

TRUSTEE RESOLUTION

Background

1. Gemini Pet Foods Pension Scheme (in this Resolution called the 'Scheme') is a pension scheme established and governed by a SunTrust Plan inaugurated on 21 March 1990, and all subsequent amending deeds and documentation (in this Deed called the 'Existing Provisions').
2. The Trustees wish to open a share dealing account with Interactive Investor on Exchange Court, Duncombe St, Leeds LS1 4AX, United Kingdom.
3. The Trustees are required to appoint an Independent Trustee as a condition of the account opening process.
4. 2.1 of the Scheme Rules state that The Trustees may by Deed or Resolution:
 - 2.1.1 appoint any person to act as a new or additional Trustee; and
 - 2.1.2 remove any person who is a Trustee from acting as a Trustee whether or not another person is appointed as a replacement Trustee.
- 2.3 There is no minimum or maximum number of Trustees.

The Trustees RESOLVE THAT:

1. Cranfords Trustees Limited registered office is situate at International House, Constance Street, London,, Constance Street, London, England, E16 2DQ shall be appointed from the date of this Resolution to be an Independent Trustee of the Scheme.
2. Cranfords Trustees Limited shall and agrees to be bound by the Trust and the Rules of the Scheme.

Each party irrevocably agrees that the courts of England and Wales shall have exclusive jurisdiction to settle any dispute or claim arising out of or in connection with this deed or its subject matter or formation (including non-contractual disputes or claims).

Electronic signatures adopted in accordance with Electronic Signatures Regulation 2002 (SI 2002 No. 318), whether digital or encrypted, by any and all the parties included in this document are intended to authenticate this document and shall have the same force and effect as manual signatures.

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SIGNED BY

John Heather

Mitsuko Heather

Cranfords Trustees Limited

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2. The Trustees wish to open a share dealing account with Interactive Investor on Exchange Court, Duncombe St, Leeds LS1 4AX, United Kingdom.
3. The Trustees are required to delegate the trading of the account to one of the Trustees.

The Trustees RESOLVE THAT:

1. 4.2 of the Scheme Rules provides that the Trustees may delegate or authorise sub-delegation of any of their powers, rights, discretions and duties to any one or more of themselves, other person, body or Participating Employer and the Trustees are not liable for any losses arising as a consequence.
2. The Trustees delegate the trading and day to day management of share dealing with Interactive Investors to John Heather.
3. No Trustee shall be liable for any losses, errors, acts or omissions undertaken in the performance of trading activities.
4. Investment Decision making is delegated to the member trustees of the Scheme from time to time.

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