The Hospital Company (Sandwell) Limited  
(Company Number 09822818)  
(the "Company")

Written Record of decisions by the Sole Member of the Company

Written record under section 357, Companies Act 2006 of decisions (which may be taken by the Company in general meeting) taken by the Sole Member of the Company on 8 December 2015

The following resolutions, having effect as special resolutions, were approved on the above date by the undersigned Sole Member of the Company

SPECIAL RESOLUTIONS

1. THAT the directors shall have the powers to issue and allot shares as set out below

<table>
<thead>
<tr>
<th>Allottee</th>
<th>Class</th>
<th>No. of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>The Hospital Company (Sandwell) Holdings Limited</td>
<td>Ordinary</td>
<td>999</td>
</tr>
</tbody>
</table>

2. THAT the articles of association of the Company be amended by the insertion of the following new article 18A

18A Appointment and removal of alternate directors

18A 1 Any director may at any time appoint any person (including another director) to be the director’s alternate director and may at any time terminate such appointment. Such appointment or termination of appointment must be made by notice in writing signed by the director concerned and deposited at the Company’s registered office or delivered at a meeting of the directors. Unless previously approved by the directors or unless the appointee is another director, the appointment of an alternate shall have effect only once it has been approved.

18A 2 An alternate director shall be entitled to receive notice of all meetings of the directors and of all meetings of committees of directors of which the director for whom he is the alternate director is entitled, to attend, speak and vote at such meetings at which that director is not personally present, and generally to perform all the functions of that director in his absence.

18A 3 An alternate director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent as if he were a director.
3 THAT

- Jo Fox, having consented to act, be and is hereby appointed as a director of the Company with immediate effect,
- Roger Robinson, having consented to act, be and is hereby appointed as a director of the Company with immediate effect,
- Mark Morgan, having consented to act, be and is hereby appointed as a director of the Company with immediate effect,
- Martyn Palmer, having consented to act, be and is hereby appointed as a director of the Company with immediate effect, and
- Martyn Trodd, having consented to act, be and is hereby appointed as a director of the Company with immediate effect

Signed for and on behalf of
Jane Mackreth

Date 8/12/15