

Company Number 3693524

THE COMPANIES ACT 2006

MERCIA HEALTHCARE LIMITED (THE "COMPANY")

WRITTEN RESOLUTIONS

CIRCULATION DATE 24 SEPTEMBER **2008**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as written resolutions of the Company, having effect as a special and an ordinary resolution respectively, as set out below (the "**Resolutions**")

SPECIAL RESOLUTION

IT WAS RESOLVED that Article 14 of the Articles of Association be deleted and replaced by the following new Article 14

" The quorum necessary for the transaction of the business shall be three, with such number being made up by (i) two directors appointed by the holders of the 'A', 'B' and 'D' ordinary shares ('A' , 'B' and 'D' shares being held by one shareholder as at the date of this resolution) and (ii) one director by the holders of the 'C' shares for the time being issued in Holdings, 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 "

ORDINARY RESOLUTION

THAT with effect from 1st October 2008, the board of directors be authorised to approve any actual or potential conflict of interest of any director of the Company with the Company's interests in accordance with section 175(5) (a) of the Companies Act 2006

WEDNESDAY



A07 *A7ESG3LR* 206
01/10/2008
COMPANIES HOUSE

AGREEMENT

We, the undersigned, a shareholder and person entitled to vote on the Resolution on 24 SEPTEMBER 2008, hereby irrevocably agree to the Resolution

Signed



For and on behalf of Trillium Secretariat Services Limited (Secretary)

Date: 30/09/08