

Company Number: 06343757

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**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTIONS**

**OF**

**FAGRON UK LTD**

**(the "Company")**

**Circulated on November 19 2008 (the "Circulation Date")**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary resolutions (the "**Resolutions**").

**ORDINARY RESOLUTIONS**

- 1 **THAT**, the authorised share capital of the Company be and hereby is increased from £100 divided into 100 ordinary shares of £1.00 each to £500,000 divided into 500,000 ordinary shares of £1.00 each by the creation of 499,900 ordinary shares of £1.00 each, such new ordinary shares of £1.00 each to rank pari passu with the existing ordinary shares of £1.00 each of the Company.
- 2 **THAT**, pursuant to section 80 of the Companies Act 1985 (the "**Act**"), the directors of the Company be and hereby are authorised generally and unconditionally to allot relevant securities of the Company (as defined in section 80 of the Act) up to an aggregate nominal amount of £500,000, provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors of the Company may allot the relevant securities in pursuance of such offer or agreement, as if the authority conferred hereby had not expired.

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the sole member entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

MONDAY



LD9 01/12/2008 397  
COMPANIES HOUSE



ARSEUS B.V.

Represented by its director Gerardus van Jeveren  
for and on behalf of Fagron Group B.V.



ARSEUS B.V.

Represented by its director Frank Verbakel  
for and on behalf of Fagron Group B.V.

**Dated: November 19 2008**

**NOTES**

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of them. If you agree with all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. If you do not agree to any of the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless sufficient agreement has been received for the Resolutions to pass before the end of the period of 28 days beginning on the Circulation Date, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.