

Company No. 06160761

WEDNESDAY



The Companies Act 2006

Private company limited by shares

Written resolution

of

United Medical Holdings Limited

28 August 2008 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as ordinary resolutions of the Company (the "Ordinary Resolutions").

- 1 **That** the authorised share capital of the Company be and it is increased from £8,500 to £3,961,002.95 by the creation of 395,250,295 B2 ordinary shares of £0.01 each, ranking equally with the existing B2 ordinary share capital of the Company
- 2 **That** the directors be and they are generally and unconditionally authorised for the purposes of Section 80, Companies Act 1985 to allot, or to grant any right to subscribe for or to convert any security into, shares in the Company up to a maximum nominal amount of £3,961,002.95 at any time or times during the period of five years from the date of the passing of this resolution upon which date this authority shall expire and this authority shall allow the Company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority.

Important:

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

The undersigned, being the sole persons entitled to vote on the resolutions on the Circulation Date (*see Note 4*), hereby irrevocably agree to the Ordinary Resolutions.

Name of Shareholder:

Signature:

Signed by *MARK LAND*)
on behalf of ISC Group (Bidco))
as attorney for)
Gary Spellins)



Signed by *MARK LAND*)
on behalf of ISC Group (Bidco))
as attorney for)
Mark Land)



Signed by *MARK LAND*)
on behalf of ISC Group (Bidco))
as attorney for)
Angela Thompson)



Signed by *MARK LAND*)
on behalf of ISC Group (Bidco))
as attorney for)
Sara James)



Signed by *MARK LAND*)
on behalf of ISC Group (Bidco))
as attorney for)
Mark Philips)



Signed by *MARK LAND*)
on behalf of ISC Group (Bidco))
as attorney for)
Nigel James)



Signed by *MARK LAND*)
on behalf of ISC Group (Bidco))
as attorney for)
Graeme Hart)



Signed by *MARK LAND*)
on behalf of ISC Group (Bidco))
as attorney for)
Peter Opperman)



Signed by *MARK LAND*)
on behalf of ISC Group (Bidco))
as attorney for)
Duke Street Capital V Limited
as general partner of Duke Street Capital
V UK No.1 Limited Partnership



Signed by *MARK LAND*)
on behalf of ISC Group (Bidco))
as attorney for)
Duke Street Capital V Limited as
general partner of Duke Street Capital V
UK No.2 Limited Partnership



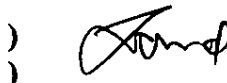
Signed by *MARK LAND*)
on behalf of ISC Group (Bidco))
as attorney for)
Duke Street Capital V Limited as
general partner of Duke Street Capital V
UK No.3 Limited Partnership



Signed by *MARK LAND*)
on behalf of ISC Group (Bidco))
as attorney for)
Duke Street Capital V Limited as
general partner of Duke Street Capital V
US No.1 Limited Partnership



Signed by *MARK LAND*)
on behalf of ISC Group (Bidco))



as attorney for ~~MARK~~)
Duke Street Capital V Limited as
general partner of Duke Street Capital V
US No.2 Limited Partnership

Signed by MARK LAND)
on behalf of ISC Group (Bidco))
as attorney for)
Duke Street Capital V Limited
as general partner of
Duke Street Capital V
US No.3 Limited Partnership




Signed by MARK LAND)
on behalf of ISC Group (Bidco))
as attorney for)
Duke Street Capital V
GmbH & Co KG, represented by
Duke Street Capital V Verwaltungs
GmbH



Signed by MARK LAND)
on behalf of ISC Group (Bidco))
as attorney for)
Intermediate Capital
Investments Limited



Signed by MARK)
on behalf of ISC Group (Bidco))
as attorney for)
Intermediate Capital GP Limited
acting in its capacity as general
partner on behalf of ICG



Mezzanine Fund 2000

Barclays Bank plc)
by its duly authorised attorney

Signed by *MARK LAND*)
on behalf of ISC Group (Bidco))
as attorney for)
Lucie Corrie)



Signed by *MARK LAND*)
on behalf of ISC Group (Bidco))
as attorney for)
Brian Ogden)



Signed by *MARK LAND*)
on behalf of ISC Group (Bidco))
as attorney for)
Pamela Selfe)



Signed by *MARK LAND*)
on behalf of ISC Group (Bidco))
as attorney for)
Iain Gilfillan)



Signed by *MARK LAND*)
on behalf of ISC Group (Bidco))
as attorney for)
Claire Holbrook)



Signed by *MARK LAND*)
on behalf of ISC Group (Bidco))
as attorney for)
Tim Auger)



Signed by *MARK LAND*)
on behalf of ISC Group (Bidco))
as attorney for)
Anita Thorpe)



Signed by *MARK LAND*)
on behalf of ISC Group (Bidco))
as attorney for)
Tamsin Lord)



Signed by *MARK LAND*)
on behalf of ISC Group (Bidco))
as attorney for)
Rachel Trueman)



Notes

- 1 You can choose to agree to all of the Ordinary Resolutions or none of them but you cannot agree to only some of them. If you agree to all of 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 (by delivering the signed copy to Osborne Clarke, 2 Temple Back East, Temple Quay, Bristol BS1 6EG marked for the attention of Simon Jones)
 - By post (by returning the signed copy to Osborne Clarke, 2 Temple Back East, Temple Quay, Bristol BS1 6EG marked for the attention of Simon Jones)
 - By fax (by faxing a signed copy to 0117 917 3047 marked for the attention of Simon Jones).

Please note that return of this document will not be accepted by fax or email.

2. **The resolutions will lapse if sufficient votes in favour of them have not been received by 5 p.m. on the date 28 days after the Circulation Date.** Unless you do not wish to vote on any of the resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against all of the resolutions
- 3 Once you have signified your agreement to the resolutions such agreement cannot be revoked
- 4 In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s)
- 5 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