

**G**

**Statutory Declaration of compliance  
with requirements on application  
for registration of a company**

**12**

Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies  
(Address overleaf)

For official use

For official use

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--

Name of company

\* **RBCO 134 LIMITED**

\* Insert full  
name of company

I, **DUNCAN JOHN FARADAY INNES**

of **BEAUFORT HOUSE, 15 ST. BOTOLPH STREET, LONDON, EC3A 7EE**

delete as  
appropriate

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~  
~~person named as director or secretary of the company in the statement delivered to the registrar~~  
~~under section 10(2)~~ and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it have been complied with,  
And I 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 **Beaufort House, 15 St Botolph St**  
**London EC3A 7EE**

Declarant to sign below

the **5<sup>th</sup>** day of **NOVEMBER**

One thousand nine hundred and **NINETY-TWO**

before me **Smith**

**D. J. F. Innes**

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

Presentor's name address and  
reference (if any):

**RICHARDS BUTLER  
BEAUFORT HOUSE  
15 ST. BOTOLPH STREET  
LONDON EC3A 7EE  
Ref: DN/SMG/R041/290**

For official Use

New Companies Section

Post room

10

**Statement of first directors and  
secretary and intended situation  
of registered office**

This form should be completed in black.

**Company Name (in full)**

<b>CN</b>	2767620	For official use	<b>H</b>
RBCO 134 LIMITED			

**Registered office** of the company on  
incorporation.

<b>RO</b>	BEAUFORT HOUSE, TENTH FLOOR		
15 ST. BOTOLPH STREET			
Post town	LONDON		
County/Region			
Postcode	EC3A 7EE		

the memorandum is delivered by an  
agent for the subscribers of the  
memorandum mark 'X' in the box  
opposite and give the agent's name  
and address.

☐

Name			
<b>RA</b>			
Post town			
County/Region			
Postcode			

Number of continuation sheets attached

☐

Whom should Companies House  
select any enquiries about the  
information shown on this form?

SHG/R041-290			
RICHARDS BUTLER, BEAUFORT HOUSE, 15 ST BOTOLPH STREET			
LONDON	Postcode	EC3A 7EE	
Telephone	071 247 6555	Extension	

Name \*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Consent signature

Directors *(see notes 1 - 5)*  
*Please list directors in alphabetical order.*

Name \*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of Birth

Business occupation

Other directorships

\*Voluntary details

Consent signature

CS

RB SECRETARIAT LIMITED

AD

BEAUFORT HOUSE, TENTH FLOOR,

15 ST. BOTOLPH STREET

Post Town

LONDON

County/Region

Postcode

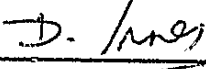
EC3A 7EE

Country

ENGLAND

I consent to act as secretary of the company named on page 1  
FOR AND ON BEHALF OF RB SECRETARIAT LIMITED

Signed



DIRECTOR

Date

5

NOVEMBER 1992

CD

RB DIRECTORS ONE LIMITED

AD

BEAUFORT HOUSE, TENTH FLOOR,

15 ST. BOTOLPH STREET

Post Town

LONDON

County/Region

Postcode

EC3A 7EE

Country

ENGLAND

DO

Nationality

NA

N/A

OC

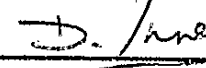
N/A

OD

NONE

I consent to act as director of the company named on page 1  
FOR AND ON BEHALF OF RB DIRECTORS ONE LIMITED

Signed



DIRECTOR

Date

5

NOVEMBER 1992

Name **\*Style/Title**

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address

Equal residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.


Date of Birth

Business occupation

Other directorships

Voluntary details

**Consent signature**

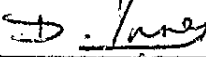

<b>CD</b>			
RB DIRECTORS TWO LIMITED			
<b>AD</b>	BEAUFORT HOUSE, TENTH FLOOR,		
15 ST. BOTOLPH STREET			
Post Town	LONDON		
County/Region			
Postcode	EC3A 7EE	Country	ENGLAND
<b>DO</b>		Nationality	<b>NA</b> N/A
<b>OC</b>	N/A		
<b>OD</b>	NONE		
I consent to act as director of the company named on page 1 FOR AND ON BEHALF OF RB DIRECTORS TWO LIMITED			
Signed		DIRECTOR	Date 5 NOVEMBER 1992

Delete if the form  
signed by the  
subscribers.

