

SUTHERLAND HEALTH GROUP PLC

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS GIVEN that the Annual General Meeting of Sutherland Health Group Plc will be held at the offices of **Clydesdale Bank at Great Western Room, Ground Floor, The Podium, 3, Sheldon Square, Paddington, London, W2 6HY on Wednesday 28 September 2011 at 11.00am** when the following business will be considered as ordinary and special resolutions as indicated:

ORDINARY RESOLUTIONS

1. To receive the report of the Directors and the financial statements of the Company for the period ended on 31 March 2011 together with the related auditors' report.
2. To re-appoint James Cowper as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and to authorise the Directors to agree their remuneration.
3. To re-elect Mr Frederick John French who retires as a Director in accordance with the Company's Articles of Association.
4. In accordance with the Company's Articles of Association one Director will retire by rotation at this year's Annual General Meeting. The Board believes Sheena Sukumaran continues to perform effectively and with commitment.
That Sheena Sukumaran be re-elected as a Director.
5. That, for the purposes of section 551 of the Companies Act 2006, the Directors are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company provided that:
 - 5.1 the maximum allotment of equity securities is up to an aggregate nominal value of £300,000; and
 - 5.2 this authority shall expire, unless sooner revoked or varied by the Company in general meeting, on 31 December 2013 or the date of the next Annual General Meeting 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 after such expiry and the Directors may pursuant to such an offer or agreement, allot shares or grant rights to subscribe for or to convert any security into shares after such authority has expired in pursuance of such offer or agreement as if the authority had not expired.

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

SPECIAL RESOLUTIONS

- 6 That, subject to the passing of Resolution 5, the Directors of the Company are hereby generally empowered to allot equity securities (within the meaning of section 560 of the Companies Act 2006)

pursuant to the authority conferred by Resolution 5, as if section 561 of the Companies Act 2006 did not apply to any such allotment, provided that:

- 6.1 the maximum allotment of equity securities is up to an aggregate nominal value of £300,000; and
- 6.2 the power shall expire, unless sooner revoked or varied by the Company on 31 December 2013 or the date of the next Annual General Meeting of the Company save that the Directors may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may pursuant to such an offer or agreement, allot equity securities after such authority has expired in pursuance of such offer or agreement as if the power conferred by this Resolution had not expired.

By Order of the Board

23rd August 2011

Stephen J Coke
Secretary

Registered Office:-
Unit 1 Rivermead,
Piper's Way,
Thatcham,
Berkshire,
RG19 4EP

NOTES:

1. Any member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote on a poll in his place. A proxy need not be a member of the Company. A form to appoint a proxy is enclosed.
2. The Company, pursuant to Regulation 41 of The Un-certificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the Company as at the close of business on **25th September 2011** will be entitled to attend and vote at the meeting in respect of the number of shares registered in their respective names at that time. Changes to entries in the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
3. To be valid, proxies should be correctly completed and received by the Company's registrars, Neville Registrars Limited, at Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA not later than 48 hours before the commencement of the meeting. Completing and returning a proxy form will not prevent a member from attending and voting at the meeting in person if he so wishes.
4. Copies of the contracts under which the directors provide services to the Company will be available for inspection during normal business hours at the Company's registered office from the date of this notice and will also be available at the venue of the meeting from 11.00 am on the day of the meeting until its conclusion.