

Company No. 04562599

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

of

**Marlow Foods Holdings Limited**

(passed on **2 MAR 2009** 2009)

FRIDAY



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COMPANIES HOUSE

We, the undersigned, being all the members of Marlow Foods Holdings Limited (the "**Company**") who, at the date of this resolution have the right to attend and vote at an Extraordinary General Meeting of the Company, resolve, in accordance with Chapter 2 of Part 13 of the Companies Act 2006, as follows and agree that the following resolutions shall for all purposes be as valid and effective as if they had been passed as resolutions at an Extraordinary General Meeting of the Company duly convened and held:

**THAT**, pursuant to a supplemental agreement with an amended and restated credit agreement dated on or about the date hereof to amend and restate a facilities agreement dated 3 December 2006 (as amended by a supplemental agreement dated 5 December 2006 and as amended and restated on 22 December 2006, 16 March 2007, 29 June 2007 and 28 February 2008) (the "**Existing Facilities Agreement**") and made between, among others, Premier Foods plc, Premier Foods Investments Limited the Obligors listed therein and Lloyds TSB Bank plc as Facility Agent and Security Trustee and the other financial institutions listed therein as original lenders (the "**Supplemental Agreement**"), the terms of and transactions contemplated by the Finance Documents (as defined in the Supplemental Agreement) to which the Company is a party, the execution and delivery of each of the Finance Documents and the performance by the Company of its obligations under the Finance Documents to which the Company is a party be approved.

**THAT**, the giving of the guarantee by the Company is in the best interests of the Company's business and the entry into by the Company of the proposed transactions substantially on the terms set out in the Facilities Agreement will promote the success of the Company for the benefit of its members as a whole.

**THAT**, these resolutions have effect notwithstanding any provision of the Company's articles of association.

**THAT**, the directors have the authority to approve the terms of and transactions contemplated by the Supplemental Agreement, any other Finance Document and any related agreement.

Copies of each of the Finance Documents were available for inspection.

### AGREEMENT OF ELIGIBLE MEMBER

The undersigned, being the sole eligible member on **2 MARCH 2009** the  
("circulation date"), irrevocably agrees to the resolution set out above:

Signed by

  
.....  
Premier Financing Limited

Date: **2 MARCH 2009**

The sole eligible member must signify its agreement to the proposed resolution as follows: by delivering a signed copy to Paul Leach c/o Premier House, Centrium Business Park, Griffiths Way, St Albans, Herts, AL1 2RE. The sole eligible member must signify its agreement to the proposed resolution within the period of 28 days from and including the circulation date. The proposed resolution will lapse if it is not passed by the end of that 28 day period.