

Company number 01184069

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

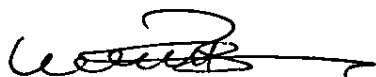
R J HOLMES OPTICIANS LIMITED (COMPANY)

The following resolution were duly passed as special resolutions on 22 July 2016 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

SPECIAL RESOLUTION[S]

- 1 THAT despite any provisions in the Memorandum or Articles of Association of the Company or any personal interest thereof, the Company be and is generally and unconditionally authorised and empowered, for the purposes of section 39 of the Companies Act 2006 and otherwise to execute and deliver
 - a a guarantee from the Company (**Guarantee**) in favour of National Westminster Bank Plc (**Bank**) guaranteeing any money, obligations and liabilities (actual or contingent, as principal or surety) now or in the future owing to the Bank by Bespoke Eyecare Holdings Limited (**Borrower**),
 - b a debenture creating fixed and floating charges over its assets and undertaking in favour of the Bank to secure all amounts owed by the Company to the Bank, including under the Guarantee,
 - c a legal charge over the leasehold properties at Unit B5 West Swindon District Centre, Swindon SN5 7DL and 6 Castle Street, Cirencester, GL7 1QA in favour of the Bank to secure all amounts owed by the Company to the Bank, including under the Guarantee, and

including for the purpose of providing financial assistance for the purpose of the acquisition of shares by the Borrower in the capital of the Company, and that the terms and arrangements contemplated by such documents (including such financial assistance) and the performance by the Company of its obligations under such documents, be and are approved



Director

