

COMPANY NO 3893502

THE COMPANIES ACT 1985  
WRITTEN RESOLUTION  
BY THE SOLE SHAREHOLDER OF  
PRIORY SPECIALIST HEALTH DIVISION LIMITED  
(the "Company")

(Passed on *10 May* 2007)

In accordance with section 381A of the Companies Act 1985, **WE**, the undersigned, being the sole member of the Company who, at the date of this resolution, would have been entitled to attend and vote upon the resolution set out below if it had been proposed at a general meeting of the Company **AGREE** that the following written resolution (which would otherwise be required to be passed as an ordinary resolution) shall have effect as if passed by the Company in a general meeting and accordingly **WE RESOLVE**

- 1 **THAT** an interim dividend of £3,717,651 (the "**Dividend**") be approved and be declared payable to the sole member of the Company with immediate effect, and
- 2 **THAT** the Dividend be satisfied by the issue by the Company to the sole member of the Company of a loan note instrument in the form produced to us and attached hereto



On behalf of Priory Healthcare Holdings Limited

