

**Company No. 1284170**

**THE COMPANIES ACT 1985**

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**COMPANY LIMITED BY SHARES**

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**RESOLUTIONS**

**of**

**THE BODY SHOP INTERNATIONAL PLC**

At the Annual General Meeting of the above named Company duly convened and held at The Body Shop International PLC, Head Office, Watersmead, Littlehampton, West Sussex BN17 7LR on 14 June 1995, the following resolutions were passed, resolution 9 as an ordinary resolution and resolution 10 as a special resolution:-

**ORDINARY RESOLUTION**

9. That the directors be and are hereby generally and unconditionally empowered, pursuant to Section 80 of the Companies Act 1985, to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of that Act) up to an aggregate nominal value of £2,508,179 until 13 September 1996 or the date of the next Annual General Meeting of the Company, whichever is the earlier save that the Company may before the expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the power hereby conferred had not expired.

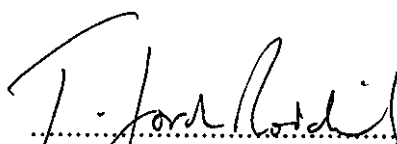


### **SPECIAL RESOLUTION**

10. That the Directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of that Act) for cash pursuant to the authority conferred on them in that behalf by resolution 9 above (as varied from time to time by the Company in general meeting) as if Section 89(1) of that Act did not apply to any such allotment provided that this power shall be limited:-

- (i) to the allotment of equity securities in connection with or pursuant to an offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as may be) to such holders' holding of such shares (or as appropriate to the numbers of shares which such other persons are for these purposes deemed to hold) subject only to such exclusions or other arrangements as the Directors may feel necessary, or expedient, to deal with fractional entitlements, or legal or practical problems under the laws of or the requirements of any recognised regulatory body in any territory; and
- (ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal amount of £474,591.

and provided that this authority shall expire on 13 September 1996 or the date of the next Annual General Meeting of the Company, whichever is the earlier save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Director may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

  
CHAIRMAN