

Company number 02871187

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

FARRER-BROWN HISTOPATHOLOGY LIMITED (the Company)

Company registered office 60 Whitfield Street London W1T 4EU

WRITTEN RESOLUTION OF THE SOLE MEMBER

CIRCULATION DATE 8 Feb 2017 (the "Circulation Date")

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below be proposed as an Ordinary Resolution

Ordinary Resolution

THAT

- 1 In accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to allot ordinary shares of £1 in the capital of the Company up to an aggregate nominal amount of £571,514 provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired This authority revokes and replaces all unexercised authorities previously granted to the Directors

Agreement to the Resolution

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

The undersigned, being a member of the Company who at the Circulation Date is eligible to vote on the Ordinary Resolution, hereby irrevocably agrees to the Ordinary Resolution

Signed



David Anthony Byrne for and on behalf of Sonic Healthcare Pathology Limited

Date 8 Feb 2017



NOTES

- 1 If you agree to the resolution, please indicate your agreement by signing and dating this document and returning it to the Company using one of the following methods
 - (a) **Hand** delivering the signed copy to the Company Secretary at 60 Whitfield Street London W1T 4EU
 - (b) **Post** returning the signed copy by post to the Company Secretary at 60 Whitfield Street London W1T 4EU
- 2 If you do not agree with the resolution you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the resolution, you may not revoke your agreement
- 4 Unless, by the date which is 28 days from the date beginning with the Circulation Date, sufficient agreement has been received for the resolution to pass, the resolution will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date
- 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