

**THE COMPANIES ACT 2006**

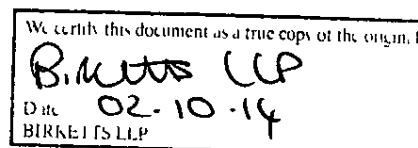
**PRIVATE COMPANY LIMITED BY SHARES**

**A L LEE & SONS (PRODUCE) LIMITED**

(a company registered in England no 08383643)

("the Company")

**WRITTEN RESOLUTIONS  
OF  
MEMBERS**



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are hereby passed as special resolutions ("the Resolutions"), the signatories hereto acknowledge that copies of the documents referred to herein were submitted to them at or before the time this proposed resolutions were submitted to them

**SPECIAL RESOLUTIONS**

1 That, notwithstanding the interests of the directors of the Company, it was resolved that a cross guarantee in favour of National Westminster Bank Plc (the "Bank") in respect of the liabilities now and hereafter due, owing or incurred by A L Lee & Sons (Marketing) Limited ("Marketing") and A L Lee Farming Company ("Farming") (each being a company which is wholly owned by the directors of the Company) (the "Guarantee") be approved 13

2 That a term loan facilities of £20,000,000 to Farming (the "Loan Agreement") and a group overdraft facility of £5,000,000 (provided that net drawings are never more than £3,000,000) to the Company, Farming and Marketing (the "Overdraft Facility") be approved.

3 That any two directors or any one director and the company secretary or any one director in the presence of a witness be authorised to execute the form of Guarantee as a deed (with such amendments thereto as they in their absolute and unfettered discretion shall think fit)

4 That any director be authorised to execute the Loan Agreement and Overdraft Facility (with such amendments thereto as they in their absolute and unfettered discretion shall think fit).



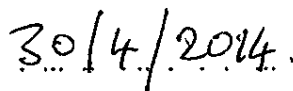
## AGREEMENT TO THE WRITTEN RESOLUTIONS

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, being all persons entitled to vote on the Resolutions on the circulation date set out above, hereby irrevocably agree to the passing of the Resolutions



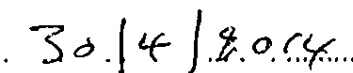
Signed by  
**ANTHONY LEE**



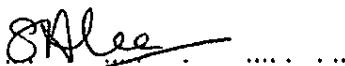
Date of signature



Signed by  
**BARBARA LEE**



Date of signature



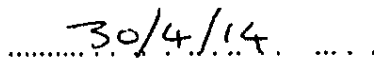
Signed by  
**STEPHEN LEE**



Date of signature



Signed by  
**ROBERT LEE**



Date of signature

Signed by  
**SARAH PARRY**

Date of signature

# **AGREEMENT TO THE WRITTEN RESOLUTIONS**

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being all persons entitled to vote on the Resolutions on the circulation date set out above, hereby irrevocably agree to the passing of the Resolutions.

Signed by  
**ANTHONY LEE**

Date of signature

Signed by  
**BARBARA LEE**

Date of signature

Signed by  
**STEPHEN LEE**

Date of signature

Signed by  
**ROBERT LEE**

Date of signature

  
Signed by  
**SARAH PARRY**

2-5-14  
Date of signature

**NOTES:**

- 1 You can choose to agree to the Resolutions or not. If you wish to agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company at the Company's registered office. Submitting the document by electronic means will be ineffective.

If you do not agree to the Resolutions you need not do anything. You will not be deemed to agree if you fail to respond.

- 2 Once you have indicated your agreement to the Resolutions you may not revoke your agreement.

- 3 Unless by the end of the period of 28 days beginning with the date on which the resolutions are circulated sufficient agreement has been received for the Resolutions to be passed they will lapse.