THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ICELAND FOODS LIMITED

Company Number: 1107406

(the Company)

(passed on 5th July 2014)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company (the Directors) propose the following special resolution be passed (the Resolutions)

SPECIAL RESOLUTION

1

THAT the articles of association of the Company be altered by the adoption of a new article in the form set out below immediately following Article 25

"25A Notwithstanding anything to the contrary in these Articles of Association, the provisions of Article 25 will not apply (provided that paragraph (5) of Model Article 26 shall remain deleted) and the directors of the Company will register any transfer of shares and may not suspend registration of such shares where such transfer

(a) is to,

(i) a bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets or to an affiliate thereof (any such entity a Financial Institution) or an agent or trustee for any Financial Institution where a security interest has been or is purported to be granted over those shares (each a Security) that benefits a Financial Institution, and/or

(ii) a company or other entity to whom such shares are transferred at the discretion of a Financial Institution and/or any administrative receiver, administrator, receiver or receiver and manager or similar entity (a Receiver) pursuant to powers granted to it under the Security, and

(b) is delivered to the Company for registration in order to perfect or protect any Security of a Financial Institution, or

(c) is executed by a Financial Institution or Receiver pursuant to a power of sale or other such power under any Security"

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Agreement of eligible members

The undersigned being the sole eligible member on 3rd July 2014 (the Circulation Date) irrevocably agrees to the Resolution set out above

Signed by

[Signature]

ICELAND FOODS GROUP LIMITED
Date 3rd July 2014

*Note: An "eligible member" is a member who is or would be entitled to vote on the above resolution on the circulation date (i.e., the date on which the resolution is sent or submitted to the member).
AGREEMENT
Please read the notes at the end of this document before signifying your agreement to the Resolution

NOTES:

1. If you agree with the Resolution, 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:
   
   (a) **By Hand** delivering the signed copy to Harpreet Boora, Allen & Overy LLP, One Bishops Square, London, E1 6AD
   
   (b) **Post** returning the signed copy by post to Harpreet Boora, Allen & Overy LLP, One Bishops Square, London, E1 6AD
   
   (c) **Fax** faxing the signed copy to 020 3088 0088 marked "For the attention of Harpreet Boora"
   
   (d) **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to harpreet.boora@allenovery.com and james.green@allenovery.com

2. If you do not agree to the Resolution, you do not need to do anything, you will not be deemed to agree if you fail to reply.

3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

4. Unless sufficient agreement has been received for the Resolution to pass within the period of 28 days from and including the Circulation Date, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before this time.

5. 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.