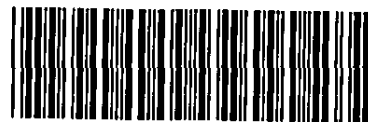


THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS

of

CYDEN LIMITED  
("the Company")

SATURDAY



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A24

13/02/2010

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COMPANIES HOUSE

Circulation date of  
3<sup>rd</sup> April 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed, in the case of each of resolutions 10, 11, 12 and 13 as a special resolution and in all other cases as an ordinary resolution (**Resolutions**)

**ORDINARY RESOLUTIONS**

- 1 THAT up to all of the 1,168,456 B ordinary shares of 1 pence each in the capital of the Company allotted and issued on 21 December 2007 (or such lesser number) as the holders thereof have requested or consented in writing prior to 31 March 2008 to their redesignation as hereinafter set out be redesignated as preferred ordinary shares of 1 pence each in the capital of the Company, each having the rights and being subject to the restrictions specified in the Company's Articles of Association to be adopted pursuant to resolution 10 below
- 2 THAT 1,121,539 of the authorised but unissued B ordinary shares of 1 pence in the capital of the Company be hereby redesignated as preferred ordinary shares of 1 pence each in the capital of the Company, each having the rights and being subject to the restrictions specified in the Company's Articles of Association to be adopted pursuant to resolution 10 below
- 3 THAT an Enterprise Management Incentive (EMI) scheme be adopted by the Company (or otherwise that an existing EMI scheme of the Company be used) and an employee share incentive plan be adopted by the Company in each case on such terms as the remuneration committee of the board of directors (**Remuneration Committee**) may determine for the purpose of granting options over / issuing up to (in aggregate) 561,500 B ordinary shares of 1 pence each in the capital of the Company to those employees who are eligible in accordance with the (then existing) rules of the relevant scheme/plan (as appropriate) and otherwise as the Remuneration Committee may in its absolute discretion determine
- 4 THAT, for the avoidance of doubt, the granting by the Company of an enterprise management incentive option (whether under an existing or new EMI scheme of the Company) over such number of B ordinary shares of 1 pence each in the capital of the Company as the Remuneration Committee may in its absolute discretion determine at a subscription price per share as the Remuneration Committee may in its absolute discretion determine in favour of Mr John Scott Wotherspoon (being or proposed to be a director of the Company) be and it is hereby approved as a substantial property transaction pursuant to section 320 of the Companies Act 1985 (as amended) (for the

avoidance of doubt, out of the 561,500 B ordinary shares of 1 pence each in the capital of the Company referred to in resolution 3 above)

