

DANONE ONE PLANET. ONE HEALTH

Corporate Governance Overview

November, 2019



Today's attendees



Michel LANDEL Lead Independent Director

Since Lead independent Director of Danone's board **April 2018** Appointment at 2018 Shareholders' Meeting (April 26, 2018) **CEO of Sodexo** 2005 2018 Until January 23, 2018 2003 Sodexo Group Deputy General Manager 2005 In charge of North America, the United Kingdom, Ireland and Remote Sites 1984 Senior positions in Sodexo 2003 Africa and North America businesses



Laurent SACCHI Secretary of the Board



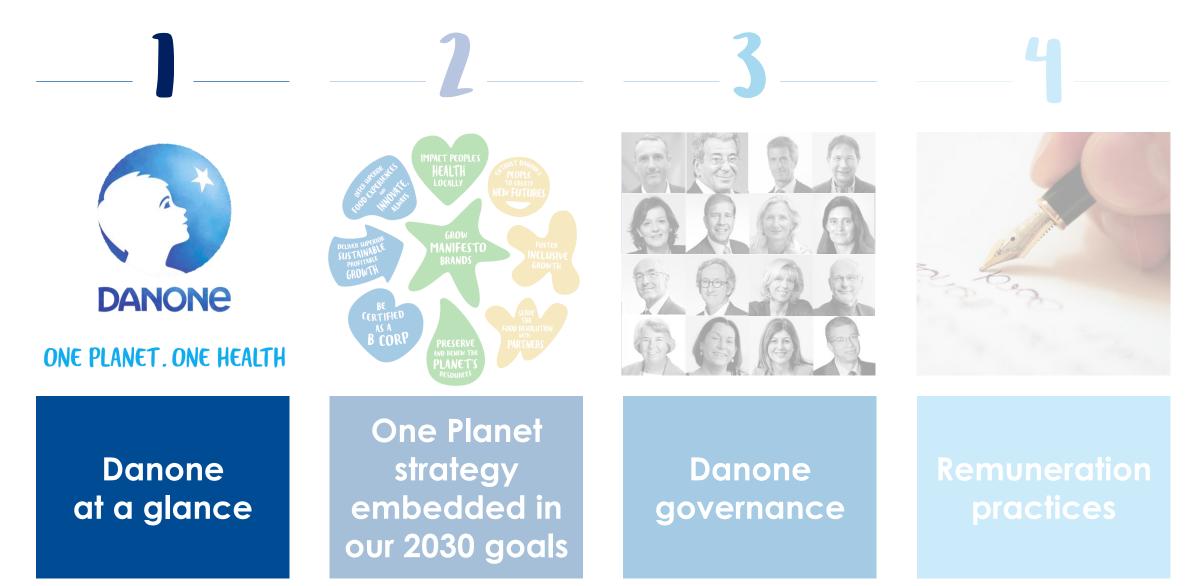
Nadia BEN SALEM-NICOLAS Head of Investor Relations



Jessica JUGGANADUM Sustainability Reporting Senior Manager Agenda



Agenda



Our long-term strategic roadmap Leading the way to create and share sustainable value



ONE PLANET. ONE HEALTH



What makes us a unique investment proposition in the Food & Beverage space Uniquely positioned to address the Food Revolution



Note: data as of 2018

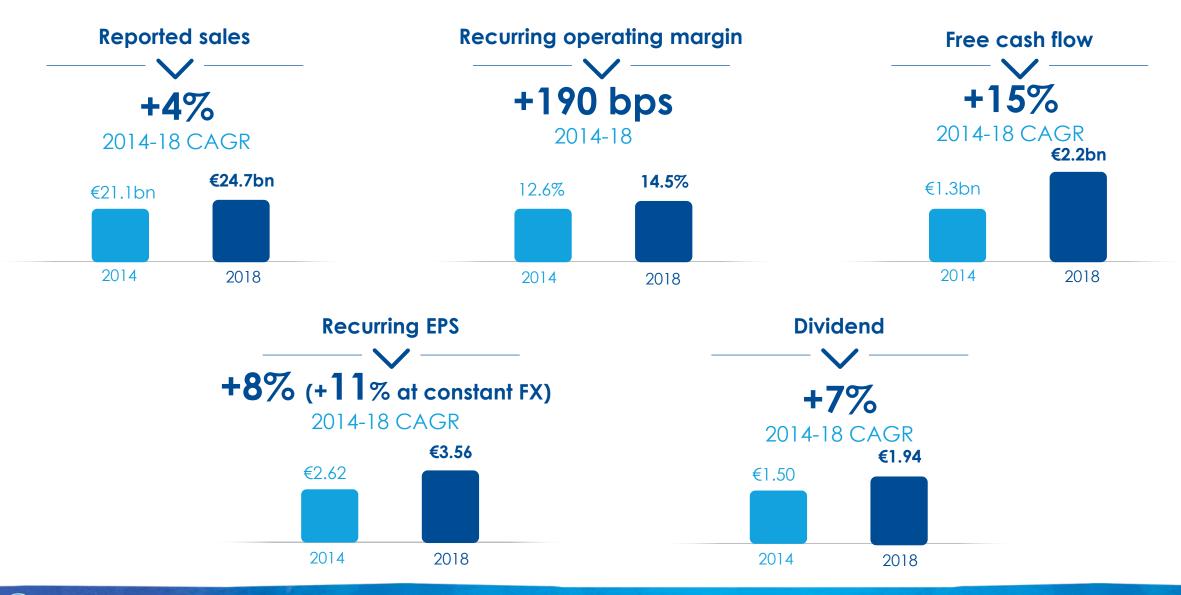
(1) Refers to water, yogurts, milks and other daily dairy products, beverages with 0% sugar, early life nutrition products (except biscuits and beverages for children under 3 years old) and medical nutrition. The remaining categories are mainly low sugar beverages and indulgent products. This figure is excluding plant-based portfolio (former Whitewave portfolio)

