

Company number: 03874110

PRIVATE COMPANY LIMITED BY SHARES

Written resolution of MOMENTUMSERVICES LIMITED (the "Company")

02 June 2014 (the "Circulation Date")

SATURDAY



A22 *A3AZUD2R* 28/06/2014 #143
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution (the "**Resolution**") be passed as a special resolution

SPECIAL RESOLUTION

THAT:

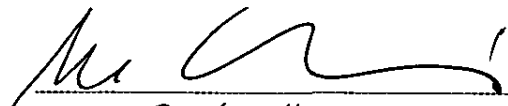
- 1 1 the existing 114,750 ordinary A shares of €1 1967 each in the capital of the Company be and are hereby redesignated as ordinary shares of €1 1967 each in the capital of the Company ("**Ordinary Shares**"), having the rights and subject to the restrictions set out in the new articles of association to be adopted by the Company pursuant to resolution 1.3 below;
- 1 2 the existing 110,250 ordinary B shares of €1 1967 each in the capital of the Company be and are hereby redesignated as Ordinary Shares, having the rights and subject to the restrictions set out in the new articles of association to be adopted by the Company pursuant to resolution 1.3 below, and
- 1 3 the articles of association set out in the document attached be and are hereby approved and adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association

AGREEMENT

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

The undersigned, being the sole member of the Company entitled to vote on the Resolution on the Circulation Date, **HEREBY IRREVOCABLY AGREE** to the Resolution being passed as a special resolution

Signed for and on behalf of
Chef Express UK Limited


Date. 02/06/14

IMPORTANT NOTES

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company's registered office, marked for the attention of the directors of the Company
- 2 If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.
- 4 Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolution, to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before that 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.
- 6 A copy of the Resolution has been sent to the Company's auditors.

Company number: 03874110

PRIVATE COMPANY LIMITED BY SHARES

Class consent of MOMENTUMSERVICES LIMITED (the "Company")

02 June 2014 (the "Circulation Date")

Pursuant to section 630(4)(a) of the Companies Act 2006, we, the undersigned, being the sole holder of ordinary A shares in the capital of the Company, hereby consent to the following matters (the "**Consent Matters**")

ORDINARY A SHARES CLASS CONSENT

THAT:

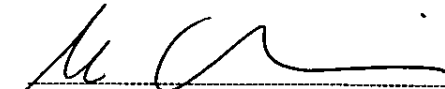
- 1.1 the existing 114,750 ordinary A shares of €1 1967 each in the capital of the Company being redesignated as ordinary shares of €1 1967 each in the capital of the Company ("**Ordinary Shares**"), having the rights and subject to the restrictions set out in the new articles of association to be adopted by the Company (as described at paragraph 1.3 below),
- 1.2 the existing 110,250 ordinary B shares of €1 1967 each in the capital of the Company being redesignated as Ordinary Shares, having the rights and subject to the restrictions set out in the new articles of association to be adopted by the Company (as described at paragraph 1.3 below),
- 1.3 the articles of association set out in the document attached being adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association; and
- 1.4 any variation of the rights attaching to the ordinary A shares in the capital of the Company arising as a result of, or in connection with, the foregoing

AGREEMENT

Please sign below to signify your agreement to the Consent Matters

The undersigned, being the sole holder of ordinary A shares in the capital of the Company on the Circulation Date, **HEREBY IRREVOCABLY CONSENT** to the Consent Matters

**Signed for and on behalf of
Chef Express UK Limited**


Date 02/06/14

Company number: 03874110

PRIVATE COMPANY LIMITED BY SHARES

Class consent of MOMENTUMSERVICES LIMITED (the "Company")

02 June 2014 (the "**Circulation Date**")

Pursuant to section 630(4)(a) of the Companies Act 2006, we, the undersigned, being the sole holder of ordinary B shares in the capital of the Company, hereby consent to the following matters (the "**Consent Matters**")

ORDINARY B SHARES CLASS CONSENT

THAT:

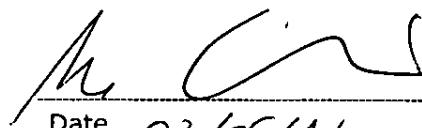
- 1 1 the existing 114,750 ordinary A shares of €1.1967 each in the capital of the Company being redesignated as ordinary shares of €1.1967 each in the capital of the Company ("**Ordinary Shares**"), having the rights and subject to the restrictions set out in the new articles of association to be adopted by the Company (as described at paragraph 1.3 below),
- 1 2 the existing 110,250 ordinary B shares of €1 1967 each in the capital of the Company being redesignated as Ordinary Shares, having the rights and subject to the restrictions set out in the new articles of association to be adopted by the Company (as described at paragraph 1 3 below),
- 1 3 the articles of association set out in the document attached being adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association; and
- 1 4 any variation of the rights attaching to the ordinary A shares in the capital of the Company arising as a result of, or in connection with, the foregoing

AGREEMENT

Please sign below to signify your agreement to the Consent Matters

The undersigned, being the sole holder of ordinary B shares in the capital of the Company on the Circulation Date, **HEREBY IRREVOCABLY CONSENT** to the Consent Matters

Signed for and on behalf of
Chef Express UK Limited


Date 02/06/14