- 5 THAT, for the avoidance of doubt, the granting by the Company of an enterprise management incentive option over such number of B ordinary shares of 1 pence each in the capital of the Company as the Remuneration Committee may in its absolute discretion determine at a subscription price per share as the Remuneration Committee may in its absolute discretion determine in favour of Mr Steven Paul Duddy be and it is hereby approved (for the avoidance of doubt, out of the 561,500 B ordinary shares of 1 pence each in the capital of the Company referred to in resolution 3 above)
- 6 THAT the Company enters into a Warrant Instrument Series "F" creating warrants over 106,500 (subject to adjustment in certain circumstances) B ordinary shares of 1 pence each in the capital of the Company at a subscription price of £1 30 for each such share exercisable for a period of ten years and otherwise on such terms as the board of directors may, subject to the terms of a shareholders agreement relating to the Company between, *inter alia*, the Founders within mentioned (1), the Managers within mentioned (2), Unilever Technology Ventures Fund B V (3), Unilever Ventures Limited (4), the Unilever Ventures Co-Investment Managers within mentioned (5), the Longbow Investors within mentioned, (6) Longbow Capital LLP (7), the BFL&P Investors within mentioned (8), Bury Fitzwilliam-Lay & Partners LLP (9), and the Company (10) (**Shareholders Agreement**) in their absolute discretion determine and that the Company issues 88,671 (subject to adjustment in certain circumstances) of such warrants to Longbow Capital LLP and 17,829 (subject to adjustment in certain circumstances) of such warrants to Bury Fitzwilliam-Lay & Partners LLP
- 7 THAT the Company enters into a Warrant Instrument Series "G" creating warrants over 40,000 (subject to adjustment in certain circumstances) preferred ordinary shares of 1 pence each in the capital of the Company at a subscription price of £1 30 for each such share exercisable (subject to the fulfilment of certain criteria linked to purchases of the iPulse systems by Spa & Salon International as agreed to by the board of directors of the Company) for a period of ten years and otherwise on such terms as the board of directors of the Company may, subject to the terms of the Shareholders Agreement (as defined in resolution 6 above), in their absolute discretion determine and that the Company issues such warrants to Unilever Technology Ventures Fund B V and certain co-investment managers of Unilever Ventures Limited
- 8 THAT the Company enters into a Warrant Instrument Series "H" creating warrants over 20,000 (subject to adjustment in certain circumstances) preferred ordinary shares of 1 pence each in the capital of the Company at a subscription price of £1.30 for each such share exercisable (subject to the fulfilment of certain criteria linked to purchases of the iPulse systems by Spa & Salon International as agreed to by the board of directors of the Company) for a period of ten years and otherwise on such terms as the board of directors of the Company may, subject to the terms of the Shareholders Agreement (as defined in resolution 6 above), in their absolute discretion determine and that the Company issues such warrants to Unilever Technology Ventures Fund B V and certain co-investment managers of Unilever Ventures Limited
- 9 THAT the Company enters into a Warrant Instrument Series "I" creating warrants over 100,000 (subject to adjustment in certain circumstances) preferred ordinary shares of 1 pence each in the capital of the Company at a subscription price of £1 30 for each such share exercisable (subject to the fulfilment of certain criteria linked to any launch by any member of the Unilever group of an iPulse system under a Unilever brand for the home use market in any one agreed country within three years of completion of Unilever Technology Ventures Fund B V 's investment in the Company as agreed to by the board of directors of the Company) for a period of ten years and otherwise on such terms as the board of directors of the Company may, subject to the terms of the Shareholders Agreement (as defined in resolution 6 above), in their absolute discretion determine and

that the Company issues such warrants to Unilever Technology Ventures Fund B V and certain co-investment managers of Unilever Ventures Limited

### SPECIAL RESOLUTIONS

- 10 THAT the Regulations contained in the draft annexed to these written resolutions and initialled "A" for the purpose of identification be adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company
- 11 THAT the following matters be ratified, confirmed and approved
- (1) THAT, on 5 January 2004, 9,500 ordinary shares of 1 pence each (and not 95 Ordinary Shares of £1 each) in the capital of the Company were allotted and issued by the Company,
- (2) THAT between 3 September 2004 and 22 September 2004, 200,000 ordinary shares of 1 pence each (and not 200,000 B ordinary shares of 1 pence each, as the Company did not have any authorised B ordinary shares of 1 pence each at such time) (such shares being subsequently reclassified as B ordinary shares of 1 pence each by shareholder written resolutions passed on 5 November 2004) in the capital of the Company were allotted and issued by the Company
- 12 On 5 November 2004 shareholder written resolutions were passed increasing the Company's authorised share capital to £80,000 (from £60,000) (resolution 2 – ordinary resolution) by creating an additional 259,700 A ordinary shares of 1 pence each in the capital of the Company and by purportedly also creating an additional 3,740,300 B ordinary shares of 1 pence each in the capital of the Company but the creation of all such additional shares would have increased the authorised share capital of the Company to £100,000 (not £80,000) Resolution 2 thereunder contained a typographical error in that reference to "3,740,300" B ordinary shares of 1 pence in the capital of the Company should instead have been to "1,740,300" B ordinary shares of 1 pence in the capital of the Company Accordingly, IT IS RESOLVED THAT such shareholder resolution 2 passed on 5 November 2004 shall be hereby amended, ratified, confirmed and approved as if it had substituted reference to "3,740,300" with "1,740,300" and that an additional special resolution shall be deemed to have been passed on 5 November 2004 redesignating the authorised but unissued 1,800,000 ordinary shares of 1 pence each in the capital of the Company as 1,800,000 B ordinary shares of 1 pence each in the capital of the Company,
- 13 Resolution 3 passed at the Company's Annual General Meeting on 12 September 2007 stated that