A unique 100% health-focused on-trend portfolio Almost 90% of volume sold recommended for daily consumption⁽¹⁾



(1) Refers to water, yogurts, milks and other daily dairy products, beverages with 0% sugar, early life nutrition products (except biscuits and beverages for children under 3 years old) and medical nutrition. The remaining categories are mainly low sugar beverages and indulgent products. This figure is excluding plant-based portfolio (former Whitewave portfolio) (2) Only in the subcategories and countries where Danone operates

Strong financial track record since 2014 Consistently delivering against our agenda of strong sustainable profitable growth





Deliver superior sustainable profitable growth On track towards mid-term financial objectives

Like-for-like sales growth 4 to 5% in 2020	Recurring operating margin > 16% in 2020
	EPS Growth
Net debt / EBITDA	ROIC
< 3.0X	~12%
in 2020	in 2022

Delivering superior ESG performance Recognized top performer, continuously improving



(1) Danone's score as per October 2019



Be certified as a B CorpTM globally Paving the way towards highest sustainability standards







Preserve and renew the planet's resources One Planet strategy based on four pillars







Water







Regenerative Agriculture

Climate change Committed to carbon neutrality by 2050

Reduction in CO₂ footprint

Emission intensity (g/CO₂ equivalent/Kg product)

 2018
 TARGET

 16%
 50%

 Intensity reduction⁽¹⁾ full scope, baseline 2015
 Reduction in emission intensity on Danone's full scope by 2030

Reduction in CO₂ footprint

Absolute emissions (in tons CO₂eq)

2018

20%

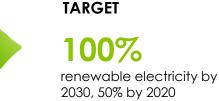
Absolute reduction ⁽¹⁾ of scope 1 and 2 emissions, baseline 2015

Renewable electricity

(in KWh)

2018

34% Renewable electricity



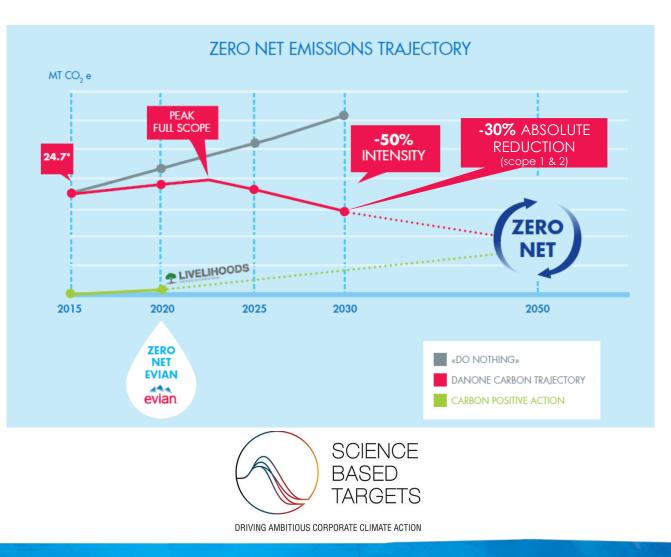
TARGET

30%

Absolute reduction on Danone

scope 1 and 2 emissions by 2030

(1) Based on constant scope of consolidation and constant methodology



Waters Protect water, preserve its quality and give access to safe drinking water



Circular economy Accelerating the transition towards a circular economy of packaging



