

Company number: 4059699

THE COMPANIES ACT 1985  
SPECIAL RESOLUTIONS OF



MAYFLOWER HOSPITALS LIMITED ("THE COMPANY")

(passed the 28th day of September 2004)

At the extraordinary general meeting of the Company duly convened and held at the above date, the following resolutions were duly passed as Special Resolutions of the Company:-

SPECIAL RESOLUTIONS

1. That, subject to compliance with sections 155 to 158 of the Companies Act 1985, the giving of financial assistance by the Company to Alpha Hospitals Limited of 1 Lumley Street, Mayfair, London, W1K 6TT for the purpose of acquiring shares in the Company or reducing or discharging liabilities they or any other person or persons have incurred within the meaning of the Companies Act 1985 Section 152(3) and the terms and arrangements contemplated by the execution, delivery and performance by the Company of the following documents be approved:

- (a) Debenture in favour of The Royal Bank of Scotland plc as Security Trustee granting fixed and floating charges over all the assets and undertaking of the Company;
- (b) Accession Agreement in relation to the Facility Agreement to be entered into between the Purchaser and the Company, pursuant to which the Company accedes to the Facility Agreement as a borrower (in relation to Tranche C of the Facilities and the overdraft facility) and as a guarantor of all payment obligations of the Obligors (as such term is defined in the Facility Agreement) (other than itself) under the Finance Documents (as such term is defined in the Facility Agreement);
- (c) Accession Agreement in relation to the Subordination Agreement to be entered into by the Company pursuant to which the Company gives certain undertakings in relation to any intra group liabilities and any subordinated loans; and
- (d) an assignment of Keyman Insurance in favour of the Security Trustee.

(together the "Finance Documents").

2. That, subject to compliance with sections 155 to 158 of the Companies Act 1985, the giving of financial assistance by the Company to Alpha Hospitals Limited of 1 Lumley Street,

Mayfair, London, W1K 6TT for the purpose of acquiring shares in the Company or reducing or discharging liabilities they or any other person or persons have incurred within the meaning of the Companies Act 1985 Section 152 (3) and the repayment of the following loans and facilities be approved:-

- (a) a loan made to the Company by Fenwood Developments Limited, Paul McDuell, Paul Bacon, and Trevor Ludlam totalling £470,000 principal amount plus accrued interest;
- (b) loan notes issued by the Company (with accrued interest) of £37,500 principal amount to Graeme Fennell and £37,500 principal amount to Russell Fennell.
- (c) loans made to the Company by Chandra Ghosh and Norman Hindson of £150,000 principal plus accrued interest;
- (d) facilities from National Westminster Bank plc ("National Westminster Facilities") of £8,719,730.53; and
- (e) the early repayment of sums owing to Fenwood Developments Limited in respect of services provided to the Company.

(together "the Refinancing")

3. That the approval for the Company to enter into the Finance Documents and to complete the Refinancing be given notwithstanding that the Company might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985.



V. GOLE

Director

28/09/2009