

Company Number: 07749223

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTIONS
of
AESICA HOLDCO LIMITED (the "Company")
(passed on 6 MARCH 2015)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company proposed the following resolutions be passed as special written resolutions (the "Special Resolutions"):

SPECIAL RESOLUTIONS

1. **THAT** the Company enter into the accession letter between (1) Consort Medical PLC (2) the Company, and (3) Barclays Bank PLC as Agent (the "Accession Letter") as contemplated under, and more specifically defined in, the facilities agreement dated 29 September 2014 between, among others, (1) Consort Medical PLC, (2) Consort Medical PLC as the Original Borrower (as defined therein), (3) Consort Medical PLC and certain subsidiaries of Consort Medical PLC as the Original Guarantors (as defined therein), (4) Barclays Bank PLC, The Royal Bank of Scotland plc, Lloyds Bank plc and Santander UK plc as Arranger (as defined therein), (5) Barclays Bank PLC, Lloyds Bank plc, The Royal Bank of Scotland plc as agent for National Westminster Bank Plc, and Santander UK plc as Original Lenders (as defined therein) and (6) Barclays Bank PLC as the Agent (as defined therein), for the purpose of providing multicurrency revolving loan facilities totalling £160,000,000 to the Original Borrower (the "Facilities Agreement") to become an Additional Guarantor (as defined in the Facilities Agreement),

(the Accession Letter, together with any documents necessary or desirable or relating thereto being the "Finance Documents", as more specifically defined in the Facilities Agreement).
2. **THAT** the execution, delivery and performance of the Accession Letter (together with that of any ancillary documents referred to therein) and the entry by the Company into the proposed transactions substantially on the terms set out in the Finance Documents (including giving the guarantee) is in the best interests of the Company for the purposes of carrying on its business
3. **THAT** the Directors have authority to approve the terms of, and the transactions contemplated by, the Finance Documents to which the Company is a party and any related document with such amendments as any Director of the Company may in their sole discretion approve
4. **THAT** notwithstanding that date on which the Special Resolutions are passed and the date upon which the Company enters into the Accession Letter, the accession of the Company as an Additional Guarantor of the Facilities Agreement shall be valid and effective on the

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Company from and including 31 January 2015 and as such on the same date the Company will be deemed to be an Additional Guarantor of the Facilities Agreement

- 5 **THAT** any act done or document executed pursuant to any of the foregoing paragraphs of this resolution shall be valid, effective and binding upon the Company notwithstanding any limitation on the borrowing or other powers of the directors of the Company or any other provision contained in or incorporated by reference in the Company's articles of association (any such limitation being hereby suspended, waived, relaxed or abrogated to the extent requisite to give effect to the foregoing resolutions)

Agreement of eligible members

The undersigned being the sole eligible member of the Company entitled to vote on the above resolutions on 6 MARCH 2015 (the "Circulation Date") hereby irrevocably agree to the Special Resolutions

Signed by



For and on behalf of
CONSORT MEDICAL PLC

Date. 6 MARCH 2015

Eligible members must signify their agreement to the proposed resolutions as follows: (i) by hand, by delivering a signed copy to Q5, Quorum Business Park, Benton Lane, Newcastle, Tyne & Wear, NE12 8BS, England; (ii) by post, by sending a signed copy to Breakspear Park, Breakspear Way, Hemel Hempstead, Hertfordshire, HP2 4TZ; or (iii) by e-mail, by sending a scanned signed copy of the resolutions to Iain.Ward@consortmedical.com. Eligible members must signify their agreement to the proposed resolutions within the period of 28 days from and including the Circulation Date. However, eligible members who do not agree with the proposed resolutions do not need to reply. Once eligible members have signified their agreement to the proposed resolutions, their agreement may not be revoked. The proposed resolutions will lapse if they are not passed by the end of that 28 day period. Where persons are signing this document on behalf of another under a power of attorney or other authority a copy of the relevant power of attorney or authority must be returned with this document.