

MINUTES OF A FIRST 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 It was resolved to convene a General Meeting forthwith to consider the following Ordinary & Special Resolutions

ORDINARY RESOLUTIONS

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 be 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 this resolution at any time or times during the period of five years from the date hereof

THURSDAY



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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 appropriate notice to convene such a meeting was produced by the Secretary and was approved

3 There being no further business the meeting was declared closed

A handwritten signature in black ink, appearing to read 'TJ Strawbridge', with a long horizontal stroke extending to the left.

Timothy John Strawbridge

Chairman

NOTICE OF A GENERAL MEETING
OF
THE PHYSICIANS' CLINIC LIMITED

Company Number - 7470937

Notice is hereby given that a General Meeting of the Company will be held at
13-14 Devonshire Street, London
on the 29th day of March 2012 at 8pm

When the following resolutions will be proposed as Ordinary and Special Resolutions

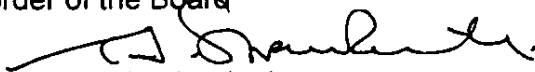
1 **THAT** under the terms of new Companies Act 2006 and at the adoption of the new Articles the authorised share capital be dispensed with and limits applied to the directors authority as set out in the new Articles attached. **THAT** the 50 issued shares held by Timothy John Strawbridge and the 50 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 be 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 this 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

By order of the Board


Timothy John Strawbridge

*A member entitled to attend and vote at the above mentioned meeting is entitled to appoint a proxy, who need not be a member of the company, to attend and vote in his stead

THURSDAY

FORM OF CONSENT
ORDINARY & SPECIAL RESOLUTION
OF
THE PHYSICIANS' CLINIC LIMITED

Company Number 7470937

To the Directors

We, the undersigned, being the holders of 90% in nominal value of the shares of the above named company, do hereby signify our consent to a General Meeting of the Company


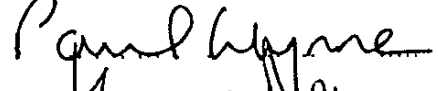


On the 29th day of March 2012

(notwithstanding that the meeting is called by shorter notice than that specified in section 307 of the Companies Act 2006), for the purpose of considering the Ordinary and Special Resolution set out in the notice convening the said meeting, a copy whereof has, for the purpose of identification, been signed by us

Dated this 29th day of March 2012

Signatures

Names

Timothy John Strawbridge

Dr Paul Alexander Glynn

Dr Huw Lewis Clarke Beynon

Dr Andrew John Bishop