

No. 9089922

TUESDAY



COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS
- of -

HONEST MAKEUP LTD

Passed on 19TH June 2014

THE COMPANIES ACT 2006

At a General Meeting of the above-named Company duly convened and held at 33 Wootton Village, Boars Hill, Oxford OX1 5HP on the 19th June 2014 the following Resolutions were duly passed as an (1) Ordinary Resolution and a (2) Special Resolution

RESOLUTIONS

1. Shareholders' Ordinary Resolution - Authority to Allot New Shares

That the Directors be and they are hereby generally and unconditionally authorised under section 551 of the Companies Act 2006 to exercise all powers of the Company to allot shares or to grant rights to subscribe for or to convert any security into shares in the Company provided that -

- (a) the aggregate of the nominal amount of such shares or the nominal amount of the shares in respect of which such securities confer the right to subscribe or convert, shall not exceed £30,000, and
- (b) this authority shall expire five years after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired

2. Shareholders' Special Resolution – Disapplication of Section 561 Pre-emption on Share Issues

That the Directors be and they are hereby empowered under Section 570 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of the said Act) for cash pursuant to the authority conferred by the previous resolution as if sub-section (1) of Section 561 of the said Act did not apply to any such allotment

Provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal value of £30,000 and shall expire on the date five years after the passing of this resolution,

SAVE THAT the company may before such expiry make an offer or agreement which would or might require equity to be allotted after such expiry and the board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired

The new and existing articles are available for inspection at the offices of the company