

Company No. 2188629

*David Grant*  
*Chairman*

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
(NEW)  
ARTICLES OF ASSOCIATION  
of  
BODYCARE TOILETRIES LIMITED

(Adopted by Special Resolution  
passed <sup>22<sup>nd</sup></sup> November 1989)

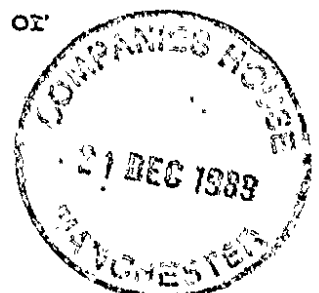
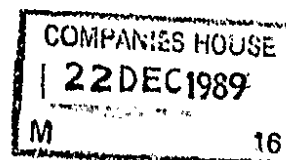
1. Preliminary

The regulations contained in Table A in the Schedule to the Companies (Tables A to F Regulations 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulations 1985) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or articles of association. References herein to regulations are to regulations in the said Table A

2. Private company

The Company is a private company and accordingly the Company shall not:

- (1) offer to the public (whether for cash or otherwise any shares in or debentures of the Company; or



- (2) allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public

3. Interpretation

- (1) In the first line of regulation 1 after the word 'regulation' the words 'and in any articles adopting in whole or in part the same' shall be inserted.

- (2) In these Articles;

- (a) unless the context otherwise requires the following expressions have the following meaning:

"'A' Director"

means any director for the time being appointed and holding office pursuant to Article 16(1)

"Additional Director"

means any director for the time being appointed and holding office pursuant to Article 16(4)

"'A' Shares"

means the 'A' Shares of £1 each in the share capital of the Company from time to time

"'B' Director"

means any director for the time being appointed and

	holding office pursuant to Article 16(2)
"'B' Shares"	means the 'B' Shares of £1 each in the share capital of the Company from time to time
"'C' Director"	means any director for the time being appointed and holding office pursuant to Article 16(3)
"'C' Shares"	means the 'C' Shares of £1 each in the share capital of the Company from time to time
"Ordinary Shares"	means the 'A' Shares and the 'B' Shares and 'C' Shares together
"paid up"	means, in relation to a share, that such share is paid up or credited as paid up
"Relevant Agreement"	means any agreement relating (in whole or in part) to the management and/or affairs of the Company which is binding from time to time on the Company and the members and

"share"

which (expressly or by  
implication) supplements  
and/or prevails over any  
provision of these Articles  
means a share in the  
capital of the Company of  
whatever class

- (b) words or expressions the definitions of which are contained or referred to in the Companies Act 1985 ("the Act") shall be construed as having the meaning thereby attributed to them but excluding any statutory modification thereof not in force on the date of adoption of these Articles
- (c) words importing the singular number shall include the plural and vice versa, words importing the masculine shall include the feminine and neuter and vice versa, and words importing persons shall include bodies corporate, unincorporated associations and partnerships
- (d) references to Articles are references to these Articles and references to paragraphs and sub-paragraphs are, unless otherwise stated, references to paragraphs of the Article or references to sub-paragraphs of the paragraph in which the reference appears

- (3) A special or extraordinary resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of the regulations of these Articles

4. Share capital

The authorised share capital of the Company at the date of adoption of these Articles is £200,000 divided into 33,000 'A' Shares, 33,000 'B' Shares, 33,000 'C' Shares and 101,000 unclassified shares of £1 each. The 'A' Shares and the 'B' Shares and the 'C' Shares shall be separate classes of shares and shall carry the respective voting rights and rights to appoint and remove directors and be subject to the restrictions on transfer hereinafter provided, but in all other respects shall rank pari passu

5. Issue of new shares and alteration of capital

Save with the prior written consent of all the members:

- (1) no shares may be allotted or issued to any person;  
and
- (2) the Company shall not exercise any of the powers referred to in regulations 3, 32, 33, 34, 35 and 110

6. Unissued share

- (1) Subject to Article 5 and to section 80 of the Act, all unissued shares shall be at the disposal of the directors who may allot, grant options over or

otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper provided that no shares shall be issued at a discount

- (2) Section 89(1) and sub-sections (1) to (6) of Section 90 of the Act shall not apply to the Company

7. Lien

The lien conferred by regulation 8 shall attach also to fully paid up shares and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders for all moneys presently payable by him or his estate to the Company. Regulation 8 shall be modified accordingly

