

**WRITTEN RESOLUTION OF THE SHAREHOLDERS OF  
HEALTHCALL HOLDINGS LIMITED**

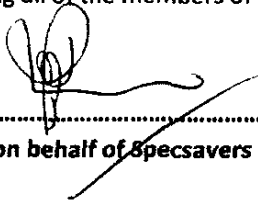
(the "Company")

Company Number 05877410

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolution is passed as a special resolution:

**THAT** the issued share capital of the Company be reduced by cancelling and extinguishing all but one of the issued Ordinary Shares of £1.00 each in the, each of which is fully paid up, and the amount by which the share capital is so reduced be repaid to the holders of those shares.

We, being all of the members of the Company, hereby resolve to pass this resolution.



.....  
**For and on behalf of Specsavers Optical Superstores Limited**

Date .....14/1/2020.....

WEDNESDAY



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15/01/2020

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COMPANIES HOUSE

**WRITTEN RESOLUTION OF THE DIRECTORS OF  
HEALTHCALL HOLDINGS LIMITED**

(the "Company")

Company Number 05877410

By signing this document, we, the directors named below (being all of the directors of the Company as at the date of this statement), all agree, pursuant to the Articles of Association of the Company, that the following resolutions will be valid as if passed at a Board Meeting.

The Director/s who is/are/was/were personally interested in the proposed matters declare(d) the nature of their interests.

**IT WAS NOTED THAT** the Company was considering reducing its share capital by cancelling and extinguishing all but one of the issued Ordinary Shares of £1.00 each in the Company each of which is fully paid up.

**IT WAS FURTHER NOTED THAT** it was proposed that the amount by which the share capital is reduced be repaid to the holder of those shares.

**IT WAS FURTHER NOTED THAT** it was proposed that the reduction of capital be carried out by way of the solvency statement procedure under section 641(1)(a) of the Companies Act 2006 requiring all of the directors to sign a statement of solvency and the shareholders to approve the reduction by special resolution.

**IT WAS NOTED THAT** the following documents had been circulated with this written resolution:

- (a) draft solvency statement in the prescribed form and containing the information set out in s643 of the Companies Act 2006 (**Solvency Statement**); and
- (b) a draft copy of a written resolution of the Company approving the reduction of capital (**Written Resolution**), such resolution to be sent to all eligible members (within the meaning of s289(1) of the Companies Act 2006 of the Company in accordance with s291 of the Companies Act 2006.

**IT WAS RESOLVED TO:**

- (a) Approve the proposed reduction of capital;
- (b) Subject to being able, validly to make the requisite Solvency Statement, that the directors make the Solvency Statement (on the grounds the Company is solvent); and
- (c) Approve the Written Resolution and recommend that it be accepted by the Company, and be sent to the eligible members of the Company for signature accompanied by the Solvency Statement and before, or at the same time, provide a copy of the Written Resolution to the Company's auditors.

WEDNESDAY

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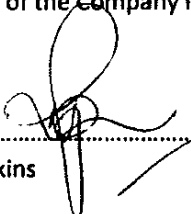
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Subject to and following the passing of the aforementioned Written Resolution, **IT WAS FURTHER RESOLVED TO:**

- (a) Carry out the reduction of capital and to take all necessary steps to cancel and extinguish the relevant shares;
- (b) Make the payment out of capital in respect of the relevant shares to the shareholders; and
- (c) File, within 15 days of the Written Resolution being passed, a copy of the resolution, signed Solvency Statement, Form SH19 and a statement of compliance by the directors confirming that the Solvency Statement was made not more than 15 days before the date on which the resolution was passed and was provided to members in accordance with section 642(2) or 3 of the Companies Act 2006.


**IT WAS FURTHER RESOLVED** to ratify and approve all actions, decisions and approvals of the directors of the Company in relation to or in connection with any of the above.

  
.....  
John Perkins

Date.....14/1/2020.....

  
.....  
John Paul Marshall

Date.....14/1/2020.....

  
.....  
For and on behalf of  
Specsavers Optical Group Limited

Date.....14/1/2020.....