

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of

ABINGTON PARK VETERINARY REFERRALS LIMITED

("Company")

Circulation Date – 4th October 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect as a special resolution (the "**Resolution**")

SPECIAL RESOLUTIONS

THAT the execution, delivery and performance by the Company of an amendment and restatement agreement between (1) Independent Vetcare Holdings Limited as Parent (2) Independent Vetcare Finance Limited as Bidco, (3) the subsidiaries listed in Schedule 1 therein as Obligors (including the Company) (4) HSBC plc as Arranger (5), (6), (7) and (8) HSBC Bank plc as Lender, Agent, Issuing Bank and Security Trustee respectively in relation to the senior sterling term and revolving facilities agreement dated 9 September 2011 between (1) the Parent (2) the Independent Vetcare Holdings Limited as Bidco, (3) the subsidiaries listed in Schedule 1 therein as Obligors (including the Company) (4) HSBC Bank plc as Arranger (5), (6), (7) and (8) HSBC Bank plc as Lender, Agent, Issuing Bank and Security Trustee respectively is for the benefit of and in the interests of the Company and is hereby approved

AGREEMENT

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

We, the undersigned, the sole shareholder and sole person entitled to vote on the Resolution at the time it was circulated, irrevocably agree to the Resolution

Director
For and on behalf of Independent Vetcare Limited

AD

4th October

2012

TUESDAY



A28 *A1J7125D* 09/10/2012 #197
COMPANIES HOUSE

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods -
 - **By Hand** delivering the signed copy to Sophie Linnell, at Pinsent Masons LLP, 3 Hardman Street, Manchester M3 3AU,
 - **Post** delivering the signed copy to Sophie Linnell, at Pinsent Masons LLP, 3 Hardman Street, Manchester M3 3AU,
 - **Fax** faxing the signed copy to 0161 234 8235 marked "For the attention of Sophie Linnell",
 - **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to sophie.linnell@pinsentmasons.com Please enter "Written resolutions dated October 2012" in the e-mail subject box
- 2 If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning