

Company No: 3302909

**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

**of**

**CRITERION HEALTHCARE PLC**

At an extraordinary general meeting of the Company duly convened and held on 21 May 1999 at 65 Fleet Street, London EC4Y 1HS the following resolutions were duly passed:

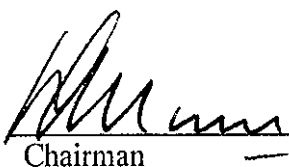
**Special resolutions**

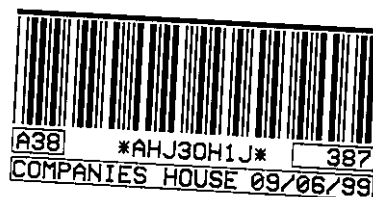
**THAT:**

(1) The Company's memorandum of association be altered as follows:

- (a) clause 4 (A) be deleted and be substituted by a new clause 4 (A) in the form attached;
- (b) new clauses 4 (B) and 4 (C), in the form attached, be inserted and clause 4 (B) to 4 (Y) be redesignated 4 (D) to 4 (AA).

(2) The regulations contained in the document produced to the meeting and signed for identification by the Chairman be adopted as the articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.

  
Chairman



- A
- (A) (i) To carry on the business of supplying health care services as proprietors, operators and managers of hospitals, nursing and convalescent homes, medical centres, screening centres, occupational health centres, rehabilitation centres, rest homes, residential homes, hostels, clinics and any place for the treatment or relief of injury, illness, disease or infirmity or the promotion of physical and mental health and to supply staff, nurses and medical facilities, occupational health advice, consulting services and other health case services generally.
- (ii) To carry on all or any of the businesses of building and civil engineering contractors, land, estate and property developers, builders, repairers and jobbers, estate agents and managers, mortgage and insurance brokers, and agents, surveyors, valuers and auctioneers, builders' merchants, plant hire specialists, painters, decorators, plumbers, haulage and transport contractors, electricians and general engineers, financiers for the promotion of the sale for cash or on credit, or on the instalment plan or hire purchase agreement or easy payment system or otherwise of goods, wares, produce, products and merchandise of every description, and general merchants, agents and traders; to develop and exploit any land or buildings or any rights or interest therein, or any part thereof and to design, construct, erect, maintain, commission and alter houses, flats, shops, factories, offices, warehouses and buildings of any kind, and any fixtures, fittings and appurtenances thereto; to lay out roads and gardens and recreation grounds; to pull down, alter and improve buildings of any kind, and any fixtures, fittings and appurtenances thereto; to lay out roads and gardens and recreation grounds; to pull down, alter and improve buildings; to plant, drain or otherwise improve land or any part thereof, and to build, install or improve electric, gas, water and other services and fittings of every kind.
- (B) To acquire and hold for investment shares, stocks, debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any company, and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any government, sovereign, ruler, commissioners, public body or authority supreme, municipal, local or otherwise, whether at home or abroad, and to leave money on deposit or otherwise with any Bank or Building Society and to act as and perform all the functions of a holding company or investment company.
- (C) To carry on the business of general merchants, to buy, sell, manufacture and deal in goods, stores and consumable articles of all kinds, both wholesale and retail, and to transact every kind of agency business, including, without limiting the generality of the foregoing, commission agents, passenger and cargo brokers, shop freight and insurance brokers and agents and land, sea and air transportation agents generally.

**THE COMPANIES ACTS 1985 AND 1989**

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**A PUBLIC COMPANY LIMITED BY SHARES**

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**MEMORANDUM OF ASSOCIATION**

