
Company Name: **Bakkavor China Limited**
(the "Company")

Company Number: **05661425**

WRITTEN RESOLUTIONS

proposed pursuant to Chapter 2 of Part 13 of the Companies Act 2006

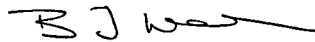
Circulation Date: 13 December 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution contained on **PAGE 2** of this document be passed as a special resolution within the meaning of section 283 Companies Act 2006.

Please read the important notes contained on PAGE 3 of this document before signifying your agreement to the special resolution.

There is enclosed with this document a solvency statement under section 643 Companies Act 2006 made by the directors of the Company on 13 December 2023 for the purposes of section 642 Companies Act 2006.

Dated: 13 December 2023



.....
Director

Registered Office: Fitzroy Place 5th
Floor
8 Mortimer Street
London
England, W1T 3JJ

SPECIAL RESOLUTION

1. **THAT** forthwith upon this resolution becoming effective under section 644(4) Companies Act 2006:
 - a. the share capital of the Company be reduced by the sum of £4,112 by cancelling and extinguishing 4,112 of the 4,113 issued and fully paid up ordinary shares of £1 each in the capital of the Company, with the aggregate reserve arising being treated for the purposes of Part 23 of the Companies Act 2006 as realised profit in accordance with article 3(2) of the Companies (Reduction of Share Capital) Order 2008 (SI/2008/1915); and
 - b. the share premium account of the Company be cancelled in its entirety, namely by the sum of £91,300,178.54 with the amount so cancelled being treated for the purposes of Part 23 of the Companies Act 2006 as realised profit in accordance with article 3(2) of the Companies (Reduction of Share Capital) Order 2008 (SI/2008/1915).

IMPORTANT NOTES

- 1 If you agree with the special resolution contained on **PAGE 2** of this document, please indicate your agreement by signing and dating this document where indicated below on **PAGE 4** and returning it to the Company using one of the following methods:
 - (a) **By hand:** delivering the signed copy to ASA1 at Gowling WLG (UK) LLP, Two Snowhill, Birmingham, B4 6WR.
 - (b) **By post:** returning the signed copy by post to ASA1 at Gowling WLG (UK) LLP, Two Snowhill, Birmingham, B4 6WR.
 - (c) **By e-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to: amar.adata@uk.gowlingwlg.com. Please enter "**Written Resolutions - Reduction**" in the e-mail subject box.
 - (d) **By Adobe Sign or DocuSign:** via the link received to signify your agreement in this way or by returning this document through the electronic platform of Adobe Sign or DocuSign (as applicable). This would usually be automatic following you completing the electronic signing process.
- 2 If you do not agree to the special 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 special resolution, you may not revoke your agreement.
- 4 Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the special resolution to pass, it will lapse. If you agree to the special resolution, please ensure that your agreement reaches us before or during this date. However, please note that unless the special resolution is passed before 27 December **2023**, the reduction in the Company's share capital and share premium account resolved on by the special resolution will not take effect.
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 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 other authority when returning this document.

AGREEMENT

*Please read the important notes on **PAGE 3** of this document before signifying your agreement to the special resolution set out on **PAGE 2** of this document*

The undersigned, being the persons entitled to vote on the special resolution on 13 December 2023 hereby irrevocably agree to the special resolution contained on **PAGE 2** of this document.

Name	Date	Signature
Director, for and on behalf of Bakkavor Limited	13 December 2023	