

Company Number : 4162033

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989



UNANIMOUS WRITTEN RESOLUTION OF
LUSH COSMETICS LIMITED

Dated 18 May 2001

We the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolutions as Unanimous Written Resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed as Special Resolutions at a General Meeting of the Company duly convened and held.

IT IS RESOLVED THAT:

- (A) The authorised share capital of the Company be increased by £99,900 to £100,000 divided into 100,000 Ordinary Shares of £1 each;
- (B) The Directors are hereby generally and conditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot, or to grant any right to subscribe for or to convert any security into, shares in the Company up to a maximum nominal amount of £99,998 at any time or times during the period from the date of the passing of this resolution to up to and including 31st December 2001 on which date the authority given by this resolution shall expire and such authority shall allow the Company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority;
- (C) The Directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the said Act) for cash pursuant to the authority conferred by the preceding paragraph of this Resolution as if sub-section (1) of Section 89 of the said Act did not apply to any such allotment;
- (D) The Memorandum of Association of the Company be amended by the insertion of the following clause 3 in substitution for the existing clause 3:

3. (a) The object of the Company is to carry on business as a General Commercial Company
- (b) 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 : -
- (c) To carry on all or any of the businesses of manufacturers wholesalers and retailers buyers sellers of and dealers in all kinds of patent pharmaceutical medicinal and medicated preparations patent medicines hair dressings washes drugs herbs perfumes creams unguents pomades dyes cosmetics skin preparations soaps oils oleaginous and vaporous substances beauty specialties preparations and accessories of every description and of and in pharmaceutical medicinal proprietary and industrial preparations compounds and articles of any kind chemists druggists and chemical manufacturers merchants and dealers and to manufacture make up prepare buy sell and to deal in goods and any other thing capable of being advantageously dealt with in connection with the foregoing businesses or any of them or likely to be required by any of the customers of the Company
- (d) To subscribe, underwrite, purchase or otherwise acquire and to hold, dispose of and deal in, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof, and to buy and sell foreign exchange
- (e) To draw, make, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in bills of exchange, promissory notes and other negotiable or transferable instruments or securities
- (f) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licenses, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to develop the same in such manner as may be thought fit
- (g) To act as a holding company and to carry on any business which any subsidiary of the Company may be authorised to carry on
- (h) To build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works, plants, factories, warehouses, depots, offices and other buildings, structures or facilities of all kinds, whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in or carry out any part of any such operation
- (i) To amalgamate or enter into partnership or any joint venture or profit-sharing arrangement or other association with any company, firm or person

- (j) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm or person carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company
- (k) To promote, or join in the promotion of any company, whether or not having objects similar to those of the Company
- (l) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description
- (m) To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security
- (n) To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or other subsidiary of any such holding company or is associated with the Company in business
- (o) To issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company
- (p) To sell, lease, grant licenses, easements and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit and in particular for shares or other securities, whether fully or partly paid up
- (q) To procure the registration or incorporation of the Company in or under the laws of any territory outside England and Wales
- (r) To subscribe and guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely, directly or indirectly, to further the interests of the Company or of its members

- (s) To remunerate any company, person or firm by way of consideration for rendering services received by the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient
- (t) To establish and maintain, and to contribute to, any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any present or former employees of officers of the Company or of its subsidiaries or holding company or of other subsidiaries of its holding company or of any other company associated with the Company, and the wives, widows, families and dependents of any such persons; to establish and subsidize or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any such other company; and to make payments for or towards the insurance of any such persons
- (u) To establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employees, or those of its subsidiaries or holding company or other subsidiaries of its holding company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its subsidiary and/or associated companies and, (so far as for the time being permitted by law) to lend money to the Company's employees (other than directors) with a view to enabling them to acquire shares in the Company or its holding company
- (v) To pay all, or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company
- (w) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act, (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151 (1) and/or Section 151(2) of the Act
- (x) To distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised and consent required by law

- (y) To undertake all or any of the foregoing in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents, subsidiaries or otherwise and either alone or in conjunction with others
- (z) To do all such other things as may be considered to be incidental or conducive to any of the above objects

AND so that:-

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or interference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company
 - (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate company
 - (3) The word "Company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body or persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere
 - (4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force
- (E) The Company adopts as its Articles of Association the Articles of Association in the form attached hereto to the exclusion of all existing or other Articles of Association.

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Steele Raymond Limited

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Steelray Secretarial Services Limited

