

Company number 04162033

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**LUSH COSMETICS LIMITED (the "Company")**

**SPECIAL RESOLUTION**

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolution of the members of the Company was passed as a written resolution on **16<sup>th</sup> December** 2016

**SPECIAL RESOLUTION**

**1 THAT**

- (a) in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to allot shares (or grant rights to subscribe for or to convert any security into shares) up to an aggregate nominal amount of £913 00, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date that is five years after the date this resolution was passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted (or any such rights to be granted), and the directors of the Company may allot shares or grant any such rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006, and
- (b) any shares in the capital of the Company falling within the authority to allot given in part (a) above may be issued to an employee benefit trust established for the purpose of incentivising employees of the Company without being required to be offered to the Company's members first pursuant to the pre-emption procedure set out in article 2(b) of the Company's articles of association

Director  
for and on behalf of the Company

