

THE COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS
OF
FRESENIUS MEDICAL CARE RENAL SERVICES (UK) LIMITED
("the Company")

Passed on 18th September 2014

The following resolutions were duly passed as special resolutions on 18th September 2014 by way of written resolutions under Chapter 2 of Part 13 of the Companies Act 2006

SPECIAL RESOLUTIONS

- 1 THAT the Company's articles of association be amended by -
 - 1 1 the revocation and removal of the statement of authorised share capital which immediately prior to 1 October 2009 was included at paragraph 5 of the Company's memorandum of association, and
 - 1 2 the deletion of the existing article 2(a) and its replacement with the following article -

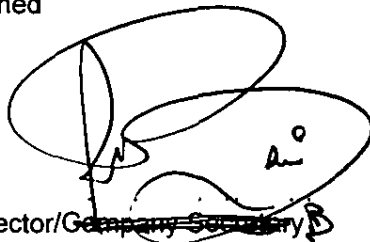
"(a) the share capital of the Company is divided in "A" Shares of £1 each and "B" Shares of £1 each"
- 2 THAT, in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot shares of any class in the Company or grant rights to subscribe for or to convert any security into such shares ("Rights") up to an aggregate nominal amount of £4,300,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of the passing of this resolution 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 and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

0
allot

10

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006

Signed



Director/Company Secretary

FRIDAY



A3HR0JGJ
A35 03/10/2014 #9
COMPANIES HOUSE