By 2025

All packaging will be **100%** recyclable, reusable or compostable⁽¹⁾ and alternatives to plastic packaging or single-use packaging launched in all major water markets

Collection and recycling initiatives launched or supported in all top-20 markets

50% of recycled PET in water and other beverage bottles⁽²⁾ and use of **renewable bio-based materials** developed at commercial scale

Collaboration through new alliances to address roots causes of plastic waste and pollution

(1) vs. 87% in 2018, according to Ellen MacArthur foundation definition – Total packaging put on the market, based on sales volumes
 (2) vs. 17% in 2018 in countries where allowed

Circular economy Accelerating the transition towards a circular economy of packaging



Regenerative Agriculture Fostering regenerative agriculture practices



(2) Assessed in 14 countries covering more than 80% of fresh milk volumes through the animal welfare assessment tool or via Validus certification in the Essential Dairy and Plant-Based Division

Agenda

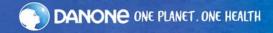


Our governance framework Key corporate governance principles

✓ **Independent** oversight of management and corporate strategy

- ✓ **Balanced** distribution of powers
- ✓ Diverse and experienced Board leadership

✓ Appropriate Board refreshment



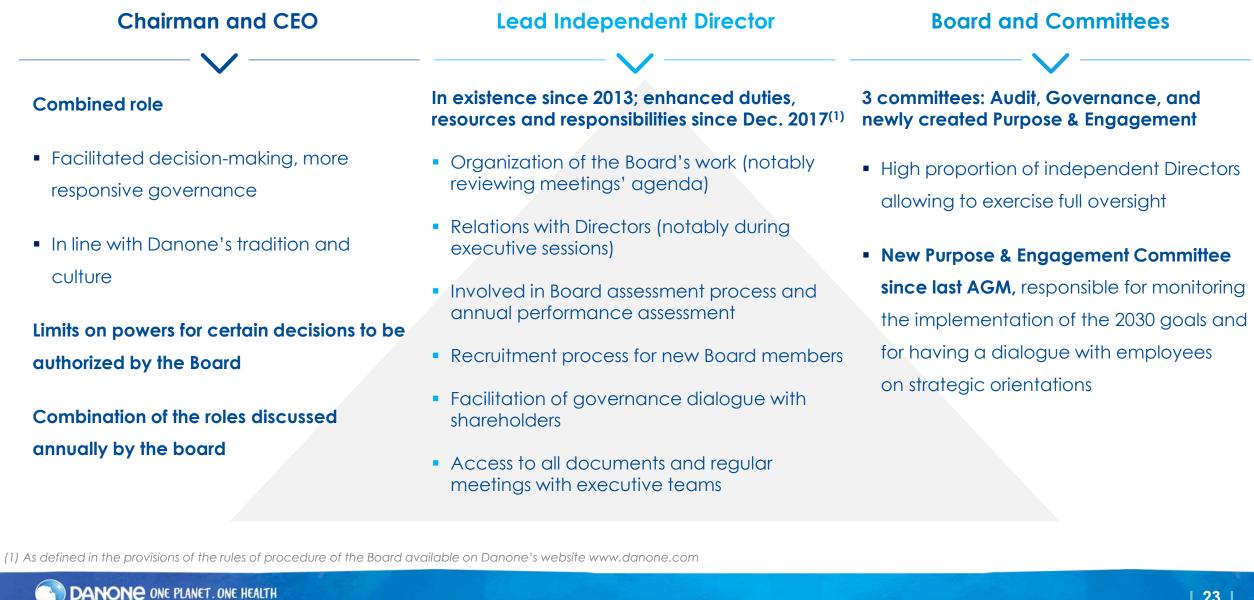
April 2019 Shareholders' Meeting 100% resolutions approved

	Resolutions	Approved ?	Favorable votes
1	Approval of the statutory financial statements for the fiscal year ended December 31, 2018	V	99.70%
2	Approval of the consolidated financial statements for the fiscal year ended December 31, 2018	~	99.65%
3	Allocation of earnings for the fiscal year ended December 31, 2018 and setting of the dividend at €1.94 per share	~	99.76%
4	Renewal of the term of office of Mr. Franck RIBOUD as Director	~	95.71%
5	Renewal of the term of office of Mr. Emmanuel FABER as Director	~	80.22%
6	Renewal of the term of office of Mrs. Clara GAYMARD as Director	 	97.97%
7	Approval of agreements entered into with the J.P. Morgan group referred to in Articles L. 225-38 and seq. of the French commercial code	~	74.57%
8	Approval of the components of compensation paid or awarded for the fiscal year ended December 31, 2018 to Mr. Emmanuel FABER, Chairman and Chief Executive Officer	~	97.65%
9	Approval of the compensation policy for the corporate officers	~	97.21%
10	Authorization granted to the Board of Directors to purchase, retain or transfer Company's shares	~	99.00%
11	Delegation of authority to the Board of Directors to issue, with preferential subscription right of the shareholders, ordinary shares and securities	v	96.39%

