

SPECIAL RESOLUTION

of

Brake Bros Finance Limited (the "Company")

A PRIVATE COMPANY LIMITED BY SHARES

Passed on 6 December 2007

Notice is hereby given that on 6 December 2007 the following Special Resolution was duly passed as a written resolution of the Company.

SPECIAL RESOLUTION

1 Approval of financial assistance

1 1 **IT IS RESOLVED THAT** the Company subject to compliance with sections 155 - 158 (inclusive) of the Companies Act 1985 (the "**Act**") be and is hereby authorised to give financial assistance under sections 155-158 (inclusive) of the Act to Cucina Acquisition (UK) Limited, a company incorporated in England and Wales, for the purpose of the acquisition of the entire issued share capital of Brake Bros Holding I Limited, a company incorporated in England and Wales in the form described in the statutory declarations sworn by the directors of the Company pursuant to section 155(6) of the Act on or about the date hereof

1 2 **IT IS RESOLVED THAT** Brake Bros Acquisition Limited, Brake Bros Limited, W Pauley & Co Limited, Brake Bros Foodservice Limited, Stockflag Limited, and M&J Seafood Limited (together the "**Subsidiaries**") subject to compliance with sections 155-158 (inclusive) of the Act be and are hereby authorised to give financial assistance under sections 155-158 (inclusive) of the Act to Cucina Acquisition (UK) Limited, a company incorporated in England and Wales, for the purpose of the acquisition of the entire issued share capital of Brake Bros Holding I Limited, a company incorporated in England and Wales, and of its subsidiaries in the form described in the statutory declarations sworn by the directors of the Company pursuant to section 155(6) of the Act on or about the date hereof.

1 3 Terms defined herein shall have the meaning ascribed to them in the Facilities Agreement (as defined below)

2 Approval of documents

2 1 **IT IS RESOLVED THAT** the Company approve the following documents to be entered into by the Company and/ or the Subsidiaries for which it is a holding company

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- (a) an obligor accession agreement (the “**Facilities Accession Agreement**”) to a senior facilities agreement dated 12 October 2007 and made between, inter alios, Barclays Capital (the investment banking division of Barclays Bank PLC), J.P. Morgan plc and The Royal Bank of Scotland plc as mandated lead arrangers and bookrunners, Cucina Acquisition (UK) Limited as borrower, Barclays Bank PLC as facility agent, Barclays Bank PLC as security agent and the persons named therein as lenders (the “**Facilities Agreement**”) whereby the Company and the Subsidiaries will be acceding as Additional Guarantors to the Facilities Agreement;
- (b) a security accession deed (the “**Security Accession Deed**”) to a debenture dated 12 October 2007 and granted by Cucina Acquisition (UK) Limited as Original Chargor in favour of Barclays Bank PLC in its capacity as Security Agent (the “**Debenture**”), whereby the Company and the Subsidiaries will be acceding as Chargors (as such term is defined in the Debenture) to the Debenture,
- (c) an obligor accession deed (the “**Intercreditor Accession Deed**”) to an intercreditor agreement dated 12 October 2007 and made between, inter alios, Barclays Bank PLC as facility agent for the senior lenders, Barclays Bank PLC, J.P. Morgan Chase Bank, N A and The Royal Bank of Scotland plc as senior lenders, Cucina Acquisition (UK) Limited in its capacity as original obligor under the Facilities Agreement, Cucina Finance (UK) Limited, Cucina Acquisition (UK) Limited as an intra-group lender and Barclays Bank PLC as security agent for the secured parties (the “**Intercreditor Agreement**”) whereby the Company and the Subsidiaries will be acceding as Obligor to the Intercreditor Agreement,
- (d) in respect of Brake Bros Limited solely, an intercompany loan agreement between Cucina Acquisition (UK) Limited and Brake Bros Limited (the “**Intercompany Loan**”),
- (e) in respect of Brake Bros Limited solely, a mortgage of the real property more particularly described therein in favour of Barclays Bank PLC in its capacity as Security Agent (the “**BBL Mortgage**”);
- (f) in respect of Brake Bros Foodservice Limited solely, a standard security of the real property located at Inchinnan Road, Bellshill as more particularly described therein in favour of Barclays Bank PLC in its capacity as Security Agent (the “**BBFL Standard Security 1**”),
- (g) in respect of Brake Bros Foodservice Limited solely, a standard security of the real property located at Mossbell Road, Bellshill as more particularly described therein in favour of Barclays Bank PLC in its capacity as Security Agent (the “**BBFL Standard Security 2**”),
- (h) in respect of Brake Bros Limited solely, a standard security of the real property located at Broxburn, Midlothian as more particularly described therein in favour of Barclays Bank PLC in its capacity as Security Agent (the “**BBL Standard Security**”),

- (i) in respect of M&J Seafood Limited solely, a mortgage of the real property more particularly described therein in favour of Barclays Bank PLC in its capacity as Security Agent (the "**M&J Mortgage**"), and
- (j) in respect of W Pauley & Co Limited solely, a mortgage of the real property more particularly described therein in favour of Barclays Bank PLC in its capacity as Security Agent (the "**WP&Co Mortgage**"),

(together the "**Financial Assistance Documents**").

2 2 IT IS FURTHER RESOLVED THAT the Company approve

- (a) any other documents ancillary to, or in connection with, the Financial Assistance Documents or the transactions contemplated thereby, including any amendment that may have been made thereto and without limitation, any intra-group loans which may be put in place between the Company and/or the Subsidiaries and any other member of the Group to service debt payments and any working capital requirements of the Group or any member of the Group; and
- (b) any fees or expenses reasonably incurred and documented in connection with the transaction