**of**

**CRITERION HEALTHCARE PLC**

1. The Company's name is Criterion Healthcare PLC.<sup>1</sup>
2. The Company is to be a public company.
3. The Company's registered office is to be situated in England and Wales.
4. The objects for which the Company is established are:
  - (A) (i) To carry on the business of supplying health care services as proprietors, operators and managers of hospitals, nursing and convalescent homes, medical centres, screening centres, occupational health centres, rehabilitation centres, rest homes, residential homes, hostels, clinics and any place for the treatment or relief of injury, illness, disease or infirmity or the promotion of physical and mental health and to supply staff, nurses and medical facilities, occupational health advice, consulting services and other health care services generally.
  - (ii) To carry on all or any of the businesses of building and civil engineering contractors, land, estate and property developers, builders, repairers and jobbers, estate agents and managers, mortgage and insurance brokers, and agents, surveyors, valuers and auctioneers, builders' merchants, plant hire specialists, painters, decorators, plumbers, haulage and transport contractors, electricians and general engineers, financiers for the promotion of the sale for cash or on credit, or on the instalment plan or hire purchase agreement or easy payment system or otherwise of goods, wares, produce, products and merchandise of every description, and general merchants, agents and traders; to develop and exploit any land or buildings or any rights or interest therein, or any part thereof and to design, construct, erect, maintain, commission and alter houses, flats, shops, factories, offices, warehouses and buildings of any kind, and any fixtures, fittings and appurtenances thereto; to lay out roads and gardens and recreation grounds; to pull down, alter and improve buildings of any kind, and any fixtures,

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<sup>1</sup> The Company changed its name from Shelfco (No. 1295) Limited to Criterion Healthcare Limited by special resolution passed on 21 March 1997 and was re-registered as a public limited company on 14 May 1999.

fittings and appurtenances thereto; to lay out roads and gardens and recreation grounds; to pull down, alter and improve buildings; to plant, drain or otherwise improve land or any part thereof, and to build, install or improve electric, gas, water and other services and fittings of every kind.

- (B) To acquire and hold for investment shares, stocks, debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any company, and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any government, sovereign, ruler, commissioners, public body or authority supreme, municipal, local or otherwise, whether at home or abroad, and to leave money on deposit or otherwise with any Bank or Building Society and to act as and perform all the functions of a holding company or investment company.
- (C) To carry on the business of general merchants, to buy, sell, manufacture and deal in goods, stores and consumable articles of all kinds, both wholesale and retail, and to transact every kind of agency business, including, without limiting the generality of the foregoing, commission agents, passenger and cargo brokers, shop freight and insurance brokers and agents and land, sea and air transportation agents generally.
- (D) To purchase, take on lease or on hire or otherwise acquire, hold, develop, sell, hire out, grant leases or licences or otherwise dispose of or deal with real and personal property of all and any kinds and any interest, right or privilege therein, for such consideration and on such terms as may be considered expedient.
- (E) To purchase, subscribe for or otherwise acquire, and hold and deal with, any shares, stocks, debentures, bonds or securities of any other Company.
- (F) to sell or otherwise dispose of the whole or any part of the business and/or undertaking of the Company, either together or in portions for such consideration and on such terms as may be considered expedient.
- (G) To purchase or otherwise acquire and undertake, and to supervise and manage, all or any part of the business, property, assets and liabilities of any person or company.
- (H) To invest and deal with the monies of the Company not immediately required for the purpose of its business in or on such investments or securities and in such manner as may be considered expedient, and to dispose of or vary any such investments or securities.
- (I) To enter into any partnership or into any arrangement for sharing profits or to amalgamate with any person or company carrying on or proposing to carry on any business.
- (J) To lend or advance money or give credit to such persons or companies and on such terms as may be considered expedient, and to receive money on deposit or loan from any person or company.

- (K) To borrow and raise money and to obtain and utilise banking facilities of any nature on any terms and for any purposes whatsoever, including but not limited to facilities for the issue by any bank or financial institution of bonds, guarantees, indemnities, documentary and other credits to any person in respect of the obligations or purported obligations of the Company, and to give counter-indemnities on any terms to any banks or financial institutions issuing such bonds, guarantees, indemnities, documentary or other credits and to secure any debt or liability by mortgages of or charges upon all or any part of the undertaking, real and personal property, assets, rights and revenues (present or future) and uncalled capital of the Company and by the creation and issue on any terms of debentures, debenture stock or other securities of any description.
- (L) To enter into any guarantee, bond, indemnity or counter- indemnity and otherwise give security or become responsible for the performance of any obligations or the discharge of any liabilities of or by any person or company in any manner on any terms and for any purposes whatsoever, whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other objects of the Company and in particular (without derogation from the generality of the foregoing) to guarantee, support or secure, by personal covenant or by mortgaging or charging all or any part of the undertaking, real and personal property, assets and revenues (present and future) and uncalled capital of the Company, or by both such methods, or in any other manner whatsoever, the payment or repayment of any moneys secured by, or payable under or in respect of, any debts, obligations or securities whatsoever and the discharge of any liabilities whatsoever, including but not limited to those of any company which is for the time being a subsidiary or holding company of the Company or a subsidiary of any such holding company or is otherwise associated with the Company in business
- (M) To pay for any property, assets or rights acquired by the Company, and to discharge or satisfy any debt, obligation or liability of the Company, either in cash or in shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any other securities which the Company has power to issue, or partly in one way and partly in another, and generally on such terms as may be considered expedient.
- (N) To accept payment for any property, assets or rights disposed of or dealt with or for any services rendered by the Company, or in discharge or satisfaction of any debt, obligation or liability to the Company, either in cash or in shares, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in any other securities, or partly in one way and partly in another, and generally on such terms as may be considered expedient.
- (O) To form, promote, finance or assist any other company, whether for the purpose of acquiring all or any of the undertaking, property and assets of the Company or for any other purpose which may be considered expedient.

