

COMPANY NUMBER: 2255846

THE COMPANIES ACTS 1985 to 2006

UNLIMITED COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

DANONE HOLDINGS (UK)



(Adopted by special resolution passed on 3 December 2004 and amended by special resolution passed on 12 July 2011)

1. PRELIMINARY

1 1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No 1052) and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No 3373) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company Any regulations previously applicable to the Company under any former enactment shall not apply to the Company

1 2 In these Articles

"the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

2. SHARE CAPITAL

2 1* The share capital of the Company is £350,000,000 divided into 175,000,000 Ordinary shares of £1 each and 175,000,000 Redeemable Shares of £1 each

* The share capital of the Company was increased from £100 divided into 100 ordinary shares of £1 each to £185,000,000 divided into 92,500,000 ordinary shares of £1 each and 92,500,000 Redeemable Shares of £1 each by an Ordinary Resolution of the Company passed on 22nd November 1988 It was further increased to £350,000,000 divided into 175,000,000 ordinary shares of £1 each and 175,000,000 Redeemable Shares of £1 each by a Special Resolution of the Company passed on 2nd October 1989

3. ALLOTMENT OF SHARES

3 1 All shares of whatever class shall be under the control of the directors who may (subject to section 80 of the Act and to article 3 3 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit

3 2 In accordance with section 91(1) of the Act sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company

3 3 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised but unissued share capital of the Company at the date of adoption of these Articles at any time or times during the period of 5 years

from the date of adoption and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution.

3 4 The words "Subject to the provisions of the Act," in Regulation 3 in Table A shall not apply to the Company.

4. SHARES

4 1 The lien conferred by regulation 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.

4 2 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

4 3 The Company may by special resolution

4 3 1 increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe,

4 3 2 consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares,

4 3 3 subdivide its shares, or any of them, into shares of a smaller amount than its existing shares,

4 3 4 cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person,

4 3 5 reduce its share capital and any share premium account in any way.

4 4 Regulations 32 and 34 in Table A shall not apply to the Company.

4 5 The words "Subject to the provisions of the Act," in Regulation 35 in Table A shall not apply to the Company.

5. GENERAL MEETINGS AND RESOLUTIONS

5 1 Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies, and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.

5 2 The words "at least seven clear days' notice" shall be substituted for the words "at least fourteen clear days' notice" in regulation 38 in Table A.

5 3 1 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved.

5 3 2 Regulation 41 in Table A shall not apply to the Company

5 4 Resolutions under section 303 of the Act for the removal of a director before the expiration of his period of office and under section 391 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting

5 5 A member present at a meeting by proxy shall be entitled to speak at the meeting and shall be entitled to one vote on a show of hands. In any case where the same person is appointed proxy for more than one member he shall on a show of hands have as many votes as the number of members for whom he is proxy Regulation 54 in Table A shall be modified accordingly

5 6 Unless resolved by ordinary resolution that regulation 62 in Table A shall apply without modification, the appointment of a proxy and any authority under which the proxy is appointed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited at the place specified in regulation 62 in Table A up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting

6. APPOINTMENT OF DIRECTORS

6 1 1 Regulation 64 in Table A shall not apply to the Company

6 1 2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one Whenever the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the directors generally, and regulation 89 in Table A shall be modified accordingly

6 2 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) in Table A shall not apply to the Company

6 3 No person shall be appointed a director at any general meeting unless either -

6 3 1 he is recommended by the directors, or

6 3 2 not less than 14 nor more than 35 clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed

6 4 Subject to article 6 3 above, the Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director

6 5 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director

6 6 Provided that any appointment under articles 6 4 and 6 5 above does not cause the number of directors to exceed any number determined in accordance with article 6 1 2 above as the maximum number of directors and for the time being in force

6 7 In any case where as the result of death or deaths the Company has no members and no directors the personal representatives of the last member to have died shall have the right by notice in writing to appoint a person to be a director of the Company and such appointment shall be as effective as if made by the Company in General Meeting pursuant to article 6 4 above For the purpose of this article, where two or more members die in circumstances rendering it uncertain which of them

survived the other or others, the members shall be deemed to have died in order of seniority, and accordingly the younger shall be deemed to have survived the elder

