COMPANY LIMITED BY SHARES

SHAREHOLDERS' WRITTEN SPECIAL RESOLUTIONS

1. Unless otherwise defined herein, words and expressions defined in the Board Minutes (a copy of which is attached hereto) have the same meanings in these written special resolutions.
2. Pursuant to section 381A and schedule 15A of the Companies Act 1985 (as amended) (the **Act**), the undersigned being the members who at the date hereof would be entitled to attend and vote at a general meeting of the Company convened for the passing of the following special resolutions, hereby pass the following special resolutions as written resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed:
 - 2.1 THAT:
 - (a) the execution and delivery of the following documents:
 - (i) a draft accession letter (the **Senior Accession Letter**) to the Senior Facilities Agreement between, *inter alia*, BFG, BF, Booker Cash & Carry, Woodward Foodservice, Giant Booker and BoS as Security Trustee (as such term is defined therein);
 - (ii) a draft debenture (the **Target Bridge Debenture**) relating to the Target Bridge Facility Agreement between, *inter alia*, BFG, BF, Booker Cash & Carry, Woodward Foodservice, Giant Booker and BoS as Security Trustee (as such term is defined therein); and
 - (iii) the Ancillary Facilities Letter between, *inter alia*, BoS and certain members of the Group for the provision of various ancillary facilities,(together the **Documents**); and
 - (b) the performance by the Company of its obligations under and any transactions contemplated by the Documents,

be and are hereby approved and is for the benefit of and in the best commercial, economical, strategic and financial interests of the Company for the purposes of carrying on its business.

A handwritten signature in black ink, appearing to be 'H. H. H.', written over a dotted line.

For and on behalf of

BF LIMITED

Date: 24 February 2005