

4286017

Company NO 4286017

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29/03/2012

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COMPANIES HOUSE

**WRITTEN RESOLUTION
OF
PatientFirst (GPFC) Holdings Limited
(the "Company")**

Circulated on [16 March 2012] (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a written resolution of the Company having the effect as a special resolution (the "**Resolution**")

SPECIAL RESOLUTION

THAT the Company amend its Articles of Association in the following manner

- Article 29 6 shall be amended to read

" Subject to Article 29 9, the directors shall not register a transfer, or purported transfer

- to any infant, bankrupt or person with mental disorder,
- to any person where the transfer is not in accordance with the articles, or
- to any person unless the prior written approval of the majority holder has been given to that transfer "

- A new Article 29 9 is to be inserted and is to be read as as follows

"The directors shall not refuse to register any transfer of shares, nor may they delay registration of any shares, which have been charged or mortgaged by way of security and where

- (a) the transfer is to the person to whom those shares have been charged or mortgaged (the Mortgagee) or its nominee,
- (b) the transfer otherwise arises from the enforcement of the Mortgagee's rights in or to the shares, or
- (c) where the Mortgagee has consented to the transfer as a condition of the release of its security over the shares "

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution
The undersigned shareholder entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution

for and on behalf of

PATIENT FIRST PARTNERSHIPS LIMITED

Dated: 16 March 2012

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
- 2 If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 Unless sufficient agreement has been received for the Resolution to be passed before the end of the period of 28 days beginning on the Circulation Date, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before the end of this period

Company No 4286017

**PatientFirst (GPFC) Holdings Limited
(the "Company")**

WRITTEN RESOLUTION OF THE COMPANY

PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006

PASSED ON 16 March 2012

The following written resolution duly proposed by the directors of the Company was duly passed by the Company as a special resolution

SPECIAL RESOLUTION

THAT the Company amend its Articles of Association in the following manner

- Article 29 6 shall be amended to read
 - " Subject to Article 29 9, the directors shall not register a transfer, or purported transfer
 - to any infant, bankrupt or person with mental disorder,
 - to any person where the transfer is not in accordance with the articles, or
 - to any person unless the prior written approval of the majority holder has been given to that transfer "
- A new Article 29 9 is to be inserted and is to be read as as follows
 - "The directors shall not refuse to register any transfer of shares, nor may they delay registration of any shares, which have been charged or mortgaged by way of security and where
 - (d) the transfer is to the person to whom those shares have been charged or mortgaged (the Mortgagee) or its nominee,
 - (e) the transfer otherwise arises from the enforcement of the Mortgagee's rights in or to the shares, or
 - (f) where the Mortgagee has consented to the transfer as a condition of the release of its security over the shares "