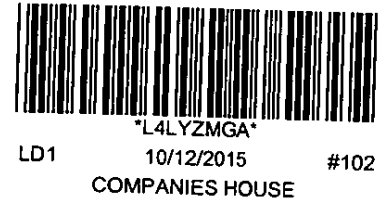


Company No. 00346959

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

THURSDAY



WRITTEN RESOLUTION

OF

WESTON FOODS LIMITED

Pursuant to section 288 of the Companies Act 2006 (**CA 2006**) we, being the sole eligible member (as defined by section 289 CA 2006) of the Company for this purpose, signify our agreement to and pass the following written resolution as a special resolution of the Company

SPECIAL RESOLUTION

That the capital of the Company be reduced

- (i) from £1,803,595 (divided into 3,595 6% cumulative preference shares of £1 00 each and 3,600,000 ordinary shares of £0 50 each (all of which have been issued and are fully paid)) to £99 99976 (divided into 3,595 6% cumulative preference shares of £0 00002775 each and 3,600,000 ordinary shares of £0 00002775) by reducing the nominal value of each of the 6% cumulative preference shares from £1 00 to £0 00002775 and reducing the nominal value of each of the ordinary shares from £0 50 to £0 00002775, and
- (ii) by the cancellation of the capital redemption reserve of the Company

Signature

for and on behalf of **ABF Investments Plc**

Date 8 December 2015

EXPLANATORY STATEMENT

(This explanatory statement is not part of any proposed written resolution)

- 1 This document is proposed by the board of directors of the Company
- 2 This document is sent to the sole eligible member on 8 December 2015 (the **Circulation Date**)
- 3 "**Eligible members**" are the members who are entitled to vote on the resolution on the Circulation Date
- 4 If you wish to signify agreement to this document, please follow the procedure below
 - (a) you (or someone acting on your behalf) must sign, print your name beneath your signature (if it is not already printed) and date this document
 - (b) if someone else is signing this document on your behalf under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document
 - (c) please return the document to the Company at 10 Grosvenor Street, London W1K 4QY or hand it to the company secretary or any director in person
- 5 Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received
- 6 To be valid, this document must be received no later than the end of the period of 28 days beginning on the Circulation Date, otherwise it will lapse

Company No. 00346959

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
WESTON FOODS LIMITED

On 8 December 2015 the following special resolution was duly passed as a written resolution of the Company pursuant to section 288 of the Companies Act 2006

SPECIAL RESOLUTION

That the capital of the Company be reduced

- (i) from £1,803,595 (divided into 3,595 6% cumulative preference shares of £1 00 each and 3,600,000 ordinary shares of £0 50 each (all of which have been issued and are fully paid)) to £99 99976 (divided into 3,595 6% cumulative preference shares of £0 00002775 each and 3,600,000 ordinary shares of £0 00002775) by reducing the nominal value of each of the 6% cumulative preference shares from £1 00 to £0 00002775 and reducing the nominal value of each of the ordinary shares from £0 50 to £0 00002775, and
- (ii) by the cancellation of the capital redemption reserve of the Company



Director/Secretary

LETTER TO AUDITORS

8 December 2015

KPMG LLP
1 St Peter's Square
Manchester
M2 3AE

For the attention of

Dear Sirs

Weston Foods Limited - Written resolution

On behalf of the board of directors of the Company we are writing to you to enclose for your information a copy of a written resolution of the Company which it is proposed to send to the sole eligible member of the Company

This copy is sent to you as the auditors to the Company to comply with section 502 of the Companies Act 2006

You are not asked by the Company to advise on this

Please acknowledge your safe receipt of this letter and the enclosed

Yours faithfully

A handwritten signature in black ink, appearing to be 'M. D.', written over a horizontal line.