

Company Number: 07316438

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**of**  
**REACT & RECOVER MEDICAL GROUP LIMITED**  
**(the "Company")**

Circulated on 18 SEPTEMBER 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "2006 Act"), we, the undersigned, being sole shareholder of the Company (who at the date of circulation of this resolution (as defined in s.290 of the 2006 Act (the "Circulation Date")) would have been entitled to vote on this resolution at general meeting of the Company, hereby agree pursuant to s.288 of the 2006 Act to the passing of the following resolution as a special resolution, by way of written resolution.

**SPECIAL RESOLUTION**

1. That the articles of association of the Company be amended to include a new article 14.3 as follows:

**"Article 14.3**

Notwithstanding anything to the contrary contained in these articles, the holder for the time being of a majority of the issued voting shares in the capital of the Company may, by written notice to the Company, at any time and from time to time: (a) remove and/or (b) appoint (whether in place of any director so removed or as an additional director to the board) any person as a director of the Company. Any written notice of the removal or appointment of a director given in accordance with this Article 14.3 will have effect immediately upon its delivery to the Company at its registered office (which may be effected by email addressed to the Company Secretary or any serving director of the Company)."

4816-5789-4686/1

TUESDAY



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14/10/2014

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COMPANIES HOUSE

**AGREEMENT**

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

The undersigned, hereby irrevocably agrees to the Resolution:

Signed by  
for and on behalf of Quindell Plc

.....  
L N Q

Date

.....  
18 SEPTEMBER 2014

## NOTES

1. If you agree with the Resolution, 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 or By Post: delivering the signed copy to Ed Walker at Evans Business Centre, Manchester Road, Bolton, Lancashire, BL3 2NZ.

By E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to Ed Walker. Please enter "Written resolution dated 2014" in the e-mail subject box

2. If you do not agree to the Resolution 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 Resolution, you may not revoke your agreement.
4. Unless by 28 days from the Circulation Date, sufficient agreement has been received for the Resolution, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
5. 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.
6. 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.