

**Engage Health Holdings Limited**  
(the "Company")

Company No  
07112411

The Companies Act 2006

**Written Resolution of the Members**  
(Proposed by the Directors)

In accordance with Part 13, Chapter 2 of the Companies Act 2006, the board of directors propose that the resolution set out below be submitted to the eligible member of the Company as a written resolution and passed as a special resolution (the "Resolution")

**Special Resolution**

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*"That the capital of the Company be reduced by the sum of £4,999,901 to £100 by the cancellation of £4,999,901 standing to the credit of the Company's share capital and the cancellation and repayment at par of 4,999,901 Ordinary shares of £1 00 each fully paid up in the capital of the Company "*

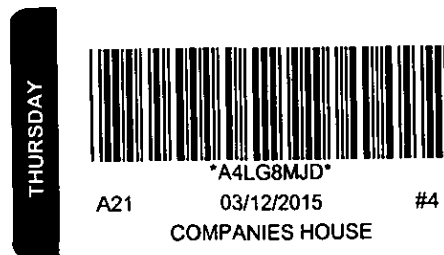
We being the eligible member of the Company hereby signify our irrevocable agreement to the Resolution in accordance with the acceptance procedure set out below

The member Family Assurance Friendly Society Limited

Signature

Date

  
30/11/15



The member who agrees to the Resolution MUST notify the Company of their approval using one of the methods specified below by [xx/xx/xxxx] Failure to do so will render all such approvals invalid

To signify consent to the Resolution, the member should indicate their agreement by signing and dating this document where shown above, and thereafter deliver it to the Company Secretary by means of delivering the document by hand

Members do not need to take any action if they do not agree to the Resolution