

Company Number 04966641

Latimer Acquisitions Limited

(the "Company")

**SOLE MEMBER'S WRITTEN RESOLUTION**

9 January 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 resolution is passed as a special resolution (the "**Resolution**");

**ORDINARY RESOLUTIONS**

1. THAT the directors be and are generally and unconditionally authorised for the purpose of section 551 Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company up to an aggregate nominal amount of GBP 114,071,377 for a period expiring 5 years from the date of this resolution save that the Company may before expiry of this authority make an offer or agreement which would or might require shares to be allotted after such expiry and the directors may allot shares in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.
2. THAT, upon the recommendation of the directors:
  - (a) the sum of GBP 114,071,377 (being the amount standing to the credit of the 'revaluation reserve' in the books of the Company) be capitalised;
  - (b) the directors be and are hereby authorised and directed to appropriate the said sum to the sole member of the Company;
  - (c) that sum be applied on its behalf in paying up in full at par 114,071,377 ordinary shares of GBP 114,071,377 each to rank pari passu in all respects with the ordinary shares now in issue; and
  - (d) to allot and distribute those shares credited as fully paid at par to the sole member.

Please read the Notes at the end of this document before signifying your agreement to the Resolution below.

**BY ORDER OF THE BOARD**

.....  
Director

THURSDAY



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COMPANIES HOUSE

## AGREEMENT

I/WE THE UNDERSIGNED, being the sole member of the Company on the Circulation Date,  
HEREBY IRREVOCABLY AGREE to the Resolution.



Name: Sally Abbott

acting as the duly authorised signatory  
for and on behalf of  
**Latimer Group Limited**

Dated: 9 January 2018

## NOTES

1. To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company by attaching a scanned copy of the signed document to an e-mail and sending it to CDT@weetabix.com.
2. Once you have signified your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by the date that is 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse.
5. A copy of the solvency statement made by the directors of the Company in accordance with section 643 Companies Act 2006 for the purposes of the reduction of share capital to be effected by the passing of the Resolution has been sent or submitted to you prior to the Circulation Date.
6. 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.
7. A copy of this document was sent to the Company's auditors, PricewaterhouseCoopers LLP, on the Circulation Date.