

Company Number: 2255846

DANONE HOLDINGS (UK)

(the "Company")

WRITTEN RESOLUTION of the members of the Company passed in accordance with the articles of association of the Company

23 June 2015 (the "Circulation Date")

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

SPECIAL RESOLUTION

THAT the directors be and are empowered pursuant to s569 Companies Act 2006 ("**CA 2006**") to allot equity securities (within the meaning of s560(1) CA 2006) as if s561 CA 2006 did not apply to the allotment

Please read the Notes at the end of this document before signifying your agreement to the Resolution below

BY ORDER OF THE BOARD



Director

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WEDNESDAY



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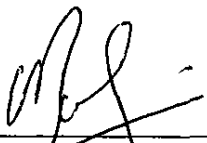
22/07/2015

#315

COMPANIES HOUSE

AGREEMENT

WE THE UNDERSIGNED, being the members of the Company on the Circulation Date, HEREBY IRREVOCABLY AGREE to the Resolution



duly authorised signatory
for and on behalf of
COMPAGNIE GERVAIS DANONE S.A.

Dated 23 June 2015

duly authorised signatory
for and on behalf of
NUTRICIA INTERNATIONAL B.V.

Dated 23 June 2015

AGREEMENT

WE THE UNDERSIGNED, being the members of the Company on the Circulation Date, HEREBY IRREVOCABLY AGREE to the Resolution

duly authorised signatory
for and on behalf of
COMPAGNIE GERVAIS DANONE S.A.

Dated 23 June 2015

A handwritten signature in black ink, consisting of stylized initials and a surname, written over a horizontal line.

duly authorised signatory
for and on behalf of
NUTRICIA INTERNATIONAL B.V.

Dated ~~28~~ June 2015
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NOTES

- 1 To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company by returning the signed copy by hand, post or email to any director of the Company or the Company secretary
- 2 Once you have signified your agreement to the Resolution, you may not revoke your agreement.
- 3 Unless, by the 28th day following the Circulation Date, sufficient agreement has been received for the Resolution to pass, they will lapse
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 6 Pursuant to the provisions of s502(1) Companies Act 2006, a copy of this document was sent to the Company's auditors on the Circulation Date