"3 That the authorised share capital of the company be increased by £38,745 35 to £131,058 84 by the creation of an additional 3,874,535 ordinary B shares of £0 01 each ranking pari passu in all respects with the existing ordinary B shares,"

however, the figure of £131,058 84 was incorrect as the Company's authorised share capital prior to the passing of such resolution was £102,000 and accordingly increasing the authorised share capital by the creation of an additional 3,874,535 ordinary B shares of £0 01 each in the capital of the Company should have resulted in the authorised share capital being increased to £140,745 35 Accordingly, IT IS RESOLVED THAT the Company's authorised share capital immediately following the passing of the above referred to resolution 3 at the Company's 2007 AGM be ratified, confirmed and approved as being £140,745 35 and that each of resolution 3 (increase of authorised share capital), resolution 4 (allotment authority) and resolution 5 (dissapplication of pre-emption rights authority) passed at the 2007 AGM be construed, interpreted and applied accordingly

## AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, a person (and together being all the persons) entitled to vote on the Resolutions on 3<sup>rd</sup> April 2008, hereby irrevocably agrees to the Resolutions

Dated 2008

<u>Shareholder</u>	<u>Signature</u> <i>as attorney</i>	<u>Date</u>
ROBERT MARC CLEMENT	<i>T. S. Clement</i>	03.04.2008
MICHAEL NOEL KIERNAN	<i>T. S. Clement</i>	03.04.2008
DUPLEIX A/S	<i>T. S. Clement</i>	03.04.2008
KEVIN STEPHEN SMITH	<i>T. S. Clement</i>	03.04.2008
RON PETERSEN	<i>T. S. Clement</i>	03.04.2008
JOHN SCOTT WOTHERSPOON	<i>T. S. Clement</i>	03.04.2008
LLOYD JAMES	<i>T. S. Clement</i>	03.04.2008
JANE WHEELER	<i>T. S. Clement</i>	03.04.2008
KARL DAVIES	<i>T. S. Clement</i>	03.04.2008
DEAN DAVIES	<i>T. S. Clement</i>	03.04.2008
MARK STEPHENS	<i>T. S. Clement</i>	03.04.2008
GARY HILL	<i>T. S. Clement</i>	03.04.2008
MARK HESFORD	<i>T. S. Clement</i>	03.04.2008
GARETH HANBURY	<i>T. S. Clement</i>	03.04.2008
ANTHONY TOWN	<i>T. S. Clement</i>	03.04.2008
AMY LOUISE TOWN	<i>T. S. Clement</i>	03.04.2008
STUART TERRY JONES	<i>T. S. Clement</i>	03.04.2008
GWENAEL MATHE	<i>T. S. Clement</i>	03.04.2008
IAN READ	<i>T. S. Clement</i>	03.04.2008
CAERWYN ASH	<i>T. S. Clement</i>	03.04.2008
ROBIN FINLAYSON	<i>T. S. Clement</i>	03.04.2008
CALEDONIAN HERITABLE LIMITED	<i>T. S. Clement</i>	03.04.2008

LADY LESLEY RUDD	<i>For Lett</i>	03 04 .....	2008
SIR NIGEL RUDD	<i>For Lett</i>	03 04 .....	2008
RUPERT HAMBRO & PARTNERS	<i>For Lett</i>	03 04 .....	2008
CHRISTOPHER OUTRAM	<i>For Lett</i>	03 04 .....	2008
ROY NOMINEES LIMITED	<i>For Lett</i>	03 04 .....	2008
EDWARD THOMAS RUDD	<i>For Lett</i>	03 04 .....	2008
CATHERINE ANN RUDD	<i>For Lett</i>	03 04 .....	2008
ROBERT MILLER	<i>For Lett</i>	03 04 .....	2008
ALAN ALBERT	<i>For Lett</i>	03 04 .....	2008
DAVID JESSOP	<i>For Lett</i>	03 04 .....	2008
PAULINE JESSOP	<i>For Lett</i>	03 04 .....	2008
PETER BECKETT	<i>For Lett</i>	03 04 .....	2008
ALEXANDER JOHN BECKETT	<i>For Lett</i>	03 04 .....	2008
EDWARD BECKETT	<i>For Lett</i>	03 04 .....	2008
<i>Edward Beckett</i> (name of Trustee) on behalf of the			
EDWARD BECKETT, T E	<i>For Lett</i>	03 04 .....	2008
DISCRETIONARY TRUST	<i>For Lett</i>	03 04 .....	2008
ROBERT JOHN BECKETT	<i>For Lett</i>	03 04 .....	2008
MATTHEW JOYLON ARMITAGE	<i>For Lett</i>	03 04 .....	2008
DAVENEY LIMITED	<i>For Lett</i>	03 04 .....	2008
ANTHONY JONATHAN WEIR	<i>For Lett</i>	03 04 .....	2008
POWELL AND STEPHANIE POWELL	<i>For Lett</i>	03 04 .....	2008
RICHARD MANGALL	<i>For Lett</i>	03 04 .....	2008
CHARLES CRICK	<i>For Lett</i>	03 04 .....	2008
JULIAN HICKMAN	<i>For Lett</i>	03 04 .....	2008
MARK GILL	<i>For Lett</i>	03 04 .....	2008
COLIN BOTHWAY	<i>For Lett</i>	03 04 .....	2008
HYWELL THOMAS	<i>For Lett</i>	03 04 .....	2008