7. BORROWING POWERS

7 1 The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

8. ALTERNATE DIRECTORS

8 1 Unless otherwise determined by the Company in general meeting by ordinary resolution an alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of regulation 66 in Table A shall be modified accordingly

8 2 A director, or any such other person as is mentioned in regulation 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present

9. GRATUITIES AND PENSIONS

9 1 The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers

9 2 Regulation 87 in Table A shall not apply to the Company

10. PROCEEDINGS OF DIRECTORS

10 1 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting

10 2 Each director shall comply with his obligations to disclose his interest in contracts under section 317 of the Act

10 3 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company

10 4 Regulation 88 of Table A shall not apply to the Company

10 5 The directors may meet together for the despatch of business, adjourn or otherwise regulate the meetings as they think fit. A director may, and a secretary at the request of a director shall, call a meeting of the directors. Notice of meeting shall be given to each director of the Company whether or not he is resident in the United Kingdom

10 6 The contemporaneous connection of a number of the directors not less than the quorum, regardless of physical location, by any means of electronic communication shall be deemed to constitute a properly held meeting of the directors so long as the following conditions are met

10 6 1 throughout the meeting each of the directors taking part must be able to

- (a) hear each of the other directors taking part, and
- (b) subject as mentioned below, send and receive communications simultaneously to and from all of the other directors taking part,

10 6 2 at the beginning and at the conclusion of the meeting the chairman shall ask all of those who have been a party to the proceedings to acknowledge their presence and to confirm that they have attended throughout the meeting.

Such a meeting shall be deemed to take place where it is convened to be held or (if no director is present in that place) where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is. The word "meeting" in the Articles shall be construed accordingly.

The meeting shall have been validly conducted notwithstanding that a director may have been accidentally disconnected during the meeting, so long as a quorum of directors were connected at all times. A minute of the proceedings shall be sufficient evidence of the observance of the necessary formalities if certified by a director who was party to them.

11. THE SEAL

11 1 If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 in Table A shall not apply to the Company.

11 2 The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

12. INDEMNITY

12 1 Every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this article shall only have effect in so far as its provisions are not avoided by section 310 of the Act.

12 2 The directors shall have power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in section 310(1) of the Act.

12 3 Regulation 118 in Table A shall not apply to the Company.

13. TRANSFER OF SHARES

13 1 The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of regulation 24 in Table A shall not apply to the Company.

14. THE REDEEMABLE SHARES

The special rights attaching to the Redeemable Shares as regards redemption are as follows -

14 1 The Redeemable Shares shall be redeemed out of any profits or monies of the Company which could lawfully be applied for that purpose in accordance with the provisions of the Act if the Company was a private company limited by shares as follows -

14 1 1 the Company may at any time after 1 January 1992, on giving to the holders of the Redeemable Shares whose shares are to be redeemed not less than seven days' prior written notice expiring at any time before 1 January 2012 redeem all or any of the Redeemable Shares for the time being issued and outstanding,

14 1 2 any holder of Redeemable Shares may at any time after 1 January 1992 on giving to the Company not less than seven days' prior written notice expiring at any time before 1 January 2012 redeem all or any of the Redeemable Shares then held by him and outstanding,

14 1 3 to the extent that any Redeemable Shares have not been redeemed on or before 1 January 2012 in accordance with paragraphs 14 1 1 or 14 1 2 above, the Company shall, on giving not less than seven days' prior written notice to the holders of the Redeemable Shares whose shares are to be redeemed, on 1 February 2012 redeem all the Redeemable Shares provided that if the Company was a private company limited by shares and would be unable in compliance with the provisions of the Act to redeem all or any of the Redeemable Shares in accordance with this sub-paragraph by 1 February 2012 then the Company shall redeem such shares as soon after such date as the Company would be able to comply with the Act if the Company was a private company limited by shares

14 2 Any notice of redemption given by the Company in accordance with paragraphs 14 1 1 or 14 1 3 above shall be served on the registered holder of the Redeemable Shares concerned at his address appearing in the register of members of the Company Any notice of redemption given by a holder of Redeemable Shares in accordance with paragraph 14 1 2 above shall be served on the Company at its registered office for the time being

