

Company number: 00618045

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE SHAREHOLDERS OF ST NICHOLAS COURT  
FARMS LIMITED (the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose that the following resolutions are passed as special resolutions (the "Resolutions")

**Resolutions**

- (1) The terms of an asset purchase agreement between the Company and St Nicholas Court Farms Trading Limited (the "Buyer") for the purchase by the Buyer of the non-packhouse business and associated assets of the Company as set out in the draft agreement produced to the meeting and signed by the Chairperson of the meeting for the purposes of identification (the "Agreement") be approved and the Company be authorised to enter into the Agreement.
- (2) The name of the Company be changed to The Kent Potato Co Limited.

**Agreement**

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

The undersigned, being the persons entitled to vote on the Resolutions on 20.10.2009, hereby irrevocably agree to the Resolutions:

  
.....  
For and on behalf of St Nicholas Court Farms      Date  
Trading Limited      20th October 2009



## NOTES

1. If you agree with 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 Sara Carpenter of asb law, Horizon House, Eclipse Park, Sittingbourne Road, Maidstone, Kent ME14 3EN;

**Post:** returning the signed copy by first class post to Sara Carpenter of asb law, Horizon House, Eclipse Park, Sittingbourne Road, Maidstone, Kent ME14 3EN;

**Fax:** faxing the signed copy to 01622 656690 marked "For the attention of Sara Carpenter";

**E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to sara.carpenter@asb-law.com. Please enter "Written resolutions dated ~~DATE~~ **CIRCULATION** 20.10.2009" in the e-mail subject box; and

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, by 28 days after the circulation date, sufficient agreement has been received for the Resolutions to pass, it 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.



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 618045

The Registrar of Companies for England and Wales hereby certifies that  
under the Companies Act 2006:

**ST.NICHOLAS COURT FARMS LIMITED**

a company incorporated as private limited by shares; having its registered  
office situated in England/Wales; has changed its name to:

**THE KENT POTATO CO LIMITED**

Given at Companies House on **20th October 2009**



*Companies House*  
— the registrar of companies —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES