

Company Number 00214174

INTERNATIONAL FLAVOURS & FRAGRANCES

I F F. (GREAT BRITAIN) LIMITED

(the "Company")

SHAREHOLDERS' WRITTEN RESOLUTIONS

21 October 2016 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below is passed as an ordinary resolution and resolution 2 is passed as a special resolution (together, the "Resolutions")

ORDINARY RESOLUTION

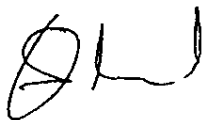
- 1 THAT, in accordance with paragraph 43 of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the directors be and are hereby authorised to exercise any power of the Company under section 550 Companies Act 2006

SPECIAL RESOLUTION

- 2 THAT
- (a) the articles of association of the Company be amended by deleting all the provisions of the Company's memorandum of association which, by virtue, of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's articles of association, and
 - (b) the articles of association of the Company contained in the document attached hereto be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the articles of association of the Company existing at the date hereof

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

BY ORDER OF THE BOARD



Director
International Flavours &
Fragrances I F F (Great Britain) Limited

SATURDAY



A17 *A5IMWF56* 29/10/2016 #262
COMPANIES HOUSE

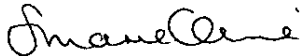
AGREEMENT

WE, THE UNDERSIGNED, being the shareholders of the Company entitled to vote on the Resolutions on the Circulation Date, HEREBY IRREVOCABLY AGREE to the Resolutions



duly authorised signatory
for and on behalf of
**INTERNATIONAL FLAVOURS &
FRAGRANCES (GB) HOLDINGS LTD**

Dated 21st October 2016



duly authorised signatory
for and on behalf of
**BUSH BOAKE
ALLEN LIMITED**

Dated 27 / October 2016

NOTES

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