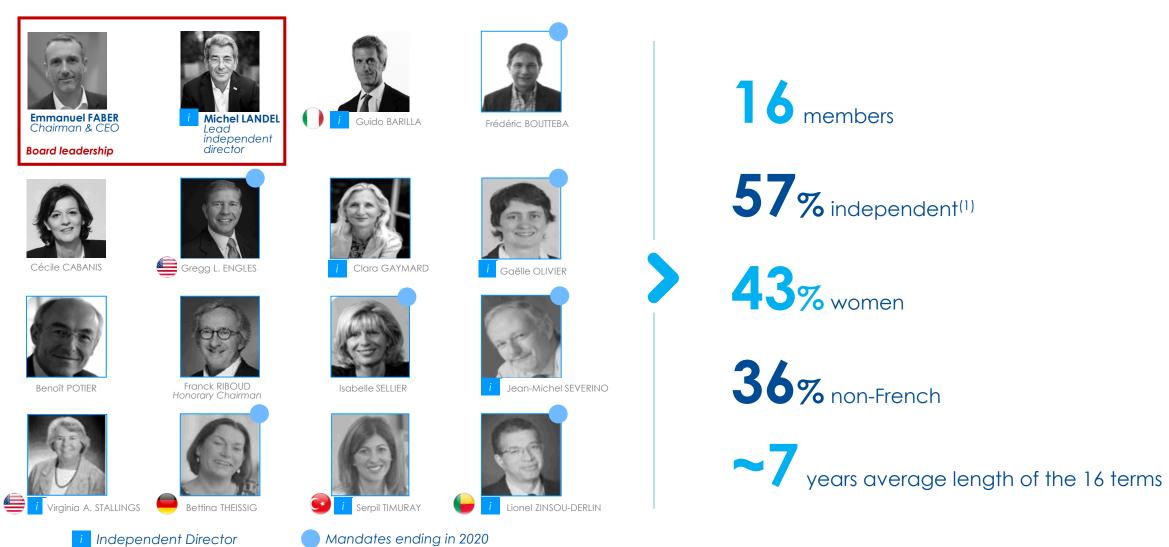
April 2019 Shareholders' Meeting 100% resolutions approved

	Resolutions	Approved ?	Favorable votes
12	Delegation of authority to the Board of Directors to issue, without preferential subscription right of the shareholders but with the obligation to grant a priority right, ordinary shares and securities	~	96.87%
13	Delegation of authority to the Board of Directors to increase the number of securities to be issued in the event of a capital increase without preferential subscription right of the shareholders	~	94.22%
14	Delegation of authority to the Board of Directors to issue ordinary shares and securities, without preferential subscription right of the shareholders, in the event of a public exchange offer initiated by the Company	~	96.90%
15	Delegation of powers to the Board of Directors to issue ordinary shares and securities, without preferential subscription right of the shareholders, in consideration for contributions in kind granted to the Company and comprised of equity securities or securities giving access to share capital	~	96.59%
16	Delegation of authority to the Board of Directors to increase the Company's share capital through incorporation of reserves, profits, premiums or any other amounts that may be capitalized	~	99.85%
17	Delegation of authority to the Board of Directors to increase the share capital in favor of employees who are members of a company's savings plan and/or to carry out reserved sales of securities, without preferential subscription right of the shareholders	v	99.49%
18	Delegation of authority to the Board of Directors to increase the share capital in favor of employees of foreign companies of Danone's group, in the context of employee shareholding plans, without preferential subscription right of the shareholders	✓	99.08%
19	Authorization granted to the Board of Directors to allocate existing or newly issued shares of the Company, without preferential subscription right of the shareholders	~	98.88%
20	Authorization granted to the Board of Directors to reduce the share capital by canceling shares		99.40%
21	Powers to carry out the formalities	~	99.51%

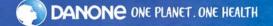
Governance structure A balanced distribution of powers



Board of Directors at a glance Balanced Board composition focused on efficiency, diversity and expertise



(1) Directors representing employees are not taken into account in the determination of above percentages



Well-suited depth and breadth of Directors skills and qualifications A more diversified Board, focused on Consumer expertise

