

The Companies Act 1985

Company limited by shares

Written resolutions

of

Mobile Doctors Holdings Limited

(the "Company")

(passed on 22nd May 2007)

WEDNESDAY



A05 *A9VX8QY7* 18
04/07/2007
COMPANIES HOUSE

We, being all the members of the Company entitled to attend and vote at an **extraordinary general meeting** of the Company, agree in accordance with regulation 53 of Table A of the Companies (Tables A to F) Regulations 1985, which are incorporated into the Company's articles of association, to the following resolutions in writing, which would otherwise be required to be passed as ordinary resolutions of the Company in the case of resolutions 1 and 2 and as a special resolution in the case of resolution 3

- 1 **That** the authorised share capital of the Company be and it is increased by the creation of 11,111 ordinary shares of £0.01 each, ranking par passu with the existing ordinary shares in the capital of the Company,
- 2 **That** the directors be and they are generally and unconditionally authorised for the purposes of section 80 of the 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 the authorised but unissued share capital of the Company following the passing of resolution number 1 above at any time or times during the period of 5 years from the date of the passing of this resolution on which date this authority shall expire save that the Company may before such expiry make an offer or agreement which would or might require securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. This authority shall replace all existing authorities conferred on the board to the extent that the same have not previously been utilised
- 3 **That** by virtue of Section 95(1) of the Companies Act 1985, Section 89(1) shall not apply to the allotment of shares pursuant to the authority conferred by resolution number 2 above

Paul Collin

David Osborne

Paul Crowther



For and on behalf of LDC
Co-Investment Plan 2001A

Matthew Game



For and on behalf of LDC
Co-Investment Plan 2001B

Steven Hawes



For and on behalf of Lloyds TSB
Development Capital Limited