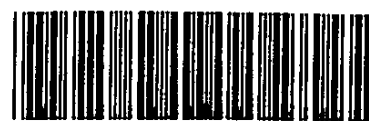


WRITTEN RESOLUTION
of
BAIRD FOODS LIMITED
(Company Number 3216535)
(the "**Company**")

A15



A15

A30JREP

28/01/2014

#361

PRIVATE COMPANY LIMITED BY SHARES

Circulated

2nd January 2014

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

SPECIAL RESOLUTION

- 1 THAT the Memorandum of Association be amended by the deletion of clause 5 and the insertion of a new clause 5 as follows

"5 (a) The share capital of the company is £1,000,000 divided into 1,000,000 Ordinary Shares of £1 00 each

(b) That the share capital of the Company be re-classified as follows

- i 488,255 Ordinary Shares held by Nicholas Baird be converted to 488,255 A Ordinary Shares of £1 00 each
- ii 3 Ordinary Shares held by Alison Baird be converted to 3 A Ordinary Shares of £1 00 each
- iii 75000 Ordinary Shares held by Barry Baird be converted to 75000 B Ordinary Shares of £1 00 each
- iv 75000 Ordinary Shares held by Tony Baird be converted to 75000 B Ordinary Shares of £1 00 each

And the capital and voting rights of the A Ordinary and B Ordinary Shares shall rank pari passu to each other but in proportion to the number of shares allotted save that dividends and distributions of an income nature made to the A Ordinary and B Ordinary Shares can be paid at different rates between the A Ordinary and B Ordinary Shares at the discretion of the board of directors "

- 2 THAT the Articles of Association be amended by the deletion of Special Article 3 and the insertion of a new Special Article 3 as follows


"3 (a) The share capital of the company is £1,000,000 divided into 1,000,000 Ordinary Shares of £1 00 each

(b) The share capital of the Company be re-classified as follows

- i 488,255 Ordinary Shares held by Nicholas Baird be converted to 488,255 A Ordinary Shares of £1 00 each
- ii 3 Ordinary Shares held by Alison Baird be converted to 3 A Ordinary Shares of £1 00 each

- iii 75000 Ordinary Shares held by Barry Baird be converted to 75000 B Ordinary Shares of £1 00 each
- iv 75000 Ordinary Shares held by Tony Baird be converted to 75000 B Ordinary Shares of £1 00 each

And the capital and voting rights of the A Ordinary and B Ordinary Shares shall rank pari passu to each other but in proportion to the number of shares allotted save that dividends and distributions of an income nature made to the A Ordinary and B Ordinary Shares can be paid at different rates at the discretion of the board of directors "

The undersigned, a person entitled to vote on the above resolution on *2nd January 2014*  hereby irrevocably agrees to the Resolutions



NICHOLAS BAIRD

Dated *2nd January 2014* 



ALISON BAIRD

Dated *2nd January 2014* 




TONY BAIRD

Dated *2nd January 2014* 



BARRY BAIRD

Dated ~~2013~~ *2nd January 2014* 

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
- 2 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
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 4 Unless, by the expiry of 28 days sufficient agreement has been received for the Resolution to be passed, it will lapse If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date
- 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