

## VISION FOUNDATION FOR LONDON

(Company No. 03693002) (Charity No. 1074958)

(the “**Company**”)

**WRITTEN RESOLUTIONS** of the Board of Directors of the Company.

We, the undersigned, being all of eligible directors of the Company entitled to vote on the matters below at a meeting of the directors of the Company, **HEREBY PASS THE FOLLOWING RESOLUTIONS** pursuant to Article 23 of the articles of association of the Company and agree that such resolutions shall, for all purposes, be valid and effective as if the same had been passed by the directors at a duly convened board meeting of the Company. As permitted by Article 23.2, these resolution shall be effective when each eligible director has signed these resolutions or otherwise indicated agreement in writing. Such resolutions may be executed in one or more counterparts, each of which when executed shall be an original but all of the counterparts together constituting one and the same instrument.

### 1. **DIRECTORS’ INTERESTS**

By agreeing to or signing these resolutions, each director declares that in accordance with section 177 of Companies Act 2006 (“**CA 2006**”) and the articles of association, the director has declared the nature and extent of the director’s interest (if any) in the proposed transactions or arrangements being considered herein, whether by way of declaration at a meeting of the directors, by way of declaration made by notice in writing sent to the other directors of the Company under section 184 of CA 2006 or otherwise.

### 2. **BACKGROUND**

2.1 The Company has entered into a master transfer agreement (“**Transfer Agreement**”) in respect of the transfer of its entire business and undertaking to British Eye Research Foundation (“**Fight for Sight**”) (the “**Transaction**”). The Company is required to complete certain steps pursuant to the Transfer Agreement and in order to effect the Transaction. It is proposed that:

- (a) the Company shall amend its articles of association (the “**Articles Amendment**”) and shall circulate a written special resolution to its members (the “**Member Resolution**”) to approve the adoption of the Articles Amendment;
- (b) the resignation as director of the Company and removal as member of the Company, of each of Darren Barker, Victoria Currey, Heather Goodhew, Elizabeth Honer, Robert Hughes, Susanette Mansour, Amit Patel and Sharon Petrie, be accepted with effect from the date of completion under the Transfer Agreement;
- (c) the removal of each of Keith Felton and Ly Lam as member of the Company be accepted with effect from the date of completion under the Transfer Agreement;
- (d) Fight for Sight, having consented to act / delivered written consent to act, be appointed as director of the Company to take office from completion under the Transfer Agreement; and
- (e) subject to the approval of the Articles Amendment, Fight for Sight shall be the sole member of the Company with effect from completion under the Transfer Agreement.

2.2 It is noted that the register of members of the Company has not been fully and properly maintained and kept up to date and that, in preparation for implementation of the Transaction, it is proposed that such register is updated to record the past and present members of the

Company (the “**Updated Register**”) (the matters described in this paragraph 2 being the “**Proposed Steps**”).

### 3. **DOCUMENTS**

Drafts of the following documents have been circulated to each director:

- (a) the Transfer Agreement;
- (b) the Articles Amendment;
- (c) the Updated Register;
- (d) the Written Resolution,


(together, the “**Documents**”).

### 4. **RESOLUTIONS**

Having carefully considered each of the Documents and each of the other documents circulated to the directors, each director having formed the opinion that the transactions described above are likely to promote the success of the Company for the benefit of its members as a whole having regard (amongst other matters) to the matters referred to in section 172 of CA 2006, **IT IS RESOLVED** that:

- (a) the Proposed Steps and each Document each be approved;
- (b) subject to the passing of the Written Resolution, the Articles Amendment be adopted and approved;
- (c) each director be authorised for and on behalf of the Company to approve any amendments to the Documents (and a director’s signature on a Document shall be conclusive evidence of (but not a requirement for) the director’s approval for such amendments) and to approve any other documents, certificates or notices, of whatever nature, and to do all such acts and things, in each case as he or she may in his or her absolute discretion determine are necessary or desirable in connection with the Proposed Steps;
- (d) each director or, in the case of anything requiring execution as a deed, any two directors or any one director and the secretary or any director in the presence of a witness, be authorised to execute and deliver for and on behalf of the Company any such Document or any such other documents, certificates or notices as are required to be executed by the Company in connection with the Proposed Steps or Documents;
- (e) each director and the company secretary be authorised and instructed to make all necessary and appropriate entries in the books and registers of the Company, to execute and issue share certificates and to file with the Registrar of Companies and the Charity Commission all necessary documents in connection with the above business; and
- (f) all actions taken by a director, officer, agent or advisor for and on behalf of the Company in connection with the foregoing on or prior to the date of these resolutions be confirmed, ratified and approved in all respects.

*[Remainder of page intentionally left blank]*

Signed:  .....

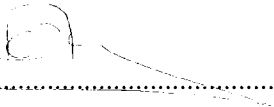
Name: Darren Barker

Date: 30th March 2023

Signed: *Victoria Currey*


Name: Victoria Currey

Date: 30th March 2023

Signed:  .....

Name: Keith Felton

Date: 30th March 2023

Signed:  .....

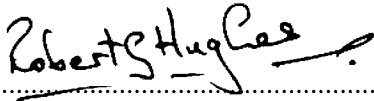
Name: Heather Goodhew

Date: 30th March 2023

Signed:  .....

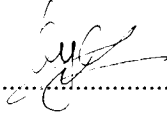
Name: Elizabeth Honer

Date: 30th March 2023

Signed:  .....


Name: Robert Hughes

Date: 30th March 2023

Signed:  .....

Name: Ly Lam

Date: 30th March 2023

Signed:  .....


Name: Susanette Mansour

Date: 30th March 2023

Signed:  .....

Name: Amit Patel

Date: 30th March 2023

Signed:  .....

Name: Sharon Petrie

Date: 30th March 2023