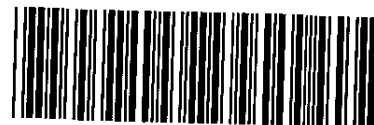


Company Number: 04352824

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**of**

WEDNESDAY



A30 \*A7610L9N\* 16/05/2018 #310  
COMPANIES HOUSE

**NORTHUMBRIAN FINE FOODS LIMITED (the "Company")**

15 May 2018 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as special resolutions (the "Resolutions"):

**Ordinary Resolutions**

**Approval of banking documents**

1. THAT the Company enters into the following documents relating to completion of the proposed sale of, in aggregate, 2,369,690 ordinary shares of £1.00 each and 400 ordinary shares of £0.005 each in the capital of the Company pursuant to a share sale and purchase agreement between (1) CriSeren Foods Limited (2) Biscuit Holding and (3) Stewart McLelland and others dated around the same date as the Resolutions:
  - 1.1 a deed releasing the chattel mortgage dated 27 November 2013 granted by the Company in favour of Close Leasing Limited;
  - 1.2 a deed releasing the all assets debenture dated 26 November 2013 granted by the Company in favour of Close Brothers Limited;
  - 1.3 a senior facilities agreement dated 28 July 2016 (as amended on 15 December 2017) between, among others, Biscuit Holding as Parent, the Original Lenders named therein and BNP Paribas as Facility Agent and Security Agent (the "Senior Facilities Agreement");
  - 1.4 an intercreditor agreement dated 28 July 2017 (as amended on 22 November 2017) between, among others, Biscuit Holding as Parent, the Original Debtors named therein and BNP Paribas as Facility Agent and Security Agent (the "Intercreditor Agreement");
  - 1.5 an accession agreement pursuant to which the Company will accede to the Senior Facilities Agreement and the Intercreditor Agreement;
  - 1.6 a security agreement to be granted by Biscuit Holding and the Company as Chargors, pursuant to the terms of the Senior Facilities Agreement, in favour of BNP Paribas as Security Agent in respect of, among other things, the shares in, bank account(s) of and intercompany receivables owed to the Company under the Senior Facilities Agreement;
  - 1.7 an intercompany debt novation agreement between (1) CriSeren, (2) the Buyer and (3) the Company, pursuant to which an intercompany debt of £333,634.00 owed by CriSeren to the Company (the "Intercompany Loan") would be novated from CriSeren to the Buyer;
  - 1.8 an intercompany loan agreement between (1) Biscuit Holding as borrower and (2) the

Company as lender to be used for the general corporate purposes of Biscuit Holding;

1.9 an intercompany loan agreement between (1) the Company as borrower and (2) Biscuit Holding as lender to be used for the repayment of certain invoice financing and hire purchase facilities entered into by the Company; and

1.10 a certificate of the Company certifying certain matters required pursuant to the Senior Facilities Agreement,

the documents described in this section 1 above together with any documents necessary or desirable or relating thereto being the "Finance Documents".

2. THAT the directors of the Company have authority to approve the terms of, and the transactions contemplated by, the Finance Documents and any related document.

3. THAT the entry by the Company into the proposed transactions substantially on the terms set out in the Finance Documents (including giving the guarantee and security) is in the best interests of the Company's business and will promote the success of the Company for the benefit of its members as a whole.

4. That these Resolutions have effect notwithstanding any provision of the Company's articles of association.

### **Special Resolutions**

#### **Amendment to articles of association (the "Articles")**

5. THAT the Articles of the Company be amended by:

(A) replacing the existing wording of article 22 with the words: "*Regulation 24 of Table A shall not apply to the Company*";

(B) deleting article 5(i); and

(C) deleting article 4(i).

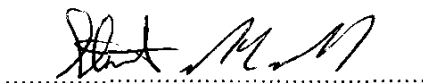
6. THAT the existing Articles be renumbered accordingly.

### **Important**

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

The undersigned, being the sole member of the Company entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Signed:



Stewart McLelland, director on behalf of **CriSeren Foods Limited**

Date: 15 May 2018

## **Notes**

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering it to the director of the Company.
2. If you do not agree with 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 sufficient agreement has been received for the Resolutions to pass, it will lapse on the twenty eighth (28<sup>th</sup>) day after the Circulation Date. If you agree to the Resolutions, please ensure that your agreement reaches the Company before or by this date.