

Company no. 07146118

The Companies Act 2006

Private company limited by shares

Written resolution

of

**Project Blazer Limited
(the "Company")**

30 April 2010 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as Special Resolutions of the Company.

RESOLUTIONS

- 1 **THAT** the Company be wound up voluntarily.
- 2 **THAT** Malcolm Cohen and Antony David Nygate both of BDO LLP, 55 Baker Street, London W1U 7EU, be and are hereby appointed Joint Liquidators of the Company (the "**Liquidators**") for the purposes of such winding up, and any act required or authorised under any enactment to be done by the Liquidators is to be done by all or any one or more of the persons for the time being holding office.
 - (a) **THAT** the draft agreement attached to this resolution expressed to be between the Company (1), the Liquidators (2), Label M Products Limited ("**LMPL**") (3) Toni & Guy Group Limited ("**T&GGL**") (4) Toni & Guy Products Limited ("**T&GPL**"), (5) Essensuals Products Limited ("**EPL**") (6) and Guiseppe Toni Mascolo and others being all the shareholders of the Company (7) pursuant to section 110 Insolvency Act 1986 (the "**S110 Agreement**") and each of the other documents referred to in the S110 Agreement which are attached to this resolution, be and they are hereby approved and that the Liquidators be authorised pursuant to the Insolvency Act 1986 section 110 on behalf of the Company to enter into and carry out the S110 Agreement and such other documents (with such amendments thereto as they may deem necessary prior to execution)

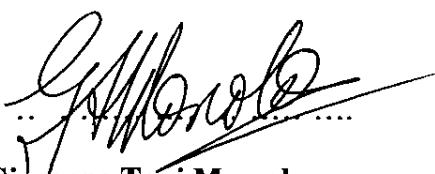


3. **THAT** the remuneration of the Liquidators for their services in the winding up and the Liquidators be approved on a time costs basis, together with the Liquidators' letter of engagement dated 19 January 2010
4. **THAT** the disposal by the Company of its assets and each of the other documents referred to in the S110 Agreement and attached to this resolution to T&GGL, LMPL, T&GPL and EPL each being a person connected with Giuseppe Toni Mascolo, a director of the Company, be and they are hereby approved for the purposes of section 190 Companies Act 2006.
5. **THAT** the Company's books and records be held to the order of the Liquidators, and may not be destroyed until twelve months after the dissolution of the Company.
6. **THAT**, pursuant to section 165(2)(a) of the Insolvency Act 1986, the Liquidators be authorised to exercise any of the powers specified in Part I of Schedule 4 to the Insolvency Act 1986
7. **THAT** Giuseppe Toni Mascolo be and he is hereby authorised to sign on behalf of the Shareholders (as defined in the S110 Agreement) the certificate of the Liquidators' appointment, and the notice of the Liquidators' appointment to be published in the London Gazette.
8. **THAT** the directors of the Company and the Liquidators be and they are authorised to do all such acts and things and to execute or sign all such deeds or documents as may in the reasonable opinion of the directors and the Liquidators be necessary or desirable in connection with the matters approved in these Resolutions.

Important:

Please read the notes at the end of this document before signing your agreement to the Special Resolutions.

The undersigned, being persons entitled to vote on the resolutions on the Circulation Date (see Note 4), hereby irrevocably agree to the Special Resolutions

Signed. 
 Name: **Giuseppe Toni Mascolo**
 Date: *30th April 2010*

Signed:

Name **Christian Francesco Mascolo** (law attorney)

Date: 30 April 2010



Signed

Name: **Pauline Rose Mascolo** (law attorney)

Date: 30 April 2010



Signed

Name: **Sacha-Maria Mascolo-Tar buck** (law attorney)

Date: 30 April 2010



Signed

Name: **Pierre Patrick Mascolo** (law attorney)

Date: 30 April 2010



Notes

- 1 You can choose to agree to all of the Special Resolutions or none of them but you cannot agree to only some of them. If you agree to all of 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 or by post (by delivering the signed copy to Toni & Guy Head Office, 58 – 60 Stamford Road, London, SE1 9LX marked for the attention of Rupert Berrow)
 - By fax (by faxing a signed copy to 020 7921 9123 marked for the attention of Rupert Berrow)

Or

 - By email (by attaching a scanned copy of the signed document to an email and sending it to rupert.berrow@mascolo.co.uk) Please enter "Written resolutions circulated on • [circulation date]" in the email subject box
2. **The resolutions will lapse if sufficient votes in favour of them have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one)..** Unless you do not wish to vote on the resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against all of the resolutions.
3. Once you have signified your agreement to the resolutions such agreement cannot be revoked.
4. In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
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
6. If you require any assistance in completing this document, please contact Rupert Berrow