

Company number: 03033634

PRIMARY HEALTH PROPERTIES PLC
(the "Company")

THE COMPANIES ACTS 1985 TO 2006

PUBLIC COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

PASSED ON 2 DECEMBER 2013

At a General Meeting of the members of the Company duly convened and held at Ground Floor, Ryder Court, 14 Ryder Street, London SW1Y 6QB on 2 December 2013 at 10.00 a.m., the following ordinary and special resolutions were duly passed:

Capitalised expressions used but not defined in these Resolutions have the meanings given to them in the Prospectus issued by the Company dated 15 November 2013.

Ordinary Resolutions

1. THAT, subject to Resolutions 2 and 3 below being passed the proposed acquisition by the Company of the entire issued share capital of Prime Public Partnerships (Holdings) Limited (the "Acquisition") on the terms and subject to the conditions contained in the Acquisition Agreement (as defined in the prospectus and circular to shareholders of the Company together with the notice of general meeting (the "Prospectus"), a copy of which is produced to the meeting and signed for identification purposes by the chairman of the meeting) together with the associated and/or ancillary agreements contemplated by the Acquisition Agreement and/or described in the Prospectus, be and is hereby approved and the directors of the Company (the "Directors") (or any duly constituted committee thereof) be and hereby are authorised to: (i) take all such steps as the Directors consider to be necessary or desirable in connection with, and to implement, the Acquisition; and (ii) agree such modifications, variations, revisions, waivers or amendments to the terms and conditions of the Acquisition and/or the Acquisition Agreement together with the associated and/or ancillary agreements contemplated by the Acquisition Agreement and/or described in the Prospectus (provided such modifications, variations, revisions, waivers or amendments are not a material change to the terms of the Acquisition), and to any documents and arrangements relating thereto as they may in their absolute discretion think fit.

2. THAT, subject to the passing of Resolution 1, the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "2006 Act") in substitution for all existing authorities:

2.1 to exercise all the powers of the Company to allot shares and to make offers or agreements to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (together "Relevant Securities") up to an aggregate nominal amount of £18,537,180; and

2.2 to exercise all the powers of the Company to allot equity securities (within the meaning of section 560 of the 2006 Act) up to an additional aggregate nominal amount of £18,537,180 provided that this authority may only be used in connection with a rights issue in favour of holders of ordinary

shares and other persons entitled to participate therein where the equity securities respectively attributable to the interests of all those persons at such record dates as the directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever,

provided that the authorities in 2.1 and 2.2 shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or if earlier on the date which is 15 months after the date on which this resolution is passed, except that the Company may before such expiry make an offer or agreement which would or might require Relevant Securities or equity securities as the case may be to be allotted after such expiry and the directors may allot Relevant Securities or equity securities in pursuance of any such offer or agreement as if the authority in question had not expired.

Special Resolutions

3. THAT, subject to the passing of Resolutions 1 and 2, the Directors be and are empowered, in accordance with sections 570 and 573 of the 2006 Act, to allot equity securities (as defined in section 560(1) of the 2006 Act) for cash pursuant to the authority conferred by Resolution 2 or by way of a sale of treasury shares as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:

3.1 the allotment of equity securities in connection with a rights issue or other pro rata offer (but, in the case of the authority conferred by paragraph 2.2, by way of a rights issue only) in favour of holders of ordinary shares and other persons entitled to participate therein where the equity securities respectively attributable to the interests of all those persons at such record dates as the directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject in each case to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever; and

3.2 the allotment (otherwise than pursuant to paragraph 3.1 above) of equity securities up to an aggregate nominal amount of £2,780,577,

and shall expire upon the expiry of the general authority conferred by Resolution 2 above, except that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted and/or shares held by the Company in treasury to be sold or transferred after such expiry and the directors may allot equity securities and/or sell or transfer shares held by the Company in treasury in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

4. THAT, subject to the passing of Resolutions 1, 2 and 3, the Company be and is hereby generally and unconditionally authorised, in accordance with section 701 of the 2006 Act, to make market purchases (within the meaning of section 693(4) of the 2006 Act) of ordinary shares of 50 pence each in the capital of the Company on such terms and in such manner as the directors may from time to time determine provided that:

- (a) the maximum number of ordinary shares authorised to be purchased is 11,122,308;
- (b) the minimum price which may be paid for an ordinary share is 50 pence (exclusive of expenses payable by the Company);
- (c) the maximum price which may be paid for an ordinary share (exclusive of expenses payable by the Company) cannot be more than the higher of:
 - (i) 105 per cent. of the average market value of an ordinary share for the five business days prior to the day on which the ordinary share is contracted to be purchased; and
 - (ii) the value of an ordinary share calculated on the basis of the higher of:
 - (i) the last independent trade of; or
 - (ii) the highest current independent bid for any number of ordinary shares on the trading venue where the market purchase by the Company will be carried out;

and the authority conferred by this Resolution shall expire at the conclusion of the next annual general meeting of the Company except that the Company may before such expiry make a contract to purchase its own shares which will or may be completed or executed wholly or partly after such expiry.



Signed Chairman of the General Meeting

Name GRAEME ELLIOT

Date 2.12.13