- (P) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, stocks, debentures, bonds and other securities of any company on such terms as to remuneration and otherwise as may be considered expedient.
- (Q) To apply for, purchase or otherwise acquire and hold, use, develop, sell, licence or otherwise dispose of or deal with patents, copyrights, designs, trade marks, secret processes, know-how and inventions and any interest therein.
- (R) To draw, make, accept, endorse, negotiate, discount, execute, and issue promissory notes, bills of exchange, scrip warrants and other transferable or negotiable instruments.
- (S) To establish and maintain or procure the establishment and maintenance of, any pension, superannuation funds, or retirement benefit schemes (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, emoluments and any other relevant benefits to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary or holding company of the Company or which is a subsidiary of any such holding company or is allied to or associated with the Company, or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs, trusts or funds calculated to be for the benefit of, or to advance the interests and well being of, the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid without prejudice to the generality of the foregoing to act either alone or jointly as trustee or administrator for the furtherance of any of the aforesaid purposes.
- (T) To establish, on and subject to such terms as may be considered expedient, a scheme or schemes for or in relation to the purchase of, or subscription for, any fully or partly paid shares in the capital of the Company by, or by trustees for, or otherwise for the benefit of, employees of the Company or of its subsidiary or associated companies.
- (U) To the extent permitted by law, to give financial assistance for the purpose of the acquisition of shares of the Company or for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan, guarantee, indemnity, the provision of security or otherwise.
- (V) To subscribe or guarantee money for any national, charitable, benevolent, public, general, political or useful object, and to undertake and execute any trusts the

undertaking whereof may be considered expedient, and either gratuitously or otherwise.

- (W) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority any rights, concessions, privileges, licences and permits, and to promote any legislation, as may be considered expedient.
- (X) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.
- (Y) To remunerate any person or company rendering service to the Company in any manner and to pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company and of any other company formed, promoted, financed or assisted by the Company, or which the Company shall consider to be in the nature of preliminary expenses in relation to the Company or any such other company, including the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.
- (Z) To carry on any business which, in the opinion of the Directors of the Company, may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects and to do all other things as may be incidental or conducive to the attainment of any of the objects of the Company.
- (AA) To do all or any of the above things in any part of the world, either alone or in conjunction with others, and either as principals, agents, contractors, trustees or otherwise and either by or through agents, contractors, trustees or otherwise.
- (BB) It is hereby declared (1) that the expressions “**subsidiary**” and “**holding company**” where they appear in this Clause shall have the meanings ascribed to those expressions by Section 736 of the Companies Act 1985; (2) that, where the context so admits, the word “**company**” in this Clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1985; and (3) that the objects specified in each of the sub-clauses of this Clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each defined the objects of a separate and distinct company.

5. The liability of the members is limited.

6. The Company's share capital is £50,000 divided into 50,000 shares of £1 each<sup>2</sup>.

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<sup>2</sup> The Company increased its authorised share capital from 1,000 ordinary shares of £1 each to £50,000 shares of £1 each by way of ordinary resolution passed on 14 May 1999.



I, the subscriber to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and I agree to take the number of shares shown opposite my name.

