

Company Number 3502452

THE COMPANIES ACT 2006

SOUTH MANCHESTER HEALTHCARE (HOLDINGS) LIMITED (THE "COMPANY")

WRITTEN RESOLUTION

CIRCULATION DATE 20 MAY 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect as a special resolution as set out below (the "Resolution")

SPECIAL RESOLUTION

IT WAS RESOLVED that Article 26 of the Articles of Association be deleted and replaced by the following new Article 26

" The quorum necessary for the transaction of the business shall be three, with such number being made up by directors appointed by (i) the holders of the 'A' and 'B' ordinary shares ('A' and 'B' shares being held by one shareholder as at the date of this resolution) (ii) the holders of the 'C' shares and (iii) the holders of the 'D' shares respectively A meeting of the directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the directors If a quorum is not present within half an hour of the time fixed for the meeting the meeting shall stand adjourned until the same day in the next week at the same time and place when the director or directors then present shall form a quorum "

Signed
Secretary



For and on behalf of Trilium Secretariat Services Limited

Date 23/06/08

TUESDAY



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24/06/2008

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