

**A PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS  
OF  
GE MEDICAL HOLDINGS (CANADA)  
Company Number: 04343405 (the "Company")**

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH  
SECTIONS 291 OF THE COMPANIES ACT 2006**


We have resolved to the intent that these resolutions shall take effect as Special Resolutions:

**Special Resolutions**

1. That the share capital of the Company be reduced from £200,000,000 divided into 200,000,000 ordinary shares of £1 each to £58,227,129 divided into 58,227,129 ordinary shares of £1 each and that such reduction be effected by cancelling and extinguishing 141,772,871 issued ordinary shares of £1 each; and
2. The Company's articles of association be amended accordingly to reflect this reduction in share capital by deleting clause 3.1 of the articles of association and by inserting the following wording in its place and as a new clause 3.1:

"The share capital of the Company is £58,227,129 divided into 58,227,129 ordinary shares of £1 each".

By order of the board:

  
.....  
Director/Secretary

4 MARCH 2009  
.....  
Date



**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES  
ACT 2006**

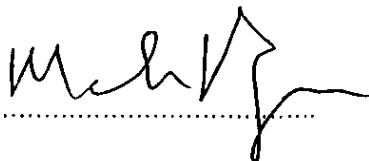
1. Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions.
2. The circulation date of the written resolutions is March, 2009 (the "Circulation Date")
3. The procedure for signifying agreement by an eligible members to written resolutions is as follows:
  - (A) A member signifies his agreement to proposed written resolutions when the company receives from him (or someone acting on his behalf) an authenticated document –
    - (i) identifying the resolutions to which it relates, and
    - (ii) indicating his agreement to the resolutions.
  - (B) The document must be sent to the company in hard copy form or in electronic form.
  - (C) A member's agreement to written resolutions, once signified, may not be revoked.
  - (D) Written resolutions are passed when the required majority of eligible members have signified their agreement to it.
4. The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006).

**AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTIONS**

We, being together all the eligible members of the Company:

1. confirm that we have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to Section 288 of the Companies Act 2006 and that resolutions 1 and 2 shall take effect as special resolutions.

Signed for and on behalf of  
GE UK GROUP LTD



Director

Dated

4<sup>th</sup>

March, 2009