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Name and address of subscriber	Number of shares taken by subscriber
Mikjon Limited 50 Stratton Street London W1X 6NX	One

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DATED 23 September 1996

WITNESS to the above signature:

Vanessa Donnelly  
1 South Quay  
Victoria Quays  
Sheffield  
S2 5SY

# THE COMPANIES ACTS 1985 AND 1989

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## COMPANY LIMITED BY SHARES

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### ARTICLES OF ASSOCIATION

of

### CRITERION HEALTHCARE PLC<sup>1</sup>

(adopted by special resolution passed on 21 May 1999)

#### 1. PRELIMINARY AND INTERPRETATION

- 1.1 The regulations contained in Table A ("**Table A**") in the schedule to the Companies (Tables A to F) Regulations 1985 (as amended) shall apply to the Company except that regulations 1, 3, 5, 24, 35, 38, 40, 41, 42, 44, 46, 50, 53, 60, 61, 62, 65 to 69 (inclusive), 73 to 77 (inclusive), 79, 80, 81, 88, 89, 93, 94, 108, 111, 112 and 115 are excluded).

- 1.2 In these regulations and in the regulations of Table A that apply to the Company:

**"the Act"**

means the Companies Act 1985 as amended, consolidated or re-enacted from time to time;

**"Articles"**

means these articles of association as amended from time to time;

**"Board"**

means the board of Directors, including their alternate directors, from time to time of the Company present at a duly convened quorate meeting;

**"Business Day"**

means a day which is not a Saturday or Sunday or a bank or public holiday in England and Wales;

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<sup>1</sup>The Company changed its name from Shelfco (No. 1295) Limited to Criterion Healthcare Limited by special resolution passed on 21 March 1997 and passed a special resolution to be re-registered as a public company on 14 May 1999

**“clear days”**

means in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

**“Director”**

means a director from time to time of the Company, or his alternate director;

**“executed”**

includes any mode of execution;

**“holder”**

means in relation to a Share the member whose name is entered in the register of members as the holder of that Share;

**“office”**

means the registered office of the Company from time to time;

**“person with mental disorder”**

means a person who is, or may be, suffering from mental disorder and either:

- (a) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
- (b) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;

**“seal”**

means the common seal of the Company;

**“secretary”**

means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

**“Share”**

means a share in the Company;

**“Shareholder”**

means a holder of the Shares from time to time and the expression “Shareholders” shall be construed accordingly;

## **“United Kingdom”**

means Great Britain and Northern Ireland;

In these Articles, unless the context otherwise requires:

- 1.2.1 references to persons include references to natural persons and corporations;
- 1.2.2 words and expressions defined in the Act shall bear the same meanings in these Articles and in the regulations of Table A that apply to the Company (but excluding any statutory modification of the Act not in force when these regulations became binding on the Company and words and expressions expressly defined in these Articles);
- 1.3 In these Articles:
  - 1.3.1 the headings are included for convenience only and do not affect the construction of these Articles;
  - 1.3.2 words denoting the singular include the plural and vice versa; and
  - 1.3.3 words denoting one gender include any other gender.
- 1.4 Where an ordinary resolution of the Company is expressed to be required for any purpose, a special or extraordinary resolution is also effective for that purpose and, where an extraordinary resolution is expressed to be required for any purpose, a special resolution is also effective for that purpose.

## **2. PUBLIC COMPANY**

The Company is a public company limited by shares.

## **3. SHARE CAPITAL**

- 3.1 The authorised share capital of the Company at the date of adoption of these Articles is £50,000 divided into 50,000 Shares of £1 each<sup>2</sup>.
- 3.2 Subject to the provisions of the Act and without prejudice to Sub-Article 3.3, any Shares may be issued which are to be redeemed or are liable to be redeemed at the option of the Company or the holder of such Shares on such terms and in such manner as may be provided by the Articles or as the Company may by resolution determine.
- 3.3 Except as required by law, no person shall be recognised by the Company as holding any Share upon trust and (except as otherwise provided by the articles or law) the Company shall not be bound by or recognise any interest in any Share except an absolute right to the entirety thereof in the holder PROVIDED ALWAYS THAT this Article 3.3 shall not apply in relation to the two subscriber Shares held at the date of adoption of these Articles by Health Care Development Advisory Limited as nominee

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<sup>2</sup> The Company increased its authorised share capital by way of ordinary resolution passed on 14 May 1999.

for Criterion Healthcare Holdings Limited or to any charge or mortgage of any Shareholder irrespective of its Shareholding in favour of any bank or financial institution.

