



Assura Group Limited
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Rodney Pennington Baker-Bates
The Ancient House
Church Street
Peasenhall
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24 November 2008

Dear Rodney

Appointment as Non-executive director of Assura Group Limited: Amendment of Fees

This letter sets out the agreed amendment to the terms of your appointment as a non-executive director of Assura Group Limited (the “**Company**”) dated 29 April 2008 (the **Letter of Engagement**”). It is agreed that save as set out in this letter, the Letter of Engagement remains in full force and effect in accordance with its terms.

1 Amendment to Letter of Engagement

1.1 It is agreed that with immediate effect, clause 4.1 of the Letter of Engagement shall be deleted and, in substitution therefore, the following new clause 4.1 shall replace it:

“4.1 You will be paid a fee of £89,250 gross per annum which will be paid quarterly in arrears on or around the last day of each calendar month. Your fee will be subject to deduction of tax and national insurance contributions which the Company is, by law, obliged to deduct.

1.2 It is agreed that the first instalment of the fee adjustment shall be that which falls due for payment on 31 December 2008.



Please could you confirm your agreement to the terms set out above by signing the endorsement on the enclosed copy of this letter and returning the copy to me at the above address. This exchange of letters will be available for inspection by the Company's shareholders in accordance with company law.

Yours sincerely,

For and on behalf of Assura Group Limited
Greg McMahon
Group Company Secretary

I agree to the terms set out above.

Rodney Pennington Baker-Bates

Dated