

Company No: 02097854

THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS  
of  
NATUREDIET PET FOODS LIMITED  
(the "Company")

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Circulation Date: 23..... OCTOBER...2020

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

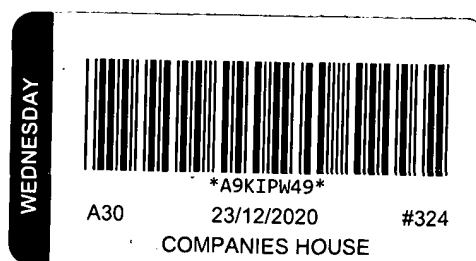
**SPECIAL RESOLUTIONS**

1. **THAT:**

- 1.1 any actual or possible conflict of interest for a director of the Company as is referred to in section 175(1) of the Companies Act 2006; and/or
- 1.2 any act or omission of any director of the Company which would (but for this resolution) be a breach of any of the other general duties (as that term is used in Chapter 2 of Part II of the Companies Act 2006),

which in any such case arises solely by virtue of: (i) any director of the Company also being a holder of shares, and/or any other rights or interests in or over shares and/or being a director of the Company's parent company, Orrow & Master Group Ltd (company number: 09872306) (**OMGL**); and/or (ii) any director of the Company also being a director of Skinner's Pet Food Holdings Limited (**SPFHL**) (company number 12471707) (or any of SPFHL's group companies); and/or (iii) SPFHL and any directors of the Company each being party to the proposed acquisition by SPFHL of 1,299 C Ordinary Shares of £1.00 each and 1 C1 Ordinary Share of £1,301 each in the capital of OMGL and related matters,

be and is hereby authorised and approved.



## **AGREEMENT**

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

The undersigned, being the sole member entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

### **SHAREHOLDER**

### **SIGNATURE**

### **DATE**

Signed by Daniel Alan Wilcox  
Masters (Director) for and on  
behalf of Orrow & Masters  
Group Ltd



23 OCTOBER.....2020

**Copy: Auditors**

**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 the Company's registered office marking it for the attention of Daniel Masters.

**Post:** returning the signed copy by post to the Company's registered office marking it for the attention of Daniel Masters.

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 the end of 28 days beginning with the Circulation Date, sufficient agreement has been received for the Resolutions to pass, 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.