

Company No. 01943509

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of

Hillsdown International Limited

(passed on **2 MARCH** 2009)

FRIDAY



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COMPANIES HOUSE

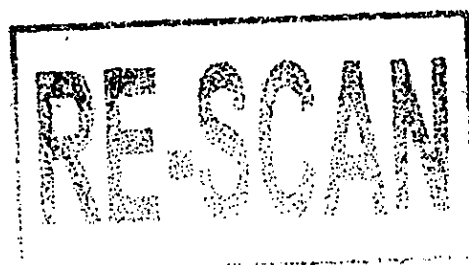
We, the undersigned, being all the members of Hillsdown International Limited (the "**Company**") who, at the date of this resolution have the right to attend and vote at an Extraordinary General Meeting of the Company, resolve, in accordance with Chapter 2 of Part 13 of the Companies Act 2006, as follows and agree that the following resolutions shall for all purposes be as valid and effective as if they had been passed as resolutions at an Extraordinary General Meeting of the Company duly convened and held:

THAT, pursuant to a supplemental agreement with an amended and restated credit agreement dated on or about the date hereof to amend and restate a facilities agreement dated 3 December 2006 (as amended by a supplemental agreement dated 5 December 2006 and as amended and restated on 22 December 2006, 16 March 2007, 29 June 2007 and 28 February 2008) (the "**Existing Facilities Agreement**") and made between, among others, Premier Foods plc, Premier Foods Investments Limited the Obligors listed therein and Lloyds TSB Bank plc as Facility Agent and Security Trustee and the other financial institutions listed therein as original lenders (the "**Supplemental Agreement**"), the terms of and transactions contemplated by the Finance Documents (as defined in the Supplemental Agreement) to which the Company is a party, the execution and delivery of each of the Finance Documents and the performance by the Company of its obligations under the Finance Documents to which the Company is a party be approved.

THAT, the giving of the guarantee by the Company is in the best interests of the Company's business and the entry into by the Company of the proposed transactions substantially on the terms set out in the Facilities Agreement will promote the success of the Company for the benefit of its members as a whole.

THAT, these resolutions have effect notwithstanding any provision of the Company's articles of association.

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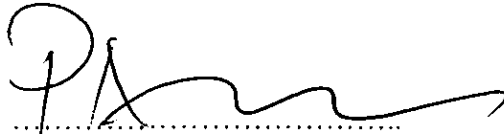
THAT, the directors have the authority to approve the terms of and transactions contemplated by the Supplemental Agreement, any other Finance Document and any related agreement.

Copies of each of the Finance Documents were available for inspection.

AGREEMENT OF ELIGIBLE MEMBER

The undersigned, being the sole eligible member on 2 MARCH 2009 the
("circulation date"), irrevocably agrees to the resolution set out above:

Signed by


.....
Premier Financing Limited

Date: 2 MARCH 2009

The sole eligible member must signify its agreement to the proposed resolution as follows: by delivering a signed copy to Paul Leach c/o Premier House, Centrium Business Park, Griffiths Way, St Albans, Herts, AL1 2RE. The sole eligible member must signify its agreement to the proposed resolution within the period of 28 days from and including the circulation date. The proposed resolution will lapse if it is not passed by the end of that 28 day period.

Company No. 01943509

Circulation Date: 2 MARCH 21

PRIVATE COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS OF THE SOLE SHAREHOLDER
OF
HILLSDOWN INTERNATIONAL LIMITED
(the "Company")

We, the undersigned, being the sole member of the Company who at the circulation date of these resolutions has for the time being the right to attend and vote at general meetings of the Company, hereby resolve in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (as amended) as follows and agree that the following resolutions are proposed as Special Resolutions by the sole member of the Company and shall for all purposes be as valid and effective as if they had been passed as Special Resolutions at a General Meeting of the Company duly convened and held:

THAT the articles of association of the Company be amended by inserting a new Article 5A stating:

"LIEN ON SHARES EXCLUDED FOR SECURED INSTITUTIONS

- 5A. Any lien on any shares which the Company has pursuant to Regulation 8 of Table A shall not apply in respect of any shares that have been charged by way of security to a bank or financial institution or such chargee's nominee, a subsidiary of a bank or financial institution or such chargee's nominee."

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]





For and on behalf of
Premier Financing Limited

Name: PAUL ALAN LEACH

Date: 2 MARCH 2009

NOTES

1. The Documents were available for inspection.
2. Please indicate your approval of this resolution by signing this document above your name and dating it below the resolution and returning it to the Company using one of the following methods:

By hand: delivering the signed copy to Simon Wilbraham, Premier House, Centrium Business Park, Griffiths Way, St. Albans AL1 2RE.

By post: returning the signed copy by post to Simon Wilbraham, Premier House, Centrium Business Park, Griffiths Way, St. Albans AL1 2RE.

Before returning the original by post, please also attach a scanned copy of the signed document to an e-mail and send it to Andrew.Bishop@weil.com.

If you do not agree with the resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

3. Once you have indicated your agreement to a resolution, you may not revoke your agreement.
4. Where, within 28 days of the day of circulation of this resolution, insufficient agreement has been received for the resolution to pass, the resolution will lapse. If you agree to the resolution, please ensure that your agreement reaches us within 28 days of the day of circulation of this resolution.
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.