

Company Number: 3693526

MERCIA HEALTHCARE (HOLDINGS) LIMITED

(the "Company")

WRITTEN RESOLUTIONS

Circulation date: 11 November 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as, respectively, an ordinary resolution and a special resolution of the Company (the "**Resolutions**");

ORDINARY RESOLUTION

That the directors are hereby given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006¹.

SPECIAL RESOLUTION

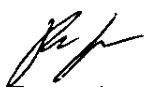
That the articles of association of the Company (the "**Articles**") be amended by the deletion of the existing Article 23 and the insertion of the wording set out below as the new article no.23:

Notwithstanding and to the exclusion of any other provision in the Articles or any agreement between the shareholders in the Company, the directors are entitled to authorise a conflict of interest pursuant to s.175(5) of the Companies Act 2006 (the "**Act**") on such terms as they see fit and a director shall be entitled to count in the quorum, attend and vote in relation to any interest declared by him pursuant to s.177(1) of the Act or which, pursuant to ss.177(5) or 177(6) of the Act is not required to be declared.

AGREEMENT

I, the undersigned, being a person entitled to vote on the Resolutions on irrevocably agree to the Resolutions.

Signed:



Date: 07.12.09

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For and on behalf of Semperian Secretariat Services Limited

TUESDAY



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COMPANIES HOUSE

¹ This resolution is taken in accordance with paragraph 47(3)(b) of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007, (SI 2007/3495)