

**THE COMPANIES ACT 1985 AND 1989**

**COMPANY LIMITED BY SHARES**

**RESOLUTIONS IN WRITING**

**OF**

**ORIGINAL ADDITIONS (BEAUTY PRODUCTS) LIMITED ("COMPANY")**

In accordance with section 381A of the Companies Act 1985 ("Act"), we, being all the members of the above named Company who, at the date of these resolutions, are entitled to attend and vote at a general meeting of the Company **HEREBY RESOLVE** as follows (such resolutions to take effect as written resolutions):

1. **THAT** the memorandum of association of the Company be altered by:
  - 1.1 adding the following new clause 3Y immediately following the existing clause 3X and renumbering the existing clauses of clause 3 accordingly:

"3Y To give such financial assistance, directly or indirectly, for the purpose of the acquisition of shares in the Company or the Company's holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the Company or the Company's holding company as may be lawful."
2. **THAT** the articles of association of the Company be altered by the insertion of the figure "10" immediately following the word "Regulation" in article 2.
3. **THAT** the Company be authorised to give the financial assistance for the purpose of the proposed acquisition of shares in the capital of the Company and taking the form described in the declaration sworn by all the directors of the Company on form 155(6)(a) which declaration together with annexed auditors' report required by section 156(4) of the Act were produced to the members for inspection before or at the same time as this written resolution was presented to them for signature.
4. **THAT**, subject to compliance with sections 155 to 158 of the Act, the directors of the Company be authorised to cause the execution and delivery of:



- 4.1 the proposed guarantee to be entered into between Broomco (3425) Limited ("**Purchaser**"), the Company and National Westminster Bank Plc ("**Bank**");
- 4.2 the proposed debenture to be given by the Company and the Purchaser in favour of the Bank;
- 4.3 the proposed Multi Option Facility ("**Multi Option Facility Agreement**") to be made available by the Bank to the Company;
- 4.4 the proposed intra group loan agreement to be entered into between the Company and the Purchaser pursuant to which the Company will agree to make certain advances available to the Purchaser;
- 4.5 the proposed counter indemnity to be given by the Company in favour of the Bank in relation to an indemnity provided by the Bank to Bank Leumi plc for certain liabilities in relation to letters of credit; and
- 4.6 a rent deposit deed to be entered into by the Company in favour of Bullsbrook Limited.

  
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**MALCOLM STUART LYONS**

**DATED:** ..... 2/7/04

.....  
Signed for and on behalf of

**WALTON INTERNATIONAL INC**

**DATED:** .....

**THE COMPANIES ACT 1985 AND 1989**

**COMPANY LIMITED BY SHARES**

**RESOLUTIONS IN WRITING**

**OF**

**ORIGINAL ADDITIONS (BEAUTY PRODUCTS) LIMITED ("COMPANY")**

In accordance with section 381A of the Companies Act 1985 ("Act"), we, being all the members of the above named Company who, at the date of these resolutions, are entitled to attend and vote at a general meeting of the Company **HEREBY RESOLVE** as follows (such resolutions to take effect as written resolutions):

1. **THAT** the memorandum of association of the Company be altered by:
  - 1.1 adding the following new clause 3Y immediately following the existing clause 3X and renumbering the existing clauses of clause 3 accordingly:

"3Y To give such financial assistance, directly or indirectly, for the purpose of the acquisition of shares in the Company or the Company's holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the Company or the Company's holding company as may be lawful "
2. **THAT** the articles of association of the Company be altered by the insertion of the figure "10" immediately following the word "Regulation" in article 2.
3. **THAT** the Company be authorised to give the financial assistance for the purpose of the proposed acquisition of shares in the capital of the Company and taking the form described in the declaration sworn by all the directors of the Company on form 155(61a) which declaration together with annexed auditors' report required by section 156(4) of the Act were produced to the members for inspection before or at the same time as this written resolution was presented to them for signature.
4. **THAT**, subject to compliance with sections 155 to 158 of the Act, the directors of the Company be authorised to cause the execution and delivery of:

- 4.1 the proposed guarantee to be entered into between Broomco (3425) Limited ("Purchaser"), the Company and National Westminster Bank Plc ("Bank");
- 4.2 the proposed debenture to be given by the Company and the Purchaser in favour of the Bank;
- 4.3 the proposed Multi Option Facility ("Multi Option Facility Agreement") to be made available by the Bank to the Company;
- 4.4 the proposed intra group loan agreement to be entered into between the Company and the Purchaser pursuant to which the Company will agree to make certain advances available to the Purchaser;
- 4.5 the proposed counter indemnity to be given by the Company in favour of the Bank in relation to an indemnity provided by the Bank to Bank Leumi plc for certain liabilities in relation to letters of credit; and
- 4.6 a rent deposit deed to be entered into by the Company in favour of Bullsbrook Limited.

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**MALCOLM STUART LYONS**

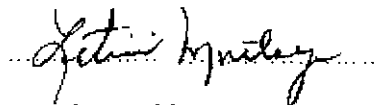
**DATED:** .....

  
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José Alberto Ruiz

Signed for and on behalf of

**WALTON INTERNATIONAL INC**

**DATED:** 2<sup>nd</sup> July, 2004

  
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Leticia Montoya