



Remuneration of Groupe DANONE executive officers in 2009

During its meeting on February 10, 2009, Groupe Danone's Board of Directors has, based on the recommendations from the Nomination and Compensation Committee, decided on the remuneration of Danone's executive officers for the year 2009.

Reminder of the remuneration principles for Groupe Danone managers

The remuneration principles applicable to Groupe Danone's executive officers are the same principles which apply to Executive Committee members and to more than 1,000 managers worldwide.

The remuneration for these managers is split into 4 separate elements:

- **Fixed remuneration;**
- **Short-term variable remuneration** which is paid subject to the achievement of individual performance conditions and is calculated on the basis of objective and quantifiable criteria;
- **Long-term variable remuneration** in the form of **stock options**, the number of which is defined annually by the Board of Directors in April and which are attributed without applying a discount and will have a duration of 8 years; and
- **since 2005: mid-term variable remuneration** in the form of **GPUs (Group Performance Units)** paid subject to the achievement of multi-annual performance objectives during a period of three years.

GPUs were implemented by the Board of Director's Nomination and Compensation Committee, with the objective of aligning managers' remuneration more closely with the Group's business performance over the medium-term.

GPUs are attributed by the Board of Directors to more than 1,000 managers in the Group every year. These GPUs replace part of the stock options which were allocated until then.

After the three year period, the managers receive € 30 per GPU allocated, if Danone reached all the objectives set for each of the three relevant years.

This amount is reduced to € 20 per GPU if the objectives were only reached in two out of the three years and reduced to € 0 per GPU if the objectives were reached in only one out of the three years, or were never reached.

The first payments were made in 2008 (GPUs attributed in 2005 for the period 2005-2007) as Danone reached its annual objectives in 2005, 2006 and 2007. The GPUs attributed in 2006 for the period 2006-2008 will result in a payment in 2009 of € 30 per GPU as Danone reached its annual objectives in 2006, 2007 and 2008.

In addition, the Nomination and Compensation Committee would like to note that Danone's executive officers are not eligible to director's fees for their attendance as directors of Danone and receive no free shares.

Remuneration decided by the Board of Directors held on February 10, 2009 and to be paid in 2009

	Franck Riboud Chairman and Chief Executive Officer	Jacques Vincent Executive Vice President	Emmanuel Faber Executive Director (Deputy General Manager)	Bernard Hours Executive Director (Deputy General Manager)
Fixed Remuneration 2009	€ 1,050,000	€ 760,000	€ 644,000	€ 644,000
Short-term variable remuneration related to 2008 ¹	€ 1,729,350	€ 765,180	€ 725,000	€ 715,000
Mid-term variable remuneration related to 2006- 2007-2008 ²	€ 1,500,000	€ 1,005,000	€ 405,000	€ 405,000 + € 1,500,000 ³
Long-term variable remuneration	The allocation of stock options will be decided during the meeting of the Board of Directors in April 2009 (Article L 225-77 of the French Commercial Code prohibits the attribution of options "within 10 trading days preceding and following the date at which the consolidated financial statements are made public").			

Variable remuneration target related to 2009, to be paid in 2010 under performance condition

	Franck Riboud Chairman and Chief Executive Officer	Jacques Vincent Executive Vice President	Emmanuel Faber Executive Director (Deputy General Manager)	Bernard Hours Executive Director (Deputy General Manager)
Short-term variable remuneration related to 2009 ⁴	€ 1,417,500	€ 702,000	€ 500,000	€ 500,000

¹ Paid in 2009 pursuant to performance objectives reached in 2008

² Granted in 2006 (for the period 2006, 2007 and 2008) and payable in 2009 (pursuant to performance objectives over the same period)

³ As managing director of the Fresh Dairy Products division, Bernard Hours received a special medium-term remuneration associated with outperforming the objectives for 2006, 2007 and 2008. As all of these objectives were reached for the entire period, he will receive € 1,500,000 in 2009. This non-renewable program was terminated at the end of 2008 in accordance with the schedules initially defined.

⁴ The ultimate amount to be received in 2010 will be based on the performance of 2009.