

EXECUTION COPY

AGENCY FEE AGREEMENT

Montreal, February 21, 2019

To: NATIONAL BANK OF CANADA
Syndication
1155 Metcalfe Street
23rd Floor
Montréal, Québec H3B 4S9

Dear Sirs:

We refer to the credit agreement executed as of the date hereof (the "**Credit Agreement**") concerning the non-revolving term facility (the "**Facility**") to be made available by National Bank of Canada and Bank of Montreal in connection with the Acquisition described therein.

We hereby agree to pay an agency fee in a fixed amount of CAD25,000 for the entire duration of the Facility. The agency fee is payable on the date of the initial drawdown under the Credit Agreement. We hereby authorize you to debit our account on the date of such drawdown for the amount of the agency fee. The agency fee will be non-refundable once paid.

Yours truly,

SAPUTO FOODS LIMITED

by: 