

Company Number: 04421656

THE COMPANIES ACT 2006

FRIDAY



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF SHAREHOLDERS

OF

BAYER CROPSCIENCE HOLDINGS LIMITED

(the "Company")

Circulated on 8 December 2014 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions, in the case of resolution 1, be passed as a special resolution, and in the case of resolutions 2 and 3, be passed as ordinary resolutions

SPECIAL RESOLUTION

- 1 "THAT the authorised share capital of the Company as provided in clause 5 of the memorandum of association of the Company, be increased from 100 ordinary shares of £1 each to 1,000 ordinary shares of £1 each "

ORDINARY RESOLUTIONS

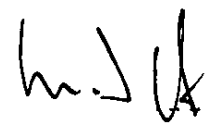
- 2 "THAT in accordance with section 551 of the Act, the directors be unconditionally empowered to allot and issue up to an additional 999 A ordinary shares of £1 each provided that this authority
  - 2 1 shall include the authority to grant to the shareholder at the date of this resolution only, rights to subscribe for such shares in the Company (provided that such rights once granted may be freely assignable or otherwise transferred and such assignee or transferee may exercise them accordingly), and
  - 2 2 (unless previously revoked or renewed) shall expire 1 year after the date of this resolution and shall be in addition to and without prejudice to any and all previous authorities to allot relevant securities given to the directors."
- 3 "THAT the directors be unconditionally empowered to enter into a subscription rights deed with Bayer CropScience AG, substantially in the form as attached hereto as Appendix A and that Bayer Cropscience AG (or its assigns) is thereby admitted to take over up to 999 newly issued ordinary shares of £1 each pursuant to the terms of such deed."


## AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the above resolutions (the "**Resolutions**").

We, the undersigned, being the sole eligible member of the Company, hereby confirm that we have received a copy of the Resolutions in accordance with section 291 of the Act and hereby irrevocably agree that the Resolutions be passed as written resolutions pursuant to section 288 of the Act and shall take effect as a special resolution or ordinary resolutions (as the case may be)

Signature

  
Michael A. Schulz, CFO

  
Dr. G. Marchand  
General Counsel

Name

Title

for and on behalf of Bayer CropScience AG as the sole shareholder of the Company

Dated 8/12/ 2014

## NOTES

- 1 Eligible members are the members of the Company who would have been entitled to vote on the Resolutions on the Circulation Date
- 2 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only one of them. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
- 3 If you do not agree to any of the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply
- 4 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 5 Unless sufficient agreement has been received for the Resolutions to be passed after the end of the period of 28 days beginning on the Circulation Date, they will lapse. If you agree to the Resolutions please ensure your agreement reaches us before the end of this period