

Company Number: 5094961

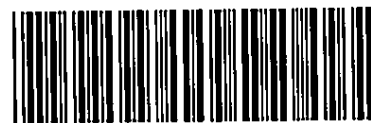
THE COMPANIES ACTS 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TUESDAY



A44 *ASOJYZ39* 22/04/2008 328
COMPANIES HOUSE

ORIGINAL ADDITIONS (BEAUTY PRODUCTS) LIMITED (the "Company")

Pursuant to chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as special resolutions (together the "**Special Resolutions**")

SPECIAL RESOLUTIONS

- 1 That, notwithstanding the personal interests of the Directors of the Company by virtue of their directorships or shareholdings in other companies party to the documents in question and notwithstanding that entry into the documents in question might constitute financial assistance for the purpose of section 151 and 152 of the Companies Act 1985, the Directors of the Company be authorised to cause the Company to enter into the following documents, copies of which have been produced to the shareholder
 - (a) a guarantee (the "**Guarantee**") given by the Company in favour of the National Westminster Bank plc, by which the Company shall guarantee certain of the liabilities and obligations of, among others, Amaldis (2008) Limited to the Bank,
 - (b) an intra-group loan agreement (the "**Intra-Group Loan Agreement**") to be made between Amaldis (2008) Limited, Amaldis Limited, the Company and OA (BP) Limited by which each party thereto may make available certain loans to the other parties,
 - (c) an intercreditor deed (the "**Intercreditor Deed**") to be made between National Westminster Bank plc, The Royal Bank of Scotland plc, the Investors named therein, Amaldis (2008) Limited, Amaldis Limited, the Company and OA (BP) Limited by which priority is determined as between the parties, and
 - (d) such other documentation and to take such action as may be required in order to carry out the matters referred to above,

(together the **Documents**)
 - (e) an arrangement whereby the Company has agreed to pay £88,125 towards the transactional costs (the "**Acquisition Costs**") of Amaldis 2008 Limited in connection with the acquisition of the share capital of Amaldis Limited
- 2 That, the Shareholders having received copies of the statutory declaration sworn by all the Directors of the Company pursuant to section 155(6) of the Act and a copy of the report of the auditors of the Company required to be annexed thereto by section 156(4) of the Act, the giving of financial assistance constituted by virtue of entry into the Documents in order to assist with the acquisition by Amaldis (2008) Limited of the entire issued share capital of Amaldis Limited and assisting Amaldis Limited in connection with discharging the debt incurred at the time of the acquisition by Amaldis Limited of the entire issued share capital of the Company be hereby approved
- 3 That any act done or document executed pursuant to any of the resolutions set out above shall be valid, effective and shall bind the Company and any limit on the

borrowing or other powers of the directors of the Company contained in or incorporated by reference in the Company's articles of association is suspended, waived or abrogated as necessary to give effect to the foregoing conclusions

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, being the sole member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions

SIGNED this 9th day of APRIL 2008

Signed 

Name SIMON ZUSSMAN (PRINT NAME)

For and on behalf of Amaldis Limited

NOTES

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. 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

If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, by 15 APRIL 2008 [lapse date], sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date
- 4 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