

Company Number 1879848

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

Spire Washington Hospital Limited (the "Company")

Circulated on 14 December 2010 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the resolution below is passed as a special resolution and such resolution shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held

We, being the sole member of the Company authorised to vote, hereby resolve

SPECIAL RESOLUTION

We note that the directors of certain subsidiary undertakings of the Company (the "Subsidiaries") have also made declarations of interests (the "Group Specific Conflicts") which conflict or possibly may conflict with the interests of those Subsidiaries for the purposes of section 175 of the Act. We further note that pursuant to section 175(6)(a) of the Act, the authorisation of the Group Specific Conflicts by the directors of the relevant Subsidiaries is in some cases not possible as a quorum at the approving board meeting cannot be achieved without counting the director or directors in question or any other interested directors, and the matter cannot be agreed to without their voting or without counting their votes

Certain of the Subsidiaries have received advice to the effect that in order for the Group Specific Conflicts to be authorised, the shareholder of the Company should authorise the Group Specific Conflicts at each level of the group's corporate chain and that the shareholder(s) of each subsidiary company of the Company should then in turn authorise the Group Specific Conflicts of each relevant subsidiary company. Accordingly, **WE RESOLVE:**

2 **THAT** any of the Group Specific Conflicts which conflicts or possibly may conflict with the interests of any subsidiary undertaking of the Company be and is hereby authorised, and any breach of duty which has arisen or may arise from any such conflict be and is hereby ratified, **AND THAT** the board of directors of the Company be authorised to (a) pass any required shareholder resolutions of the Company's subsidiary companies, and (b) authorise the boards of directors of such subsidiary companies to pass shareholder resolutions of its own subsidiary companies (and so on down the group corporate chain), in each case until the members of each Subsidiary have (i) authorised any of the Group Specific Conflicts which conflicts or possibly may conflict with the interests of that Subsidiary and (ii) ratified any breach of duty which has arisen or may arise from any such conflict.

MONDAY



A43

AXZKDQ3W

20/12/2010

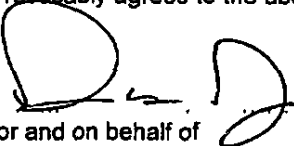
COMPANIES HOUSE

185

AGREEMENT

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

The undersigned, a member entitled to vote on the resolution on the Circulation Date, hereby irrevocably agrees to the above resolution


for and on behalf of
Spire Healthcare Limited

Dated:

NOTES

- 1 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
- 2 Once you have indicated your agreement to the resolution, you may not revoke your agreement
- 3 Unless sufficient agreement has been received for the resolution to pass before the end of the period of 28 days beginning on the Circulation Date, the resolution will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document