

BESPAK HOLDINGS LIMITED

Company number 03973457
(the "Company")

WRITTEN RESOLUTIONS

FRIDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as special resolutions (the "**Special Resolutions**") and we, the undersigned, being the eligible members of the Company who (at **23 April** 2010 being the date of circulation of this resolution (the "**Circulation Date**")) would be entitled to vote on the resolutions below, hereby agree pursuant to section 288 of the Companies Act 2006 to the passing of the Special Resolutions by way of written resolutions

THAT:

- 1 1 the provisions of a facilities agreement to be entered into, on or about the date of this resolution, by the Company (the "**Facilities Agreement**") and certain other companies in the group (pursuant to which the Company will guarantee the performance by Consort Medical plc ("**Consort**") of all obligations under the Finance Documents as defined in the Facilities Agreement) be and are hereby approved,
- 1 2 the Company execute, deliver and perform its obligations under the Facilities Agreement and the related documents (the "**Documents**"),
- 1 3 that any Director of the Company be and he or she is hereby authorised to execute the Documents on behalf of the Company in the form produced to the meeting subject to such amendments and modifications as the Director executing the same may in his/ her absolute discretion agree and so that the Director's signature of the relevant Document shall be conclusive evidence of the agreement to such amendments or modifications;
- 1 4 that any Director or the Secretary of the Company be and he or she is hereby authorised to sign and /or deliver all certificates, documents and notices to be signed / delivered by the Company under or in connection with the Documents,
- 1 5 that any Director be and he or she 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 Documents in each case in such manner or form as the Director may in his or her absolute discretion think fit,
- 1 6 if any Document or related document agreed by a Director needs to be executed as a deed, that it be executed under the common seal of the Company or executed as a deed in accordance with section 44 Companies Act 2006, and
- 1 7 the Articles of Association of the Company be and are hereby amended as follows

(i) By inserting the following article directly beneath article 9 1 3

"9.1.4

Any director or alternate director who attends a meeting of Directors by telephone or other conference facility shall be deemed to be personally present at such meeting for all purposes of these Articles and shall be counted in the quorum accordingly "

AGREEMENT:

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, the persons entitled to vote on the above resolutions on the Circulation Date hereby irrevocably agrees to the Special Resolutions


for and on behalf of
Bespak Finance Ltd

Date 23/4/ 2010


for and on behalf of
Consort Medical plc

Date 23/4/ 2010

NOTES:

- 1 If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivery to Ashurst LLP, Broadwalk House, 5 Appold Street, London EC2A 2HA acting on behalf of the Company

If you do not agree to the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the resolutions you may not revoke your agreement
3. Unless by the date which is 28 days from the circulation of the resolutions, sufficient agreement has been received the resolutions to pass, they will lapse If you agree to the resolutions, please ensure that your agreement reaches us before or on this date.