14 3 Any notice of redemption given by the Company or by any holder of Redeemable Shares should specify the number of shares to be redeemed and the date fixed for redemption Upon the date fixed for redemption each holder of the Redeemable Shares concerned shall be bound to deliver to the Company at its registered office for the time being the certificates for the shares concerned in order that the same may be cancelled Upon such delivery, the Company shall pay to such holder (or to his order) the amount due to him in respect of such redemption If any certificates so delivered to the Company include any Redeemable Shares not redeemable on that occasion a fresh certificate for such shares shall be issued charge to the holder delivering such certificate to the Company

14 4 There shall be paid on each Redeemable Share redeemed the amount paid up thereon or credited as paid up thereon together also with a sum equal to the amount of any dividend declared thereon but not yet paid

14 5 As from the date fixed for redemption of any Redeemable Shares, such shares shall cease to rank for dividends except any such shares in respect of which upon due presentation of the certificate relating thereto payment of the money due at such redemption shall be refused

14 6 The receipt by the registered holder for the time being of any Redeemable Shares, or in the case of joint registered holders the receipt by any of them, of the moneys payable on the redemption thereof shall constitute an absolute discharge to the Company in respect thereof

14 7 Save as aforesaid, the Redeemable Shares shall rank in all respects *pari passu* with the issued Ordinary Shares in the capital of the Company

Pursuant to CA 2006 the provisions contained herein are deemed to be provisions of the articles.

THE COMPANIES ACT 1985

UNLIMITED COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

DANONE HOLDINGS (UK)

(As altered by special resolutions dated 29 June 1988 and)

TUESDAY

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26/07/2011

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COMPANIES HOUSE

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COMPANIES HOUSE

08/12/04

- 1 * The Company's name is "DANONE HOLDINGS (UK)".
 2. The Company's registered office is to be situated in England and Wales
 3. The Company's objects are:-
 - (A) To carry on the business of a holding company in all its branches and to acquire, hold and deal in any shares, stocks, debentures, debenture stock, bonds, obligations or securities of any person by original subscription, tender, purchase, exchange or otherwise whether or not fully paid up, and to make payments thereon as called up or in advance of calls or otherwise, and to subscribe for the same, either conditionally or otherwise, and to hold the same with a view to investment, sale or otherwise and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof, and to invest and deal with the monies of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
 - (B) To further and to promote all or any of the objects and interests of any associated company being any body corporate which is or is about to become or shall have been a holding company or subsidiary of the Company or a subsidiary of any such holding company
 - (C) To carry on the business of growing, packing, manufacturing and distributing, buying and selling or otherwise dealing in or with foods, foodstuffs, and liquids and raw materials or any thereof
 - (D) To manufacture, process, repair, distribute, buy, sell, otherwise deal in or with machinery, appliances, packages, cans, bottles, receptacles and equipment of any description required for or applicable to any matter referred to in paragraph (C) hereof
- * The name of the Company was changed from Precis (723) Limited to BSN (UK) Limited on 14 July 1988. The name of the Company was changed from BSN (UK) Limited to Danone Holdings (UK) Limited on 15 August 1994
- (E) To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations and, securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes, obligations and securities issued or

guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world.

(F) To acquire any shares, stock, debentures, debenture stock, bonds, notes, obligations, or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.

(G) To exercise and enforce all rights and powers conferred by or incident to the ownership of any shares, stock, obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive supervisory and consultant services for or in relation to any company in which the Company is interested upon such terms as may be thought fit

(H) To acquire by any means any real or personal property or rights whatsoever

(I) To carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company.

(J) To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

(K) To acquire by any means the whole or any part of the assets, and to undertake the whole or any part of the liabilities, of any person carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in connection therewith, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon.

(L) To acquire and hold shares or other interests in or securities of any other company and otherwise invest and deal with the moneys of the Company.

(M) To lend money or give credit to such persons on such terms as may seem expedient.

(N) To borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, the discharge by the Company or any other person of any obligation or liability

(O) To guarantee the performance of any obligation by any person whatsoever.

(P) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments

(Q) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state, municipality, or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceeding or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members.

(R) To enter into any arrangement with any governments or authorities (supreme, municipal, local or otherwise), or any corporation, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

(S) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company, or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, trusts, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other company as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(T) To procure the Company to be registered or recognised in any part of the world.

(U) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business of operations which may appear likely to assist or benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.

(V) To dispose by any means of the whole or any part of the assets of the Company.

(W) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(X) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them

And it is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company.