General informa	Participation to board committees			Directors expertise							
					Core skills			Sector-specific skills			
	Number of terms in listed companies	Audit Committee	Governance Committee	Purpose & Engagement Committee Committee	Operational management of large companies/ governance of listed companies	Experience in emerging markets	International experience	Finance/Audit/M &A	FMCG/Food and beverage industry	Social and environmental responsibility	Nutrition/Health
Emmanuel FABER	1				•	•	•	•	•	•	•
Michel LANDEL	1		С		•	•	•	•	•		
Guido BARILLA	1			•	•	•	•		•	•	•
Frederic BOUTEBBA	1	•							•	•	
Cécile CABANIS	3				•	•	•	•	•	•	•
Gregg L. ENGLES	3				•	•	•	•	•	•	•
Clara GAYMARD	4		•		•		•	•		•	
Gaëlle OLIVIER	1	•			•	•	•	•		•	
Benoît POTIER	1		•	С	•	•	•	•		•	•
Franck RIBOUD	1				•	•	•	•	•	•	•
Isabelle SEILLIER	1				•	•	•	•			
Jean-Michel SEVERINO	2	С			•	•	•	•		•	•
Virginia A. STALLINGS	1			•			•			•	•
Bettina THEISSIG	1			•					•	•	•
Serpil TIMURAY	1			•	•	•	•	•	•	•	•
Lionel ZINSOU-DERLIN	3	•	•		•	•	•	•	•	•	•

Data post AGM 2019

C Committee Chairman

Board Assessment Process and Findings from latest exercise



- Conducted every two years (rotation of external and internal assessments)
- Yearly Board discussion on Board operations
- Results reviewed by the Nomination and Compensation Committee (now Governance Committee)
- Scope: Board performance and individual Director contribution
- Internal Board assessments led by the Lead Independent Director on the basis of interviews and questionnaires

2018 Internal Assessment

Main Findings:

- Board considered to be highly professional and involved
- Recognition of the quality of Board debates, thanks to the diversity and expertise of Directors

Main Recommendations:

- Need for a more in-depth risk-analysis
- Send Board documents earlier
- Extend Board meetings

Entrust Danone's people to create new futures One Person, One Voice, One Share program





