

Company Number: 03307025

The Companies Act 2006

Company Limited by Shares

**Written Resolutions of
PROACTIV SKIN HEALTH LIMITED**

Pursuant to Section 288 of the Companies Act 2006 I, being a member of the company who would, at the date of these resolutions, have been entitled to vote upon them as if they had been proposed at a general meeting at which I was present, vote as follows on the special and ordinary resolutions set out below

Special Resolution

"THAT the company be wound up voluntarily."

FOR /-AGAINST

Ordinary Resolutions

"THAT Derek Neil Hyslop and Colin Peter Dempster of Ernst & Young LLP, Atria One, 144 Morrison Street, Edinburgh, EH3 8EX, be and they are hereby appointed Joint Liquidators for the purposes of the winding up."

FOR /-AGAINST

"THAT any act required or authorised to be done by the Joint Liquidators may be done by them jointly or by either of them acting alone."

FOR /-AGAINST

"THAT the company's books and records be held by Proactiv Skin Health Limited to the order of the Joint Liquidators until the expiry of twelve months after the date of dissolution of the company, when they may be disposed of, unless notified otherwise by the (former) Joint Liquidators."

FOR /-AGAINST

"THAT the remuneration of the Joint Liquidators be fixed on the basis of time properly given by them and their staff in attending to matters arising during the winding up of the company plus disbursements and VAT."

FOR/AGAINST

THURSDAY



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25/06/2020

#279

COMPANIES HOUSE

Special Resolution

"THAT the Joint Liquidators be authorised to divide all or such part of the assets of the company in specie as they shall think fit amongst the members of the company."

Signature:

Duly authorised signatory of

Name of signatory:

Date of signature

Proactiv Skin Health Holding Europe AB

P. Almqvist

Anna Marsell

June 17,

2020

FOR / AGAINST

PROACTIV SKIN HEALTH LIMITED

(Company Number: 03307025)

Minutes of the Meeting of the Board of Directors

held at LA TOUR DE PEILZ

on 17 June 2020 at 9.00am am/pm

Present: Thomas Johannes Willi Dittrich
Flemming Ornskov

In Attendance:

CHAIRMAN, NOTICE AND QUORUM

- 1 IT WAS RESOLVED that Thomas Johannes Willi Dittrich be appointed chairman of the meeting.
- 2 The chairman reported that due notice of the meeting had been given to each director and that a quorum was present. Accordingly, the chairman declared the meeting duly convened and constituted.

BUSINESS OF THE MEETING

- 3 Taking into account the wishes of its shareholders, the directors came to the view that the company had come to the end of its useful life and, consequently, should be placed into members' voluntary liquidation, and that Derek Neil Hyslop and Colin Peter Dempster of Ernst & Young LLP, having provided written consents to act, should be appointed as Joint Liquidators.
- 4 The directors confirmed that they had made full enquiry into the company's affairs and agreed that if the company were placed into liquidation it would be able to pay its debts in full, including statutory interest from the date of liquidation to the date of payment, within 12 months. Therefore, the meeting agreed that the liquidation could properly be in the form of a members' voluntary liquidation.
- 5 There were produced to the meeting the following documents:
 - a. A copy of the audited accounts of the company as at 31 December 2018 and a draft balance sheet as at 12 June 2020; and
 - b. A draft declaration of solvency in the form required by Section 89 of the Insolvency Act 1986, embodying a statement of the company's assets and liabilities as at 12 June 2020; being the latest practicable date before the meeting
- 6 The meeting was reminded that any director making a declaration of solvency without having reasonable grounds for the opinion that the company will be able to pay its debts in full,

together with interest at the official rate, within 12 months, is liable to imprisonment and/or a fine.

- 7 The declaration of solvency was approved by the directors and sworn by Thomas Johannes Willi Dittrich and Flemming Ornskov, and, being all of the company's directors, in the presence of Nakisa Serry being a person authorised to take oaths.
- 8 There was then produced to the meeting a letter of representation ("the Letter of Representation") from the directors to Derek Neil Hyslop and Colin Peter Dempster, the proposed Joint Liquidators of the Company. The chairman reported that the Letter of Representation contained a number of representations from the directors, to the best of their knowledge and belief, to the proposed Liquidators regarding the operation of the Company from 1 January 2019 which would be relied upon by the proposed Liquidators. The Letter of Representation was signed by the directors.
- 9 The meeting resolved that resolutions in writing pursuant to Section 288 of the Companies Act 2006, to place the company into liquidation, should be proposed to its shareholders.
- 10 The meeting further resolved that the resolutions to be proposed to the shareholders should be as follows:

Special Resolution

"THAT the company be wound up voluntarily."

Ordinary Resolutions

"THAT Derek Neil Hyslop and Colin Peter Dempster of Ernst & Young LLP, Atria One, 144 Morrison Street, Edinburgh, EH3 8EX, be and they are hereby appointed Joint Liquidators for the purposes of the winding up."

"THAT any act required or authorised to be done by the Joint Liquidators may be done by them jointly or by either of them acting alone."

"THAT the company's books and records be held by Proactiv Skin Health Limited to the order of the Joint Liquidators, until the expiry of twelve months after the date of dissolution of the company, when they may be disposed of, unless notified otherwise by the (former) Joint Liquidators."

"THAT the remuneration of the Joint Liquidators be fixed on the basis of time properly given by them and their staff in attending to matters arising during the winding up of the company plus disbursements and VAT."

Special Resolution

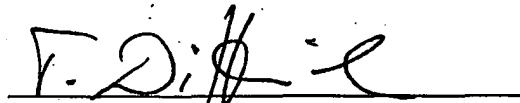
"THAT the Joint Liquidators be authorised to divide all or such part of the assets of the company in specie as they shall think fit amongst the members of the company."

- 11 The meeting resolved that Thomas Johannes Willi Dittrich be instructed to send the resolutions referred to above to the company's shareholders for their consideration, and to the company's auditors.
- 12 It was noted that the resolutions would take effect as soon as the required majority of the company's shareholders had signed the resolutions. Once the resolutions had taken effect, Thomas Johannes Willi Dittrich was authorised to sign notices that the resolutions had been passed, and was authorised to sign the Joint Liquidators' certificate of appointment.

CLOSE

13 There being no further business, the meeting was closed.

Signed:

A handwritten signature in black ink, appearing to read 'T. Dittrich', written over a horizontal line.

Thomas Johannes Willi Dittrich

Chairman

Date

17 June 2020