

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

COPY RESOLUTIONS

of

SYNERGY HEALTH PLC
("Company")

PASSED ON 25 JULY 2013

FRIDAY



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02/08/2013

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COMPANIES HOUSE

At the annual general meeting of the Company duly convened and held on 25 July 2013 at 10 30am held at the offices of Investec Bank plc, 2 Gresham Street, London EC2Y 7QP the following resolutions were duly passed as ordinary and special resolutions as indicated below

ORDINARY RESOLUTION

1 That, pursuant to Section 551 of the Companies Act 2006 ("Act"), the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot Relevant Securities

(a) comprising equity securities (as defined in Section 560(1) of the Act) up to an aggregate nominal amount of £243,863 92 (such amount to be reduced by the aggregate nominal amount of Relevant Securities allotted pursuant to paragraph (b) of this resolution) in connection with a rights issue

(i) to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them, and

(ii) to holders of other equity securities in the capital of the Company, as requested by the rights of these securities or, subject to such rights, as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange, and

(b) otherwise than pursuant to paragraph (a) of this resolution, up to an aggregate nominal amount of £121,931 96 (such amount to be reduced by the aggregate nominal amount of Relevant Securities allotted pursuant to paragraph (a) of this resolution in excess of £121,931 96),

provided that (unless previously revoked, varied or renewed) these authorities shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 25 October 2014 (whichever is the earlier), save that, in each case, the Company may make an offer or agreement before the authority expires which would or might require Relevant Securities to be allotted after the authority expires and the directors may

allot Relevant Securities pursuant to any such offer or agreement as if the authority had not expired

In this resolution, "Relevant Securities" means shares in the Company or rights to subscribe for or to convert any security into shares in the Company, a reference to the allotment of Relevant Securities includes the grant of such a right, and a reference to the nominal amount of a Relevant Security which is a right to subscribe for or to convert any security into shares in the Company is to the nominal amount of the shares which may be allotted pursuant to that right

These authorities are in substitution for all existing authorities under section 551 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect)

SPECIAL RESOLUTIONS

2. That, subject to the passing of resolution 1 and pursuant to Section 570 of the Act, the directors be and are generally empowered to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authorities granted by resolution 1 as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited

(a) the allotment of equity securities in connection with an offer of equity securities whether by way of a rights issue, open offer or otherwise (but, in the case of an allotment pursuant to the authority granted by paragraph (i) of resolution 1, such power shall be limited to the allotment of equity securities in connection with a rights issue)

- (i) to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them, and
- (ii) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange, and

- (b) the allotment of equity securities pursuant to the authority granted by paragraph (b) of resolution 1 (otherwise than pursuant to paragraph (a) of this resolution) up to an aggregate nominal amount of £18,289 79,

and (unless previously revoked, varied or renewed) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 25 October 2014 (whichever is the earlier), save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired

This power is in substitution for all existing powers under Section 570 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect)

3 That, pursuant to Section 701 of the Act, the Company be and is generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 0 625p each in the capital of the Company ("Shares"), provided that

- (a) the maximum number of Shares which may be purchased is 5,852,734,
- (b) the minimum price (exclusive of expenses) which may be paid for a Share is 0 625p,
- (c) the maximum price (exclusive of expenses) which may be paid for a Share is the higher of
 - (i) an amount equal to 105% of the average of the middle market quotations for the Shares as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the purchase is made, and
 - (ii) an amount equal to the higher of the price of the last independent trade of a Share and the highest current independent bid for a Share on the trading venue where the purchase is carried out,

and (unless previously revoked, varied or renewed) shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or 25 October 2014 (whichever is the earlier), save that the Company may enter into a contract to purchase Shares before the expiry of this authority under which such purchase will or may be completed or executed wholly or partly after such expiry and may make a purchase of Shares pursuant to any such contract as if the authority conferred by this resolution had not expired

4 That a general meeting (other than an annual general meeting) may be called on not less than 14 clear days' notice

By order of the board



Secretary