Digital consultation on company and local strategy

~75,000 participants in October 2018

~90,000 participants in October 2019



April 2019: shareholders' meeting Fostering an ownership mindset

One share granted to every Danone employee

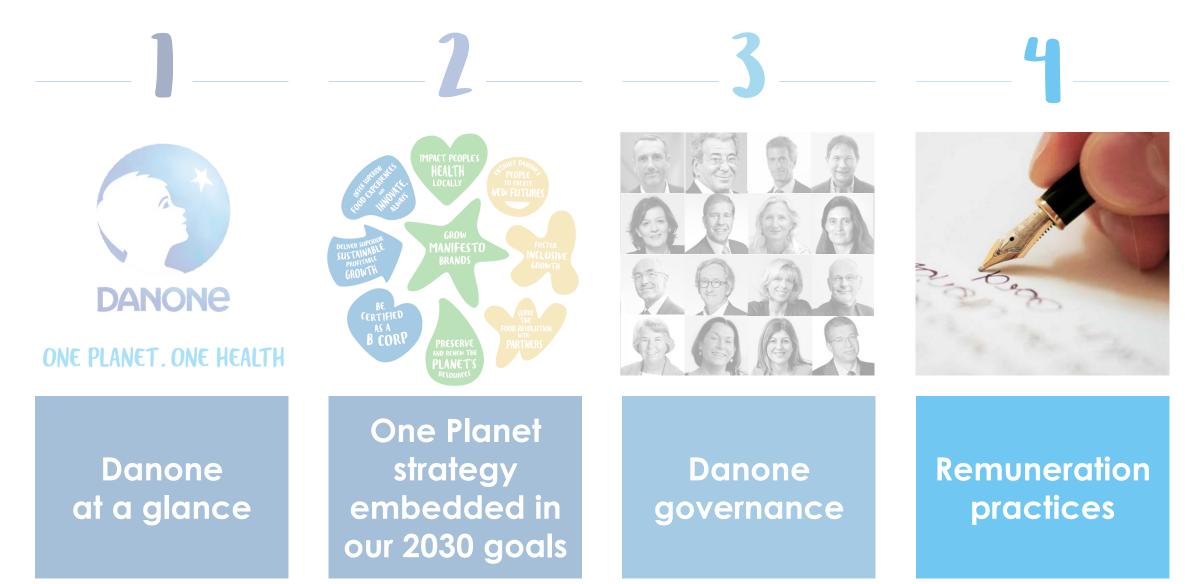
Employee share subscription plan



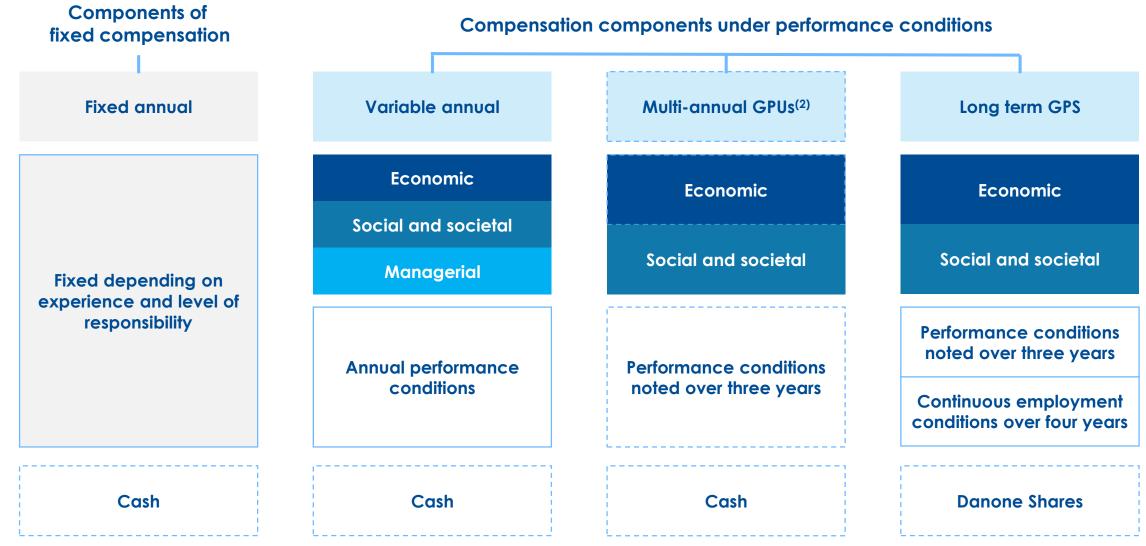
One Person, One Voice, One Share Our yearly routine



Agenda



Management compensation structure⁽¹⁾ Overview of short-term and long-term incentives



Program applies to 1,800 general managers and senior executives worldwide and corporate officers
 In an effort to simplify his compensation, no GPUs have been granted to Mr. Emmanuel FABER since 2017

Incentives supporting sustainable value creation Balancing economic, social & societal, and managerial criteria

Short-term incentives

Mix of economic, social and managerial KPIs for annual variable compensation

- Economic (60%)
- Social and societal (20%)⁽¹⁾
- Managerial (20%)

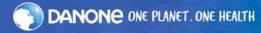
Long-term incentives

Three financial criteria for grants of long-term performance shares, vesting after 4 years

- 3-year like-for-like sales growth relative to peers (50%)
- Achievement of 3-year cumulated free cash flow (between €6.2bn and €6.7bn) (30%)
- Sustainability criteria, weighting for 20%: 3 consecutive years ranking in CDP Leadership List for Climate change (A or A-) and score A assigned over 2 years (20%)



(1) Refers to Danone's societal and environmental initiatives



Changes to align long-term incentives with strategic objectives Shifting from growth to margin and cash

GPS Performance based shares⁽¹⁾



(1) Target to get 100% grant





Appendix 1 Governance considerations

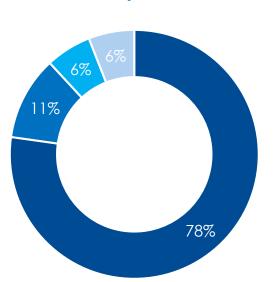


Board of Directors



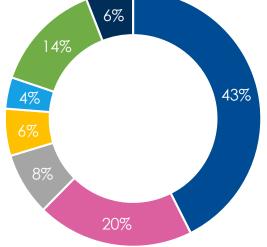
Our shareholders Among top-15 largest market capitalizations in France

Total shareholder composition



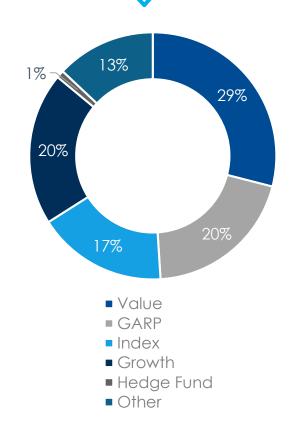
- Institutional investors
- Individual Shareholders and "Fonds Danone" FCPE⁽¹⁾
- Treasury shares and Company related
- Trading and miscellaneous

Institutional shareholders by geography

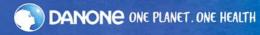


- United States
- France
- United KingdomSwitzerland
- Germany
- Rest of Europe





Source: Nasdaq as of 31 December 2018; (1) Out of which 1.3% from employee shareholding







Appendix 2 Performance indicators



Nutritional commitments to provide health through food



(1) Danone has decided that, for media and advertising where the target is mainly made up of children between the ages of 3 and 12 - and where there is no state recognised self-limitation programme (such as PAOS in Spain), Danone restricts its advertising to products whose nutritional profile and portion size are suitable for the requirements of children aged 3 to 12, in line with public health priorities.

2018 One Health achievements⁽¹⁾





Better products



of volumes sold are in line with the 2020 Nutritional Targets

of volumes sold are products that have been improved from a nutrition standpoint within the year



Better choices

compliance of registered television advertising with the EU Pledge criteria⁽³⁾



of Danone's websites and brand profiles are compliant with the EU Pledge criteria ⁽⁴⁾

> education and information programs are active and **35** million people were potentially reached since their launch



Better consumptions and a demanding governance

employees are **13,000+** trained in nutrition and/ or hydration in the last two years

(1) One Health Scorecard: representing 61 reporting entities and 65.2% of Danone's annual turnover.

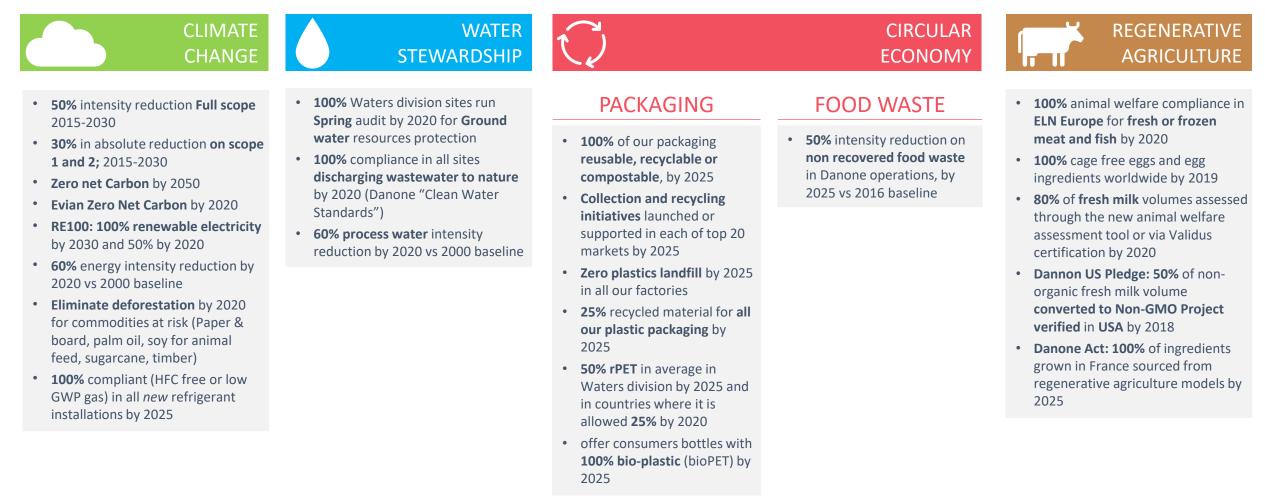
(2) Refers to water, yogurts, milks and other daily dairy products, beverages with 0% sugar, early life nutrition products (except biscuits and beverages for children under 3 years old) and medical nutrition. Excludes WhiteWave activities.

(3) This percentage covers the followed audited countries: France, Germany, Hungary, Italy, Portugal, Spain, U.K

(4) This percentage covers the followed audited countries: Belgium, Bulgaria, France, Germany, Greece, Italy, Spain and Sweden

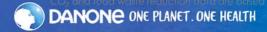
2018 Danone environmental strategy Key commitments





