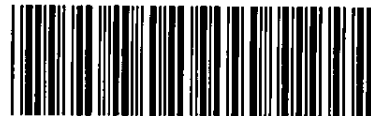


Company number: 5217797

WEDNESDAY



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COMPANIES HOUSE

**ORDINARY and SPECIAL RESOLUTIONS**

**OF**

**SPHERE CONSUMER PRODUCTS PLC (Company)**

**RESOLUTIONS**

**Passed on 12 December 2008**

At a General Meeting of the Company duly convened and held at 3 Rue Scheffer, 75116 Paris on 12 December 2008 at 3pm the following resolutions were duly passed as Ordinary and Special Resolutions as indicated.

**ORDINARY RESOLUTIONS**

- 1 That the authorised share capital of the Company be increased from £2,000,000 to £2,800,000 by the creation of 800,000 ordinary shares of £1.00 each ranking pari passu in all respects with the existing ordinary shares of £1.00 each in the capital of the Company.
- 2 That the directors of the Company be authorised generally and unconditionally for the purposes of section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot all the authorised but unissued shares in the authorised share capital of the Company from time to time or at any time or times during the period of five years from the date of this resolution.

**SPECIAL RESOLUTION**

- 3 Subject to the passing of the above resolution, to authorise the directors pursuant to section 95 of the 1985 Act to allot equity securities (within the meaning of section 94(2) of the 1985 Act) wholly for cash pursuant to the authority conferred by resolution (ii) above as if section 89(1) of the 1985 Act did not apply to any such allotment provided that this power shall expire five years from the date of this resolution, 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 directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Signed

Company Secretary

*Eric Pellon* on behalf of *Thompson Smith & Poxon* Secretaries & Services Ltd

Company number: 5217797

**ORDINARY and SPECIAL RESOLUTIONS**

**OF**

**SPHERE CONSUMER PRODUCTS PLC (Company)**

**RESOLUTIONS**

**Passed on 12 December 2008**

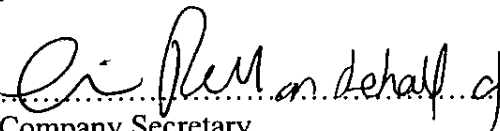
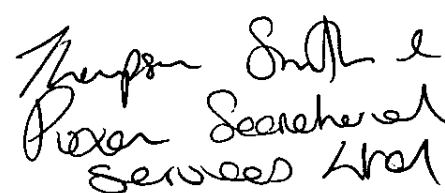
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Signed  on behalf of   
Company Secretary  
Proxy Secretary  
Services Ltd