Signature of agent on behalf of all subscribers	Date
---	------

Delete if form  
signed by an  
agent on behalf of  
the subscribers.

Delete if the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

FOR AND ON BEHALF OF ADJUSTABLE NOMINEES LIMITED			
Signed		DIRECTOR	Date 5 NOVEMBER 1992
FOR AND ON BEHALF OF POWELL BURT PROPERTIES LIMITED			
Signed		DIRECTOR	Date 5 NOVEMBER 1992
Signed			Date
Signed			Date
Signed			Date
Signed			Date

13 NOV 1992  
8:42 PM  
2000 PAGES  
HOUSE

## of

1. The Company's name is "RBCO 134 LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. (1) The object of the Company is to carry on business as a general commercial company.  
(2) Without prejudice to the generality of the objects and powers of the Company derived from section 3A of the Companies Act 1985, the Company has the following objects:-
  - (a) to acquire by any means any real or personal property or rights whatsoever, and to improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company;
  - (b) to make experiments in connection with any business or proposed business of the Company and to experiment upon, test or improve any patents, inventions or rights which the Company may acquire or propose to acquire;
  - (c) to pay for any property or rights acquired by the Company and to remunerate any person either in cash or by the allotment of shares, debentures or other securities of the Company credited as fully or partly paid up, or otherwise;
  - (d) to lend money or give credit to such persons and on such terms as may seem expedient and otherwise to invest and deal with the moneys of the Company;

511323

- (e) to borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's undertaking and property (whether present or future), including its uncalled capital, the discharge of any obligation by the Company or any other person, including any associated company of the Company;
- (f) to give such indemnities as may seem expedient and to guarantee the performance of any obligation by any person, including any associated company of the Company;
- (g) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- (h) to establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time directors or officers of or in the employment or service of the Company or of any company which is an associated company of the Company or a predecessor in business of the Company or of any associated company of the Company, and the wives, widows, families and dependants of any such persons, and to make payments for or towards the insurance of any such persons as aforesaid;
- (i) to establish and subsidise or subscribe money to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any associated company of the Company, and to make payments for any charitable, benevolent, public, general or useful object;
- (j) to enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any person or company, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions and to carry out, exercise and comply with the same;

- (k) to pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company;
- (l) to enter into any partnership or arrangement for sharing profits, co-operation or union of interests with any other company or person, and to establish or promote, or join in the establishment or promotion of, any other company;
- (m) to acquire and undertake the whole or any part of the business, property and liabilities of any other company or person, and to amalgamate with any other company;
- (n) to dispose by any means of the whole or any part of the undertaking or property of the Company;
- (o) to distribute any of the property of the Company among the members in specie;
- (p) to cause the Company to be registered or recognised in any part of the world;
- (q) to do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and by or through agents, trustees, sub-contractors or otherwise.

And it is hereby declared that -

- (A) the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere;
- (B) the expression "associated company" includes, in reference to the Company, any company which, for the purposes of the Companies Act 1985, is a subsidiary or holding company of the Company or a subsidiary of such a holding company; and

(C) each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in that paragraph, be an independent main object and be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The Company's share capital is £1,000 divided into 1,000 shares of £1 each.



We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

---

NAMES AND ADDRESSES  
OF SUBSCRIBERS

Number of shares  
taken by each  
subscriber

---

1. For and on behalf of  
ADJUSTABLE NOMINEES LIMITED  
Beaufort House, Tenth Floor,  
15 St. Botolph Street,  
London, EC3A 7EE

One

*D. J. F. Jones*  
Director

2. For and on behalf of  
POWELL BURT PROPERTIES LIMITED  
Beaufort House, Tenth Floor,  
15 St. Botolph Street  
London, EC3A 7EE

One

*D. J. F. Jones*  
Director

Total shares taken

---

Two

---

---

DATED

5<sup>th</sup> November 1992.

