

Danone Holdings (UK)
Company number 02255846
(the "Company")

MEMBERS' WRITTEN RESOLUTION

13/5 2016 (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 share premium account of the Company be reduced by paying off part of the share premium account in an amount of £4,300,000,000, resulting in the reduction of the share premium account AND THAT the amount by which the share capital is reduced be credited to a distributable reserve of the Company

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

BY ORDER OF THE BOARD



Director

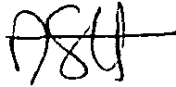
FRIDAY



A10 03/06/2016 #274
COMPANIES HOUSE

AGREEMENT

WE THE UNDERSIGNED being a member of the Company entitled to vote on the Resolution on the Circulation Date HEREBY IRREVOCABLY AGREE to the Resolution



[print name] ANTOINE GUTTINGER
duly authorised signatory
for and on behalf of
Nutricia International B.V.

Dated

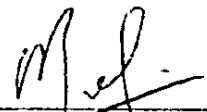
24 May 2016

NOTES

- 1 To signify your agreement to the Resolution you should sign and date this document where indicated above and return it by delivering the signed copy to the registered address of the Company.
- 2 Once you have signified your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, by within 28 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass it will lapse
- 4 A copy of this document was sent to the Company's auditors on the Circulation Date

AGREEMENT

WE THE UNDERSIGNED, being a member of the Company entitled to vote on the Resolution on the Circulation Date, HEREBY IRREVOCABLY AGREE to the Resolution


~~Print name~~ **OLIVIER BOULAY**
duly authorised signatory
for and on behalf of
Compagnie Gervais Danone

Dated **24 May 2016**

NOTES

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