

Bakkavor Overseas Holdings Limited (the "Company")

Company No. 01027606

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE COMPANY PROPOSED BY THE SOLE DIRECTOR AND HAVING EFFECT AS SPECIAL RESOLUTIONS OF THE COMPANY PURSUANT TO THE PROVISIONS OF PART 13 OF THE COMPANIES ACT 2006

CIRCULATION DATE: 07 February 2020

SPECIAL RESOLUTIONS:

RESOLUTION 1

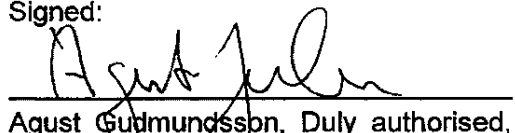
THAT it be noted that the special resolution passed and filed with the Registrar of Companies on 6 December 2019, contained a singular erroneous reference to the value of the Company's share capital at 6 December 2020 as being £32,250,237.

IT WAS RESOLVED THAT any reference to the Company's share capital as being £32,250,237 on the resolution filed with the Registrar of Companies on 6 December 2019, is hereby corrected and that it be confirmed that on 6 December 2019 the Company reduced its share capital from £30,250,237 to £0.30250237 (the "**Capital Reduction**").

THAT it be noted that the Companies House Form SH19, including the correct value of the Company's share capital following the Capital Reduction, was properly filed with the Registrar of Companies on 6 December 2019 and was reflecting the correct value of the Company's share capital as at the date of this resolution.

The undersigned, being as at the circulation date the only eligible member of the Company pursuant to the provisions of Part 13 of the Companies Act 2006, hereby agree to the resolutions set out above.

Signed:



Agust Gudmundsson, Duly authorised, for and on behalf of Bakkavor Dormant Holdings Limited

Date: 07 February 2020

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COMPANIES HOUSE

TO THE SHAREHOLDER/MEMBER:

Please read the following explanatory notes:

NOTES

1. Under the provisions of Part 13 of the Companies Act 2006, the written resolutions will lapse if they are not passed by..... which is the end of a period of 28 days beginning with the Circulation
2. The written resolutions are passed on the date and at the time when you have *signified* your agreement to them.
3. Your agreement is *signified* when the Company receives from you an *authenticated* form of this document.
4. This document is *authenticated* when it is signed and dated by you in the spaces provided.
5. You may return the authenticated form of this document by any of the following means:
 - a. by posting it or delivering it by hand to Fitzroy Place 5th Floor, 8 Mortimer Street, London, England W1T 3JJ
 - b. by e-mailing a scanned copy of it to Manisha Popat (manisha.popat@bakkavor.com)
6. Your agreement, once signified, may not be revoked.
7. If this document is being authenticated by a person acting on behalf of the shareholder/member, then that person must ensure that he is duly authorised to do so.