

Company Number: 05160050

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

PREMIER FOODS PLC (the "Company")

Passed on Wednesday 23 March 2011

At a general meeting of the above-named Company, duly convened and held on Wednesday 23 March 2011, the following Resolution was duly passed as an Ordinary Resolution

ORDINARY RESOLUTION

THAT the disposal of the canned grocery operations and related Assets of Premier Foods plc and its subsidiaries and subsidiary undertakings (the "Disposal"), as described in the circular to shareholders of the Company dated 7 March 2011 (the "Circular") on the terms and subject to the conditions of a business sale agreement (the "Sale Agreement") dated 7 February 2011 between Premier Foods Group Limited, Premier Foods plc and Princes Limited (a summary of which is set out in Part III of the Circular), with or without any variation (not constituting any material change to the terms of the Disposal) to those terms of the Sale Agreement which relate to the condition precedent to closing summarised in section 3(c) of Part III of the Circular, as the parties to such Sale Agreement may deem or have deemed expedient for the purpose of facilitating clearance, satisfaction, or waiver under the appropriate competition law regime, and all agreements referred to in paragraph 9 of Part III of the Circular and all other agreements to be entered into by Premier Foods plc and/or any of its subsidiaries and/or subsidiary undertakings pursuant to such Sale Agreement, is hereby approved for the purposes of Chapter 10 of the Listing Rules of the Financial Services Authority and that each and any of the directors and the secretary of the Company (or a duly authorised committee of the directors) are hereby authorised to conclude and implement the Disposal in accordance with such terms and conditions and to make such amendments, modifications, variations, waivers and extensions of any of the terms of the Disposal as the directors, secretary or any such committee of the directors may deem necessary, expedient or appropriate (provided such amendments, modifications, variations, waivers and extensions are not of a material nature) and to any documents and arrangements connected with the Disposal as they may in their absolute discretion think necessary or desirable.



Chairman of the Meeting