- 3.4 Any unissued Shares in the capital of the Company for the time being shall be under the control of the Directors, who are hereby generally and unconditionally authorised to allot, grant options over, or otherwise dispose of or deal with any unissued Shares and relevant securities (as defined in Section 80(2) of the Act) to such persons, on such terms and in such manner as they think fit, but subject to any agreement binding on the Company PROVIDED THAT the authority contained in this Article insofar as the same relates to relevant securities (as defined as aforesaid) shall, unless revoked or varied in accordance with Section 80 of the Act:
- 3.4.1 be limited to a maximum nominal amount of Shares equal to the amount of the authorised Share capital of the Company at the date these Articles are adopted; and
- 3.4.2 expire on the fifth anniversary of the date of adoption of these Articles but without prejudice to any offer or agreement made before that anniversary which would or might require the exercise by the Directors after such anniversary of their powers in pursuance of the said authority. In exercising their authority under this Sub-Article the Directors shall be empowered to allot for cash equity securities (as defined in section 94 of the Act) as if Section 89(1) of the Act did not apply to the allotment.

#### **4. LIEN**

The lien conferred by regulation 8 of Table A shall also attach to fully paid up Shares registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder of such Shares or one of two or more joint holders.

#### **5. TRANSFER OF SHARES**

- 5.1 The Directors may refuse to register a transfer unless:
- 5.1.1 it is lodged at the office or at such other place as the Directors may appoint and is accompanied by the certificate for the Shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer;
- 5.1.2 it is in respect of only one class of Shares;
- 5.1.3 it is in favour of not more than four transferees; and
- 5.1.4 it is executed by any bank or financial institution to which such Shares have been charged by way of security, and a certificate by any official of such bank or financial institution that the Shares were so charged and the transfer was so executed shall be conclusive evidence of such facts.
- 5.2 The Directors shall refuse to register any transfer other than a transfer permitted pursuant to and made in accordance with the terms of any agreement in writing to

which the Company is a party relating (in whole or in part) to the management and/or affairs of the Company from time to time.

- 5.3 No Share shall be transferred to any infant, bankrupt or person with a mental disorder.

## **6. NOTICE OF GENERAL MEETINGS**

- 6.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed
- 6.1.1 in the case of an annual general meeting, by all the members entitled to attend and vote at the meeting; and
- 6.1.2 in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95 per cent. in nominal value of the Shares giving that right.
- 6.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
- 6.3 Subject to the provisions of the Articles and to any restrictions imposed on any Shares, the notice shall be given to all the members, to all persons entitled to a Share in consequence of the death or bankruptcy of a member and to the Directors and auditors of the Company.

## **7. PROCEEDINGS AT GENERAL MEETINGS**

- 7.1 A poll may be demanded at any general meeting by the chairman or by any member present in person or by proxy and entitles to vote at the meeting.
- 7.2 A corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise such person or persons as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of members of the Company. The person so authorised is entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise it if it were an individual member.
- 7.3 No business shall be transacted at any meeting unless a quorum is present. Subject to Article 7.4, a quorum shall consist of a member or members holding a majority of the nominal value of Shares then in issue.
- 7.4 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall be adjourned to the same day in the next week, at the same time and place or to such day and at such time (whether earlier or later) and place as the Directors may determine, and if at the

adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Shareholders who are present shall form a quorum.

- 7.5 A Director shall, notwithstanding that he is not a member, be entitled to receive notices of and attend and speak at any general meeting and at any separate meeting of the holders of any class of Shares in the Company subject to any restrictions agreed in writing by the majority of the Shareholders on the right of Directors to attend and speak at any such meeting.
- 7.6 A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provision of the Act, a poll may be demanded by the chairman or by any member present in person or by proxy and entitled to vote.
- 7.7 In the case of equality of votes, whether on a show of hands or on a poll, the chairman shall not be entitled to a second or casting vote in addition to any other vote he may have.
- 7.8 A resolution in writing executed by all the members of the Company entitled to receive notice of and to attend and vote at a general meeting or by their duly appointed proxies or attorneys:
  - 7.8.1 shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held; and
  - 7.8.2 any such resolution in writing may be contained in one document or in several documents in the same terms each executed by one or more of the members or their proxies or attorneys and execution in the case of a body corporate which is a member shall be sufficient if made by a director of such body corporate or by its duly authorised representative.
- 7.9
  - 7.9.1 Shareholders (or their proxies or representatives) participating in the manner described in this Article 7.9 shall be deemed to be present in person and to be holding a meeting.
  - 7.9.2 A Shareholder (or his proxy or representative) may, to the extent permitted by law, participate in a meeting of the Company by means of a conference telephone, audio-visual conference telephone or similar communicating equipment whereby all Shareholders (or their proxies or representatives) participating can hear each other. Resolutions in general meeting may be made through participation and voting by such means even though none or only some of the Shareholders (or their proxies or representatives) are physically present with each other.

