

Company Number 7191713

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**HATHOR CHELSEA LIMITED ("the Company")**

Circulation Date 23 March 2010

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On 23 March 2010 the following Written Resolution was duly passed as a special resolution of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006

**SPECIAL RESOLUTION**

That the Articles of Association of the Company be amended by adding a new Article 59 as follows

- 59 1 "Ordinary Share" shall mean an ordinary share of £1 each in the capital of the Company and "Preference Share" should mean a redeemable preference share of £1 each in the capital of the Company
- 59 2 The rights and privileges attached to the Ordinary Shares and the Preference Shares shall be as set out in this Article 59
- 59 3 As regards to voting
- 59 3 1 each holder of Ordinary Shares shall have one vote for each Ordinary Share held,
- 59 3 2 each holder of Preference Shares shall be entitled to receive notices of, and to attend at, general meetings of the Company, but shall not be entitled to vote on any resolution or to approve any written resolution unless
- 59 3 2 1 the Company shall have failed or been unable to redeem any Preference Share on the date on which it shall have fallen due for redemption or shall have failed to repay any principal monies of a loan from the holder of that Preference Share to the Company on the date on which it shall have fallen due for repayment, or

59 3 2 2 the resolution is for the winding-up of the Company or for the reduction of its share capital, or

59 3 2 3 the resolution is one which directly or indirectly varies, modifies, alters or abrogates any of the rights or privileges attached to the Preference Shares,

in which case each holder of Preference Shares have one vote for each such share held (in the case of Article 59 3 2 1, for so long as the Company's failure or inability to redeem any Preference Share continues, but not after it shall have redeemed the Preference Share in question)

59 4 As regards income, the profits of the Company available for distribution under Companies Act 2006 ("the Available Profits") shall be applied as follows

59 4 1 The holders of Preference shares shall not be entitled to be paid any dividend or distribution of Available Profits

59 4 2 Subject to Article 59 4 3, the Available Profits resolved to be distributed in any financial year of the Company shall be distributed by way of dividend to the holders of Ordinary Shares (to be divided amongst them in proportion to the number of Ordinary Shares held by them at the time such dividend is declared)

59 4 3 No dividend shall be paid or declared (without the prior approval of the holder of the Preference Shares) to the holders of Ordinary Shares unless and until all the Preference Shares shall have been redeemed

59 5 As regards capital, on a return of assets on a winding-up or a reduction of capital or otherwise, any surplus assets remaining after payment of all of the Company's liabilities, and the expenses of the winding-up, shall be applied as follows

59 5 1 First, in paying to the holders of the Preference Shares (in proportion to the number of such shares held by them) the amount paid up or credited as paid up on such shares

59 5 2 The balance of such assets shall be distributed against the holders of the Ordinary Shares (to be divided amongst the holders in proportion to the number of shares held by them)

59 6

59 6 1 The Preferences Shares shall be redeemed in full as follows

59 6 1 1 on the death of Hossam Ibrahim Abdalla ("Mr Abdalla"),

59 6 1 2 on Mr Abdalla ceasing to be a director of the Company, or

59 6 1 3 on Mr Abdalla ceasing to be the clinical director of the Lister Fertility Clinic at the Lister Hospital, Chelsea Bridge Road, London, SW1W 8RH

59 6 2 Subject to the provisions of the Companies Acts, the Company may by giving not less than 28 days' notice in writing to the holders of the Preference Shares, and the holders of the Preference Shares may by giving not less than 28 days' notice in writing to the Company require the Company to, redeem all or some of the Preference Shares

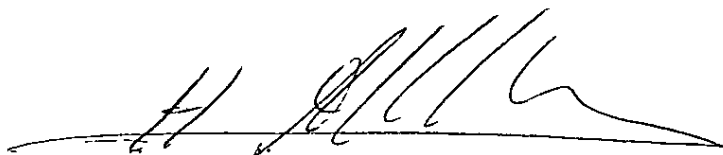
59 6 3 On the due date for the redemption of any Preference Shares, the Company shall pay to each holder of Preference Shares the amount payable in respect of such redemption and, upon receipt of that amount, each such holder shall surrender to the Company the certificate for his holding of Preference Shares which are to be redeemed in order that they may be cancelled, provided that, if any certificate so surrendered includes any Preference Shares not redeemable at that time, the Company shall issue to the holder a fresh certificate for the balance of the Preference Shares not redeemable If there is more than one holder of Preference Shares, any redemption shall be made amongst such holders pro rata (as nearly as may be possible) to their respective holdings of Preference Share

59 6 4 The Company shall, as a condition of redemption, pay on each Preference Share redeemed the amount paid up or credited as paid up

59 6 5 Where redemption of any tranche of the Preference Shares is due on a day which is not a business day, such redemption shall take place on the next business day immediately following such due date for redemption "Business day" means a day (other than a Saturday or Sunday) on which banks in the City of London are open for business

59 6 6 If by reason of the provisions of the Companies Acts, the Company is unable to redeem in full on the due date for the redemption of any Preference Share the Preference Shares then falling for redemption, the Company shall redeem such Preference Shares as soon thereafter as the Companies Acts permits

59 7 Save as provided otherwise in these Articles, the Ordinary Shares and the Preference Shares shall rank pari passu

A handwritten signature in black ink, consisting of a series of loops and strokes, positioned above a horizontal line.

**Director**