

Company number: 4227738

JMH (Welshpool) Limited
(the "Company")

WRITTEN RESOLUTIONS

Circulation date: 23 October 2007

WEDNESDAY



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:

1. THAT the Articles of Association of the Company be and are hereby altered by:

1.1 the insertion of a new Article 19 as follows:

"Notwithstanding anything contained in these Articles to the contrary, the directors will register any transfer of shares and may not suspend the registration of the transfer of shares if such transfer:

- (a) is to the holder of any security interest in the shares from time to time (the "Lender");
- (b) is delivered to the Company for registration by the Lender in order to perfect its security over such shares; or
- (c) is executed by the Lender pursuant to a power of sale or other power under such security.

Notwithstanding anything contained in these Articles to the contrary, any lien attaching to the shares of the Company shall not apply in the event of a transfer of shares to the Lender." and

1.2 the addition of "Subject to Article 19," at the beginning of Article 18.

For

Against



2. THAT:

(a) the Company's execution and delivery of each of the documents listed below is hereby approved:

- (i) an accession letter to the Mezzanine Loan Agreement;
- (ii) a deed of accession and charge to the Mezzanine Debenture;
- (iii) a deed of accession to the Intercreditor Agreement;
- (iv) a deed of accession to the Subordination Deed; and
- (v) Intra-Group Loan Agreement,

(each as defined in the minutes of the meeting of the board of directors held on October 2007 (the "Minutes")) (together "the Documents");

- (b) the Company's entry into and performance of the Documents will promote the Company's success for the benefit of its members as a whole;
- (c) the Company be authorised to give financial assistance (falling within the definition contained in section 152 of the Companies Act 1985) described in the declaration sworn by the directors of the Company, a copy of which is annexed hereto and initialled for the purposes of identification (the "**Statutory Declaration**") and to enter into the Documents (the provision of such financial assistance will promote the Company's success for the benefit of the members as a whole); and
- (d) this resolution should have effect as a special resolution notwithstanding any provision of the Company's articles of association.

The signed Statutory Declaration and annexed Auditors' Report (as defined in the Minutes) required by the Act have been made available to each of the Members of the Company.

For

Against



3. THAT notwithstanding any personal interest, the board of directors of the Company be specifically authorised, empowered and directed in the name of and on behalf of the Company to execute and deliver each of the Documents (in the form produced to the meeting or with such amendments as they shall in their discretion approve).

For

Against



AGREEMENT

I, the undersigned, being a person entitled to vote on the above resolutions on 24 October 2007, irrevocably agree to those resolutions next to which I have entered an 'X' in the 'For' box.

Signed:


JOHN HENRY HULSE

Date: 24 October 2007

Notes

1. If you agree with a resolution, please signify your agreement by putting an 'X' in the 'For' box next to that resolution. If you do not agree with a resolution, please put an 'X' in the 'Against' box next to that resolution or leave both boxes next to that resolution blank. Once you have made your choices, please sign and date this document where indicated above, and return it to the Company using one of the following methods:
 - by hand: deliver the signed document to David Whittaker or Amit Nayyar
 - by post: send the signed document by post to David Whittaker c/o Amit Nayyar, Atlantic House, Holborn Viaduct, London, EC1A 2FG
 - by e-mail: attach a scanned copy of the signed document to an e-mail and send it to David Whittaker c/o amit.nayyar@lovells.com. Please type **"Written resolutions"** in the e-mail subject box.
 - by fax: fax the signed document to 020 7296 2001, marked for the attention of Amit Nayyar.
2. If any resolution is not agreed to by the necessary majority, that resolution will lapse on 20 November 2007. You will not be taken to have agreed to any of the resolutions until the Company actually receives this signed document from you, so please ensure that we receive it no later than 20 November 2007.
3. Once you have signified your agreement to any of the resolutions, you are not permitted to revoke your agreement.
4. If you do not agree with any of the resolutions, you do not need to do anything. You will not be deemed to agree if you do not reply.
5. If you are signing this document on behalf of someone else under a power of attorney or other authority, please enclose a copy of the power of attorney or authority when you return it to us.

Company number: 4227738

JMH (Welshpool) Limited
(the "Company")

WRITTEN RESOLUTIONS



A70

A3TKAU93
31/10/2007
COMPANIES HOUSE

4

Circulation date: 23 October 2007

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:

1. THAT the Articles of Association of the Company be and are hereby altered by:

1.1 the insertion of a new Article 19 as follows:

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- (v) Intra-Group Loan Agreement,

(each as defined in the minutes of the meeting of the board of directors held on October 2007 (the "Minutes")) (together "the Documents");

- (b) the Company's entry into and performance of the Documents will promote the Company's success for the benefit of its members as a whole;
- (c) the Company be authorised to give financial assistance (falling within the definition contained in section 152 of the Companies Act 1985) described in the declaration sworn by the directors of the Company, a copy of which is annexed hereto and initialled for the purposes of identification (the "**Statutory Declaration**") and to enter into the Documents (the provision of such financial assistance will promote the Company's success for the benefit of the members as a whole); and
- (d) this resolution should have effect as a special resolution notwithstanding any provision of the Company's articles of association.

The signed Statutory Declaration and annexed Auditors' Report (as defined in the Minutes) required by the Act have been made available to each of the Members of the Company.

For

Against

3. THAT notwithstanding any personal interest, the board of directors of the Company be specifically authorised, empowered and directed in the name of and on behalf of the Company to execute and deliver each of the Documents (in the form produced to the meeting or with such amendments as they shall in their discretion approve).

For

Against

AGREEMENT

I, the undersigned, being a person entitled to vote on the above resolutions on 24 October 2007, irrevocably agree to those resolutions next to which I have entered an 'X' in the 'For' box.

Signed: K.H. Hulse
KATHRYN HELEN HULSE

Date: 24 October 2007

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 - by post: send the signed document by post to David Whittaker c/o Amit Nayyar, Atlantic House, Holborn Viaduct, London, EC1A 2FG
 - by e-mail: attach a scanned copy of the signed document to an e-mail and send it to David Whittaker c/o amit.nayyar@lovells.com. Please type "Written resolutions" in the e-mail subject box.
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(the "Company")

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31/10/2007
COMPANIES HOUSE

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AGREEMENT

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Signed: *S. Murali*
JOHN MUNROE HOSPITAL LIMITED

Date: 24 October 2007

Notes

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