

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

BBI Healthcare Limited (the "Company")

PROPOSED BY THE SOLE MEMBER OF THE COMPANY IN ACCORDANCE WITH
SECTIONS 292-295 OF THE COMPANIES ACT 2006

SPECIAL RESOLUTIONS

We, being the sole member of the Company who at the date of these special resolutions would be entitled to receive notice of and to attend and vote at general meetings of the Company, declare that the following special resolutions shall be for all purposes valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

WE RESOLVE THAT

- 1 The following new article 5A shall be inserted into the Articles of Association of the Company (the "**Articles**") immediately after the existing article 5

"5A

Where a security interest has been granted over any share pursuant to a security agreement granted in favour of any bank or institution, such share shall be exempt from all liens (whether present or future) in favour of the Company that would arise pursuant to these articles or otherwise howsoever and the Company shall not claim any lien (howsoever arising) in respect of such share while such security interest remains unreleased. A certificate executed by the party to whom such security interest has been granted that such security interest remains unreleased shall be conclusive evidence of such fact "

- 2 The following new article 8A shall be inserted into the Articles immediately after the existing article 8


"8A

Notwithstanding any other provision contained in these articles or the Companies Act 2006 to the contrary the directors and/or the Company shall not decline to register any transfer of shares where such transfer is executed by or in favour of any bank or institution to whom such shares have been charged or mortgaged (or by or in favour of any nominee of such bank or institution) or where such transfer is effected upon the enforcement of the charge or mortgage in favour of any such bank or institution, nor may the directors suspend registration of any member which is a bank or institution (or nominee thereof) to whom such shares have been charged or mortgaged. A certificate

by any official of such bank or institution that the relevant shares are so charged or mortgaged shall be conclusive evidence of such fact "

3 Article 10 of the Articles shall be deleted in its entirety

For and on behalf of
BBI Holdings Limited


(as the sole member)

**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 resolution on the circulation date of the written resolution
- 2 The circulation date of the written resolution is 6 June 2014 (the "**Circulation Date**")
- 3 The procedure for signifying agreement by an eligible member to a written resolution is as follows
 - (A) A member signifies his agreement to a proposed written resolution when the company receives from him (or someone acting on his behalf) an authenticated document
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his 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
 - (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 the written resolution is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006)

AGREEMENT BY THE SOLE MEMBER TO THE WRITTEN RESOLUTIONS

We, being the sole member of the Company

- 1 confirm that we have received a copy of the above written resolutions in accordance with sections 292-295 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 such resolutions shall take effect as special resolutions

For and on behalf of
BBI Holdings Limited


(as the sole member)

6 JUNE 2014
Date