WITNESS to the above signatures -

Beaufort House  
15 St. Botolph Street  
London  
EC3A 7EE  
*Shaffer*  
Solicitor

*S.M. VINE*

company/R041-290/j2116

THE COMPANIES ACT 1985

---

COMPANY LIMITED BY SHARES

---

ARTICLES OF ASSOCIATION

of

RBCO 134 LIMITED

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1. The following regulations and the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (except regulations 64 and 73 to 80 inclusive) shall constitute the articles of association of the Company.

2. The number of directors shall not be subject to any maximum but shall be not less than one. A sole director may exercise all the powers given to the directors by the articles, which shall be deemed to be modified accordingly.

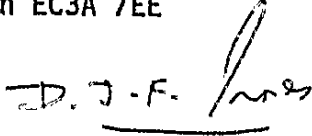
3. The directors may appoint a person willing to act to be a director, either to fill a casual vacancy or as an additional director. A member or members holding not less than a majority in nominal amount of the issued shares of the Company may remove any director from office by a written instrument signed by, or on behalf of, him or them and delivered to the office.

---

NAMES AND ADDRESSES OF SUBSCRIBERS

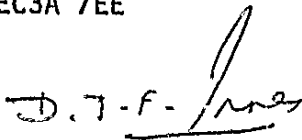
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For and on behalf of  
ADJUSTABLE NOMINEES LIMITED  
Beaufort House, Tenth Floor,  
15 St. Botolph Street,  
London EC3A 7EE



Director

For and on behalf of  
POWELL BURT PROPERTIES LIMITED  
Beaufort House, Tenth Floor,  
15 St. Botolph Street,  
London EC3A 7EE



Director

---

DATED 5<sup>th</sup> November, 1992.

WITNESS to the above signatures -

Beaufort House,  
15 St. Botolph Street  
London EC3A 7EE

  
Solicitor

company/R041-290/j2116

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

**No. 2767620**

**I hereby certify that**

**RBCO 134 LIMITED**

**is this day incorporated under the Companies Act 1985 as  
a private company and that the Company is limited.**

**Given under my hand at the Companies Registration Office,  
Cardiff the 25 NOVEMBER 1992**

*M. Rose*  
**M. ROSE**

**an authorised officer**

THE COMPANIES ACT 1985

Company Limited by Shares

SPECIAL RESOLUTION

of


RBCO 134 LIMITED

(Passed on 10th December 1992)


WE, the undersigned, being all the members of the above Company entitled to receive notice of, attend and vote at General Meetings of the Company, hereby unanimously pass the following resolution pursuant to regulation 53 of Table A, and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed as a Special Resolution at a General Meeting of the Company duly convened and held.

RESOLVED that the name of the Company be changed to  
"MARY KAY COSMETICS LIMITED".

Dated this 10th day of December 1992

  
.....Director

for and on behalf of  
ADJUSTABLE NOMINEES LIMITED

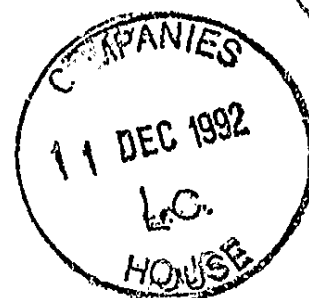
  
.....Director

for and on behalf of  
POWELL BURT PROPERTIES LIMITED

Richards Butler  
Beaufort House  
15 St. Botolph Street  
London EC3A 7EE

Ref: DJB/SMG/MJ41/001

LB 001501  
C/N 200  
SAME DAY





## **CERTIFICATE OF INCORPORATION ON CHANGE OF NAME**

Company No. 2767620

The Registrar of Companies for England and Wales hereby certifies that

RBCO 134 LIMITED

having by special resolution changed its name, is now incorporated  
under the name of

MARY KAY COSMETICS LIMITED

Given at Companies House, London, the 11th December 1992

A handwritten signature in black ink, appearing to read 'C. Carr'.

