

Company Number: 1766292

THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF THE MEMBERS OF
NETWORK MANAGEMENT LIMITED
(the "Company")

We, the undersigned, being the sole member of the Company who, at the date of these resolutions would be entitled to attend and vote at general meetings of the Company HEREBY RESOLVE, pursuant to section 381A of the Companies Act 1985, to pass the following special resolutions and agree that the said resolutions shall, for all purposes, be as valid and effective as if the same had been passed by us at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTIONS

1. THAT the acts which constitute or may constitute the provision of financial assistance within the meaning of sections 151-152 Companies Act 1985 that are proposed to be given by the Company and certain subsidiaries of the Company, namely Christy Cosmetics Limited and Kuan Limited (together the "**Guaranteeing Subsidiaries**"), to Lomamead Acquisitions Limited (the "**Purchaser**") for the purpose of the acquisition by the Purchaser of shares in the capital of the Company, such acts being those summarised in the various statutory declarations of the directors of the Company supplied to us at or before the time at which this resolution was supplied to us for signature, such acts being in particular:
 - (a) the entry into by the Company and the Guaranteeing Subsidiaries of an accession deed whereby the Company and the Guaranteeing Subsidiaries will accede to the facility agreement relating to a loan facility made between, among others, the Purchaser and Barclays Bank plc (the "**Bank**") dated on or about the date hereof (the "**Loan Agreement**") and pursuant to which they will, amongst other things, guarantee all present and future indebtedness, obligations and liabilities (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) of, among others, the Purchaser, the Company or any of the Guaranteeing Subsidiaries from time to time to the Bank under any Finance Document (as defined in the Loan Agreement) whether solely or jointly with any other person, whether as principal or surety;
 - (b) the entry into by the Company and the Guaranteeing Subsidiaries of an accession deed whereby the Company and the Guaranteeing Subsidiaries will accede to a subordination deed made between, among others, the Purchaser and the Bank and pursuant to which they will subordinate their claims in respect of any inter-company debt to the Bank;
 - (c) the entry into by the Company and the Guaranteeing Subsidiaries of a security agreement in favour of the Bank whereby the Company and the Guaranteeing Subsidiaries grant first fixed and floating charges over their respective undertaking, property and assets in favour of the Bank; and
 - (d) the entry into by the Company and the Guaranteeing Subsidiaries of an intra-group loan agreement relating to certain intra-group borrowings to be made between,

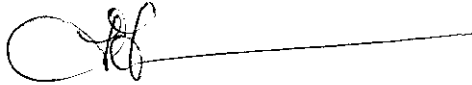


Subsidiaries would make available loan facilities to the Purchaser which may be used by the Purchaser to meet its payment obligations under the Finance Documents (as defined in the Loan Agreement);

be and are hereby approved.

2. THAT Article 9 of the Articles of Association of the Company redesignated as Article 9.1 and a new Article 9.2 be adopted as set out below:

"9.2 Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer is executed by any bank or institution to whom such shares have been charged by way of security, or by any nominee of such bank or institution, pursuant to the power of sale under such security, and a certificate by any official of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts."



For and on behalf of
LAW 2397 LIMITED

Dated:

10th January

2005

The documents were available for inspection.