

Company number: 07712220

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS OF NMC HEALTH PLC
(the Company)

At the Annual General Meeting of the Company duly convened and held at Allen & Overy LLP, One Bishops Square, London E1 6AD on Thursday June 20th, 2019 at 2.30 p.m. the following resolutions were duly passed as special resolutions of the Company:

SPECIAL RESOLUTIONS

Resolution 18: THAT the Directors be generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the Act), to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company:

- (i) up to a maximum aggregate nominal amount of £1,043,361.00, (such amount to be reduced by the nominal amount of any equity securities (as defined in section 560 of the Act) allotted under paragraph (ii) below); and
- (ii) comprising equity securities (as defined in section 560 of the Act) of the Company and be given the power to allot such equity securities for cash (including where such allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act) as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £1,043,361.00, (such amount to be reduced by the nominal amount of any equity securities allotted under paragraph (i) above)

provided that this authority shall expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution or at the close of business on 30 June 2020, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require shares or other equity securities to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or other equity securities or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the power and authority conferred hereby had not expired.

Any previous unutilised authorities under sections 551, 570 and 573 of the Companies Act 2006 shall cease to have effect.

Resolution 19: THAT if resolution 18 is passed, the Directors be authorised, in addition to any authority granted under resolution 18, pursuant to section 551 of the Act, to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company:

- (i) up to a maximum aggregate nominal amount of £1,043,361.00, (such amounts to be reduced by the nominal amount of any equity securities (as defined in section 560 of the Act) allotted under paragraph (ii) below); and

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(ii) comprising equity securities (as defined in section 560 of the Act) of the Company and be given the power to allot such equity securities for cash (including where such allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act) as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £1,043,361.00, (such amounts to be reduced by the nominal amount of any equity securities allotted under paragraph (i) above),

provided that:

(iii) the additional authority provided for in this resolution 19 is used only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place prior to the allotment and is disclosed in the announcement of the allotment; and

(iv) this additional authority shall expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution or at the close of business on 30 June 2020, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require shares or other equity securities to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or other equity securities or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the power and authority conferred hereby had not expired.

Any previous unutilised authorities under sections 551, 570 and 573 of the Companies Act 2006 shall cease to have effect.

Resolution 20: THAT article 50 of the Company's Articles of Association be amended with the word "twelve" being deleted and the word "fourteen" being inserted in its place.

Resolution 21: THAT a general meeting (other than an annual general meeting) may be called on not less than 14 clear days' notice.



Mr Simon Watkins

Group Company Secretary