

Company Number: 3973457

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTIONS

of

BESPAK HOLDINGS LIMITED (the Company)

(passed on 30 May 2012)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company proposed the following resolutions be passed as special resolutions

SPECIAL RESOLUTIONS

- 1 **THAT** the Company enters into a £40,000,000 and US\$56,000,000 credit agreement between, among others, Consort Medical PLC (the **Parent**) as original borrower, the Parent and certain of its subsidiaries (including the Company) as original guarantors, The Royal Bank of Scotland plc and HSBC Bank plc as mandated lead arrangers, National Westminster Bank Plc and HSBC Bank plc as original lenders and The Royal Bank of Scotland plc as agent (the **Credit Agreement**)
- 2 **THAT** the Company execute, deliver and performs its obligations under the Credit Agreement together with any documents necessary or desirable or relating thereto (together with the Credit Agreement, the **Finance Documents**)
- 3 **THAT** any Director of the Company be and is hereby authorised to approve the terms of, and the transactions contemplated by, the Finance Documents and any related document
- 4 **THAT** any Director be and is hereby authorised to do all such acts and things and agree and execute all such documents as may be required in order to implement the transactions contemplated by the Finance Documents in each case in such manner or form as the Director may in their absolute discretion think fit
- 5 **THAT** the entry by the Company into the proposed transactions substantially on the terms set out in the Finance Documents (including giving the guarantee) is in the best interests of the Company's business and will promote the success of the Company for the benefit of its members as a whole

THURSDAY



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COMPANIES HOUSE

Agreement of eligible members

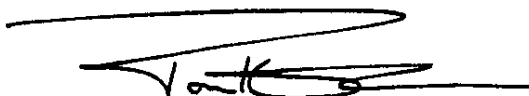
The undersigned being eligible members on 30 May 2012 (the **circulation date**) irrevocably agree to the resolutions set out above

Signed by



for and on behalf of
CONSORT MEDICAL PLC

Date 30 May 2012



for and on behalf of
BESPAK FINANCE LIMITED

Date 30 May 2012

Eligible members must signify their agreement to the proposed resolutions as follows (i) **by hand**, by delivering a signed copy to Breakspear Park, Breakspear Way, Hemel Hempstead, Hertfordshire, HP2 4TZ, (ii) **by post**, by sending a signed copy to Breakspear Park, Breakspear Way, Hemel Hempstead, Hertfordshire, HP2 4TZ, or (iii) **by e-mail**, by sending a scanned signed copy of the resolutions to John Slater@consortmedical.com. Eligible members must signify their agreement to the proposed resolutions within the period of 28 days from and including the circulation date. However, eligible members who do not agree with the proposed resolutions do not need to reply. Once eligible members have signified their agreement to the proposed resolutions, their agreement may not be revoked. The proposed resolutions will lapse if they are not passed by the end of that 28 day period.