

No ~~3229175~~ 3229175

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

-of-

BRAMBLES FOODS LIMITED (THE "COMPANY")

MADE ON 2 APRIL 2007

SATURDAY



A14 "A0ACSQ2G" 02/06/2007 52
COMPANIES HOUSE

A50 "A00G50VE" 20/04/2007 687
COMPANIES HOUSE

A49 05/04/2007 274
COMPANIES HOUSE

The following written resolutions of the members of the Company entitled to attend and vote at a general meeting of the Company were made on 2 APRIL 2007 in accordance with Section 381A of the Companies Act 1985

RESOLUTIONS

We the undersigned, being all the members of the Company HEREBY RESOLVE to pass the following resolutions as written resolutions

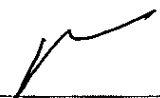
- 1 THAT the giving of the financial assistance for the purpose of acquiring all of the issued shares in Brambles Foods Group Limited ("**Food Group**") and the retaining of the liability incurred in connection with the acquisition of 455,000 A Ordinary Shares of £0.10 each, 140,000 B Ordinary Shares of £1.00 each, 87,500 C Ordinary Shares of £1.00 each, 17,500 D Ordinary Shares of £1.00 each and 60,870 E Ordinary Shares of £1.00 each taking the form described in the statutory declarations of even date herewith and made by all of the Company's Directors on forms 155(6)(a) (in respect of the Company) (the originals of which together with the annexed auditors reports are available for inspection by the members) be and are hereby approved
- 2 THAT in view of the benefits likely to accrue to the Company, the terms of and arrangements contemplated by an accession agreement (the "**Senior Facilities Accession Agreement**") to be dated on or around the date of this resolution whereby Food Group and the Company amongst others would accede as additional borrowers and guarantors to a senior facilities agreement originally dated 3 March 2006 as amended, varied, supplemented or restated from time to time including on or about the date hereof (the "**Senior Facilities Agreement**") between, amongst others, Adelle Food Holdings Limited as parent (the "**Parent**"), Adelle Food Acquisitions Limited as borrower (the "**Borrower**"), the Original Guarantors (each as defined therein) and whereby, among other things, Food Group and the Company amongst others will guarantee all the obligations of the borrowers and each of the other obligors therein and The Governor and Company of the Bank of Scotland and Glitnir Banki Hf (formerly known as Islandsbanki hf), London Branch in their various capacities detailed therein (the "**Lenders**"), whereby the Lenders will make available term facilities of £69,325,000 and a revolving credit facility of £9,000,000 and an accession agreement (the "**Mezzanine Facility Accession Agreement**") to be dated on or around the date of this resolution whereby Food Group and the Company amongst others would accede as additional guarantors to a mezzanine facility agreement originally dated 3 March 2006 as amended, varied, supplemented or restated from time to time including on or about the date hereof (the "**Mezzanine Facility Agreement**") between, amongst others, the Parent, the Borrower, Food Group and the Company and others as guarantors (whereby, among other things, Food Group and the Company will guarantee all the obligations of the Borrower and each of the other obligors therein), The Governor

and Company of the Bank of Scotland as the mezzanine agent, Glitnir Banki Hf (formerly known as Islandsbanki hf), London Branch and The Governor and Company of the Bank of Scotland as the mezzanine arrangers, The Governor and Company of the Bank of Scotland as security agent and the persons named therein as lenders whereby the Lenders will make available a facility of £22,300,000, for each of which it is required that Food Group and the Company, amongst others, execute, an ancillary facilities letter to be entered into on or around the date of this resolution from the Governor and Company of the Bank of Scotland (as Ancillary Lender) to among others, the Company, pursuant to which certain ancillary facilities will be made available (the "Ancillary Facilities Letter"), the execution of an accession deed (the "**Debenture Accession Deed**") to a debenture dated 3 March 2006 as amended, varied, supplemented or restated from time to time (the "**Debenture**") in favour of The Governor and Company of the Bank of Scotland (acting as Security Agent for itself and the Secured Parties (as defined therein)) in respect of the obligations of all of the companies specified therein and granting security over amongst others, all of Food Group and the Company's assets and undertaking in favour of the Security Agent, the execution of an accession deed (the "**Intercreditor Accession Deed**") to be dated on or around the date of this resolution whereby the Company would accede to the intercreditor agreement dated 3 March 2006 as amended, varied, supplemented or restated from time to time (the "**Intercreditor Agreement**") between, amongst others, the Lenders (acting in the various capacities detailed in the Intercreditor Agreement), the Parent, Food Group and the Company and the other Obligors as defined therein and various investors which regulates the priorities between such parties, the execution of an intra-group loan agreement (the "**Intra-Group Loan Agreement**") between, amongst others, Food Group and the Company as lenders and the Borrower

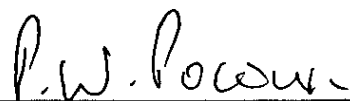
- 3 That the Directors and Secretary of the Company be authorised to negotiate and sign the Senior Facilities Accession Agreement and Mezzanine Facility Accession Agreement as deeds and the Intra-Group Loan Agreement and Ancillary Facilities Letter as agreement and to sign the Debenture Accession Deed, and the Intercreditor Accession Deed as deeds and to sign all other necessary documentation so as to give effect to the terms thereto

Dated **2 APRIL** 2007

Signed for and on behalf of
BRAMBLES FOODS GROUP LIMITED



signature



print name of signatory