

**A PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**PLAINPRIME LIMITED  
Company Number: 4369816**

**(the "Company")**

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

**SPECIAL RESOLUTION**

IT WAS RESOLVED that the terms of the draft agreement between the Company and Bupa Malta Investments No. 1 Limited for the purchase from that shareholder by the Company of 10,000 preference shares of £1 each in the capital of the Company, as set out in the draft agreement produced to this meeting, be and is hereby approved and that the Company be and is hereby authorised to enter into that agreement on such terms

By order of the board

  
.....  
Director/Secretary

*Authorised Signatory  
of BUPA Secretaries Limited*

17 June 2011  
Date

WEDNESDAY



\*AUESVVSS\*

A52

13/07/2011

71

COMPANIES HOUSE

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

- 1 Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
- 2 The circulation date of the written resolution is 17 June 2011 (the "Circulation Date")
- 3 The procedure for signifying agreement by eligible members to a written resolution is as follows
  - (A) a member signifies his/her/its agreement to a proposed written resolution when the Company receives from him/her/it (or someone acting on his/her/its behalf) an authenticated document –
    - (i) identifying the resolution to which it relates, and
    - (ii) indicating his/her/its agreement to the resolution,
  - (B) the document must be sent to the Company in hard copy form or in electronic form;
  - (C) a member's agreement to a written resolution, once signified, may not be revoked, and
  - (D) a written resolution is passed when the required majority of eligible members have signified their agreement to it.
- 4 The period for agreeing to a written resolution before it lapses is the period of 28 days beginning with the Circulation Date (see section 297 of the Companies Act 2006)

**AGREEMENT BY ELIGIBLE MEMBER(S) TO WRITTEN RESOLUTIONS**

We, being the eligible member(s) of the Company

- 1 confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006, and
- 2 hereby resolve and agree that the above resolution be passed as a written resolution pursuant to section 288 of the Companies Act 2006 and that the resolution shall take effect as a special resolution

Signed by



17 June 2011

Bupa Beheer B V