

THE COMPANIES ACT 2006

WRITTEN RESOLUTIONS

OF

COVALENT GROUP LIMITED
(the "Company")

THURSDAY



Circulated on the 25TH day of MAY 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that Resolution 1 is passed as an ordinary resolution and that Resolution 2 is passed as a special resolution (the "Resolutions"), namely

ORDINARY RESOLUTION

- 1 THAT, pursuant to Section 550 of the Companies Act 2006, the directors shall have a general and unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any of the shares in the Company on and subject to such terms as the directors may determine from the date of the passing of this Ordinary Resolution and the amount of shares of the Company which may be allotted pursuant to such authority shall be 16,000 Ordinary Shares of £1 each, all in the capital of the Company and unless previously renewed, revoked, varied or extended by the Company in General Meeting, this authority shall expire five years from the date of the passing of this Resolution

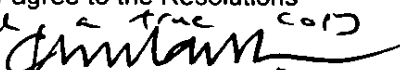
SPECIAL RESOLUTION

- 2 THAT, pursuant to Section 569 of the Companies Act 2006, the directors are empowered pursuant to the articles of association of the Company to allot equity securities (within the meaning of section 560 of the Companies Act 2006) pursuant to the authority conferred by the Ordinary Resolution above, as if the provisions of the articles of association of the Company did not apply to any such allotment, provided that this power shall be limited to 16,000 Ordinary Shares of £1 each and shall expire five years from the date of the passing of these Resolutions, save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this Special Resolution has expired

AGREEMENT

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

The undersigned, being persons entitled to vote on the Resolutions on the circulation date, hereby irrevocably agree to the Resolutions

Certified a true copy
Signed by  (Director)

25/5/2016 Date: