

Company No. 05160050

Ordinary Resolution

of

Premier Foods plc

("Premier Foods" or the "Company")

Passed on 18 December 2012

The following ordinary resolution was passed at a general meeting of Premier Foods held at 9.00 a.m. on Tuesday 18 December 2012 at Premier House, Centrium Business Park, Griffiths Way, St. Albans, Hertfordshire, AL1 2RE:

Ordinary Resolution

"THAT the disposal of the Business (the Disposal), as described in the circular to shareholders of the Company dated 30 November 2012 (the Circular) on the terms and subject to the conditions of a business sale and purchase agreement dated 30 October 2012 between Premier Foods Group Limited, the Company, Nakano UK Vinegar Limited and Nakano UK Holding Limited (a summary of which is set out in Part III of the Circular), 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 and conditions 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 such persons may in their absolute discretion think necessary, expedient, appropriate or desirable."



Michael Clarke
Chief Executive Officer