

Company Number 275552

**Nutricia Limited**  
(the "Company")



## SHAREHOLDER'S WRITTEN RESOLUTIONS

2 March 2022 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 below are passed as ordinary resolutions and resolutions 3 and 4 are passed as special resolutions (the "**Resolutions**"):

### ORDINARY RESOLUTIONS

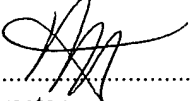
1. THAT authorisation of any conflict of interest may be given by the directors of the Company in accordance with section 175(5)(a) of the Companies Act 2006.
2. THAT any actual or potential conflict of interest that may arise by reason of any existing or future director of the Company being or becoming a director or other officer of, or employed by or otherwise interested in, any body corporate which is a parent undertaking or subsidiary undertaking (as those terms are defined in section 1162 of the Companies Act 2006) of the Company, or any subsidiary undertaking of any parent undertaking of the Company, or any body corporate in which such parent undertaking or subsidiary undertaking is interested, be and is hereby authorised and ratified.
3. THAT each of the directors of the Company be and is hereby authorised to vote at any meeting of the directors called to approve the passing of a resolution or resolutions of any subsidiary of the Company in terms similar (mutatis mutandis) to all or any of the Resolutions.
4. 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 s550 Companies Act 2006.

### SPECIAL RESOLUTIONS

5. THAT 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 s28 of the Companies Act 2006, are to be treated as provisions of the Company's articles of association; and
6. THAT 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.

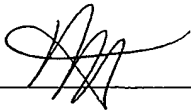
Please read the Notes at the end of this document before signifying your agreement to the Resolutions below.

**BY ORDER OF THE BOARD**

  
.....  
Director

## **AGREEMENT**

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

A handwritten signature in black ink, consisting of stylized, overlapping loops and strokes, positioned above a horizontal line.

duly authorised signatory  
for and on behalf of  
**UK Holdings Cap (Commonwealth,  
Asia and Pacific) Limited**

Dated: 2 March 2022

#### NOTES

1. To signify your agreement to the Resolutions you should sign and date this document where indicated above and return the signed copy to the company.
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.