Pursuant to Chapter 2 of Part 13 of the Act, the directors of the Company propose the following resolutions (the “Resolutions”):

**ORDINARY RESOLUTION**

**WE RESOLVE THAT:**

1. the terms of and the transactions contemplated by each of the following documents as defined and more particularly referred to in board minutes of the Company of even date herewith (together, the “Documents”) are hereby approved and the Company be and hereby is authorised to execute the Documents, with such amendments and modifications as persons authorised to execute the Documents may approve, on or about the date of this resolution:

   (a) the First Lien Credit Documents to which the Company is party;

   (b) the Second Lien Credit Documents to which the Company is party; and

   (c) the ABL Credit Documents to which the Company is party.

2. **THAT** the Directors are hereby authorised and instructed to take any action in connection with the negotiation, execution, delivery and performance of the Documents as they deem necessary or appropriate.

3. **THAT** the entry by the Company into the proposed transactions substantially on the terms of the Documents is to the commercial benefit and advantage of the Company.

**SPECIAL RESOLUTION**

**WE RESOLVE THAT:**

(a) the Articles of Association of the Company be amended by inserting a new Article 1.18 immediately following the existing Article 1.17. The new Article 1.18 shall read as follows:

*“1.18 Model Article 26 shall be amended by the insertion of a new clause 26(6) which shall read as follows:*
"Notwithstanding anything contained in these Articles, the Directors shall promptly register any transfer of shares and may not suspend registration thereof where such transfer:

(i) is to the bank or institution to which such shares have been charged by way of security, whether as agent and trustee for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution (a "Secured Institution"); or

(ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to register the Secured Institution as legal owner of the shares; or

(iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor of any Shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee, shall be required to offer the Shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not. No resolution shall be proposed or passed the effect of which would be to delete or amend this article unless not less than 21 days' written notice thereof shall have been given to any such Secured Institution by the Company."
AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

We, the undersigned, being the sole member of the Company who at the Circulation Date is entitled to vote on the Resolutions, declare that the foregoing Resolutions shall take effect.

for and on behalf of

AGRO MERCHANTS HOLDINGS UK LIMITED

Dated: 28 November, 2017
NOTES

1. If you agree to the Resolutions, 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:

   - **By Hand**: delivering the signed copy to the Company’s registered office address.
   - **Post**: returning the signed copy by post to the Company’s registered office address.

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

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless sufficient agreement has been received for the Resolutions to pass, within 28 days from the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

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.