MR. C. CARR

For The Registrar Of Companies



C O M P A N I E S H O U S E

Company No. 2767620

THE COMPANIES ACT 1985

Company Limited by Shares

RESOLUTION[S]

of

RBCO 134 LIMITED

(Passed on 10th December 1992)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at Beaufort House, 15 St. Botolph Street, London EC3A 7EE on 10th December 1992, the following Resolution was duly passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

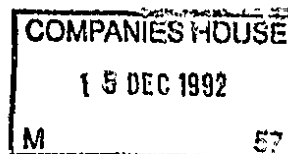
That the regulations contained in the printed document submitted to the Meeting and for the purpose of identification signed by the Chairman of the Meeting be adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.

.....*D. J. F. Jones*.....

CHAIRMAN

Richards Butler  
Beaufort House  
15 St. Botolph Street  
London EC3A 7EE

Ref: DJB/SMG/MJ41/001



Company Number: 2767620

D. T. F. Jones  
Chairman

THE COMPANIES ACT 1985

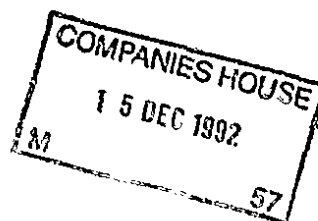
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

RBCO 134 LIMITED

(adopted on 10th December 1992)



PRELIMINARY

1. The following regulations and (subject to their provisions) the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 ("Table A") constitute the articles of association of the Company.
2. In regulation 1 of Table A the words "and the articles" shall be deemed to be added after the words "these regulations" in each place where they occur.
3. Regulations 40, 73 to 80 (inclusive), 87 and 94 to 98 (inclusive) of Table A shall not apply to the Company.

SHARES

4. At the adoption of these Articles of Association the share capital of the Company is £1,000 divided into 1,000 ordinary shares of £1 each.
5. The directors are generally and unconditionally authorised for the purpose of section 80 of the Act to allot relevant securities (within the terms of that section) up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company for the time being. The authority given by this article shall expire at the end of five years beginning on the date on which it was given.
6. Sections 89 and 90 of the Act shall not apply to the Company.

LIEN

7. Without prejudice to the provisions of regulation 8 of Table A, the Company shall have a first and paramount lien on all the shares registered in the name of any member (whether solely or jointly with another) for all moneys (whether presently payable or not) due to the Company from him or his estate, whether solely or jointly with any other



person (whether a member or not) and whether the debt in respect of which the moneys are due was incurred before or after notice to the Company of any equitable or other interest of any person other than the member. The Company's lien on a share shall extend to all dividends or other moneys payable in respect of it. The directors may wholly or partly exempt any share from the provisions of this article on such terms as they think fit.

#### TRANSFER OF SHARES

8. The directors may, in their absolute discretion and without giving any reason, refuse to register a transfer of any share (whether or not fully paid) to any person.

9. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Two persons or, if the Company has only one member, one person entitled to vote at the meeting, being or each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

10. A proxy shall be entitled to vote on a show of hands.

11. The words "(or such shorter period as the directors may allow)" shall be deemed to be inserted after "48 hours" in paragraph (a) of regulation 62 of Table A.

#### NUMBER OF DIRECTORS

12. The word "one" shall be deemed to be substituted for the word "two" in regulation 64 of Table A. A sole director may exercise all the powers given to the directors by the articles.

#### APPOINTMENT AND REMOVAL OF DIRECTORS

13. A person willing to act may be appointed as a director and any director, howsoever appointed, may be removed from office as a director (without prejudice to any claim for damages he may have for breach of any contract of service between him and the Company) either -

- (1) by an instrument signed by or on behalf of a member or members holding not less than a majority in nominal amount of the ordinary shares of the Company for the time being in issue and delivered to the office; or
- (2) by an ordinary resolution of the Company.

