

Company number 7191713  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION

of

HATHOR CHELSEA LIMITED ("the Company")

("Circulation Date")  
(14<sup>th</sup> August 2010)

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 special resolution ("**Resolution**")

**SPECIAL RESOLUTION**

That the Articles of Association of the Company be, and are hereby, amended by

1 1 Adding a new Article 41 7 as follows

"Subject to the above provisions of this Article 41 and any Ordinary Shares purchased thereunder, Mr Abdalla or his personal representatives may transfer all or some of the Ordinary Shares held by him (which are eligible to be Transfer Shares under Article 41 1 ) pursuant to any put and call option agreement entered into by Mr Abdalla, the company and any third party under which Mr Abdalla grants to such third party the option to require Mr Abdalla or his personal representatives to sell any such shares to such party or such third party grants to Mr Abdalla the option to require the third party to purchase any of his shares "

1 2 Adding a new Article 42 7 as follows

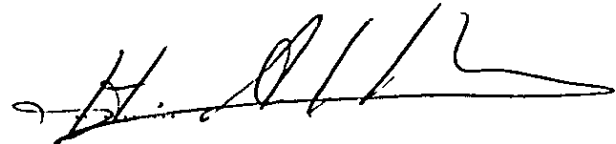
"Subject to the above provisions of this Article 42 and Article 43 and any Ordinary Shares purchased thereunder, a holder of Ordinary Shares who is an Employee Shareholder (excluding a Bad Leaver) may transfer all or some of such shares held by him pursuant to any put and call option agreement entered into by him, the company and any third party under which he grants to such third party the option to require such holder to sell any such Shares to such party or such third party grants to such holder the option to require the third party to purchase any of his shares"

**AGREEMENT**

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

The undersigned, the only person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution

Signed by HOSSAM IBRAHIM ABDALLA



Date 11 / 8 / 2010

**NOTES**



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COMPANIES HOUSE

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to In Vitro Fertilisation Unit, the Lister Hospital, Chelsea Bridge Road, London, SW1W 8RU

You may not return the Resolution to the Company by any other method

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

- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, by the expiry of 28 days starting with the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date

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