

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF NATURAL PRODUCTS LIMITED (Company)

On 22 JAN 2013 the following special resolutions were duly passed as written resolutions of the Company pursuant to section 288 of the Companies Act 2006

SPECIAL RESOLUTIONS

- 1 That the provisions of the articles of association of the Company be altered by the insertion of a new article 9A as follows

"9A Special Article

Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Special Article (to the effect that any provision contained in this Special Article shall override any other provision of these articles)

- (i) The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer

(A) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (**Secured Institution**) (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts), or

(B) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or

(C) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise, and regulations 24 and 26 of Table A shall be modified accordingly

- (ii) The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Special Article 9A(i) above)

- (iii) The directors shall not exercise a lien over any shares held by any Secured Institution (and a certificate by any such person or an employee of any such



A21C3QPE

A10 02/02/2013 #287

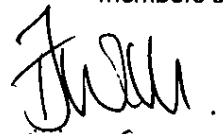
COMPANIES HOUSE

person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts)

- (iv) The lien set out in article 7, shall not apply to shares held by a Secured Institution (as defined in Special Article 9A(i)(above)

Any variation of this Special Article shall be deemed to be a variation of the rights of each class of share in the capital of the Company "

- 2 That the provisions of, and performance of the obligations set out in, the documents listed in the appendix to this Written Resolution (**Documents**), which the Company is proposing to enter into in connection with the financing arrangements to be entered into with Clydesdale Bank plc (**Lender**), be and are hereby approved (copies of the latest drafts of such Documents having been supplied to the sole member of the Company and the Company's auditors prior to the signing of this Written Resolution), (subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such Documents))
- 3 That, notwithstanding any provisions of the Company's Memorandum and Articles of Association or any personal interest of any of the Company's directors, the Company's directors and/or secretary, and in the case of any document to be executed as a deed, any two of the Company's directors or any one director of the Company and the Company's secretary, or any one of the Company's directors in the presence of a witness who attests their signature, be and are hereby authorised and directed to execute, deliver and perform the obligations set out in the Documents and give or execute any or all notices, communications or other documents on behalf of the Company pursuant to or in connection with each of the Documents for the Company (in such manner and subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such Documents))
- 4 That the Company's entry into, and performance of, the Documents is in the commercial interest of the Company and will promote the Company's success for the benefit of its members as a whole


[Director] [Secretary]

The Appendix

Documents

- (a) A facilities agreement (**Facilities Agreement**) for the provision of term loan facilities of a £10,200,000 and a £1,000,000 multicurrency revolving credit facility to be made between, amongst others, the Company and the Lender,
- (b) an ancillary facilities document evidencing the terms of the Ancillary Facility to be entered into by, amongst others, the Company and the Lender,
- (c) counter-indemnities between the Company and the Lender in relation to the BACS facilities, corporate credit card facility and duty deferment guarantee provided to the Group by Barclays Bank PLC,
- (d) a debenture (**Debenture**) to be given by, amongst others, the Company in favour of the Lender pursuant to which the Company grants fixed and floating charges over its assets and undertaking in order to secure the Secured Obligations (as defined in the Debenture),
- (e) an intercreditor agreement to be entered into between, amongst others, the Company and the Lender,
- (f) a deed of amendment to the Investor Loan Note Instrument to be entered into between, amongst others, NPW Midco Limited and the Company, and
- (g) a director's certificate to be given by a director of the Company containing various certifications required pursuant to the Facilities Agreement