

THE COMPANIES ACTS 1985 to 2006

Company Limited by Shares

RESOLUTIONS

of

BRAMBLES FOODS LIMITED (the "Company")

Passed *4 March* 2009

TUESDAY



AIAJA88B

A21

17/03/2009

128

COMPANIES HOUSE

The following written resolutions of the Company were duly passed on *4 March* 2009 in accordance with section 281(1)(a) of the Companies Act 2006 as special resolutions:

Definitions

For the purpose of these resolutions, the following terms shall have the following meanings:

"Affiliate" means in relation to a shareholder:

- (a) any Fund of which that shareholder (or any group undertaking of that shareholder) or that shareholder's (or any group undertaking of that shareholder's) general partner, trustee, nominee, manager or advisor is a general partner, trustee, nominee, manager or adviser;
- (b) any group undertaking of the shareholder or of that shareholder's general partner, trustee, nominee, manager or adviser (excluding any portfolio company thereof);
- (c) any general partner, limited partner, trustee, nominee, operator, arranger or manager or adviser to, or holder of interests (whether directly or indirectly) in, that shareholder, or of, to or any group undertaking of that shareholder, or of, to or in any Fund referred to in (a) above or of, to or in any group undertaking referred to in (b) above; or
- (d) any co-investment scheme of that shareholder (or of any group undertaking of that shareholder) or of any person referred to in (a), (b), or (c) above or any person holding shares or other interests under such scheme or entitled to the benefit of shares or other interests under such scheme.

"Board" means the board of directors of the Company for the time being, and references to **"meetings of the directors"** shall be construed accordingly;

"Fund" means any unit trust, investment trust, investment company, limited partnership, general partnership, collective investment scheme, pension fund, insurance company, authorised person under the Financial Services and Markets Act or any body corporate or other entity, in each case the assets of which are managed professionally for investment purposes;

"Group Company" means the Company its subsidiary undertakings and its parent undertakings and any subsidiary undertakings of the parent for the time being;

"parent undertaking" and **"subsidiary undertaking"** shall have the definitions given in the Act.

SPECIAL RESOLUTIONS

1 **That a director shall be authorised for the purposes of section 173(2) and section 175 of the Act to act or continue to act as a director of the Company or as a member of a committee of the Board notwithstanding that at the time of the appointment or subsequently the director also:**

- (a) holds office as a director of any Group Company or any Affiliate;
- (b) holds any other office, employment or engagement with any other Group Company or any Affiliate;
- (c) participates in any scheme, transaction or arrangement for the benefit of the employees or former employees of the Company or any other Group Company or any Affiliate (including any pension fund or retirement, death or any disability scheme or other bonus or employee benefit scheme);
- (d) is interested directly or indirectly in any shares or debentures (or any rights to acquire shares or debentures) in the Company or in any other Group Company or any Affiliate;
- (e) holds office as a director of a shareholder of the Company or of an Affiliate of that shareholder or of a portfolio company of such shareholder or Affiliate;
- (f) holds any other office, employment or engagement with a shareholder of the Company or an Affiliate of that shareholder or a portfolio company of such shareholder or Affiliate of that shareholder or a portfolio company of such shareholder or Affiliate; or
- (g) is interested directly or indirectly, in any shares or debentures (or any right to acquire shares or debentures) in the Company, a shareholder or Affiliate of that shareholder or a portfolio company of such shareholder or Affiliate including for the avoidance of doubt and without limitation directly or indirectly as a unit holder, member, partner, participant in a shareholder or any investment fund advised by a manager or adviser to a shareholder or an affiliate of that manager or adviser.

2 **That a director shall be authorised for the purposes of sections 173(2) and 175 of the Act to act or continue to act as a director of the Company notwithstanding his / her role as a representative of the shareholders (or any one of them) for the purposes of monitoring and evaluating their investment in the Company or any Group Company. Without limitation, such director shall be authorised for the purposes of sections 173(2) and 175 of the Act to:**

- (a) attend and vote at meetings of the directors (or any committee thereof) at which any relevant matter will or may be discussed and receive board papers relating thereto;
- (b) receive information and other documents relating to the Company, the Group Company and/or any Affiliate (whether such information is confidential or not) and use and apply such information in performing his duties as a director or officer of, or consultant to or employee of a shareholder or an Affiliate of that shareholder and disclose that information to third parties.