The power of removal of a director from office conferred on the Company by this article is in addition to that conferred by the Act, to the intent that sections 303(2) and 304 of the Act shall not apply to a removal under this article.

#### DIRECTORS' GRATUITIES AND PENSIONS

14. The directors may pay, or agree to pay, gratuities, pensions and other retirement, superannuation, death or disability benefits to any director or former director, to any member of his family (including a

spouse or former spouse) or to any person who is or was dependent on him, and may contribute to any scheme or fund and pay premiums for the purchase or provision of any such benefits.

#### PROCEEDINGS OF DIRECTORS

15. A meeting of the directors shall not be validly called unless at least seven clear days' notice of the meeting has been given to every director (including an alternate director) entitled to receive notice of the meeting, or unless he waives the requisite notice. A director (including an alternate director) shall be deemed to have received the requisite notice if he or his alternate director (or, in the case of an alternate director, his appointor) is present at the meeting.

16. The words "But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom." and "It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom." shall be deemed to be omitted from regulations 66 and 88 respectively of Table A.

17. The directors (including alternate directors), or any of them, may participate in or form a meeting of the directors by means of a conference telephone or any communication equipment which allows all the participants to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be counted in the quorum and be entitled to vote accordingly. The meeting shall be deemed to take place where the group of the highest number of participants is assembled or, if there is no such group, where the chairman of the meeting is then present.

18. A director may as a director vote and be counted as one of the quorum upon a motion in respect of any transaction or arrangement which he enters into or makes with the Company or in which he is in any way interested.

#### THE SEAL

19. Regulation 101 of Table A shall apply only if the Company has a common seal. Whether it does or not, a share certificate may be executed under section 36A (4) of the Act instead of being sealed.

#### NOTICES

20. The words "except that a notice calling a meeting of the directors need not be in writing" shall be deemed to be omitted from regulation 111 of Table A.

21. Any notice to be given to or by any person pursuant to the articles shall be deemed to be given personally in writing at the time of transmission if it is given by telex, cable or facsimile transmission.

22. The words "instead of his registered address" shall be deemed to be substituted for the words "but otherwise no such member shall be entitled to receive any notice from the Company" in regulation 112 of Table A. Regulation 115 of Table A shall apply to a notice posted to a member at

his registered address if outside Europe (as defined for the purposes of the Royal Mail) only if it is sent by air mail or by means of an established air courier service.

#### INDEMNITY

23. Subject to the provisions of the Act and without prejudice to the provisions of regulation 118 of Table A, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses or liabilities incurred by him in the execution or discharge of his duties or in relation thereto. The Company may purchase and maintain for any such officer or auditor insurance against any liability which by virtue of any rule of law may attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.



**Notice of accounting reference date**  
(To be delivered within 9 months of  
incorporation)

224

Please do not  
write in  
this margin.

Pursuant to section 224 of the Companies Act 1935  
as inserted by section 3 of the Companies Act 1989

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies  
(Address overleaf)

Company number

2767620

Name of company

\* RBCO 134 LIMITED (now MARY KAY COSMETICS LIMITED)

\* Insert full name  
of company

gives notice that the date on which the company's accounting reference period is to be treated as  
coming to an end in each successive year is as shown below:

Important  
The accounting  
reference date to  
be entered along-  
side should be  
completed as in the  
following examples:

Day Month

3 | 1 | 1 | 2

5 April  
Day Month

0 | 5 | 0 | 4

30 June  
Day Month

3 | 0 | 0 | 6

31 December  
Day Month

3 | 1 | 1 | 2

R B SECRETARIAT LIMITED

by *[Signature]* Director/Secretary

Signed

Designation\* SECRETARY

Date 10<sup>th</sup> DECEMBER 1992

† Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Presentor's name address telephone  
number and reference (if any):

