Sutherland Health Group Plc

Company Number 5255086

At the duly convened Annual General Meeting of the Company held at Unit 1, Rivermead, Pipers Way, Thatcham, Berkshire, RG19 4EP on Tuesday 29th September 2015 at 11.30am the following Special Resolution was duly passed by Members;

Ordinary Resolution

5 That, for the purposes of section 551 of the Companies Act 2006, the Directors are hereby generally and unconditionally authorised 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 provided that,

5.1 the maximum allotment of equity securities is up to an aggregate nominal value of £300,000; and
5.2 this authority shall expire, unless sooner revoked or varied by the Company in general meeting, on 31st December 2017 or the date of the next Annual General Meeting save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the Directors may pursuant to such an offer or agreement, allot shares or grant rights to subscribe for or to convert any security into shares after such authority has expired in pursuance of such offer or agreement as if the authority had not expired

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act

6. To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

That, subject to and in accordance with the Companies Act 2006 of the United Kingdom, as in force or as amended and re-enacted from time to time

- the Company may supply documents or information to members, or persons nominated by members, by making them available on a website and
- a person in relation to whom the following conditions are met is taken to have agreed that the Company may supply documents or information in that manner
- the person has been asked individually by the Company to agree that the Company may supply documents or information generally, or the documents or information in question, by means of a website; and

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- the Company has not received a response with the period of 28 days beginning with the date on which the Company's request was sent

**Special Resolution**

7 That, subject to the passing of Resolution 5, the Directors of the Company are hereby generally empowered to allot equity securities (within the meaning of section 560 of the Companies Act 2006) pursuant to the authority conferred by Resolution 5, as if section 561 of the Companies Act 2006 did not apply to any such allotment, provided that.

7.1 the maximum allotment of equity securities is up to an aggregate nominal value of £300,000; and

7.2 the power shall expire, unless sooner revoked or varied by the Company on 31st December 2017 or the date of the next Annual General Meeting of the Company save that the Directors may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may pursuant to such an offer or agreement, allot equity securities after such authority has expired in pursuance of such offer or agreement as if the power conferred by this Resolution had not expired

**3rd September 2015**

**By Order of the Board**

Stephen J Coke  
Secretary  
Registered office -  
Unit 1 Rivermead  
Pipers Way  
Thatcham  
Berkshire  
RG19 4EP