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ALLIANCE MEDICAL MIDCO LIMITED
(the "Company")

Written Resolutions of the sole Member of the Company

Circulation date: 10 February 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed (the "**Resolutions**") Resolutions one and two are proposed as ordinary resolutions Resolutions three and four are proposed as special resolutions

ORDINARY RESOLUTIONS

- 1 THAT, in accordance with paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860), the directors be given the powers to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006 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 Companies Act 2006 Consent is also given for the names of any Management Shareholder Loan Note holders or Eurobond holders to be entered in the register of members of the Company upon the relevant Management Shareholder Loan Notes or Eurobonds being cancelled and the ordinary shares being delivered to each respective holder, and that such holders shall, on and from the date of conversion, be entitled to participate in the profits of the Company in the same manner as the other Shareholders of the Company subject to any applicable conditions and restrictions
- 2 THAT, the implementation of the restructuring as described by the minutes of a meeting of the board of directors of the Company dated 8 February 2011 (attached as Schedule 1 hereto), including, without limitation, the entry by the Company into the implementation agreement described therein (the "**Restructuring**") be hereby approved and that any breach of duty committed by any Director of the Company in approving the Restructuring be approved and ratified, including for the purposes of Section 239 of the Companies Act 2006

SPECIAL RESOLUTIONS

- 3 THAT, consent be and is hereby given to the change of the name of the Company from Alliance Medical Midco Limited to AM Old Midco Limited provided that such change shall only take place at Completion as defined in the Implementation Agreement to be entered into by the Company, and completion of any other formalities as may be agreed upon by the directors of the Company
- 4 THAT, approval be and is hereby given to the directors of the Company, and the directors of the Company be and are hereby generally and unconditionally authorised, pursuant to and in accordance with the articles of association of the Company, to take all steps to effect such change of name of the Company including notifying any relevant authorities and making any necessary filings

for
information
only

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COMPANIES HOUSE

AGREEMENT

The undersigned, being a person entitled to vote on the Resolutions on 10 February 2011, hereby irrevocably agrees to all of the Resolutions

Signed for and on behalf of ALLIANCE MEDICAL GROUP
LIMITED



by

Date

11 February 2011

NOTES:

- 1 If you agree with the Resolutions please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post
- 2 If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 4 Unless, by midnight on 10 March 2011, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before this time