

CHEADLE ROYAL HEALTHCARE LIMITED
(the **Company**) (Company No 03254624)

We being the sole member entitled to attend and vote at general meetings of the Company hereby resolve and agree that the following resolution shall be passed as a written resolution of the Company

The Articles of Association of the Company shall be amended by the inclusion of an additional regulation as follows

"Notwithstanding any provision of these Articles and any regulations contained in Table A, any shares registered in the name of a shareholder or shareholders or any of the persons referred to in sub-paragraph (i) below in respect of which such shareholder or shareholders has granted a mortgage, charge, lien, pledge, hypothecation, trust power as or in effect as security for the payment of a monetary obligation or the observance of any other obligation (**Security Interest**) to any person, may be transferred to

- (i) any person entitled to the benefit of that Security Interest (**Mortgagee**) or acting as agent, trustee or nominee for the Mortgagee, or
- (ii) a person who purchases any such shares from such shareholder or shareholders or a Mortgagee or a receiver, administrative receiver, administrator or manager appointed in relation to such Security Interest or a person acting as agent, trustee or nominee for a Mortgagee as a result (in any such case) of the existence of a Mortgagee's rights under a Security Interest,

and the Directors shall not be entitled to refuse to register such a transfer on receiving a request to register the transfer "



Director, for and on behalf of

Affinity Hospitals Limited as sole member of
Cheadle Royal Healthcare Limited

Date 1/10/2008



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COMPANIES HOUSE