

COMPANY NUMBER 03605429

THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
OF  
STERIBOTTLE LTD

Circulation date 16 February 2010

Passed on *1 March* 2010

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COMPANIES HOUSE

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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended), we the undersigned eligible members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company on the above circulation date hereby pass the following resolutions as written resolutions and agree that if duly passed, they shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

SPECIAL RESOLUTION

1 That -

1 1 the Articles of Association of the Company be amended by the addition of the following Article 8 4 -

"8 4 Notwithstanding anything contained in these Articles -

8 4 1 the directors of the Company shall not decline to register or be entitled to refuse to register any transfer of shares in the Company, nor may they suspend registration thereof where such transfer -

- (a) is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "Chargee"), or
- (b) is delivered to the Company for registration by a Chargee or its nominee in order to perfect any security the Chargee or nominee holds over any shares in the Company, or
- (c) is executed by a Chargee or its nominee pursuant to a power of sale or other power existing under such security,

and the directors of the Company shall immediately register any such transfer of shares upon receipt and no transferor of any shares in the Company or proposed transferor of such shares to a Chargee or its nominee and no Chargee or its nominee shall (in either such case) be required to offer the shares which are or are to be subject any such transfer to the members for the time being of the Company or any of them and no such member shall have any right under these Articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise

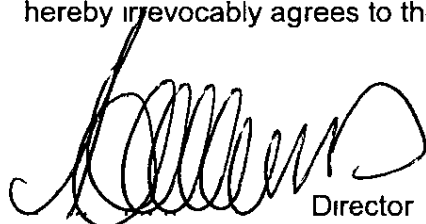
8 4 2 the directors of the Company shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Chargees

This Article 8 4 overrides Articles 5, 6, 7, 8 1 to 8 3, 9 and 10 "

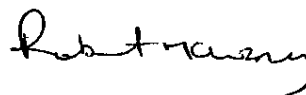
1 2 Article 13 1 of the Articles of Association of the Company be amended by the deletion of the words "provided that one of those directors present is the Investor Director (or his duly appointed alternate) or, if not, the Investor Representative is in attendance at the relevant meeting and regulation 89 of Table A shall be amended accordingly"

#### AGREEMENT

The person named below, a person entitled to vote on the above resolution on 1 March 2010 hereby irrevocably agrees to the above resolution



Director



Director

Signature of eligible member or person signing on their behalf

Name of eligible member Baby Innovations Marketing e Servicos S A

Date 1 March 2010

#### Note

An ordinary resolution will be passed once members representing a simple majority of the total voting rights of eligible members signify their agreement to it A special resolution will be passed once members representing 75% of the total voting rights of eligible members signify their agreement to it In each case, the requisite percentage must be achieved within the period of 28 days beginning on the circulation date specified above

If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand delivery

WE CERTIFY THAT THIS IS A  
TRUE COPY OF THE ORIGINAL  
DOCUMENT



DICKINSON DEES LLP