

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES**

Allington Dental Care Limited

("Company")

Written Resolution

1 August 2013
("Circulation Date")

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 special resolutions

SPECIAL RESOLUTIONS

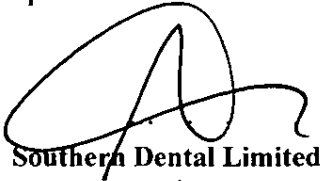
- 1 That the terms of, and transactions contemplated by, an amendment and restatement agreement (the "Amendment and Restatement Agreement") relating to a £33,050,000 facilities agreement originally dated 29 October 2012, and made between (1) Southern Dental Limited (2) the Original Borrowers (as defined therein, and including the Company) (3) the Original Guarantors (as defined therein, and including the Company) and (4) Santander UK plc as lender, be and are approved
- 2 That, notwithstanding any provisions of the Company's memorandum and articles of association or any personal interest of any of the Company's directors, any of the Company's directors be and are hereby empowered, authorised and directed to execute and deliver the Amendment and Restatement Agreement (and other documents to be delivered pursuant to the Amendment and Restatement Agreement) for and on behalf of the Company (in such manner and subject to such changes as any director, in his absolute discretion, thinks fit)

AGREEMENT

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



We, being the sole eligible member(s) of the Company, hereby irrevocably agree to the Special Resolutions


Southern Dental Limited

Date 1 August 2013

NOTES:

- 3 If you agree with the resolutions, please indicate your agreement by signing and dating this document where indicated above and delivering the signed copy by hand to any director of the Company. If you do not agree to the resolutions, you do not need to do anything. You will not be deemed to agree to the resolutions if you fail to reply.
- 4 If you agree with the resolutions, please ensure that your agreement reaches us on or before the date which is 28 days from and including the Circulation Date set out above (the "End Date"). If your agreement reaches us after the End Date, it will be ineffective. Further, unless by the end date sufficient agreement has been received for these resolutions to pass, they will lapse.