

THE COMPANIES ACT 2006

WRITTEN SPECIAL RESOLUTION

OF

GLOW DENTAL LIMITED

Company Number 09501868

Date 31st day of March 2016 at 5 pm



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 (**Resolution**)

Special Resolution **THAT**, the issued share capital of the Company be reduced from £ 1,125,125 to £25,125 by returning paid-up capital to the extent of £1 per share to the Members for 1,100,000 ORDINARY SHARES of £1 00 each, which have been issued and are fully paid-up but such reduction shall be on the condition that the date on which this resolution is passed is within 15 days (inclusive) of the date that the attached Statement of Solvency was made

***NOTE – ENC. STATEMENT OF SOLVENCY (ATTACHED TO RESOLUTION)**

AGREEMENT

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

The undersigned, all persons entitled to vote on the Resolution on 31st day of March 2016, hereby irrevocably agree to the Resolution.

Signed by Dr Hooman Sanaty

A handwritten signature in black ink, appearing to read 'Dr Hooman Sanaty', enclosed within a large, loopy oval.

NOTES TO THE MEMBERS

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above, and return the signed version either by hand or by post to [NAME AND ADDRESS]

You may not return the Resolution to the Company by any other method

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply or sign

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless, by [LAPSE DATE (BEING 28 DAYS FROM CIRCULATION DATE)], sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date

MINUTES OF A BOARD MEETING

OF

GLOW DENTAL LIMITED

Company Number 09501868

Minutes of a meeting of the Board of Directors

held at 87 Northcote Road, Battersea, London, England, SW11 6PL

on the 31st day of March 2016 at 5 pm.

Present : Dr. Hooman Sanaty

Chairperson

Dr Hooman Sanaty was appointed chairperson of the meeting

Notice and quorum

The chairperson reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the chairperson declared the meeting open

Interests in proposed transactions and/or arrangements with the Company

Each director present declared the nature and extent of their interest in the proposed transaction to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 and the Company's articles of association, as follows

NAME

NATURE AND EXTENT
OF INTEREST

Dr. Hooman Sanaty

Shareholder

It was noted that pursuant to the articles of association, a director may vote and form part of the quorum in relation to any matter in which they are interested

Minutes of the last board meeting

The chairperson reported that the minutes of the last board meeting were correct and that no other issues arose from those minutes

Business of the meeting

The chairperson reported that a meeting had been convened in connection with the proposed reduction of share capital in the Company (**Transaction**).

Written Resolution

It was reported by the Chairman that the written resolution to reduce the share capital had been duly executed by all the Members of the Company.

Statement of Capital – SH19

There was produced to the meeting a Statement of Capital SH19 in order to comply with section 644(2) of the Companies Act 2006

The Statement of Capital was considered, approved and subsequently executed by the board

Documents produced to the meeting

- Signed written resolutions
- Statement of Capital – SH19
- Letter to Companies House

Resolutions

Following consideration, including that of the matters referred to in section 172(1) of the Companies Act 2006, IT WAS RESOLVED that the Transaction would promote the success of the Company for the benefit of its members as a whole, and IT WAS FURTHER RESOLVED to

- Approve the documents produced to the meeting and approve the expressions of opinion or intention in them and authorise any Director to execute the documents on behalf of the Company (and any other document required to be executed by the Company in connection with the Transaction)
- Authorise any Director of the Company to do all such acts and things and agree and execute on behalf of the Company all such other documents to which the Company is a party and all other documents as may be required in order to implement the Transaction and generally to sign all such certificates and other documents as may be required in connection with the Transaction, subject in each case to such amendments as those executing the same on behalf of the Company think fit



Filings

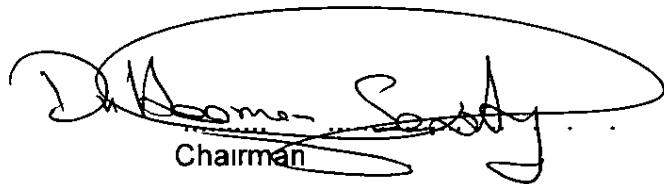
IT WAS RESOLVED that the Company Secretary (or such other person as the chairperson may elect) be instructed to make all necessary and appropriate entries in the books and registers of the Company, and

Arrange for the following forms and documents to be filed at Companies House within 15 days of the date of the Written Resolution

- The original written resolutions executed by the Members of the Company,
- The original Statement of Solvency executed by all Directors, and
- The original SH19 form Statement of Capital executed by all Directors
- The letter to the Registrar of Companies dealing with the above enclosures and which was duly approved and signed by the Directors, prior to the close of the meeting

Close

There was no further business and the chairperson declared the meeting closed


Chairman