

Company number 09355671

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF THE SOLE MEMBER**

**OF**

**PROMEDICA PLUS UK LIMITED ("the Company")**

Date of Circulation. 4 January 2016

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

**SPECIAL RESOLUTION**

THAT the Articles of Association of the Company be and is hereby amended by the deletion of the existing article 17 and the inclusion of the following new article 17 in place of the existing article 17

**APPOINTMENT AND REMOVAL OF DIRECTORS**

**Methods of appointing and removing directors**


**17.—(1)** A member or members holding a majority in nominal amount of the issued shares which confer the right to attend and vote at general meetings shall have the power at any time and from time to time to appoint any person as a director either as an additional director or to fill any vacancy and to remove from office any director however appointed

**(2 )** Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a Company signed by one of its directors on its behalf, may consist of several documents in the like form each signed by or on behalf of a member as aforesaid and shall take effect upon communication to the registered office of the Company by physical or electronic delivery or by any means of communication which produces an independent written facsimile or other documentary record of what is communicated

**(3)** A person ceases to be a director as soon as that person ceases to participate in the decision-making processes of the directors for a period exceeding 6 months. The chairman's decision as to whether such cessation has occurred shall be final and binding



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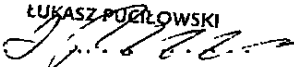
  
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## AGREEMENT

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

We, the undersigned, being the sole member of the Company entitled to vote on the Resolution on the date of circulation as stated above, hereby irrevocably agree to the Resolution

Signed

ŁUKASZ PUZIŁOWSKI  
  
Prezes Zarządu

TOMASZ BRZEZIŃSKI  
  
Wiceprezes Zarządu

Promedica Care Spółka z ograniczoną odpowiedzialnością

Date

04. Jan 2016

## NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed document to the Company either by hand or by post. You may not return the Resolution to the Company by any other method.
- 2 If you do not agree to the Resolution, you do not need to do anything and 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 Unless, by the date that is 28 days after the date of circulation stated above, your agreement to the Resolution has been received, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company before that date.