8. Transfer of shares

- (1) The directors shall refuse to register the transfer or any share unless such transfer is permitted by, or is made pursuant to and in accordance with Article 9 or the provisions of any Relevant Agreement
- (2) Subject to paragraphs (3) and (6), the directors shall not be entitled to decline to register the transfer of any share which is permitted by, or is

made pursuant to and in accordance with Article 9 or the provisions of any Relevant Agreement

(3) For the purpose of ensuring that a particular transfer of shares is permitted under the provisions of these Articles or under the provisions of any Relevant Agreement, the directors may require the transferor or the person named as transferee in any transfer lodged for registration to furnish the Company with such information and evidence as the directors may think necessary or relevant. Failing such information or evidence being furnished to the satisfaction of the directors within a period of 28 days after such request the directors shall be entitled to refuse to register the transfer in question

(4) The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share which would otherwise be permitted under these Articles if it is a transfer:

- (a) of a share on which the Company has a lien;
- (b) of a share (not being a fully paid share) to a person of whom they shall not approve.

The first sentence of regulation 24 shall not apply

9. Permitted Transfers

Subject always to Articles 8 and 10:

(1) A member (or his personal representatives) may at any time transfer all or any of his shares:

- (a) in the case of a member being a nominee, to the person who is the beneficial owner or to a person to whom the beneficial owner, if he were registered as the holder, would have been entitled to transfer his shares in accordance with this Article; provided that the provisions of this paragraph shall not apply in circumstances where the beneficial ownership of the share in question became vested in the beneficial owner in contravention of any of the provisions of these Articles or any Relevant Agreement
- (b) to any person with the prior written consent of all the other members

(2) If the personal representatives of a deceased member are permitted under these Articles to become registered as the holders of any of the deceased member's shares and elect so to do then such shares may at any time be transferred by those personal representatives to any person to whom under this Article the same could have been transferred by the deceased member if he had remained the holder thereof, but no other transfer of such shares by the



personal representatives shall be permitted under this Article.

10. Prohibited transfers

Notwithstanding anything else contained in these Articles no share shall be issued or transferred to any infant, bankrupt or person of unsound mind.

11. Proceedings at general meetings

- (1) No business shall be transacted at any general meeting unless a quorum or members is present at the time when the meeting proceeds to business. Two members each of whom is present in person or by proxy or (being corporation) is present by a duly authorised representative shall be a quorum of which one shall be or represent a holder of not less than one half in nominal value of any one class of share and the other shall be or represent a holder of not less than one half in nominal value of any other class of share. Regulation 40 shall not apply
- (2) If within half an hour from the time appointed for a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week, at the same time and place (or to such other day and at such other time and place as all the

members may agree in writing). If at any adjourned meeting such a quorum is not present within half an hour from the time appointed for the adjourned meeting the meeting shall be dissolved. Regulation 41 shall not apply

- (3) In regulation 44 the words 'of the class of shares the holders of which appointed him as director' shall be substituted for the words 'any class of shares in the Company'
- (4) At any general meeting a poll may be demanded by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly
- (5) An instrument appointing a proxy may, in the case of a corporation, be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative
- (6) The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to vote on a poll on the election of a chairman and on a motion to adjourn the meeting
- (7) The chairman of a general meeting shall not be entitled to a second or casting vote. Regulation 50 shall not apply

12. Written Resolution

Any such resolution in writing as is referred to in regulation 53 may, in the case of a corporation, be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative

13. Votes of members and veto

(1) Subject as provided below in this paragraph and to any other special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, at every general meeting of the Company those holders of the 'A' Shares present in person or by proxy or (being a corporation) present by a duly authorised representative shall (whether on a show of hands or on a poll) collectively have one vote, those holders of 'B' Shares present in person or by proxy or (being a corporation) present by a duly authorised representative shall (whether on a show of hands or on a poll) collectively have one vote and those holders of 'C' Shares present in person or by proxy or (being a corporation) present by a duly authorised representative shall (whether on a show of hands or on a poll) collectively have one vote; Provided that:

(a) no shares of any class shall confer any right to vote upon a resolution for the removal from office of a director appointed by holders of

shares of any other class; and

(b) if, on a poll being taken on a resolution, the votes cast in favour of the resolution shall exceed the votes cast against it but the vote of the holders of the 'A' Shares or the vote of the holders of the 'B' Shares or the vote of the holders of the 'C' Shares shall have been cast against the resolution, such holders shall be deemed to have been entitled to and to have cast an additional vote with the consequence that the resolution shall not have been carried

