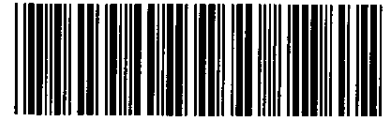


Bakkavor Overseas Holdings Limited (the "Company")

Company No. 01027606

FRIDAY



LD1

06/12/2019

#161

COMPANIES HOUSE

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: *6 December* 2019

SPECIAL RESOLUTIONS:

RESOLUTION 1

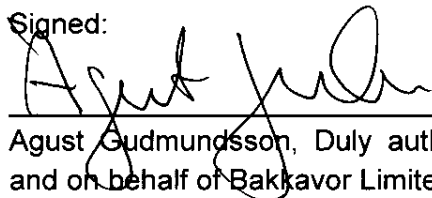
THAT the capital of the Company of £30,250,237 (comprising of 30,250,237 ordinary shares of £1.00 each fully paid), be reduced to £0.302502370 by reducing the nominal value of each of the 32,250,237 ordinary shares of £1.00 to £0.00000001 each.

RESOLUTION 2

THAT the requisite entries be made in the Company's statutory records and accounts upon the registration of the capital reduction sanctioned pursuant to Resolution 1 and the sum of £30,250,236.69 (being the share capital sum cancelled by Resolution 1, rounded down to the nearest penny) be credited to the profit and loss account of the Company.

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 Limited

Date: *06/12/* 2019

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 Date; **however, to comply with the requirements of the Companies Act 2006 in connection with a reduction of capital, the written resolution approving the reduction of capital must be passed no later than [13 December 2019] (ie within 15 days of the date of the solvency statement of the directors being signed in connection with the capital reduction).**
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.