

Company Number. 08027386

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SCA INVESTMENTS LIMITED (the "Company")

Passed on 25th November 2015

The following resolution was duly passed as a special resolution on 25th November 2015 by way of written resolution under Chapter 2 of part 13 of the Companies Act 2006.

SPECIAL RESOLUTION

1	<p>That the articles of association of the Company (the "Articles") be and hereby are amended as follows</p> <p>(a) by the insertion (and where the context requires, the replacement) of the following definitions</p> <p>"Associated Company" in relation to</p> <p>(a) any one company (the "First Company") any company which is a holding company of, a subsidiary of, or a subsidiary of a holding company, of the First Company, or</p> <p>(b) an individual, any company which the individual has a Controlling Interest in,</p> <p>(c) in the case of Unilever only, means any other member of the Unilever Group, and</p> <p>(d) in the case of BGFV only, means any other member of the BGFV Group,</p> <p>"BGFV" means Business Growth Fund plc, a company registered in England and Wales with number 07514847 whose registered office is at 21 Palmer Street, London SW1H 0AD and references to</p>
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COMPANIES HOUSE

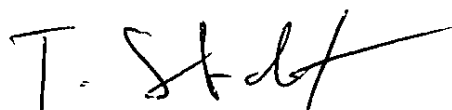
	<p>BGFV shall include any Permitted Transferees of BGFV to whom Shares have been transferred,</p>
"BGFV Group"	<p>means BGFV, its subsidiaries and any person, fund, partnership or company (or any nominees of them) managed or advised by BGFV, or of which BGFV is a general partner, in each case being a subsidiary, person, fund, partnership or company carrying on the business of the making, managing or advising on the holding of share investments and "member of the BGFV Group" shall be construed accordingly,</p>
"Investor Consent"	<p>means the prior written consent of the holders of at least 50 per cent of the Shares held by the Investors from time to time,</p>
"Investors"	<p>the MMC Funds, Unilever, the Harbrook Investors, BGFV and in each case their Permitted Transferees who may from time to time hold the majority of the 1 Ordinary Shares held by such persons immediately following the Adoption Date, excluding in each case any such person who holds such shares solely as a result of accepting an offer made pursuant to Article 18,</p>
"Investor Director"	<p>means any director of the Company from time to time appointed pursuant to Articles 6 1, 6 3, 6 4, and /or 6 5,</p>
"Permitted Transferee"	<p>in relation to</p> <ul style="list-style-type: none"> (a) a Shareholder which is a company, a Member of the Same Group as that company, (b) an Investor, those transferees detailed in Article 17 4 and/or any transferee approved by the other Investors, (c) any Shareholder, those transferees detailed in Article 17 3, (d) any Shareholder (other than an Investor), to any person approved by the Investors,

	<p>(e) Unilever, to any member of the Unilever Group, UVCP, any UV Co-Investment Manager or any body corporate or partnership established to hold shares on behalf of any UV Co-Investment Manager,</p> <p>(f) UVCP, to any member of the Unilever Group, any UV Co-Investment Manager or any body corporate or partnership established to hold shares on behalf of any UV Co-Investment Manager,</p> <p>(g) any UV Co-Investment Manager, to any member of the Unilever Group, UVCP, any other UV Co-Investment Manager or any body corporate or partnership established to hold shares on behalf of any UV Co-Investment Manager,</p> <p>(h) any Harbrook Investor, to any other Harbrook Investor,</p> <p>(i) any MMC Fund, to any other MMC Fund or MMC Ventures, and</p> <p>(j) BGFV, to any member of the BGFV Group, any person who is connected with BGFV, any general partner, limited partner or other partner in, or trustee, nominee, manager of, adviser, promoter, beneficiary, unitholder or other financier of BGFV or any person who is connected with BGFV</p>
(b)	<p>by the insertion (and where the context requires, the replacement) of the following Article 3</p> <p>"3 Number of Directors</p> <p>Unless otherwise determined by ordinary resolution and approved by the Founder with Investor Consent, the number of Directors shall not be less than six (6) and not more than eight (8) "</p>
(c)	<p>by the insertion (and where the context requires, the replacement) of the following Article 4 6</p>

	<p>"4 6 The quorum for any meeting (or, where specified below, part of a meeting) of the Directors shall be (i) any three Investor Directors and (ii) the Founder, unless</p> <p>(a) there are less than three (3) Investor Directors in office for the time being and/or the Founder no longer holds the office of Director at the time of the meeting, or</p> <p>(b) all Investor Directors and the Founder have, in respect of any particular meeting (or part of a meeting), otherwise agreed in writing ahead of such meeting, or</p> <p>(c) neither any Investor Director nor the Founder are, in respect of the entirety of any particular meeting, an Eligible Director,</p> <p>in which case, subject to Article 4 7, the quorum for such meeting (or part of the meeting, as the case may be) shall be at least any other two Eligible Directors and, for the avoidance of doubt, in the event that Article 4 6(a),(b) or (c) does not apply in respect of all the Investor Directors and the Founder, the quorum of two Eligible Directors must include the Founder and the Investor Directors that are not prohibited from attending on the basis of Article 4 6(a),(b) or (c) If the necessary quorum is not present within 30 minutes from the time appointed for the meeting, or if, during a meeting, such quorum ceases to be present, the meeting shall stand adjourned to such time and place as the Chairman may determine and notify the directors being not less than 2 Business Days nor more than 10 Business Days after the date of the inquorate meeting If a quorum is not present at any such adjourned meeting within 30 minutes from the time appointed, then the meeting shall be cancelled and new meeting called pursuant to Article 4 5 "</p> <p>(d) by the insertion of the following new Article 6 5 after Article 6 4 and the remaining sub-articles of Article 6 and any cross references being amended accordingly</p> <p>"6 5 BGFV</p> <p>(a) For so long as BGFV or any Associated Company (individually or in the aggregate) hold at least 7% of the fully diluted share capital of the Company from time to time, BGFV shall have the right to appoint and maintain in office such natural person as BGFV may from time to time nominate as a Director (and as a member of each and any committee of the Board) and to remove any Director so appointed and, upon his removal whether by BGFV or otherwise, to appoint another Director in his place, and</p>
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	<p>(b) For so long as BGFV or any Associated Company (individually or in the aggregate) holds at least 5% of the fully diluted share capital of the Company from time to time, BGFV shall have the right to appoint a representative to attend as an observer at each and any meeting of the Board and of each and any committee of the Board, who will be entitled to speak at any such meetings but will not vote "</p>
(e)	<p>by the insertion of the following new Article 25 2 after Article 25 1 and the remaining sub-articles of Article 25 and any cross references being amended accordingly</p> <p>"25 2 The voting rights conferred on the Shares held by BGFV pursuant to Article 25 1 shall be restricted to the lower of 40% of the voting rights attaching to all Shares and the number of votes otherwise allocated to such Shares pursuant to Article 25 1 "</p>

Signed



TIMO SCHMIDT (Director)