

Trustees Resolution
John Ryan Pension Scheme

Dated:

Due to a long-planned group restructuring, MYA Cosmetic Surgery Limited - the current Principal Employer of the John Ryan Pension Scheme (the "Scheme") - will be dissolved, and its functions will be assumed by a new company operating under a group holding company.

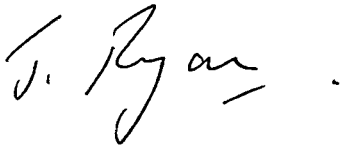
MYA Cosmetic Surgery Limited has previously taken on a series of loans from the Scheme, and all concerned parties are desirous to ensure that all existing liabilities will be covered after the restructuring. To that effect, it has been proposed that MYA Clinics Ltd will assume the liabilities for the outstanding loans, and will adhere to the existing loan agreements.

Since the outstanding loans have been secured upon a number of shares owned by Lord John Michael Ryan in MYA Cosmetic Surgery Limited, this security will be rendered void after the dissolution of the company. To that effect, it has been proposed that, after having provided suitable evidence of their value and merit, Lord John Michael Ryan will offer an appropriate number of his shares in MYA Group Limited to ensure that the loans remain secured by an adequately-valued asset after the restructuring.

Now it was hereby resolved that:

- the Trustees agree to the appointment of MYA Clinics Ltd as a replacement Principal Employer, and to accept the resignation and removal of MYA Cosmetic Surgery Limited, in any and all capacity, from the Scheme;
- the Trustees agree to the assumption of the outstanding loan liabilities, originally taken on by MYA Cosmetic Surgery Limited, by MYA Clinics Ltd, who will adhere to the terms and conditions of the existing loan agreements. All parties will sign a Deed of Novation to that effect; and
- after careful consideration of the proposed replacement security offered by Lord John Michael Ryan, acting as Chargor to the outstanding loans, and having received suitable comfort and assurances that the proposed replacement security is both at least equal to the existing security and is of sufficient value to realistically cover the outstanding balance of the loans plus interest in the case of default, the Trustees agree to the removal of the charges in place over the shares held in MYA Cosmetic Surgery Limited by Lord John Michael Ryan, and to their replacement as security for the outstanding loan amount by <xxxx> ordinary shares owned by Lord John Michael Ryan in MYA Group Limited, and this will be reflected in a replacement Charge Over Shares Deed between the Trustees as the Charge Holder and Lord John Michael Ryan as the Chargee.

Signed:

A handwritten signature in black ink, appearing to read "J. Ryan" with a stylized flourish at the end.

Lord John Michael Ryan
Trustee

Signed:

A handwritten signature in black ink, appearing to read "L. Ryan" with a stylized flourish at the end.

Lynne Norma Ryan
Trustee