

## SCHEDULE 9

### Form of Compliance Certificate

To: KBC Bank NV as Agent  
From: La Lorraine Bakery Group NV

Dear Sirs

**La Lorraine Bakery Group NV – EUR 125,000,000 Facilities Agreement  
dated [23] December 2013 (the "Agreement")**

1. We refer to the Agreement. This is a Compliance Certificate. Terms defined in the Agreement have the same meaning when used in this Compliance Certificate unless given a different meaning in this Compliance Certificate.

2. We confirm that as at June 30<sup>th</sup>, 2014:

The Consolidated Tangible Net Worth is 124.998.000 euro (clause 21.3) ;

and

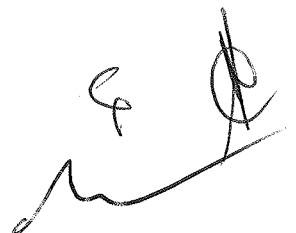
The Consolidated EBITDA was 71.169.000 euro and the Consolidated Net Senior Debt was 142.214.000 euro; therefore, the ratio of Consolidated Net Senior Debt to Consolidated EBITDA is 2,00 (clause 21.4)

and

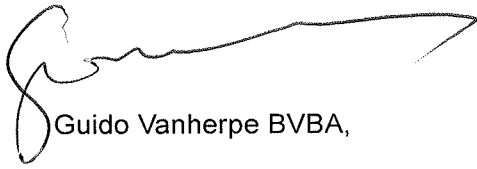
The Consolidated Turnover realised by the 'Guarantor companies' is 95,9% of the Total Consolidated Turnover (clause 21.6)

3. We confirm that we comply with Clause 21.3 (*Consolidated Tangible Net Worth*), Clause 21.4 (*Senior Leverage*) and Clause 21.6 (*Guarantor cover*).

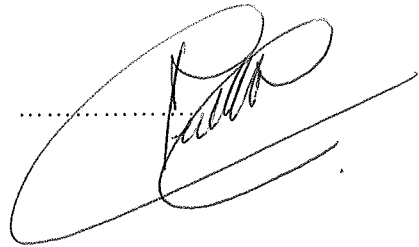
4. We confirm that as at 30/06/2014 no Default is outstanding.

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke at the bottom.

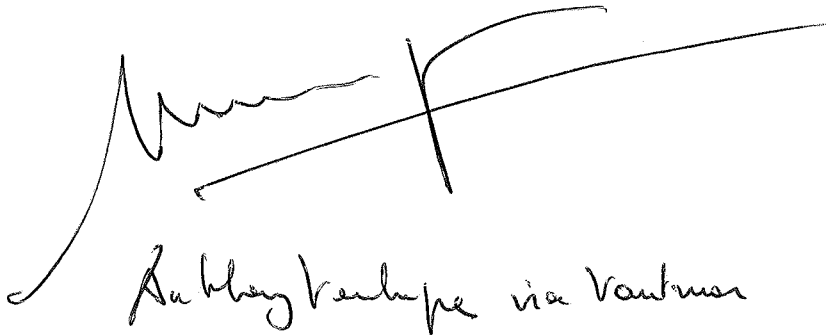
Signed: .....



Guido Vanherpe BVBA,  
Represented by Guido Vanherpe  
Managing Director of  
La Lorraine Bakery Group NV



L&A Business Consult BVBA  
Represented by Luc Verhasselt  
CFO of La Lorraine Bakery Group NV



Anthony Verheye via Vantura