

MINUTES
of the
ANNUAL GENERAL MEETING
of
COMMUNITY FOODS GROUP LIMITED
on Tuesday 20 April 2010 at 10am
at
Hilton Watford Hotel, Elton Way, Watford WD25 8HA

PRESENT

Members:

Mr DR Evans	Director
Mr DG Lewis	Director
Mr M Howells	
Mr RJ Morgan	
Mr A Lauchlan	

Non-members:

Mr J Gibson	Director & Chairman
Mr M Rome	Director
Mr C Warner	Director
Mr DAG Lewis	Director
Ms J Jacob	Community Foods Ltd
Mr J Sherwood	Company Secretary
Mr B Cox	Neville Registrars Ltd
Mr G Cox	Neville Registrars Ltd

Apologies

Mr W Henry	Director
Mr WJ Bennett	Member

The Chairman declared the meeting open.

The Company Secretary confirmed that the requisite notice of the meeting had been given to members and that a quorum was present.

The Chairman welcomed the members attending and introduced the other Directors, and the representatives from Neville Registrars Ltd. He explained the format of the meeting and outlined the changes to the Board since the last meeting, the financial effect of the Milk Pension Fund and business performance during 2009/10.

The Chairman explained that members would now be asked to consider in turn each of the resolutions contained in the notice of the meeting and vote on a show of hands:

1. Report and Accounts for the year ended 31 March 2009

On a show of hands, members voted unanimously to receive the audited annual accounts and the reports of the directors and auditors for the year ended 31 March 2009.

2. Re-appointment of Bill Henry as Director of the Company

On a show of hands, members voted unanimously to re-appoint Bill Henry as director.

3. Re-appointment of Martin Rome as Director of the Company

On a show of hands, members voted unanimously to re-appoint Martin Rome as director.

4. Re-appointment of Clive Warner as Director of the Company

On a show of hands, members voted unanimously to re-appoint Clive Warner as director.

5. Re-appointment of David AG Lewis as Director of the Company

On a show of hands, members voted unanimously to re-appoint David AG Lewis as director.

6. Re-appointment of Grant Thornton UK LLP as Auditors of the Company and to authorise the Directors to determine their remuneration

On a show of hands, members voted unanimously in favour of the resolution to re-appoint Grant Thornton as Auditors and to authorise the Directors to determine their remuneration

Liability of Auditors for Statutory Audit Services

7. On a unanimous show of hands, members resolved that the liability limitation agreement produced to the AGM and initialled by the chairman of the AGM for the purpose of identification for the financial period beginning 1 April 2008 between the Company and Grant Thornton UK LLP be and is hereby approved.

8. On a unanimous show of hands, members resolved that the principal terms (as defined in section 536(4) of the Companies Act 2006 (the “**Act**”)) produced to the AGM and initialled by the chairman of the AGM for the purpose of identification of a liability limitation agreement (as defined in section 534 of the Act) for the financial period beginning 1 April 2009 proposed to be entered into between the Company and Grant Thornton UK LLP be and are hereby approved.

Authorisation of Conflicts of Interest

9. On a unanimous shows of hands, members resolved that pursuant to paragraph 47(3)(b) of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007, (SI 2007/3495), the directors be and are hereby given authority to authorise matters giving rise to an actual or potential conflict of interest for the purposes of section 175 of the Act.

Authority to Allot Shares

10. On a unanimous show of hands, members resolved that the directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of

the Act to exercise all the powers of the Company to allot shares or rights to subscribe for or convert any security into shares of the Company, up to an aggregate nominal value of £9,850,255, such authority to expire on the day preceding the fifth anniversary of the date that this resolution is passed, provided that the Company may make any offer or agreement during the continuance of this authority (as originally granted or from time to time reviewed) which would or might require shares to be allotted, and/or rights to subscribe for or convert any security into shares to be granted, after its expiry.

Disapplication of Pre-Emption Rights

11 On a unanimous show of hands, members resolved that, having passed resolution 10, the directors be and are hereby generally empowered pursuant to section 571 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 10 as if section 561 of the Act did not apply to the allotment, such power to:

- i) expire on the day preceding the fifth anniversary of the date that this resolution is passed, provided that the Company may make any offer or agreement during the continuance of this authority (as originally granted or from time to time reviewed) which would or might require equity securities to be allotted after its expiry; and
- ii) be limited to the allotments of equity securities for cash up to an aggregate nominal amount of £9,850,255.

The Chairman confirmed that the necessary voting majorities had been obtained to pass all the resolutions. A summary of proxy votes available at the meeting in the event of a poll being needed are filed with these minutes.

In concluding the meeting, the Chairman thanked members for attending and declared the meeting closed at 10.20am.