

**BDF HOLDINGS LIMITED**  
(the "Company")

**Resolution in writing of all the members of the Company pursuant to Regulation 53 of Table A of the schedule to the Companies Act 1985, as amended, which provision is incorporated by reference in the Articles of Association of the Company**

We, being the holder of the entire issued share capital of the Company and being the sole member of the Company having the right to vote at a general meeting of the Company, HEREBY PASS the following resolution as a written resolution in writing of the Company.

**RESOLUTION**

- 1 THAT the terms of, the arrangements contemplated by and the execution, delivery and performance by the Company of the following (collectively the "Documents"):
  - 1.1 an accession agreement to be entered into between InHealth Group Limited (the "Parent"), the Company and The Governor and Company of The Bank of Scotland (the "Bank") in order for the Company to accede to a guarantee (dated 1 November 2004 and made between the Parent, the original companies listed in Schedule 2 thereto as Obligors and the Bank as a guarantor);
  - 1.2 an upstream inter-group loan agreement to be entered into between, amongst others, the Company and the Parent; and
  - 1.3 an accession agreement to be entered into between, amongst others, the Company, the Parent and the Bank pursuant to which the Company would accede to the existing working capital facility agreement dated 1 November 2004 (as amended from time to time),

BE HEREBY APPROVED as being in the best interests of the Company of commercial benefit to the Company and for the purpose of carrying on the Company's business, there being full and fair consideration to the Company for the obligations which would be undertaken by the Company pursuant to or in respect of the such Documents.

- 2 THAT any act done or document executed pursuant to any of the foregoing paragraphs shall be valid, effective and binding upon the Company notwithstanding any limitation on the powers of the directors of the Company contained in or incorporated by reference in the Company's articles of association (any such limitation being hereby suspended, waived, relaxed, or abrogated to the extent requisite to give effect to the foregoing resolutions).

  
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InHealth Clinical Solutions Limited

Dated: 14 October 2005

