

Company Number: 05770108

**THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES**

**ORDINARY RESOLUTION AND  
SPECIAL RESOLUTION OF THE SOLE MEMBER OF  
UNITEDHEALTH PRIMARY CARE LIMITED  
(the "Company")  
PASSED PURSUANT TO SECTIONS 282 and 283 OF THE  
COMPANIES ACT 2006**

*26 March* 2010 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

- Resolution 1 below is passed as an ordinary resolution; and
- Resolution 2 below is passed as a special resolution.

(together the "Resolutions")

**Ordinary Resolution**

- 1 That, in accordance with Section 550 of the Companies Act 2006 ("2006 Act"), the directors of the Company ("Directors") be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights"). This authority is in substitution for all previous authorities conferred on the Directors in accordance with Section 80 of the Companies Act 1985 or Section 551 of the 2006 Act and supersedes any previous limit on the authority of the Directors to issue shares in the capital of the Company, whether such limit was imposed by the authorised share capital of the Company, a resolution of the shareholders or stipulated in the Company's Memorandum or Articles of Association.

**Special Resolution**

2. THAT, in accordance with section 569 of the Companies Act 2006 (the "2006 Act"), and notwithstanding any contrary provision in the Company's Articles of Association, the Directors be generally empowered to allot equity securities (as defined by section 560 of the 2006 Act) as if section 561 of the 2006 Act (or any other pre-emption rights howsoever arising), did not apply to any such allotment provided that the authority granted by this resolution shall cease to have effect where, this power is revoked, or the Company ceases to be a private company limited by shares, or there is more than one class of shares in the Company.

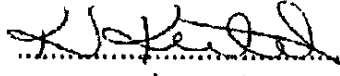
**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution.



The undersigned, a body entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions as indicated above:

Signed for and on behalf of  
UnitedHealth UK Limited

  
.....  
Date 3/26/10 .....

#### NOTES

1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By Hand:** delivering the signed copy to Brigid M. Spicola, 12125 Technology Drive Eden Prairie, MN 55344 USA.
- **Post:** returning the signed copy by post to Brigid M. Spicola, 12125 Technology Drive Eden Prairie, MN 55344 USA.

If you do not agree with the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Where, by such date as is 28 days from the Circulation Date insufficient agreement has been received for the Resolutions to pass, such Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.