2018 Nature achievements and targets

LIMATE	2018 Performance	Targets
are fighting climate change by reducing	our carbon footprint and helping nature seque	ester more carbon
Reduction in CO₂ footprint Intensity (g CO ₂ equivalent/Kg product)	15.6 % Intensity reduction Danone Full scope vs 2015	50% intensity reduction Full scope 2015-2030 Zero net Carbon by 2050
Reduction in CO₂ footprint Absolute reduction(tons CO ₂ equivalent)	20.3% absolute reduction on Danone's scope 1 and 2 emissions vs 2015	30% absolute reduction on Danone's scope 1 and 2 emissions by 2030
Renewable electricity KWh	34% renewable electricity	100% renewable electricity by 2030; 50% by 2020
Reduce energy consumption of factories Intensity (KWh/tons of products)	46% energy intensity reduction vs 2000	60% energy intensity reduction by 2020
Eliminate deforestation from our supply-chain Relevant standards specific to each commodity	Palm oil : 58% RSPO Segregated and 96% RSPO segregated excluding WhiteWave Paper & Board : 79% recycled or Virgin FSC certified	Eliminate deforestation by 2020 for commodities at risk: Paper & Board; Palm Oil; Soy for animal feed; Sugar; timber
evian Zero net carbon	Carbon neutrality in NORAM achieved	Zero net carbon by 2020
ATER		
are protecting water resources, particular	ly when scarce, and using them in harmony v	vith local ecosystems and communities
Protect natural mineral water resources in our watersheds % Waters division sites	100% of Waters division sites have run SPRING audits	100% of Waters division sites have run SRPING audits by 2020
Reduce water consumption in production sites water consumption intensity related to production process (M ³ /tons of products)	48% water consumption intensity reduction vs 2000	60% of water consumption intensity reduction by 2020





2018 Nature achievements and targets

PACKAGING	2018 Performance	Targets		
We are committed to playing our part in accelerating the transition towards a circular economy and to having all of our packaging recyclable, reusable or compostable by 2025.				
Use 100% recyclable, reusable or compostable packaging	87% of our total packaging is recyclable, reusable or compostable	100% of our total packaging is recyclable, reusable or compostable by 2025		
Reintegrate recycled materials % of rPET used in Waters division	12% rPET in Waters division and 17% in countries where local standards and regulations allow it	50% rPET on average in the Waters division by 2025 and 25% by 2020 in countries where local standards and regulations allow it		
Zero plastic landfill for post-industrial packaging waste % post-industrial packaging waste diverted from landfill	97% of post-industrial packaging waste diverted from landfill	Zero plastics landfill by 2020 in countries with developed collection systems and by 2025 in all our production sites		

REGENERATIVE AGRICULTURE

We are working with our partners to develop regenerative farming models that are competitive, inclusive and resilient.

Respect animal welfare Animal welfare in dairy farms in the Essential Dairy and Plant-Based division	43% of fresh milk volumes worldwide assessed through the new Animal Welfare Assessment Tool or via Validus Animal Welfare Certification, in Essential Dairy and Plant-Based division	80% of fresh milk volumes worldwide assessed through the new Animal Welfare Assessment Tool or via Validus Animal Welfare Certification by 2020 in Essential Dairy and Plant- Based division
Promote regenerative agricultural practices	50% of non-organic fresh milk volumes converted to non-GMO Project verified in the U.S	50% of non-organic fresh milk volumes converted to non-GMO Project verified in the U.S by 2018
Source raw materials sustainably	Palm oil: 58% RSPO Segregated and 96% RSPO segregated excluding WhiteWave	

PREVENTING FOOD WASTE

We are preventing food-waste and maximizing its recovery within our own operations

Reduce by 50% non recovered food waste Baseline defined according to FLW Protocol

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1.6% increase of food waste within Danone operations vs 2016 (mainly due to Morocco boycott)





50% reduction by 2025

Disclaimer

- This presentation contains certain forward-looking statements concerning Danone. In some cases, you can identify these forward-looking statements by forward-looking words, such as "estimate", "expect", "anticipate", "project", "plan", "intend", "objective", "believe", "forecast", "guidance", "foresee", "likely", "may", "should", "goal", "target", "might", "will", "could", "predict", "continue", "convinced" and "confident," the negative or plural of these words and other comparable terminology. Forward looking statements in this document include, but are not limited to, predictions of future activities, operations, direction, performance and results of Danone.
- Although Danone believes its expectations are based on reasonable assumptions, these forward-looking statements are subject to numerous risks and uncertainties, which could cause actual results to differ materially from those anticipated in these forward-looking statements. For a detailed description of these risks and uncertainties, please refer to the "Risk Factor" section of Danone's Registration Document (the current version of which is available on www.danone.com).
- Subject to regulatory requirements, Danone does not undertake to publicly update or revise any of these forward-looking statements. This document does not constitute an offer to sell, or a solicitation of an offer to buy Danone securities.
- All references in this presentation to Like-for-like (LFL) changes and recurring operating margin correspond to financial indicators not defined in IFRS. Please refer to the Q3 2019 sales press release issued on October 18, 2019 for the definitions and reconciliation with financial statements of financial indicators not defined in IFRS. In addition, the calculation of ROIC and Net Debt / Ebitda is detailed in the half-year interim financial report and annual registration document.
- Due to rounding, the sum of values presented in this presentation may differ from totals as reported. Such differences are not material.