

**THE COMPANIES ACT 2006**  
**ORDINARY & SPECIAL RESOLUTION**  
**OF**  
**THE PHYSICIANS' CLINIC LIMITED**

Company Number 7470937

At a General Meeting of the Company held at

13-14 Devonshire Street, London

on the 29th day of March 2012

the following resolution was passed as an Ordinary Resolution

1 **THAT** under the terms of new Companies Act 2006 and at the adoption of the new Articles the authorised share capital be dispensed with and limits applied to the directors authority as set out in the new Articles attached **THAT** the 50 issued shares held by Timothy John Strawbridge and the 50 issued shares held by Dr Paul Alexander Glynn and the 33 issued shares held by Dr Huw Lewis Clarke Beynon and the 33 issued shares held by Dr Andrew John Bishop be reclassified as "A" Ordinary Shares of £1 each The new Articles will allow for a share capital that is comprised of "A" Ordinary Shares of £1 each and "B" Ordinary Shares of £1 each and "C" Ordinary Shares of £1 each

2 **THAT** the Directors are unconditionally authorised pursuant to S 511 of the Companies Act 2006 to allot all shares in the share capital of the Company which are unissued at the time of the passing of this resolution at any time or times during the period of five years from the date hereof

**SPECIAL RESOLUTION**

The following Resolution was passed as a Special Resolution:

1. **THAT** the company update its articles in line with the new Companies Act 2006 and that the regulations set forth in the printed document produced to this meeting be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all existing Memorandum and Articles thereof

Dated this 29<sup>th</sup> Day of March 2012

  
Timothy John Strawbridge (Director)

THURSDAY



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COMPANIES HOUSE

**MINUTES OF A SECOND BOARD MEETING**  
**OF**  
**THE PHYSICIANS' CLINIC LIMITED**

Company Number 7470937

Minutes of a meeting of the Board of Directors

held at 13-14 Devonshire Street, London

on the 29th day of March 2012

Present Timothy John Strawbridge (Chairman)

Dr Paul Alexander Glynne

Dr Huw Lewis Clarke Beynon

Dr Andrew John Bishop

1 The Secretary reported that the General Meeting held immediately prior to this meeting the following Ordinary & Special Resolutions had been passed

A **THAT** under the terms of new Companies Act 2006 and at the adoption of the new Articles the authorised share capital be dispensed with and limits applied to the directors authority as set out in the new Articles attached. **THAT** the 50 issued shares held by Timothy John Strawbridge and the 50 issued shares held by Dr Paul Alexander Glynne and the 33 issued shares held by Dr Huw Lewis Clarke Beynon and the 33 issued shares held by Dr Andrew John Bishop be reclassified as "A" Ordinary Shares of £1 each. The new Articles will allow for a share capital that is comprised of "A" Ordinary Shares of £1 each and "B" Ordinary Shares of £1 each and "C" Ordinary Shares of £1 each

B **THAT** the Directors are unconditionally authorised pursuant to S 551 of the Companies Act 2006 to allot all shares in the share capital of the Company which are unissued at the time of the passing of the resolution at any time or times during the period of five years from the date hereof

**SPECIAL RESOLUTION**

1. **THAT** the company update its articles in line with the new Companies Act 2006 and that the regulations set forth in the printed document produced to this meeting be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all existing Memorandum and Articles thereof

2 The Secretary reported that the following persons had applied for £1 Ordinary shares in the Company, as set against each persons name.

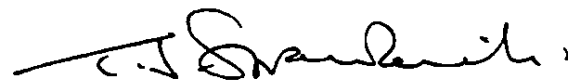
Name	No of Shares	Class
1 Timothy John Strawbridge	50	A Ordinary
2 Dr Paul Alexander Glynne	50	A Ordinary
3. Dr Huw Lewis Clarke Beynon	33	A Ordinary
4 Dr Andrew John Bishop	33	A Ordinary
5 Timothy John Strawbridge	100	B Ordinary
6 Dr Paul Alexander Glynne	100	B Ordinary
7 Dr Huw Lewis Clarke Beynon	50	C Ordinary
8 Dr Andrew John Bishop	50	C Ordinary

Those persons were all present and paid in full for the respective shares

Accordingly, it was resolved that these shares should be allotted and credited as fully paid and the Director or Secretary (if appointed) was to issue share certificates to those persons for their respective shares

3 The Secretary (if appointed) or Director was instructed to file the Ordinary & Special Resolution with the Registrar of Companies along with form SH01

4 There being no further business the meeting was declared closed



Timothy John Strawbridge

Chairman