

Company no. 1461499

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

BUPA PURCHASING LIMITED
(the "Company")

FRIDAY



Written resolution of the eligible member of the Company passed on
7th January 2009

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN
ACCORDANCE WITH SECTION 291 OF THE COMPANIES ACT 2006**

ORDINARY RESOLUTION

IT IS RESOLVED:

THAT, in accordance with paragraph 47(3), Schedule 4, Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007, the directors be and hereby are given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006.

AGREEMENT BY THE ELIGIBLE MEMBER TO THE WRITTEN RESOLUTION

We the undersigned, being the eligible member of the Company:

- 1) confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006; and
- 2) hereby resolve and agree that the above resolution is passed as a written resolution pursuant to Section 288 of the Companies Act 2006.

Signed

Duly authorised for and on behalf of BHS Holdings (2006) Limited

INFORMATION REQUIRED TO COMPLY WITH SECTION 291 (4) OF THE COMPANIES ACT 2006

- 1) Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
- 2) The circulation date of the written resolutions is 7th January 2009 (the "Circulation Date").
- 3) The procedure for signifying agreement by an eligible member to written resolution is as follows:
 - (A) A member signifies his agreement to proposed written resolutions when the Company receives from him (or someone acting on his behalf) an authenticated document –
 - (i) identifying the resolutions to which it relates, and
 - (ii) indicating his agreement to the resolutions.
 - (B) The document must be sent to the Company in hard copy form or in electronic form.
 - (C) A member's agreement to written resolutions, once signified, may not be revoked.
 - (D) Written resolutions are passed when the required majority of eligible members have signified their agreement to them.
- 4) The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see Section 297 of the Companies Act 2006).