

Company number 06296678

**PRIVATE COMPANY LIMITED BY SHARES**

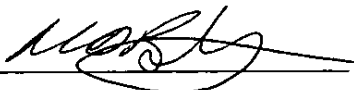
**WRITTEN RESOLUTIONS OF**

**CUCINA HOLDINGS (UK) LIMITED (the "Company")**

On 20 December 2016, the following written resolutions were passed as special resolutions in respect of resolutions 1, 2 and 3 and in accordance with Chapter 2 of Part 13 of the Companies Act 2006

**SPECIAL RESOLUTIONS**

- 1 That
  - (a) the directors are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("**Rights**") up to a maximum total nominal amount of £5, and
  - (b) this authority expires five years from the date on which this resolution is passed but that the Company may make offers or agreements before this authority expires which would or might require shares to be allotted, or Rights to be granted, after the authority expires and the directors may allot shares and grant Rights pursuant to any of those offers or agreements as if this authority had not expired
- 2 That the directors have the power given by section 550 of the Companies Act 2006
- 3 That
  - (a) the issued share capital of the company be reduced from £20,680,980 to £1 by cancelling all but one of the issued ordinary shares of £1 00 each in the Company, each of which is fully paid up (the "**Issued Share Capital Reduction**")
  - (b) the share premium account of the Company be reduced from £849,163,786 70 to £nil (the "**Share Premium Capital Reduction**" and, together with the Issued Share Capital Reduction, the "**Capital Reduction**"),
  - (c) the proceeds from the Capital Reduction be treated as a creation of distributable reserves of the Company, and
  - (d) the directors are authorised to take all steps necessary or desirable to implement the Capital Reduction

  
 Director/Secretary