RICHARDS BUTLER  
DEAUFORT HOUSE  
15 ST. BOTOLPH STREET  
LONDON EC3A 7EE  
REF: SMG/MJ41-001

For official Use  
D.E.B

Post room  
COMPANIES HOUSE  
15 DEC 1992  
M

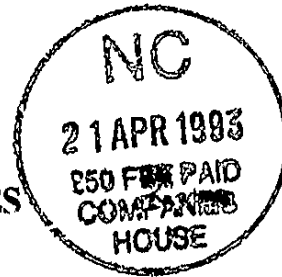
Company Number: 2767620

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION

of

MARY KAY COSMETICS LIMITED

Passed on April 15, 1993



WE, the undersigned, being all the members of the above Company entitled to receive notice of, attend and vote at the General Meetings of the Company, hereby unanimously pass the following resolution pursuant to regulation 53 of Table A, and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed as a Special Resolution at a General Meeting of the Company duly convened and held.

RESOLVED, that the name of the Company be changed to  
MARY KAY COSMETICS (U.K.) LIMITED.

Dated this 15<sup>th</sup> day of April, 1993.

R. Bradley Glendening

R. Bradley Glendening  
Senior Vice President, Secretary, General Counsel and Director  
MARY KAY COSMETICS, INC.

Presented for filing by -  
RICHARDS BUTLER  
Beaufort House  
15 St. Botolph Street  
London EC3A 7EE

RES. UK  
Ref: SMG/MJ41/001



**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2767620

I hereby certify that

**MARY KAY COSMETICS LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**MARY KAY COSMETICS (U.K.) LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 8 JUNE 1993

  
M.LEWIS

an authorised officer

**Notice of Increase  
in nominal capital**

**123**

Please do not  
write in  
this margin.

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies  
(Address overleaf)

For official use

Company number

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

☐ ☐ ☐ ☐ ☐

2767820

Name of company

\* HART KAY COSMETICS (U.K.) LIMITED

Insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 26TH JULY 1993 the nominal capital of the company has been  
increased by £ 499,000 beyond the registered capital of £ 1,000.

§ the copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follow:

**R B SECRETARIAT LIMITED**

by 

Director/Secretary

Please tick here if  
continued overleaf ☐

Signed

Designation ‡ Secretary

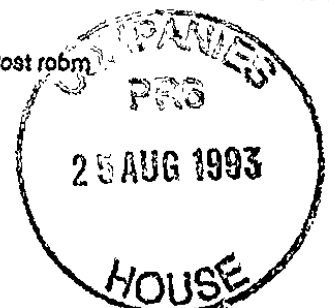
Date 23.8.93

Presentor's name address and  
reference (if any):

RICHARDS BUTLER  
BEAUFORT HOUSE  
15 ST. BOTOLPH STREET  
LONDON EC3A 7EE  
Ref: S&S/MJ:1-001

For official Use  
General Section

Post room



‡ Insert  
Director,  
Secretary,  
Administrator  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Company No. 2767320

THE COMPANIES ACT 1985

Private Company Limited by Shares

WRITTEN RESOLUTION

of

MARY KAY COSMETICS (U.K.) LIMITED

WE, the undersigned, being all the members of the above Company who at the date of this Resolution would be entitled to attend and vote at a general meeting of the Company, hereby agree in accordance with section 381A of the Companies Act 1985 to the following resolutions in writing, being passed as ordinary resolutions, the provisions of section 381B of that Act having been complied with -

ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be increased to £500,000 divided into 500,000 ordinary shares of £1 each by the creation of 499,000 ordinary shares of £1 each ranking pari passu with the existing shares.
2. That the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot relevant securities (within the terms of that section) up to a maximum nominal amount of £500,000 for a period of five years beginning on the date on which this authority is given.

Dated this 26th day of July 1993

*R. Bradley Blending*.....Director

for and on behalf of  
MARY KAY COSMETICS, INC.

Richards Butler  
Beaufort House  
15 St. Botolph Street  
London EC3A 7EE

Ref: DBJ/SMG/MJ41/001

