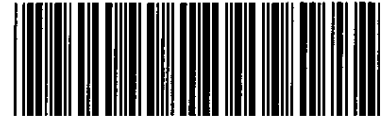


FRIDAY



LD1 \*L6IGFEKA\* 03/11/2017 #40  
COMPANIES HOUSE

**HOT (UK) LIMITED**

**Company Number: 02990768**

(the "Company")

**SOLE MEMBER'S WRITTEN RESOLUTION**

22/9 / 2017 (the "Circulation Date")

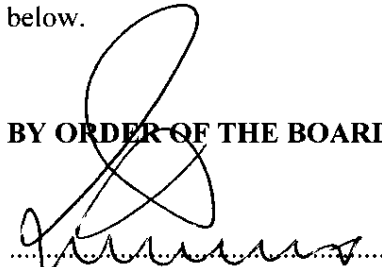
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**"):

**SPECIAL RESOLUTION**

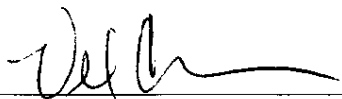
THAT the share capital of the Company be reduced by £66,408,191 by cancelling and extinguishing 66,408,191 ordinary shares of £1 each AND THAT the amount by which the share capital is reduced be credited to a distributable reserve of the Company.

Please read the Notes at the end of this document before signifying your agreement to the Resolution below.

**BY ORDER OF THE BOARD**

  
.....  
Director

WE THE UNDERSIGNED, being the sole member of the Company entitled to vote on the Resolution on the circulation date HEREBY IRREVOCABLY AGREE to the Resolution.



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duly authorised signatory  
for and on behalf of  
**Helen of Troy Limited**

Dated: ..... 22 / 9 / 17 .....

#### NOTES

1. To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company by delivering the signed copy by hand or returning the signed copy by post or attaching a scanned copy of the signed document to an e-mail sending it to any director of the Company.
2. Once you have signified your agreement to the Resolution, you may not revoke your agreement.
3. Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse.
4. A copy of the solvency statement made by the directors of the Company in accordance with section 643 Companies Act 2006 for the purposes of the reduction of share capital to be effected by the passing of the Resolution is being sent or submitted to you at the same time as and together with this document.
5. A copy of this document was sent to the Company's auditors on the Circulation Date.