(2) If there shall be any difference between the holders of a class of shares as to the manner in which such single vote shall be cast the same shall be resolved by the calling of a meeting of the holders of that class at which, on a show of hands, every holder of a share of that class who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a holder entitled to vote, shall have one vote and, on a poll, one vote for every share of which is the holder

(3) Regulation 54 shall not apply

14. Alternate directors

- (1) Any director (other than an alternate director or an Additional Director) may at any time appoint any person (including another director) to be an alternate director and may at any time terminate such appointment. Any such appointment or termination of appointment shall be effected in like manner as provided in Article 16(4). The same person may be appointed as the alternate director of more than one director
- (2) The appointment of an alternate director shall determine on the happening of any event which if he were a director would cause him to vacate such office or if his appointor ceases to be a director
- (3) An alternate director shall be entitled to receive notices of meetings of the directors and of any committee of the directors of which his appointor is a member and shall be entitled to attend and vote as a director and be counted in the quorum at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a director of the relevant class. It shall not be necessary to give notice of meetings to an

alternate director who is absent from the United Kingdom. If an alternate director shall be himself a director his voting rights shall be cumulative, but he shall count as only one person for the purpose of determining whether a quorum is present. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the directors shall be as effective as the signature of his appointor. An alternate director shall not (save as aforesaid) have power to act as a director nor shall he be deemed to be a director for the purposes of these Articles.

- (4) An alternate director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a director but he shall not be entitled to receive from the Company in respect of his appointment as alternate director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct

- (5) Regulations 65 to 69 shall not apply

15. Delegation of director's powers

The holders of a majority of the 'A' Shares or the holders of a majority of the 'B' Shares or the holders of a majority of the 'C' Shares may at any time and from time to time revoke all or any of the powers delegated to a managing director or other executive director pursuant to regulation 72 by notice in like manner as provided in Article 16(4). Regulation 72 shall be modified accordingly.

16. Appointment and retirement of directors

(1) The holders of a majority of the 'A' Shares shall be entitled by notice in writing to the Company to appoint two directors and by like notice to remove any of such directors and at any time and from time to time by like notice to appoint any other person to be a director in the place of a director so removed. Any director so appointed shall be an 'A' Director

(2) The holders of a majority of the 'B' Shares shall be entitled by notice in writing to the Company to appoint two directors and by like notice to remove any of such directors and at any time and from time to time by like notice to appoint any other person to be a director in place of a director so removed. Any director so appointed shall be a 'B' Director

- (3) The holders of a majority of the 'C' Shares shall be entitled by notice in writing to the Company to appoint two directors and by like notice to remove any of such directors and at any time and from time to time by like notice to appoint any other person to be a director in place of a director so removed. Any director so appointed shall be a 'C' Director
- (4) The holders of a majority of the 'A' Shares and the holders of a majority of the 'B' Shares and the holders of a majority of the 'C' Shares shall be entitled together by notice in writing to the Company to appoint one or more additional directors and any such additional director may be removed by notice in writing to that effect being given to the Company by the holders of a majority of the 'A' Shares or the holders of a majority of the 'B' Shares or the holders of a majority of the 'C' Shares. Any director so appointed shall be an Additional Director
- (5) A notice of appointment or removal of a director pursuant to this Article shall take effect upon lodgment at the registered office or on delivery to a meeting of the directors or on delivery to the secretary



- (6) Every director appointed pursuant to this Article shall hold office until he is either removed in manner provided by this Article or dies or vacates office pursuant to regulation 81 (as modified by Article 19) and neither the Company in general meeting nor the directors shall have power to fill any such vacancy
- (7) Any director appointed pursuant to this Article shall be at liberty from time to time to make such disclosure to his appointor(s) as to the business and affairs of the Company and its subsidiaries as he shall in his absolute discretion determine
17. The directors shall not be subject to retirement by rotation and accordingly regulations 73 to 75 shall not apply and all other references in the regulations to retirement by rotation shall be disregarded
18. No director shall be appointed otherwise than as provided in these Articles. Regulations 76 to 80 shall not apply
19. Disqualification and removal of directors  
Regulation 81 shall be modified by deleting paragraph (e) thereof. The office of a director shall also be vacated if he shall be removed from office as herein before provided

20. Pensions

The directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any employees or ex-employees and to officers and ex-officers (including directors and ex-directors) of the Company or its predecessors in business or of any holding company or subsidiary of the Company or to the relations or dependants of any such persons and may establish, support and maintain pensions, superannuation or other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and/or their relations or dependants or any of them. Any director shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity, allowance or other benefit and may vote as a director in respect of the exercise of any of the powers by this Article conferred upon the directors notwithstanding that he is or may become interested therein. Regulation 87 shall not apply