## **8. VOTES OF MEMBERS**

- 8.1 On a poll, votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion. Deposit of an instrument of proxy

does not preclude a member from attending and voting at the meeting or at any adjournment of it.

- 8.2 An instrument appointing a proxy shall be in writing executed by or on behalf of the appointor (or, if a corporation, under the hand of a duly authorised officer of the corporation) and shall be in such form as the Directors may determine or, failing such determination, in any usual form.
- 8.3 The appointment of a proxy shall not be valid and the proxy named in the instrument shall not be entitled to vote at the meeting unless the instrument appointing the proxy, together with any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors:
  - 8.3.1 is deposited at the office (or such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting) at any time before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - 8.3.2 in the case of a poll taken more than one hour after it is demanded, is deposited as specified in Article 8.3.1 after the poll has been demanded at any time before the time appointed for the taking of the poll; or
  - 8.3.3 where the poll is not taken forthwith but is taken not more than 48 hours after it is demanded, is delivered to the chairman or to the secretary or to any Director at the meeting at which the poll is demanded.

## **9. NUMBER OF DIRECTORS**

The minimum number of Directors shall be two and there shall be no maximum number.

## **10. ALTERNATE DIRECTORS**

- 10.1 Any Director may at any time by notice in writing deposited at the office, or delivered at a meeting of the Directors, appoint any person (including another Director) to be his alternate director and may in like manner at any time terminate such appointment.
- 10.2 The appointment of an alternate director shall determine on the happening of any event which, if he were a Director, would cause him to vacate such office or if his appointor ceases to be a Director.
- 10.3 An alternate director shall (whether or not he is absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and of all meetings of committees of Directors of which his appointor is a member and shall be entitled to attend, speak and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all the functions of his appointor as a Director and for the purposes of the proceedings at



such meeting the provisions of these Articles shall apply as if he (instead of his appointor) were a Director.

- 10.4 If an alternate director shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative.
- 10.5 If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill health or disability, the execution by an alternate director of any resolution in writing of the Directors shall be as effective as the execution by his appointor.
- 10.6 An alternate director shall not (save as provided in this Article 10) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles, but he shall be an officer of the Company, he alone shall be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.
- 10.7 An alternate director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent, so far as applicable, as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

## **11. POWERS OF DIRECTORS**

The Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any Managing Director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of its own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the provisions of the articles regulating the proceedings of Directors so far as they are capable of applying. Where a provision of the articles refers to the exercise of a power, authority or discretion by the Directors and that power, authority or discretion has been delegated by the Directors to a committee, the provision shall be construed as permitting the exercise of the power, authority or discretion by the committee.

## **12. APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 12.1 The holder of the Company's shares shall be entitled to appoint and remove up to four Directors. Any such appointment or removal shall be made by notice to the office signed on behalf of such holder and shall take effect on the date specified in the notice.
- 12.2 The Directors of the Company shall not retire by rotation.

### **13. DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 13.1 The office of Director shall be vacated if:
- 13.1.1 he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
  - 13.1.2 he ceases to be a director of Criterion Healthcare Holdings Limited;
  - 13.1.3 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - 13.1.4 he is a person of unsound mind; or
  - 13.1.5 he resigns his office by notice to the Company; or
  - 13.1.6 he is removed from office under Section 303 of the Act, or by Extraordinary Resolution of the Company; or
  - 13.1.7 he is removed by notice given under Article 12.1; or
  - 13.1.8 he is served with written notice under the hand of a Director or the Secretary of any Company which is for the time being the Company's holding company that the Board of Directors of such company has resolved that his appointment be terminated.
- 13.2 No person shall be disqualified from being or becoming a Director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

### **14. DIRECTORS' INTERESTS**

Provided that a Director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in manner provided by Section 317 of the Act and save for any restrictions on the voting rights of the Directors agreed in writing by the Company, he shall be counted in the quorum of any meeting of Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof.