STEWART NEWTON	<i>Stewart Newton</i>	03 04	2008
SUSSEX RESEARCH LIMITED	<i>Sussex Research Limited</i>	03 04	2008
PETER TRUEMAN	<i>Peter Trueman</i>	03 04	2008
GEORGE ROBINSON	<i>George Robinson</i>	03 04	2008
HUGH SLOANE	<i>Hugh Sloane</i>	03 04	2008
LUKE TAYLOR	<i>Luke Taylor</i>	03 04	2008
IAN CARLING	<i>Ian Carling</i>	03 04	2008
CHRISTOPHER KEELING	<i>Christopher Keeling</i>	03 04	2008
ASIMAKIS KAKETSIS	<i>Asimakis Kaketsis</i>	03 04	2008
RICHARD ATKINSON	<i>Richard Atkinson</i>	03 04	2008
ROCK NOMINEES LTD	<i>Rock Nominees Ltd</i>	03 04	2008
BURY FITZWILLIAM-LAY & PARTNER LLP	<i>Bury Fitzwilliam-Lay &amp; Partner LLP</i>	03 04	2008
CROESUS INVESTORS LLC	<i>Croesus Investors LLC</i>	03 04	2008
R M GABB	<i>R M Gabb</i>		2008
M A GABB	<i>M A Gabb</i>	03 04	2008
ANTONIA KATE BURY-RATHBONE	<i>Antonia Kate Bury-Rathbone</i>	03 04	2008
(name of Trustee) on behalf of		03 04	2008
THE GLENDOVER TRUST	<i>The Glendover Trust</i>	03 04	2008
H ROLLO GABB	<i>H Rollo Gabb</i>	03 04	2008

## NOTES

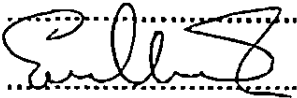
1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

**By Hand** delivering the signed copy to the Company c/o Longbow Capital LLP marking it for the attention of Edward Beckett at Longbow Capital LLP at 25 Watling Street, London EC4M 9BR

**Post** returning the signed copy by post to the Company c/o Longbow Capital LLP marking it for the attention of Edward Beckett at Longbow Capital LLP at 25 Watling Street, London EC4M 9BR

**Fax** faxing the signed copy to 020 7248 7586 marked "For the attention of Edward Beckett"

witness to all the above attorney signatures  
 Name: *Francis Noor* signature: *Francis Noor*  
 Address: *20 Rosary Gardens*  
*London SW7 4NP*

STEWART NEWTON	.....	.....	2008
SUSSEX RESEARCH LIMITED	.....	.....	2008
PETER TRUEMAN	.....	.....	2008
GEORGE ROBINSON	.....	.....	2008
HUGH SLOANE	.....	.....	2008
LUKE TAYLOR	.....	.....	2008
IAN CARLING	.....	.....	2008
CHRISTOPHER KEELING	.....	.....	2008
ASIMAKIS KAKETSIS	.....	.....	2008
RICHARD ATKINSON	.....	.....	2008
ROCK NOMINEES LTD		31.3 -	2008
BURY FITZWILLIAM-LAY & PARTNER LLP	.....	.....	2008
CROESUS INVESTORS LLC	.....	.....	2008
R M GABB	.....	.....	2008
M A GABB	.....	.....	2008
ANTONIA KATE BURY-RATHBONE	.....	.....	2008
(name of Trustee) on behalf of THE GLENDOVER TRUST	.....	.....	2008
H ROLLO GABB	.....	.....	2008

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**Fax** faxing the signed copy to 020 7248 7566 marked "For the attention of Edward Beckett"

If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement

3 Unless, by the end of 28 days beginning with the circulation date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members

5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document