

Cambian Healthcare Limited (Company)

Written Resolution

Company number: 03977299

Circulation Date:

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**) the directors of the Company propose that resolutions 1 is passed as an ordinary resolution (**Ordinary Resolution**) and resolution 2 below is passed as a special resolution (**Special Resolution**) together, the **Resolutions**

We, the undersigned, being the eligible member of the Company in accordance with section 289 of the Act agree to pass the following resolution

Ordinary resolution

- 1 **THAT**, in accordance with section 551 of the Act), the directors of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £8,032,747, provided that this authority shall, unless renewed, varied, or revoked by the Company, expire on the date five years from the date on which this resolution is passed, except that the Company may, before such expiry, make an offer or agreement which would, or might, require shares to be allotted after the expiry of such period and the directors may allot shares in pursuance of any such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the CA 2006

Special Resolution

- 2 **THAT**, subject to the passing of the Ordinary Resolution above and in accordance with section 570 of the Act, the directors of the Company be generally empowered to allot ordinary shares in the Company pursuant the authority conferred by the Ordinary Resolution at resolution 1 above, as if the pre-emption rights of existing shareholders whether contained in section 561 of the Act (or elsewhere) did not apply to any such allotment

Signed:



For and on behalf of Cambian Holdings Limited

Date 19 DECEMBER 2014

THURSDAY



A23 *A403BHCR* #340
29/01/2015
COMPANIES HOUSE

Important notes.

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and sending the signed copy to Tim Nye on behalf of the Company Secretary

- **By hand** delivering the signed copy to Cambian Healthcare Limited, 3 Bunhill Row, London, EC1Y 8YZ
- **Post** returning the signed copy by post to Cambian Healthcare Limited, 3 Bunhill Row, London, EC1Y 8YZ

By signing above, you indicate your agreement to the Resolutions. Please note that once you have indicated your agreement to the resolution, you may not revoke your agreement.

- 2 If you do not agree with the resolution, you do not need to do anything. If you do not reply, you will be deemed to have rejected the resolution.
- 3 Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.