

COMPANIES (GUERNSEY) LAW, 2008

RESOLUTIONS

OF

ASSURA GROUP LIMITED

At the annual general meeting of the Company held on 9 September 2010 the following resolutions concerning special business were duly passed as specified below:

- 1 That the directors be generally and unconditionally authorised in accordance with the statutes to exercise all the powers of the Company to allot, grant rights to subscribe for, or to convert any security into, shares in the Company:
 - (a) up to an aggregate nominal amount of 105,820,000 ordinary shares of 10p each and 20,000,000 Preference shares of 10p each; and
 - (b) up to a further aggregate nominal amount of 105,820,000 ordinary shares of 10p each in connection with an offer by way of a rights issue, such authorities to expire 15 months after the passing of this resolution or, if earlier, on the date of the annual general meeting held in 2010 (or adjournment thereof) after the passing of this resolution. Notwithstanding such expiry, the authorities shall in each case still permit the Company to make allotments of relevant securities in respect of offers or agreements made before such expiry, which would or might require relevant securities to be allotted after such expiry. These authorities revoke all previous authorities to directors without prejudice to any allotment of securities made pursuant to such authorities.

For the purposes of this resolution "rights issue" means an offer to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class) to subscribe further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to (i) fractions of such securities, (ii) the issue, transfer and/or holding of any securities in certificated form or in uncertificated form, (iii) the use of one or more currencies for making payments in respect of such offer, (iv) any such shares or other securities being represented by depositary receipts, (v) treasury shares or (vi) any legal or practical problems arising under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory.

- 2 That the Company be and is generally and unconditionally authorised for the purposes of the statutes to make one or more market purchases and/or acquisitions (within the meaning of the statutes) on the London Stock Exchange of ordinary shares in the capital of the Company and, where shares are held as treasury shares, to use them, inter alia, for the purposes of employee share plans operated by the Company, provided that:

- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 31,746,700 (representing less than 10% of the Company's issued share capital as at 28 June 2010);
- (b) the minimum price (exclusive of expenses) which may be paid for such ordinary shares is 10p per share;
- (c) the maximum price (exclusive of expenses) which may be paid for such ordinary shares is an amount equal to:
 - (i) not more than 5% above the average of the middle market quotations for the ordinary shares derived from the Daily Official List of the London Stock Exchange Daily Official List for the five business days before the purchase is made; or
 - (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange;
- (d) the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company held in 2011, if earlier, the date 15 months after the date on which the resolution is passed; and
- (e) the Company may make a contract or contracts to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of ordinary shares in pursuance of any such contract or contracts.

.....

Company Secretary