

No. 3893502

**THE COMPANIES ACT 1985 COMPANY LIMITED BY SHARES WRITTEN  
RESOLUTIONS OF:**

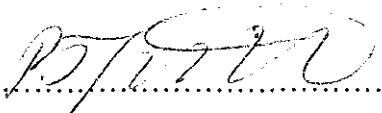
**PRIORY SPECIALIST HEALTH DIVISION LIMITED**  
(the "Company")

We, the undersigned, being the sole member of the Company who (at the date hereof) would have been entitled to vote upon the resolutions set out below if they had been proposed at a general meeting or class meeting at which we were present, hereby agree in accordance with section 381A of the Companies Act 1985 (the "Act") to the passing of the resolutions set out below by way of written resolution.

**SPECIAL RESOLUTIONS**

The sole member of the Company passes the following resolutions, THAT:

1. The authorised share capital of the Company be increased from £75,000,000 to £175,000,000 by the creation of £100,000,000 new ordinary Shares of £1.00 each (the "Shares"), ranking pari passu in all respects with the existing Ordinary Shares of £1.00 each in the capital of the Company.
2. In accordance with section 80 of the Act, and in substitution for all existing authorities to the extent unused, the Directors be and are hereby generally and unconditionally authorised, for the period commencing on and with effect from the date of passing of this Resolution and expiring on the fifth anniversary of such date, to exercise all the powers of the Company to allot up to 174,999,999 Ordinary Shares of £1.00 each.
3. The preemption provisions contained in section 89 of the Act are excluded and shall not apply to the allotment of the Shares pursuant to the authority granted to the Directors by Resolution 2. above.

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For Priory Healthcare Holdings Limited

Date: 17 December, 2002

