

Company No: 00701295
TURNERS TURKEYS LIMITED
("COMPANY")
WRITTEN SPECIAL RESOLUTIONS
PURSUANT TO
CHAPTER 2, PART 13, COMPANIES ACT 2006

DATED: 30 August 2013

We, the undersigned, being the sole member (as defined by section 289 of the Companies Act 2006) of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolutions as resolutions of the Company pursuant to section 288, Chapter 2, Part 13 of the Companies Act 2006 and hereby agree that the said resolutions shall for all purposes be as valid and effective as if passed as resolutions at a general meeting of the Company duly convened and held

ORDINARY RESOLUTIONS

- 1 **THAT** the entering into the documents listed in the appendix attached to this written resolution (the "**Appendix**") and the transactions contemplated thereby (the "**Documents**"), which the Company is proposing to enter into in connection with the banking facilities provided pursuant to the Facility Agreement and the Loan Notes (each as defined in the Appendix) be and is hereby approved (copies of such Documents having been supplied to the member of the Company prior to the signing of this written resolution), subject to such changes as the Company's directors or any duly authorised attorney for the Company may, in their absolute discretion, think fit.
- 2 **THAT** the entering into any notice, certificate or other document required to be executed on behalf of the Company in connection with the Documents, in such form as the Company's directors or any duly authorised attorney for the Company may, in their absolute discretion, think fit be and are hereby approved
3. **THAT** the directors of the Company have authority to approve the terms of, and the transactions contemplated by, the Documents and any related documents
- 4 **THAT** the directors and/or authorised signatories of the Company be and are hereby authorised to take any action or enter into any other documents in connection or pursuant to the terms of the Documents as they shall deem necessary or appropriate, and to execute, deliver and perform any and all obligations made under those documents

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- 5 **THAT** the entering into of the Transaction substantially on the terms set out in the Documents is in the best interests of the Company's business, is of commercial benefit to the Company, will promote the success of the Company for the benefit of its member as a whole and is in the best interests of the Company's creditors as a whole and the preservation of the business of the Company as a going concern
- 6 **THAT** any act done or document executed pursuant to any of the above paragraphs of this resolution shall be valid, effective and binding on the Company notwithstanding any limitation on the borrowing or other powers of the directors of the Company contained in or incorporated by reference in the Company's articles of association (any such limitation being suspended, waived, relaxed or abrogated by this resolution to the extent necessary to give effect to the above paragraphs of this resolution)

SPECIAL RESOLUTIONS

- 7 **THAT**, with effect from the passing of this resolution, the articles of association of the Company be altered by the insertion of the following new Article immediately after Article 6(v).

"6(vi) In this Article:

(i) a "Relevant Transfer" means any transfer of shares from or to any Secured Party or any receiver (or similar officer) and any transfer of shares executed by any such person in the name of, or on behalf of, any other person which, in each case, is made pursuant to or in accordance with the relevant security document(s), including (without limitation) any such transfer made in order to perfect any mortgage, charge or other security interest in such shares or in exercise of any power of sale or other enforcement power, and

(ii) a "Secured Party" means, in respect of any shares, any person to which such shares have been mortgaged or charged (or in favour of which any other security interest in such shares has been created) and any nominee, agent or trustee of or for any such person, from time to time and until such mortgage, charge or other security interest has been released or discharged

(b) The Directors shall not decline to register (and shall not suspend the registration of) any Relevant Transfer and shall register any Relevant Transfer immediately upon receipt of the necessary documents.

(c) There is no requirement that any shares which are the subject of a Relevant Transfer should be offered 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 to require any such shares to be transferred to them

(d) The Directors shall not issue any share certificate (whether by way of replacement or otherwise) without the prior written consent of any Secured Party

(e) Any shares held by a Secured Party shall not be subject to any lien in favour of the Company

(f) If there is any inconsistency between any provision of this Article and any provision of any other Article, the provision of this Article applies."

Andrew Simpson

Signed by an authorised signatory of

BERNARD MATTHEWS LIMITED

APPENDIX TO WRITTEN RESOLUTIONS

- 1 The entry into by the Company of the amendment and restatement agreement (the "**Amendment and Restatement Agreement**") to a facility agreement originally dated 11 June 2007 between *inter alios*, (1) Burdale Financial Limited ("**Burdale**") (as lender, arranger, agent and security trustee), (2) Bernard Matthews Limited ("**Bernard Matthews**") (as borrower) and (3) Bernard Matthews Holdings Limited ("**Holdings**") and certain of its subsidiaries (as guarantors) (the "**Facility Agreement**") as amended from time to time including as amended and restated on 7 June 2010, 23 July 2012 and 7 March 2013
- 2 The entry enter into an amendment and restatement agreement (the "**Intercreditor Amendment and Restatement Agreement**") to an intercreditor agreement dated 11 June 2007 as amended on 20 October 2009 and as amended and restated on 23 July 2012 made between, among others, Burdale and Bernard Matthews Limited (as company) to regulate the priorities and enforcement rights between different parties in respect of their interests under certain documents
- 3 In connection with the loan notes (the "**Loan Notes**") to be issued by BM Bidoco Limited ("**BM Bidco**"), an indirect holding company of the Company to, amongst others, Rutland Partners LLP ("**Rutland**"), the granting by the Company of a guarantee in favour of, amongst others, Rutland (the "**Guarantee**")
- 4 The entry into a security trust agreement to be made between, among others, Rutland (as original security trustee) and the Company as an obligor (the "**Security Trust Agreement**")
- 5 The entry into a debenture to be made between, amongst others, Rutland (as security trustee), and the Company (as chargor) (the "**Debenture**")

TURNERS TURKEYS LIMITED

("COMPANY")

(COMPANY NO. 00701295)

WRITTEN RESOLUTIONS: CIRCULATED ON 30 August 2013

Note: This document is important and requires your immediate attention.

Please read the explanatory statement to members before signifying your agreement to the resolutions in this document

EXPLANATORY STATEMENT TO MEMBERS

1. Nature of written resolutions

This document contains proposed written resolutions of the Company for approval by you as a member of the Company. The resolutions proposed as special resolutions require members holding 75 per cent or more of the total voting rights of members to vote in favour of them to be passed.

2. Period to approve written resolutions

If the Company has not received the necessary level of members' agreement to pass the resolutions by ~~26 SEPTEMBER~~ 2013, the resolutions will lapse.

3. Action required if you wish to approve the resolutions:

- 3.1 Please signify your agreement to the resolutions by completing your details and signing and dating the document in the space provided and returning it to the Company by delivering your signed and dated document by hand or by post to Great Witchingham Hall, Norwich, Norfolk NR9 5QD marked "For the attention of the Company secretary".

Once you have signified your agreement to the resolutions, you cannot revoke it. Please ensure that your agreement reaches us no later than the close of business on ~~26 SEPTEMBER~~ 2013. Please note that you can only agree to all of the resolutions and not some only. Any document or reply which purports to approve some only of the resolutions will be treated as a vote against all of the resolutions.

- 3.2 If you are signifying agreement to the resolutions 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 to the Company at the same time as you signify your agreement to the resolutions and in any event by no later than the close of business on ~~26 SEPTEMBER~~ 2013.

4. Action required if you do not wish to agree to the resolutions:

You do not have to do anything. Failure to respond will not be treated as agreement to the resolutions.