### **15. PROCEEDINGS OF DIRECTORS**

- 15.1 The quorum for the transaction of the business of the Directors may be fixed by the member or members holding majority of the nominal value of shares then in issue and unless expressed otherwise by such written agreement to be such other number, the quorum shall be three Directors.
- 15.2 A person who holds office as an alternate director shall, if his appointor is not present, be counted in the quorum.
- 15.3 When one Director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as are conferred on the Directors by these Articles.

- 15.4 Subject to the provisions of these Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the secretary at the request of a Director shall, call a meeting of the Directors. Directors who are absent from the United Kingdom shall be entitled to receive notice of a meeting of Directors.
- 15.5 Resolutions of the Board shall require the unanimous approval of the Directors unless otherwise agreed in writing by all the Shareholders. In the event that the Shareholders unanimously decide to permit a resolution of the Board to be approved by a majority of votes cast, the Chairman shall not have a second or casting vote in the case of an equality of votes. For the purposes of determining a majority resolution of the Board the number of votes to be cast by each Director shall be determined in accordance with the number of votes specified by notice in writing from all the Shareholders to the Company, and a majority resolution shall require that the votes (determined aforesaid) represent more than 50 per cent. of all such votes which are cast by the Directors voting on the particular resolution.
- 15.6 A resolution in writing executed by all the Directors (including a sole Director) entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may be contained in one document or in several documents in the same terms and executed by one or more Directors; but a resolution executed by an alternate director need not also be executed by his appointor and, if it is executed by a Director who has appointed an alternate director, it need not be executed by the alternate director in that capacity.
- 15.7 Provided that due notice of such telephone conference call has been given as would be required for notice of a meeting of the Directors or (as the case may be) a committee of Directors, a telephone conference call during which a quorum of the Directors for the purposes of the business intended to be conducted at that meeting participates in the call shall be deemed to be a meeting of the Directors or (as the case may be) a committee of the Directors so long as all those participating can hear and speak to each other throughout the call. A resolution passed by the Directors at such a meeting shall be as valid as it would have been if passed at an actual meeting duly convened and held.

## **16. EXECUTION OF DOCUMENTS**

Where the Act so permits, any instrument signed by one Director and the secretary or by two Directors and expressed to be executed by the Company as a deed shall have the same effect as if executed under the seal, provided that no instrument shall be so signed which makes it clear on its face that it is intended by the person or persons making it to have effect as a deed without the authority of the Directors or of a committee authorised by the Directors in that behalf.

## **17. DIVIDENDS**

- 17.1 The Directors may deduct from any dividend payable on or in respect of a Share all sums of money presently payable by the holder to the Company on any account whatsoever.
- 17.2 The payment by the Directors of any unclaimed dividend or other monies payable on or in respect of a Share into a separate account shall not constitute the Company a trustee in respect thereof. Any dividend unclaimed after a period of twelve years from the date when it became due for payment shall be forfeited and cease to remain owing by the Company.

## **18. NOTICES**

- 18.1 All notices given to or by any person pursuant to the Articles shall be in writing except that notice calling a meeting of the Directors need not be in writing. Notice may be given personally, by letter, by fax or comparable means of communication. The address for service of the Company shall be the office or such other place as the Directors may appoint. The address for service of each member shall be its registered address within the United Kingdom. In the absence of such address the member shall not be entitled to receive from the Company notice of any meeting.
- 18.2 In the case of joint holders of a Share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders.
- 18.3 Notices will be deemed to be received:
- 18.3.1 if personally delivered, at the time of delivery;
- 18.3.2 if posted, at the expiration of 48 hours or, in the case of airmail, 7 days after the envelope containing the same was delivered into the custody of the postal authorities; and
- 18.3.3 if sent by facsimile transmission or comparable means of communication, at the time of transmission (if the notice is sent before 5 p.m. on a Business Day), otherwise at 9 o'clock in the morning of the next following Business Day.

## **19. INDEMNITY**

Subject to the provisions of and so far as may be permitted by the Act, but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director, secretary or manager of the Company shall be entitled to be indemnified out of the assets of the Company against all liabilities, costs and expenses incurred or sustained by him in the execution and discharge of his duties. Regulation 118 of Table A shall be extended accordingly.

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Name and address of subscriber

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Mikjon Limited  
50 Stratton Street  
London W1X 6NX

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DATED 23 September 1996

WITNESS to the above signature:

Vanessa Donnelly  
1 South Quay  
Victoria Quays  
Sheffield  
S2 5SY