

IN THE MATTER OF THE COMPANIES ACTS 1985 & 2006

& IN THE MATTER OF THE INSOLVENCY ACT 1986

WRITTEN RESOLUTIONS

ZEST FOODS LIMITED

The following written resolutions were duly passed by the Members of the Company on 12 March 2013

Special Resolutions

- 1 THAT the Company be wound up by way of a members' voluntary winding up in accordance with Chapter III of Part IV of the Insolvency Act 1986
- 2 THAT the Joint Liquidators be and are hereby empowered pursuant to Section 165 of the Insolvency Act 1986 to exercise any of the powers specified in Part I, Schedule 4 of the Insolvency Act 1986
- 3 THAT in accordance with the provisions of the Company's Articles of Association the Joint Liquidators be and are hereby authorised to distribute all or part of the assets of the Company in specie to the members in such proportions as they see fit

Ordinary Resolutions

- 4 THAT Vivienne Elizabeth Oliver and Michael David Rollings of Rollings Oliver LLP be appointed as the joint liquidators of the Company in relation to the winding up of the Company
- 5 THAT the Company's books and records be held by Associated British Foods plc to the order of the Liquidators until the expiry of six years after the date of dissolution of the Company, when they may be disposed of
- 6 THAT the Joint Liquidators' remuneration is to be calculated by reference to the time properly given by them and their staff in attending to matters arising in the winding up, in accordance with Rule 4 148A of the Insolvency Rules 1986 and the reimbursement of direct expenses
- 7 THAT any acts during the administration of the winding up may be undertaken by the Joint Liquidators acting jointly or by either one of them

Dated 12 MARCH 2013



Mr Simon White
Director of the Company

THURSDAY



A07 21/03/2013 #230
COMPANIES HOUSE