

**PUBLIC COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
CENTRAL NOTTINGHAMSHIRE HOSPITALS PLC
Company Number: 05462512 (the "Company")**

PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE
WITH

SECTION 291 OF THE COMPANIES ACT 2006

Special Resolution

- 1 THAT
- 1 1 the payment of the dividend of £5 00 pounds per ordinary share (totalling £250,000 00) on 31 March 2016, and the entry in the accounts of the Company for the financial year ended 31 December 2016 whereby distributable profits of the Company were appropriated to the payment of that dividend, be ratified and confirmed,
- 1 2 the payment of the dividend of £12 00 pounds per ordinary share (totalling £600,000 00) on 30 September 2016, and the entry in the accounts of the Company for the financial year ended 31 December 2016 whereby distributable profits of the Company were appropriated to the payment of that dividend, be ratified and confirmed,
- 1 3 any and all claims which the Company may have against its shareholders be released (and that a confirmatory deed of release be executed by the Company in favour of the shareholders),
- 1 4 any distribution involved in giving that release to the shareholders be made out of the profits appropriated to those dividends, and
- 1 5 any and all claims which the Company may have against its directors (whether past, present or future) in connection with the payment of those dividends be released (and that a confirmatory deed of release be executed by the Company in favour of those directors)

By order of the board



Director

WEDNESDAY



A21 "A60C1JGJ" #1
15/02/2017
COMPANIES HOUSE

**INFORMATION REQUIRED TO COMPLY WITH SECTION 294(4) COMPANIES
ACT 2006**

- 2 Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution
- 3. The circulation date of the written resolution is Thursday, 19th January 2017 (the '**Circulation Date**'))
- 4 The procedure for signifying agreement by eligible members to a written resolution is as follows
 - 4.1 a member signifies his/her 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
 - 4.1.1 identifying the resolution to which it relates, and
 - 4.1.2 indicating his/her/it agreement to the resolution,
 - 4.2 the document must be sent to the Company in hard copy form or in electronic form,
 - 4.3 a member's agreement to a written resolution, once signified, may not be revoked, and
 - 4.4 a written resolution is passed when the required majority of eligible members have signified their agreement to it

AGREEMENT BY ELIGIBLE MEMBER TO WRITTEN RESOLUTION

We, being the eligible member of the Company,

(i) confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006. and

(ii) 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

For and on behalf of

Central Nottinghamshire Hospitals (Holdings) Limited

A handwritten signature in black ink, appearing to be 'S. B. Smith', written over a horizontal line.

Director

19th January 2017