

No. 01341694

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

of


SUTTONS SEEDS (HOLDINGS) LIMITED

6 January 2015 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the above-named company (the "Company") propose that the following resolution (the "Resolution") is passed as a special resolution

THAT subject to the consent of the Registrar of Companies, the name of the Company be changed to "Vilmorin 2014 (Holdings) Limited"

We, the undersigned, being the sole person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution



For and on behalf of  
VILMORIN & CIE S.A.

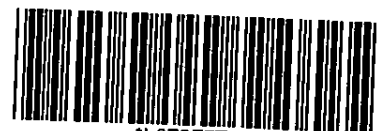
January 6th, 2015  
Date

NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company in hard copy (to the Company's registered office) or by e-mail (to [thomas.rabant@limagrain.com](mailto:thomas.rabant@limagrain.com))
2. If by the date which is 28 days from the Circulation Date sufficient agreement has not been received in order to pass the Resolution the Resolution will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company on or before this date
3. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document

TS4/23173168/01/AAF/AAF

WEDNESDAY



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14/01/2015

COMPANIES HOUSE

#2



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company Number 1341694

The Registrar of Companies for England and Wales hereby certifies that  
under the Companies Act 2006:

**SUTTONS SEEDS (HOLDINGS) LIMITED**

a company incorporated as private limited by shares; having its registered  
office situated in England and Wales; has changed its name to:

**VILMORIN 2014 (HOLDINGS) LIMITED**

Given at Companies House on **14th January 2015**



**Companies House**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**