

Company No. 05160050

Ordinary Resolution

of

Premier Foods plc


("Premier Foods" or the "Company")

Passed on 25 October 2012

The following ordinary resolution was passed at a general meeting of Premier Foods held at 9.00 a.m. on Thursday 25 October 2012 at the London Hilton on Park Lane, 22 Park Lane, London W1K 1BE:

Ordinary Resolution

"THAT the disposal of the Business (the "Disposal") as described in the circular to shareholders of the Company dated 28 September 2012 (the "Circular") on the terms and subject to the conditions of a sale and purchase agreement dated 22 August 2012 between, amongst others, Premier Foods Goods Limited, the Company and The Hain Celestial Group, Inc. 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 or any such committee 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."



Andrew McDonald
General Counsel and Company Secretary