

PHOENIX SELECT FOOD INGREDIENTS LIMITED
COMPANY NUMBER: 03022179

RESOLUTIONS PURSUANT TO SECTION 84(1) OF THE INSOLVENCY ACT 1986 (AS AMENDED) AND SECTION 30 OF THE COMPANIES ACT 2006

The following written resolutions were duly passed by the members of the company on 29 September 2014.

As special resolutions:

1. That the company be wound up voluntarily and that Joint Liquidators be appointed for the purposes of such winding up.
2. That pursuant to Section 21 of the Companies Act 2006, if necessary and appropriate, the Articles of Association of the company be amended as necessary to permit the distribution of the whole or any part of the assets of the company in specie or in kind, and that the joint liquidators be and are hereby authorised to divide and distribute amongst the members, in specie or in kind, the whole or any part of the assets of the company, and to determine how such division and distribution shall be carried out as between the members.
3. That the Joint Liquidators be and are hereby authorised to pay or make an advance distribution to the members, if they consider it appropriate and prudent to do so, in an amount that they shall determine at their sole discretion, or, if in specie or in kind, of such of the assets as they shall determine in their sole discretion, in such proportions as they shall determine.
4. That the Joint Liquidators be generally authorised to receive in compensation or part compensation for any transfer or sale of the Company's business and/or property, shares, policies or other like interests in the transferee/buyer's company for distribution amongst the members of the Company. Such authority shall be the requisite sanction for the purposes of s110(2) of the Insolvency Act 1986.

As ordinary resolutions:

1. That William Duncan and Adrian Allen of Baker Tilly Restructuring and Recovery LLP, 4th Floor, 76 Wellington Street, Leeds, LS1 2AY be and are hereby appointed Joint Liquidators to the company, to act on a joint and several basis.
2. The Liquidators shall be authorised to draw their remuneration based upon their time costs by reference to the time properly given by the Liquidators and their staff, in attending to matters arising in the liquidation at Baker Tilly Restructuring and Recovery LLP's standard hourly rates, at the rates prevailing at the time the work is done.
3. That the Joint Liquidators be authorised to draw "Category 2" disbursements out of the assets as an expense of the liquidation, at the rates prevailing when the cost is incurred.

WEDNESDAY



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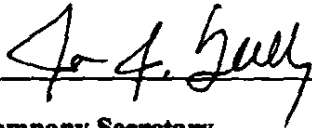
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COMPANIES HOUSE

4. That until such time as the Liquidators are released the books and records of the company are held to the order of the Joint Liquidators.

Dated: 29 September 2014

Signed:

A handwritten signature in dark ink, appearing to read "J. F. Gully", is written over a horizontal line.

**Company Secretary
Newly Weds Foods Limited**