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COMPANIES FORM No. 155(6)(a)

**Declaration in relation to
assistance for the acquisition
of shares****155(6)a**

CHFP087

Please do not
write in
this margin

Pursuant to section 155(6) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letter-To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

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1666557

Name of company

* EVE LOM COMPLEXIONS CO. LIMITED

Note
Please read the notes
on page 3 before
completing this form.* insert full name
of companyWe ☒ ~~are~~Ø insert name(s) and
address(es) of all
the directors

DAVID KRANTZ

27 GAINSBOROUGH HOUSE

FROGNAL RISE, LONDON NW3 6PZ

NICOLA KINNAIRD

10 WILLIAM COBBETT HOUSE, 1 SCARSDALE PLACE
LONDON W8 5SY

COLIN FENN

30 SHEFFIELD TERRACE, LONDON W8 7NA

† delete as
appropriate~~The sole director~~ [all the directors]† of the above company do solemnly and sincerely declare that:

The business of the company is:

§ delete whichever
is inappropriate(a) ~~that of a [recognised bank] [licensed institution]† within the meaning of the Banking Act 1979§~~(b) ~~that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on
insurance business in the United Kingdom§~~

(c) something other than the above§

The company is proposing to give financial assistance in connection with the acquisition of shares in
the [company] ~~[company's holding company]~~

Limited†

The assistance is for the purpose of [that acquisition] ~~[reducing or discharging a liability incurred for the
purpose of that acquisition]†~~

The number and class of the shares acquired or to be acquired is: 100 ORDINARY

Presentor's name address and
reference (if any) :For official Use
General SectionA01
COMPANIES HOUSE

COMPANIES HOUSE

0557
30/08/01U01Z
24/08/01

The assistance is to be given to: (note 2)

SPACE NK LIMITED

200 GREAT PORTLAND STREET

LONDON W1W 5QG

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block letter-

The assistance will take the form of:

National Westminster Bank taking a charge over the assets of Eve Lom (part of the Space Nk group) in exchange for the provision of Bank loans, part of which allowed for the acquisition of Eve Lom by Space Nk.

The person who [has acquired][will acquire]† the share is:

SPACE NK
LIMITED

† delete as
appropriate

EX 29/8/01

The principal terms on which the assistance will be given are:

The amount of cash to be transferred to the person assisted is £

NONE

?

EX

29/8/01

The value of any asset to be transferred to the person assisted is £

NONE

?

EX

29/8/01

The date on which the assistance is to be given is

21/8/01

?

EX

29/8/01

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block letter-

* delete either (a) or
(b) as appropriate

~~X~~ We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

(a) [I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]* (note 3)

(b) [It is intended to commence the winding-up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up]* (note 3)

And ~~X~~ we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 200 Great Portland Street W.1
Declarants to sign below

Day Month Year
on 21 08 2001

before me

~~A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor~~ having the powers conferred on a Commissioner for Oaths.

PAUL SAMUEL GILBERT

F. SHENS INNOCENT

Solicitors

125 Great Portland Street

London W1N 6LS

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form. ✓
- 5 The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB

**AUDITORS' REPORT TO THE DIRECTORS OF
EVE COMPLEXIONS CO. LIMITED ("the Company")
PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985**

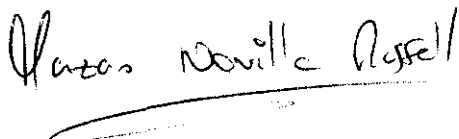
We have examined the attached statutory declaration of the directors dated 21 August 2001, in connection with the proposal that the Company should give financial assistance for the purchase of 100 of the Company's ordinary shares.

Basis of Opinion

We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.



MAZARS NEVILLE RUSSELL
CHARTERED ACCOUNTANTS
Registered Auditors
London

Dated: 22 August 2001