

Company No: 03868901

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

DAYLESFORD ORGANIC LIMITED

PASSED ON: 5 May 2010



The following resolutions were passed as ordinary and special resolutions on 5 May 2010 by way of written resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the Companies Act)

ORDINARY RESOLUTIONS

- 1 that the authorised share capital statement contained in the memorandum and articles of association of the Company be removed in accordance with paragraph 42 of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008,
- 2 subject to the passing of resolution 1 above and in accordance with paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860) that the directors be given power to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities, and

SPECIAL RESOLUTION

- 3 that the directors be authorised, pursuant to section 570 of the Companies Act, to allot equity securities (within the meaning of section 560 of the Companies Act) pursuant to the authority conferred by resolution 2 above as if section 561(1) of the Companies Act did not apply to such allotment provided that (unless previously revoked, varied or renewed) this power shall expire 5 years from the date of this resolution but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in addition to all subsisting authorities, to the extent unused, and the

continuing validity and application of all such subsisting authorities shall not be affected by this resolution

Signed 

(Director or Company Secretary)