

COMPANY NUMBER 3014160

SPIRE REDWOOD HOSPITAL LIMITED

(the *Company*)

WRITTEN MEMBER'S RESOLUTION

Date 21 October 2008 (the *Circulation Date*)



LD4 *LG8P84BL* 27/10/2008 350
COMPANIES HOUSE

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the *Act*), **WE**, being the sole member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **CONFIRM** and **AGREE** that the following resolutions shall have effect as if passed by the Company in a general meeting as a special resolution and accordingly **WE RESOLVE**

1 **THAT** it being in the best interests of the Company, the entry by the Company into the documents listed at (a) to (d) below and any ancillary documents thereto (the *Documents*) be and is hereby approved

- (a) a letter by which the Company will accede (the *Accession Letter*)
 - (i) as an additional guarantor to a £220,000,000 senior facilities agreement dated 25 September 2008 between, among others, Spire Healthcare Group Limited (*Bidco*) and Spire UK Finance Limited (*Parent*) as original obligors The Royal Bank of Scotland plc (*RBS*), Bank of Scotland plc (*BOS*) and Barclays Capital (the investment banking division of Barclays Bank PLC) as mandated lead arrangers RBS, BOS and Barclays Bank plc as original lenders and RBS as facility agent and security agent (the *Opco Facilities Agreement*),
 - (ii) as an obligor and an intra-group creditor to an intercreditor deed dated 25 September 2008 between, among others, Parent, Bidco as original borrower, Parent and Bidco as original guarantors and RBS as facility agent and security agent (the *Intercreditor Agreement*),
- (b) a formalities certificate to be provided in connection with the Company's accession to the Opco Facilities Agreement and the Intercreditor Agreement (the *Formalities Certificate*),
- (c) an accession deed by which the Company will accede to a debenture dated 25 September 2008 entered into between Parent, Bidco and RBS as security agent (the *Debenture Accession Deed*), along with certain notices to be delivered by the Company in connection with the Debenture Accession Deed, and
- (d) an intra-group funding agreement between Parent and Bidco as borrowers and certain subsidiaries of Bidco, including the Company as lenders (the *Intra-Group Funding Agreement*)

2 **THAT** the terms of and the transactions contemplated by the Documents and any ancillary documents thereto be approved and that any director, secretary or attorney of the Company (or in the case of a document to be executed as a deed, any two directors or a director and the secretary, any one director in the presence of a witness who attests their

signature or attorney pursuant to his or her powers granted by the Company) be and hereby are empowered, authorised and directed to approve the terms of and the transactions contemplated by, and to execute and deliver, the Documents and any ancillary documents thereto with such amendments as any director, the secretary or attorney of the Company may in their absolute discretion approve (and execution of the Documents shall be conclusive evidence of agreement to such amendments) as he/she or they (as the case may be) in his/her absolute discretion consider necessary or desirable in connection with the transactions contemplated by the Documents

3 **THAT** the guarantees, indemnities and security interests to be given in connection with accession to the Opco Facilities Agreement be and are hereby approved

4 **THAT** the entry into, and transactions contemplated by the Documents and any ancillary documents thereto will promote the success of the Company for the benefit of its members as a whole and that the guarantees of the Company provided in connection with the Senior Finance Documents are unlikely to be called due to the solvency of the Parent and the group of companies headed by the Parent as a whole and that the execution of the Documents will also promote the success of the Company for itself and for the benefit of its members as a whole, and that the approval for the Company to enter into the Documents be and is hereby given

5 **THAT** the Parent be and is hereby authorised to act as the Company's agent in connection with the Senior Finance Documents in accordance with the terms of clause 2.3 (*Obligors' Agent*) of the Opco Facilities Agreement, including being authorised to supply all information concerning the Company contemplated by such documents to the Senior Finance Parties and to give all notices and instructions (including, in the case of a Borrower, Utilisation Requests), to execute on its behalf any Accession Letter, to make such agreements and to effect the relevant amendments, supplements and variations (in each case, however fundamental) capable of being given, made or effected by the Company (notwithstanding that they may increase the Company's obligations or otherwise affect the Company) and to give confirmation as to continuation of surety obligations, without further reference to or the consent of the Company

The above resolutions were passed as a Written Resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on the date shown above, the signatory being the sole member of the Company. Terms defined in the Opco Facilities Agreement shall have the same meaning in this written resolution unless otherwise defined

Agreement to written resolution

Please read the notes at the end of this document before signifying your agreement to the written resolutions

The undersigned, a person entitled to vote on the date set out above to vote on the written resolutions, hereby irrevocably agrees to them

Corporate member

Signed by RICHARD JONES (print name of signatory)

Signature 

for and on behalf of
Spire Healthcare (Holdings) Limited