

Exhibit A

**Exit Finance Commitment Agreement
(Unanimous Written Consent of KIKO, S.p.A., the Debtor's Sole Shareholder)**

(See attached)

106-2018

**UNANIMOUS WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING OF THE
SOLE SHAREHOLDER AND
BOARD OF DIRECTORS
OF
KIKO USA, INC.**

The undersigned, being the Sole Shareholder and all of the Members of the Board of Directors (the "Board") of Kiko USA, Inc., a Delaware corporation (the "Corporation"), in accordance with the Corporation's By-laws and pursuant the applicable sections of the General Corporation Law of the State of Delaware authorizing actions to be taken on written consent without a meeting in lieu of a special meeting, consent to the adoption of the following resolutions:

WHEREAS, the Corporation is in need of additional capital in order to cover (1) payment obligations under its Chapter 11 Plan of Reorganization (the "Plan") filed on April 4, 2018 in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") and (2) anticipated operating costs;

WHEREAS, in relation to the above, the Corporation forecasts cash needs for Plan payments of approximately \$4,200,000 by July 3, 2018, \$3,200,000 by September 30, 2018, and \$3,200,000 by December 31, 2018 (collectively, the "Estimated Plan Payments");

WHEREAS, the Corporation estimates that it may need additional cash up to \$1,400,000 prior to December 31, 2018, in order to fund any additional required Plan payments or any ongoing operating losses as the Corporation continues to reorganize its operations, thereby increasing the total potential cash needs prior to December 31, 2018 to \$12,000,000; and

WHEREAS, in order to cover the Estimated Plan Payments and potential additional cash needs, the Sole Shareholder has offered to contribute up to \$12,000,000, on an as-needed basis, through December 31, 2018.

NOW, THEREFORE BE IT

RESOLVED, that an equity contribution of up to \$12,000,000, is approved by the Sole Shareholder, on an as-needed basis, in order to cover the cash needs of the Corporation, provided that the Plan in substantially the same form filed with the Bankruptcy Court on April 4, 2018 is confirmed by a final order of the Bankruptcy Court and becomes effective; and, further

RESOLVED, that the CFO of the Corporation is hereby authorized to make requests for capital for up to \$12,000,000 cumulatively, as needed and consistent with the Corporation's needs pursuant to the Plan, by email correspondence to Mr. Claudio Ciocca

The block contains four handwritten signatures in black ink. The signatures are stylized and appear to be of the Sole Shareholder and the four members of the Board of Directors, as indicated by the context of the document. They are located in the bottom right corner of the page.

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with all members of the Corporation's Board copied on any such email request; and, further,

RESOLVED, that this resolution may be executed in one or more counterparts, and may be transmitted by facsimile or other electronic means, and all of the foregoing together shall constitute on valid written consent, notwithstanding that *original* signatures have not been obtained and that all of such parties are not signatories to the same counterpart.

[SIGNATURES TO FOLLOW]

Handwritten signatures of two individuals, likely representing the Corporation and its Board, as indicated by the preceding text.

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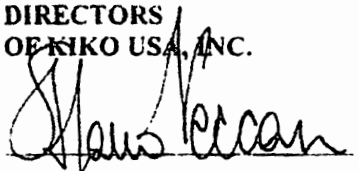
IN WITNESS WHEREOF, the undersigned have executed this Joint Written Consent as of the 8th day of May, 2018.

**BEING THE SOLE SHAREHOLDER
OF KIKO USA, INC.**


KIKO S.p.A.

By 
Cristina Scocchia, Authorized Representative

**BEING ALL OF THE
DIRECTORS
OF KIKO USA, INC.**


Stefano Percassi, Director


Frank Furlan, Director


Davide Cravero, Director