

Company number 02947374

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

OMNILABS TRUST LABORATORIES LIMITED (the Company)

Company registered office 60 Whitfield Street London W1T 4EU

WRITTEN RESOLUTION OF THE MEMBERS

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 a Special Resolution

Special Resolution

THAT

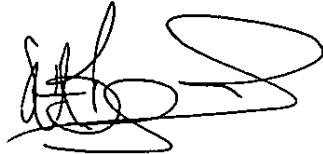
- 1 The share premium account of the Company be cancelled and the amount of the share premium account so cancelled, being £867,132, be credited as a distributable reserve

Agreement to the Resolution

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

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

Signed



David Anthony Byrne for and on behalf of Omnilabs (UK) Limited

Date 8 Feb
2017



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
- 6 For the purposes of section 642(2) of the Companies Act 2006, a copy of the directors' solvency statement made for the purposes of section 642 and pursuant to section 643 of the Companies Act 2006 is enclosed