

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
COPY WRITTEN RESOLUTION

of

Priory Rehabilitation Services Holdings Limited

("Company")

PASSED ON 22/12/2010

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolutions were duly passed on 22/12/2010 as special resolutions as indicated below

SPECIAL RESOLUTION

- 1 **That** the share capital of the Company be reduced by cancelling and extinguishing for no consideration 894,296,294 issued ordinary shares of £0.01 each registered in the name of the Company's sole member ("**Capital Reduction**")

SPECIAL RESOLUTION

- 2 **That** the share premium account standing in the books of the Company at the date of this resolution be cancelled ("**Cancellation**")

SPECIAL RESOLUTION

- 3 **That** notwithstanding any provisions contained within the Company's articles of association which may prohibit, limit or restrict the Capital Reduction or the Cancellation.
 - a both the Capital Reduction and the Cancellation be and are hereby approved in all respects, and
 - b the Company be and is hereby authorised to effect both the Capital Reduction and the Cancellation

D. Hall

Director / Secretary



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COMPANIES HOUSE