

Company No: 03587944

**The Companies Act 2006
COMPANY LIMITED BY SHARES**

RESOLUTIONS

of

INDITHERM PLC

Passed 23 June 2015

AT a General Meeting of the above-named Company duly convened and held on 23 June 2015 the following resolutions were duly passed as either ordinary resolutions or special resolutions

ORDINARY RESOLUTIONS

1. THAT, the proposed acquisition by the Company of the entire issued share capital of Inspiration Healthcare Limited (the "**Acquisition**") pursuant to and on the terms and subject to the conditions contained in an agreement dated 22 May 2015 made between the Company, as purchaser, and Neil James Campbell, Simon Guy Motley, Malcolm John Oxley, Toby Foster and William Graham Walls as sellers (the "**Acquisition Agreement**") as more particularly described in the admission document of the Company dated 26 May 2015 (the "**Admission Document**") be and is hereby approved with such revisions and amendments (including as to price) of a non-material nature as may be approved by the directors of the Company ("**Directors**") or any duly authorised committee thereof, and that all acts, agreements, arrangements and indemnities which the Directors or any such committee consider necessary or desirable for the purpose of or in connection with the Acquisition be and they are hereby approved.
2. THAT, the waiver by the Panel on Takeovers and Mergers of any requirement under Rule 9 of the City Code on Takeovers and Mergers (the "**Code**") for Neil James Campbell, Simon Guy Motley, Malcolm John Oxley, Toby Foster and William Graham Walls and persons deemed to be acting in concert with them under the Code to make a general offer to shareholders of the Company as a result of the issue of shares to them pursuant to the Acquisition and is hereby approved.
3. THAT, subject to and conditional on the passing of the resolutions numbered 1 and 2 in this notice of meeting, Neil Campbell be appointed as a director of the Company



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- 4 THAT, subject to and conditional on the passing of the resolutions numbered 1 and 2 in this notice of meeting, Toby Foster be appointed as a director of the Company
- 5 THAT, subject to and conditional on the passing of the resolutions numbered 1 and 2 in this notice of meeting, Brook Nolson be appointed as a director of the Company.
- 6 THAT, subject to and conditional on the passing of the resolutions numbered 1 and 2 in this notice of meeting, every 10 of the 51,112,581 ordinary shares of £0 01 each in the capital of the Company be and is hereby consolidated into 1 ordinary share of £0 10 each
- 7 THAT, subject to and conditional on the passing of the resolutions numbered 1 and 2 in this notice of meeting and in accordance with Article 9 of the Articles of Association of the Company, the Directors are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "**Act**") (in addition to any existing authority) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum nominal amount of £2,555,629 in connection with the Acquisition, provided that this authority shall expire on 21 May 2016 (unless and to the extent that such authority is revoked or extended prior to such date) but so that the Company may before the expiry of such period make an offer or agreement which would or might require such shares to be allotted and such rights to be granted after such expiry and the Directors may allot such shares and grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired

SPECIAL RESOLUTIONS

8. THAT, subject to and conditional on the passing of the resolution numbered 1, 2 and 7 in this notice of meeting the Articles of Association are amended.
 - 8 1 by revoking the provision of the company's memorandum as to the amount of the company's authorised share capital (as altered by anything done by virtue of section 121 of the Companies Act 1985), which as from 1 October 2009 is treated as a provision of the company's articles setting a maximum amount of shares that may be allotted by the company with the intent and effect that such provision is deleted from the Articles, and
 - 8 2 by deleting Article 3 from the articles of association of the Company
9. THAT, subject to and conditional upon the passing of the resolutions numbered 1 and 2 in this notice of meeting and in accordance with article 8 of the articles of association of the Company, the Directors be empowered to section 701 of

the Act to make market purchases (as defined in section 693(4) of the Act) of up to 25,556,290 ordinary shares of £0.10 held by the sellers in accordance with the terms of the Acquisition Agreement provided that the minimum and maximum price for such ordinary shares shall be £1.00 in aggregate and the authority contained herein shall expire on the conclusion of the next annual general meeting of the Company

10. THAT, subject to and conditional on the passing of the resolutions numbered 1, 2 and 7 in this notice of meeting, the Directors be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the general authority conferred on the Directors pursuant to resolution 7 above as if section 561(1) of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £2,555,629 pursuant to the Acquisition and such power shall expire on 21 May 2016 but so that the Company may before such expiry make an offer or arrangement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired
11. THAT, subject to and conditional on the passing of the resolutions numbered 1 and 2 in this notice of meeting, the name of the Company be and is hereby changed to "Inspiration Healthcare Group plc".


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CHAIRMAN