

Company number: 04162033

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

LUSH COSMETICS LIMITED (the "Company")

Company registered office: 29 High Street, Poole, Dorset, BH15 1AB

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 26 February 2018:

SPECIAL RESOLUTION

THAT:

1. the appropriations of distributable profits of the Company to the payment of the interim dividend for the year ending 30 June 2017 of £125.25 per ordinary share of £1.00 each in the capital of the Company, totalling £1,500,000, paid on 23 February 2017 (the "**Relevant Distribution**") be and is hereby authorised, by reference to the same record date as the original accounting entry for the Relevant Distribution;
2. any and all claims which the Company has or may have arising out of or in connection with the payment of the Relevant Distribution against its shareholders who appeared on the register of shareholders on the relevant record date for each Relevant Distribution be waived and released, and a deed of release in favour of such shareholders be entered into by the Company in the form attached to these resolutions and any director in the presence of a witness be authorised to execute the same as a Deed Poll for and on behalf of the Company ("the Release");
3. any distribution involved in giving the Release be made out of profits appropriated to the Relevant Distribution pursuant to paragraph (1) above by reference to a record date identical to the record date for the Relevant Distribution; and
4. any and all claims which the Company has or may have against each of its directors, arising out of or in connection with the approval, declaration or payment of the Relevant Distribution be waived and released and that a deed of release in favour of each of such directors, be entered into by the Company in the form attached to these resolutions and any director in the presence of a witness be authorised to execute the same as a Deed Poll for and on behalf of the Company.

.....
Director

for and on behalf of the Company

MONDAY



A712AH3M

A16

05/03/2018

#195

COMPANIES HOUSE

FORM OF SHAREHOLDERS' DEED OF RELEASE

DEED POLL

THIS DEED POLL is made on

2018

BY

LUSH COSMETICS LIMITED (registered number 04162033) whose registered office is at 29 High Street, Poole, Dorset, BH15 1AB (the "**Company**") in favour of the Recipient Shareholders (as defined below)

WHEREAS:

- (A) As explained in the letter from the chairman addressed to the shareholders of the Company dated [●] February 2018 that is appended to this deed poll (the "**Letter**"), the board of directors of the Company has become aware of a technical issue in respect of the Company's procedures for the payment of the interim dividend for the year ending 30 June 2017 of £125.25 per ordinary share of £1.00 each in the capital of the Company, totalling £1,500,000, paid on 23 February 2017 (the "**Relevant Distribution**")
- (B) The Company has been advised that, as a consequence of the Relevant Distribution having been made otherwise than in accordance with the Companies Act 2006, it may have claims against past and present shareholders who were recipients of the Relevant Distribution (or their personal representatives (and their successors in title) if they are deceased) (the "**Recipient Shareholders**").
- (C) Pursuant to the written resolution enclosed with the Letter and duly passed by the Company's shareholders on [●] February 2018, the Company proposes to waive and release any and all claims which it has or may have in respect of the Relevant Distribution against the Recipient Shareholders and wishes to enter into this deed poll in favour of the Recipient Shareholders in order to effect the same.

THIS DEED POLL WITNESSES as follows:

1 RELEASE

The Company unconditionally and irrevocably waives and releases each of the Recipient Shareholders from any and all liability that any such Recipient Shareholder has or may have to the Company and all claims and demands the Company has or may have against each of them in connection with receipt by them of all or part of the Relevant Distribution.

2 GOVERNING LAW

This deed poll is governed by English law. Any non-contractual obligations arising out of or in connection with this deed poll shall be governed by English law.

IN WITNESS of which this deed poll has been executed and has been delivered on the date which appears first on page 1.

EXECUTED as a **DEED** by)
LUSH COSMETICS LIMITED)
 acting by)
) director
 a director, in the presence of)

Witness's signature:

Witness's name (in BLOCK CAPITALS):

Witness's address:

.....

.....

.....

FORM OF DIRECTORS' DEED OF RELEASE

DEED POLL

THIS DEED POLL is made on

2018

BY

LUSH COSMETICS LIMITED (registered number 04162033) whose registered office is at 29 High Street, Poole, Dorset, BH15 1AB (the "**Company**") in favour of each of the current directors of the Company, whose names are set out in the schedule to this deed (the "**Directors**").

WHEREAS:

- (A) As explained in the letter from the chairman addressed to the shareholders of the Company dated [●] February 2018 that is appended to this deed poll (the "**Letter**"), the board of directors of the Company has become aware of a technical issue in respect of the Company's procedures for the payment of the interim dividend for the year ending 30 June 2017 of £125.25 per ordinary share of £1.00 each in the capital of the Company, totalling £1,500,000, paid on 23 February 2017 (the "**Relevant Distribution**").
- (B) The Company has been advised that, as a consequence of the Relevant Distribution having been made otherwise than in accordance with the Companies Act 2006, it may have claims against each of the Directors
- (C) Pursuant to the written resolution enclosed with the Letter and duly passed by the Company's shareholders on [●] February 2018, the Company proposes to waive and release any and all claims which it has or may have in respect of the Relevant Distribution against each of the Directors and wishes to enter into this deed poll in favour of the Directors in order to effect the same.

THIS DEED POLL WITNESSES as follows:

1 RELEASE

The Company unconditionally and irrevocably waives and releases each of the Directors from any and all liability that any of them has or may have to the Company and all claims and demands the Company has or may have against each of them, including, without limitation, any derivative action from or on behalf of shareholders of the Company, in connection with the making of all or part of the Relevant Distribution.

2 GOVERNING LAW

This deed poll is governed by English law. Any non-contractual obligations arising out of or in connection with this deed poll shall be governed by English law.

IN WITNESS of which this deed poll has been executed and has been delivered on the date which appears first on page 1.

EXECUTED as a **DEED** by)
LUSH COSMETICS LIMITED)
 acting by)
)
 a director, in the presence of:) director

Witness's signature

Witness's name (in BLOCK CAPITALS).

Witness's address:

..... ..

..... ..

..... ..