

COMPANIES ACT 2006

Company number 4644299

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTION

of

STANBRIDGE VETERINARY CLINICS LIMITED (the "Company")



NOTICE is hereby given that pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions (the "Resolutions") were duly passed as special written resolutions on 18 June 2009:

SPECIAL RESOLUTIONS

1. THAT the 249,900 unissued Ordinary Shares of £1 each in the capital of the Company be reclassified as 124,950 "A" Ordinary Shares of £1 each and 124,950 "B" Ordinary Shares of £1 each, such unissued "A" Ordinary Shares and "B" Ordinary Shares to rank pari passu with and to have the same rights, benefits and entitlements as the 50 "A" Ordinary Shares of £1 each and 50 "B" Ordinary Shares of £1 each currently in issue.
2. THAT under and in accordance with sections 642 to 644 Companies Act 2006 (the "Act") the share capital of the Company be reduced from £750,000 divided into 125,000 "A" Ordinary Shares of £1 each, 125,000 "B" Ordinary Shares of £1 each and 500,000 Redeemable Shares of £1 each to £435,812 divided into 125,000 "A" Ordinary Shares of £1 each, 125,000 "B" Ordinary Shares of £1 each and 185,812 Redeemable Shares of £1 each, (such reduction to be effected by the cancellation of 314,188 unissued Redeemable Shares of £1 each in the capital of the Company), it being acknowledged by each member that a copy of the solvency statement required to be delivered by the Company's directors under section 643 of the Act has been submitted to them at or before the date of this Resolution.

Signed by

DA Clare

~~*Director/Secretary/CIC~~

~~Manager/Administrator/Administrative~~

~~Receiver/Receiver — Manager/Receiver, on~~

behalf of the Company (*delete as appropriate)

Date

18 June 2009