

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**CARILLION PRIVATE FINANCE (HEALTH) LIMITED (the "Company")**

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

**SPECIAL RESOLUTION**

That the Articles of Association of the Company be amended by

(A) deleting Article 22 and including the following text as the new Article 22

- 22 1 Subject to Article 22 2, as between the shareholders, each Qualifying Shareholder shall by notice served on the other Qualifying Shareholder(s) appoint and maintain in office two directors. Each Qualifying Shareholder shall be entitled by notice served on the other Qualifying Shareholder(s) to remove any person whom the Qualifying Shareholder serving the notice has appointed as a director from the office of director and to nominate for appointment as a director a replacement for any person nominated by such shareholder who has ceased to be a director for any reason. No shareholder other than a Qualifying Shareholder will be entitled to appoint and maintain directors.
- 22 2 If any shareholder ceases to be a Qualifying Shareholder that shareholder shall forthwith remove all directors appointed by it pursuant to this Article 22 and shall not be entitled to appoint any directors until such time as it re-qualifies as a Qualifying Shareholder.

(B) inserting the following definitions

"Qualifying Shareholder" means, subject to any agreement between shareholders, any shareholder holding 50 per cent or more of the shares, provided, however, that in determining whether a shareholder is a Qualifying Shareholder for any purpose of these Articles, the holdings of Group Members will be aggregated and the Group Member holding the majority in nominal value of shares held by all such Group Members, failing which the first such Group Member whose name appears in the register of members of the Company, shall be deemed to be the Qualifying Shareholder for these purposes.

"Group Member" means in relation to any shareholder

- (a) the ultimate holding company or parent undertaking of such person and any other company which is a subsidiary or subsidiary undertaking of such ultimate holding company or parent undertaking from time to time ("Shareholder Group"),

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- (b) any unit trust investment fund, partnership, other fund or other entity of which any entity referred to in paragraph (a) of this definition or (in the case of Infrastructure Investments Holdings Limited and Infrastructure Investments General Partners Limited) InfraRed Capital Partners Limited is either the general partner, trustee, or the principal manager (either directly or indirectly) or in respect of which a member of the Shareholder Group has a capital interest of 20 per cent or more,
- (c) any nominee or trustee of any entity falling within paragraph (a) or (b) of this definition acting in such capacity (whether on a change of nominee or trustee or otherwise),
- (d) limited partners, members or investors in any unit trust, investment fund, partnership or other fund referred to in this definition, but only to the extent that such holders become holders as a result of a transfer in specie to them which is a distribution on a winding up of the assets of the trust, fund or partnership in question, and
- (e) any entity which holds shares for groups of employees of any entity referred to in paragraph (a) of this definition

By order of the board:



Director/Secretary

30 June 2014

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 resolution on the circulation date of the written resolution
- 2 The circulation date of the written resolutions is 30 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 ELIGIBLE MEMBERS TO WRITTEN RESOLUTION**

We, being together all the eligible members 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 is passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that such resolution shall take effect as a special resolution

SIGNED for and on behalf of  
**CARILLION PRIVATE FINANCE  
LIMITED**  
by

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