

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

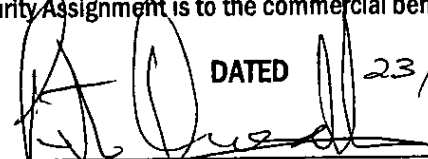
OAK FARM FOODS LIMITED

(Company Number 02068005)

Written resolution of the Company pursuant to Chapter 2 Part 13 Section 288 of the Companies Act 2006 ("Act") proposed by the directors of the Company as a special resolution detailed below and first circulated to all the members/sole member of the Company at The Maudlins, Naas, Co. Kildare on the day of
2012 (the "Circulation date"):

1. THAT the terms of and the transactions contemplated by a deed of amendment, restatement and confirmation to be entered into by, amongst others, the Company, Danske Bank A/S Irish Branch and Danske Bank A/S London Branch (the "DARC"), a copy of which was delivered to us, are hereby approved and the Company be and hereby is authorised to execute the DARC, with such amendments and modifications as persons authorised to execute the DARC may approve, on or about the date of these resolutions;
2. THAT the terms of and the transactions contemplated by a security assignment to be entered into by, amongst others, the Company, Danske Bank A/S Irish Branch and Danske Bank A/S London Branch (the "Security Assignment"), a copy of which was delivered to us, are hereby approved and the Company be and hereby is authorised to execute the Security Assignment, with such amendments and modifications as persons authorised to execute the Security Assignment may approve, on or about the date of these resolutions;
3. THAT the Company be and is hereby authorised to execute any other documents and to do all other acts or things as may be necessary to give effect to the DARC or the Security Assignment or which might otherwise be desirable in connection therewith;
4. THAT the execution, delivery and performance of the DARC or the Security Assignment and any further documents and the assumption of its obligations thereunder are in the best interests of the Company and the approval of the Company to enter into the DARC or the Security Assignment and any further documents is given and authorised, and
5. THAT the entry by the Company into the proposed transactions substantially on the terms of the DARC or the Security Assignment is to the commercial benefit and advantage of the Company.

SIGNED:

 **DATED** 23 / 11 / 2012
For and on behalf of Dawn Fresh Foods Limited

SATURDAY



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01/12/2012

COMPANIES HOUSE

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