

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 30th, 2015:

The Consolidated Tangible Net Worth is 140.765.000 euro (clause 21.3) ;

and

The Consolidated EBITDA was 77.280.000 euro and the Consolidated Net Senior Debt was 155.676.000 euro; therefore, the ratio of Consolidated Net Senior Debt to Consolidated EBITDA is 2,01 (clause 21.4)

and

The Consolidated Ebitda realised by the 'Guarantor companies' is 97.5% of the Total Consolidated Ebitda (clause 21.6)

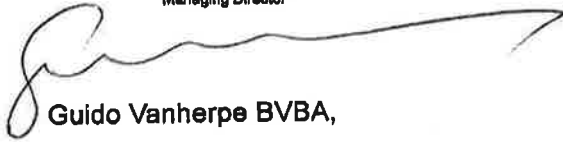
3. We confirm that we comply with Clause 21.3 (*Consolidated Tangible Net Worth*), Clause 21.4 (*Senior Leverage*) and Clause 21.6 (*Guarantor cover*).

4. We confirm that as at 30/06/2015 no Default is outstanding.



Signed:

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



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



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L&A Business Consult bvba
Vertegenwoordigd door Luc Verhasselt

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