

Company No: 05116610

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of

TRUECARE HOLDINGS LIMITED ("THE COMPANY")

MONDAY



A05 *A5I9UQR4* 24/10/2016 #119
COMPANIES HOUSE

CIRCULATION DATE: 24 October 2016

DATE RESOLUTION PASSED:

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below be passed as special resolutions of the Company (the "Resolutions")

SPECIAL RESOLUTION

- 1 **THAT** the issued share capital of the Company be reduced from £1,010 to £1 by cancelling and extinguishing -
 - 1 1 24,390 of the issued B ordinary shares of £0 01 each in the capital of the Company,
 - 1 2 75,510 of the preferred ordinary shares of £0 01 each in the capital of the Company,
 - 1 3 1,000 of the preferred ordinary shares of £0 01 each in the capital of the Company,each of which is fully paid up, and the amount by which the share capital is so reduced be credited to a reserve
- 2 **THAT** the share premium account of the Company be reduced from £7,749,990 to £0 and the amount by which it is reduced be credited to a reserve

AGREEMENT

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

The undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date and being the holders of the entire issued share capital of the Company hereby irrevocably agree to the Resolutions

Name

Signature

Date

CALEDONIA
CHOICE 3 LIMITED

24 October 2016

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
 - 1 1 **By Hand** delivering the signed copy to the Company Secretary at the registered office of the Company
 - 1 2 **Post** returning the signed copy by post to the Company Secretary at the registered office of the Company
- 2 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
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 4 Unless, by the date falling 28 clear days following the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 6 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