

TUESDAY THE 14th DAY OF DECEMBER 2021

BEFORE MR JUSTICE O'MOORE

IN THE MATTER OF AN APPLICATION UNDER

SECTION 85 OF THE COMPANIES ACT 2014

AND IN THE MATTER OF

ROEBUCK FOOD GROUP PUBLIC LIMITED COMPANY

(FORMERLY NORISH PUBLIC LIMITED COMPANY)

APPLICANT

The application grounded on the Originating Notice of Motion filed on the 24th day of November 2021 (**the Application**) on behalf of Roebuck Food Group PLC (**the Company**) coming on for hearing before the Court on the 14th day of December 2021 pursuant to the order dated the 29th day of November 2021 in the presence of Counsel for the Company.

Whereupon and reading the said Originating Notice of Motion, the Grounding Affidavit of Kieran Mahon sworn on the 23rd day of November 2021 and exhibits thereto and the affidavit of Paul Egan sworn on the 23rd day of November 2021 referring to the advertisement of the Originating Notice of Motion and of the Company's intention to apply to this Court for an order confirming the Application in the Irish Times newspaper, the Supplementary Affidavit of Kieran Mahon sworn on the 10th day of December 2021 and exhibit thereto referring to the advertisement of the hearing of the Originating Notice of Motion and of the date and time appointed for the hearing of the Originating Notice of Motion published on the Company's websites, the Supplementary Affidavit of Paul Egan sworn on the 10th day of December 2021 and exhibit thereto giving notice of the Application and of the said date and time of the hearing

THE HIGH COURT

And upon hearing the oral submissions of Counsel for the Company on the Application.

IT IS ORDERED, pursuant to sections 84 and 85 of the Companies Act 2014 (as amended), and pursuant to the special resolution of the shareholders of the Company passed on the 22nd day of November 2021, that the Company's company capital be reduced by reducing the amount standing credited to undenominated capital consisting of share premium of Stg£7,321,155, a capital conversion reserve fund of €33,350.20 and other undenominated capital of €6,765,835.05 and that the reserve resulting from the reduction shall be treated as profits available for distribution within the meaning of section 117 of the Companies Act 2014.

AND THE COURT DOTH DIRECT that pursuant to section 85(5) of the Companies Act 2014 the provisions of section 85(4) of the Companies Act 2014 shall not apply as regards any of the classes of creditors of the Company.

AND THE COURT DOTH APPROVE the Minute set forth in Schedule 1 hereto.

AND IT IS ORDERED that this Order be produced to the Registrar of Companies and that a copy thereof be delivered to him together with a copy of said minute within 14 days of the perfection of this Order.

AND THE COURT DOTH DIRECT that the Registrar of Companies register the Order made herein together with a copy of the said Minute pursuant to Section 86(1) of the Companies Act 2014.

AND IT IS ORDERED that pursuant to Section 86(3) of the Companies Act 2014, notice of the registration of the said Minute and this Order be published in the Irish Times newspaper forthwith upon the date of registration of the Order by the Registrar of Companies in the form set out in Schedule 2 hereto.

LIBERTY to apply.

THE HIGH COURT

**SARA McQUADE
REGISTRAR**

Date of Perfection: 14TH December 2021

Mason Hayes and Curran LLP
Solicitors for the Company

SCHEDULE 1

A special resolution was passed by Roebuck Food Group Public Limited Company (“the Company”) on 22 November 2021 that, subject to and with the confirmation of the Court, as provided by sections 84 and 85 of the Companies Act 2014, the Company’s company capital be reduced as follows:

- (a) subject to paragraph (b) of this resolution, that the entire amount or amounts, as at 23 November 2021, standing to the credit of undenominated capital of the company (namely the amounts standing to the credit of the share premium account, capital conversion reserve fund and amount credited to undenominated capital upon the Redemption of the Redeemable Ordinary Shares, as described in the Company’s circular to Shareholders dated 29 October 2021) be cancelled and extinguished such that the reserve resulting from such cancellation be treated as profits available for distribution as defined by section 117 of the Companies Act 2014; and
- (b) that the Directors (or any duly authorised committee thereof) be and they are hereby authorised on behalf of the Company:
 - (i) to proceed to seek the Court’s confirmation of a reduction of up to the entire amount referred to in paragraph (a) of this resolution or such lesser amount as the Directors (or any duly authorised committee thereof) may in their absolute discretion decide;
 - (ii) to do all acts and things as to the directors appear to be necessary, desirable or advisable for this purpose;
 - (iii) to determine not to proceed to seek the Court’s confirmation of the reduction of the Company’s company capital.

By Order of the High Court of Ireland made on the 14th day of December 2021 the above-mentioned reduction of undenominated capital was duly confirmed.

Accordingly, both immediately prior to and following at the date of registration of this minute:

- (A) the authorised share capital of the Company is €1,500,000 divided into 60,000,000 Ordinary Shares of €0.025 each;
- (B) the issued share capital of the Company is €751,759.45 divided into 30,070,378 Ordinary Shares of €0.025 each.

SCHEDULE 2

Roebuck Food Group plc

Confirmation of capital reduction

Roebuck Food Group plc (formerly Norish plc) (the Company) gives notice that the order of the High Court confirming the reduction in its capital resolved upon at its 22 November 2021 EGM, and the minute of capital approved by the High Court, were registered by the Registrar of Companies on ● December 2021.

Particulars of the reduction and the order are posted on the Company's website

www.roebuckfoodgroup.com.