

Advertisement published in the Irish Times newspaper on 23 November 2021  
in accordance with section 85(2) of the Companies Act 2014

**IN THE MATTER OF  
ROEBUCK FOOD GROUP PUBLIC LIMITED COMPANY  
(until 22 November 2021 registered with the name NORISH PUBLIC LIMITED COMPANY)  
AND IN THE MATTER OF  
THE COMPANIES ACT 2014**

**NOTICE IS HEREBY GIVEN** pursuant to section 85(2) of the Irish Companies Act 2014 that:

**(A)** by special resolution of the members of Roebuck Food Group public limited company (until 22 November 2021 registered with the name Norish public limited company) (the Company) , having its registered office at 6th Floor South Bank House, Barrow Street, Dublin D04 TR29, Ireland, passed on 22 November 2021, it was resolved 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.” (the **Resolution**);*

**(B)** the Board, pursuant to the authority conferred by sub paragraph (b) of the Resolution, determined on behalf of the Company to apply to the High Court for the confirmation of the reduction of the Company’s company capital by the cancellation of all the Company’s undenominated capital (consisting of a share premium account of £7,321,155, a capital conversion reserve account of €33,350.23 and other undenominated capital of €6,765,835.05);

**(C)** any member or creditor of the Company who requests a copy of the Originating Notice of Motion and Affidavits relating to the application to the High Court, and any person who requests to be notified of the date of the hearing of the application (or any change in the date of such) should contact the Company’s solicitors, Mason Hayes and Curran LLP, at the address set out below or [pegan@mhc.ie](mailto:pegan@mhc.ie), who will respond to such request(s). The Company will also publish the date of the hearing of the application (or any change in the date of such) on the Company’s websites [www.norishinvestors.com](http://www.norishinvestors.com) and [www.roebuckfoodgroup.com](http://www.roebuckfoodgroup.com) in coming weeks.

Any member or creditor of the Company or any other person having a legitimate interest therein who wishes to appear at the hearing of the Originating Notice of Motion can do so personally or be represented by a solicitor or by counsel. Any member, creditor or such person intending to so appear should inform Mason Hayes and Curran LLP in advance at the address below. If any such member, creditor or person wishes to rely on Affidavit evidence, such Affidavit should be filed and served upon Mason, Hayes and Curran LLP at the address set out below in advance of the hearing.

Dated: 23 November 2021

Signed: MASON HAYES & CURRAN LLP

Solicitors for the Company.

South Bank House, Barrow Street, Dublin D04 TR29, Ireland