21. Proceedings of directors

The quorum for the transaction of the business of the directors and of any committee of the directors shall be two of whom one shall have been appointed by the holders of one class of shares and the other shall have been appointed by another class of shares. In the event that at any duly convened meeting of the directors or of any committee of the directors the meeting is not so quorate,

or if during the meeting such a quorum ceases to be present, or if during the meeting such a quorum ceases to be present, the meeting shall be adjourned to the same day in the next week at the same time and place (or to such other day, and at such other time and place as a quorum of directors may agree in writing) and at such adjourned meeting the quorum shall be any two directors

22. The chairman of any meeting of the directors or of any committee of the directors shall not be entitled to a second or casting vote. Regulation 88 shall be modified accordingly

23. (1) Unless otherwise agreed in writing by an 'A' Director and a 'B' Director and a 'C' Director in any particular case, at least 14 clear days' notice in writing shall be given to each director of every meeting of the directors, except any absent from the United Kingdom for the time being who have (a) (in the case of a director) nominated an alternate or (b) failed to furnish the Company with an address abroad to which such notices may be forwarded. The third sentence of regulation 88 shall not apply to the Company

(2) Regulation 111 shall be read as if the words 'except that a notice calling a meeting of the directors

need not be in writing' were deleted therefrom

- (3) During periods when there are, for whatever reason, no 'A' Directors or no 'B' Directors or no 'C' Directors notice in writing shall be given to the holders of the shares entitled to appoint such a director in like manner as if such holders of shares were directors of the Company
- (4) Each such notice shall (a) be sent to the address notified from time to time by each director and shareholder to the secretary (or, if there is none at that time, the chairman) as his address for the service of such notices (or if no address has been so supplied, to his last known address); (b) contain an agenda specifying in reasonable detail the matters to be discussed at the relevant meeting; (c) be accompanied by any relevant papers for discussion at such meeting; and (d) if sent to an address outside the United Kingdom, be sent by courier, telex or facsimile transmission
- (5) Save as provided in paragraph (4), any such notice may be delivered personally or by first class prepaid letter and shall be deemed to have been served if by delivery when delivered and if by first class letter 48 hours after posting

(6) Except as may be agreed by an 'A' Director and a 'B' Director and a 'C' Director in any particular case, no business or resolution shall be transacted or passed at any meeting of the directors except as was fairly disclosed in the agenda for such meeting

24. Appropriate complete minutes of each meeting of the directors shall be maintained by the Company and copies thereof distributed to the directors as soon as reasonably practicable after the meeting shall have been held

25. A director who is in any way whether directly or indirectly interested in a transaction or arrangement or proposed transaction or arrangement with the Company may vote in respect of any such transaction or arrangement or proposed transaction or arrangement or any matter arising thereout and if he does so vote his vote shall be counted and he shall be capable of constituting a quorum at any meeting of the directors at which any such transaction or arrangement or proposed transaction or arrangement shall come before the board of directors for consideration and may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof. Regulations 94 to 97 shall not apply

26. Borrowing powers

The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and subject as otherwise provided in these Articles to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

27. Accounts and information

Every member shall be entitled, either himself or through his agents duly authorised in writing, during the Company's normal hours of business to inspect and take copies of the books of account and all other records and documents of the Company and each of its subsidiaries on giving not less than 48 hours written notice to the secretary (or, if there is none for the time being, the chairman). The Company shall give each such member all such facilities as he may reasonably require for such purpose including the use of copying facilities. The Company may make a reasonable charge for any copies taken but otherwise shall not charge for any facilities requested as aforesaid. Regulation 109 shall not apply

28. Notices

A notice sent by post shall be deemed to be given at the time when the same was posted. The second sentence of

regulation 115 shall not apply

29. Indemnity

Subject to the provisions of and so far as may be permitted by law, every director, auditor, secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. Regulation 118 shall not apply

30. Overriding provisions

(1) Notwithstanding the provisions of these Articles the directors shall be obliged, so far as may be permitted by law, to act in all respects in

accordance with and give effect to any Relevant Agreement

- (2) Where the approval, agreement or consent of any member or director is required under any provision of these Articles to any particular matter, such approval, agreement or consent may be given subject to such terms and conditions as that member or director may require and any breach of such terms and conditions shall ipso facto be deemed to be breach of these Articles.

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