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**WRITTEN RESOLUTION  
BY ALL THE MEMBERS OF  
BURT'S BEES (UK) LIMITED  
(THE "COMPANY")**

(Passed on March 5, 2007)

In accordance with regulation 53 of Table A adopted by article 1 1 of the Company's articles of association, the undersigned, being all the members of the Company who (at the date of this resolution) would have been entitled to vote upon the resolution set out below if it had been proposed at a general meeting at which all the members were present, hereby agree to the following written resolution (which would otherwise be required to be passed as a special resolution)

**SPECIAL RESOLUTION**

THAT the Articles of Association of the Company be amended by

- (a) the deletion of Article 2 and the adoption of a new article 2 as follows
- 2 1 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act (and so that expressions used in this Article shall bear the same meanings as in the said section 80) to exercise all the powers of the Company to allot relevant securities of the Company The authority hereby conferred shall be for a period of five years from the date of incorporation of the Company unless renewed, varied or revoked by the Company in general meeting, and the maximum amount of relevant securities which may be allotted pursuant to such authority shall be equal to the amount of share capital of the Company authorised but unissued at the date of adoption of these Articles or, where the authority is renewed, at the date of renewal The directors may under this authority or under any renewal thereof make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority
- 2 2 Section 89(1) of the Act shall not apply to any allotment of equity securities by the Company pursuant to any authority conferred on the directors pursuant to section 80 of the Act
- (b) the adoption of a new article 9 1 3 and renumbering of existing 9 1 3 to 9 1 4
- 9 1 3 All or any of the directors or members of any committee of the directors may participate in a meeting of the directors or that committee of the by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum, and accordingly, subject to Regulation 89 in Table A and paragraph 5 1 2 above, a meeting of the directors or committee of the directors may be held where each of those present or deemed to be present is in communication with the others only by telephone or other communication equipment as aforesaid A meeting where those present or deemed to be present are in different locations shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is
- 9 1 4 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company
- (c) the deletion of existing article 12 1 and adoption of a new article 12 1 as follows

WEDNESDAY



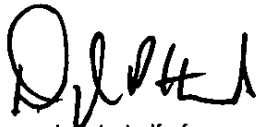
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12 1 Notwithstanding anything otherwise provided in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise), the directors shall not decline to register any transfer of shares nor suspend registration thereof

- (i) where such transfer is in favour of a bank or financial institution or any nominee of a bank or financial institution and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of the bank or financial institution, or
- (ii) where such transfer is by, on behalf of, or at the direction of, a bank or financial institution or any nominee of a bank or financial institution or any receiver or similar officer appointed by any of the aforementioned in favour of any third party upon disposal or realisation of shares following the bank or financial institution having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option,

and a certificate by any officer of the bank or financial institution that the relevant transfer is within paragraph (i) and (ii) above shall be conclusive evidence of that fact



for and on behalf of  
Burt's Bees Holdings, Inc.,  
as Sole Shareholder