For the avoidance of doubt, except as otherwise expressly permitted by the Company's articles of association, or in the proper performance of their duties to the Company under the Act, this authorisation does not authorise the relevant director to disclose such information.

3 **That the Board may authorise any matter proposed to it which would, if not so authorised, involve a breach of duty by a director under section 175 of the Act. Any such authorisation by the Board will be effective only if:**

- (a) any requirement as to the quorum at the meeting at which the matter is considered is met without counting the director in question or any other director interested in the matter under consideration;
- (b) the matter was agreed to without their voting or would have been agreed if their votes had not been counted; and
- (c) the board may give any such authorisations upon such terms as it thinks fit and may vary or terminate any such authorisation at any time.

4 **That** a director shall be under no duty to the Company with respect to any information which he / she obtains or has obtained otherwise than as a director of the Company and in respect of which he / she owes a duty of confidentiality to another person. In particular, the director shall not be in breach of the general duties he / she owes to the Company by virtue of sections 171 to 177 (inclusive) of the Act if he / she:

- (a) fails to disclose any such information through the Board or to any director or other officer or employee of, or a consultant to the Company; or
- (b) does not use or apply any such information in performing his duties as director of the Company.

However, to the extent that his relationship with that other person gives rise to the conflict of interest or a potential conflict of interest, the approval provided immediately above applies if only the existence of that relationship has been authorised by this resolution, or a subsequent members resolution or authorised by the Board, and his relationship with that person gives rise to a conflict of interest or possible conflict of interest, the director shall not be in breach of the general duties he / she owes to the Company by virtue of section 171 to 177 of the Act if, at his discretion or at the request or direction of the Board or any committee of the board the director:

- (c) absents himself from the meeting of directors (or a committee thereof) at which any matter relating to the conflict of interest or potential conflict of interest will or maybe discussed or from the discussion of any such matter at a meeting of directors or otherwise; or
- (d) makes arrangements not to receive documents and information relating to any matter which gives rise to the conflict of interest or potential conflict of interest sent or supplied by or on behalf of the Company or such documents and information to be received and read by a professional adviser on his behalf,

for so long as the director reasonably believes such conflict of interest (or potential conflict of interest) subsists.

5 **That** the provisions and authorisations contained in these resolutions are without prejudice to any equitable principle or rule of law which may excuse the director from:

- (a) disclosing information in circumstances where disclosure will otherwise be required under the Company's articles of association; or
- (b) attending meetings or discussions or receiving documents and information in circumstances where such attendance or receipt will otherwise be required under the Company's articles of association.

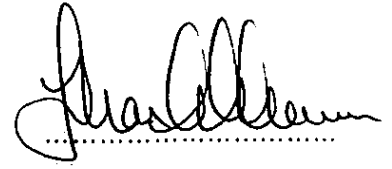
6 **That** for the avoidance of any doubt and without prejudice to the remainder of these resolutions, or any statute, the Company may authorise (specifically or generally) any matter proposed to it which would, if not so authorised, involve a breach of duty by a director under section 175 of the Act. Such authorisation shall be effected:

- (a) with the consent in writing of the holders of more than 50% of the ordinary shares for the time being in issue; or
- (b) by an ordinary resolution,

and shall constitute "authorisation by the members" for the purposes of the Company's Articles of Association, the Act and otherwise.

7

That a director shall not, by reason of his holding office as a director (or of the fiduciary relationship established by holding that office), be liable to account to the Company for any remuneration, profit or other benefit resulting from any situation or interest permitted under the above Resolutions, nor shall the receipt of such remuneration, profit or other benefits constitute a breach of the director's duty under section 176 of the Act or otherwise, and no contract, transaction or arrangement shall be liable to be avoided on the grounds of any director having any type of interest which is permitted under the above Resolutions.



Director