

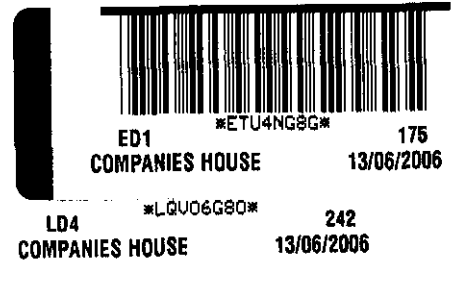
THE COMPANIES ACTS 1985 AND 1989

\_\_\_\_\_  
PRIVATE COMPANY LIMITED BY SHARES

\_\_\_\_\_  
RESOLUTIONS

of

SOUTHERN CROSS HEALTHCARE GROUP LIMITED



At an EXTRAORDINARY GENERAL MEETING of the Company held at 10 Upper Bank Street, London, E14 5JJ on 13 June 2006 the resolutions 1 and 2 below were passed as ordinary resolutions and resolutions 3 and 4 below were passed as special resolutions:

1. **THAT** the authorised share capital of the Company be increased from £10,000 to £55,405.00 by the creation of 45,405 redeemable shares of £1 each, with the rights and subject to the restrictions set out in the Company's articles of association as amended by resolution number 4 ("**Redeemable Shares**").
2. **THAT**, in addition to all existing authorities, the directors be generally and unconditionally authorised in accordance with section 80 of the Act to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £45,405, such authority to expire on the date five years from the date immediately before the passing of this resolution (but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred by this resolution had not expired).
3. **THAT**, in addition to all existing authorities, subject to the passing of resolution 2, in addition to all existing authorities, the directors be generally empowered pursuant to section 95 of the Companies Act 1985 (the "**Act**") to allot equity securities (within the meaning of section 94(2) of the Act) for cash pursuant to the general authority conferred by resolution 2 as if section 89(1) of the Act did not apply to the allotment, provided that the power conferred by this resolution:
  - (A) will expire on the date five years from the date immediately before the passing of this resolution (but the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance

of that offer or agreement as if the power conferred by this resolution had not expired); and

(B) is limited to:

- (i) allotments of equity securities in connection with a rights issue;
- (ii) allotments of equity securities for cash otherwise than pursuant to paragraph (i) up to an aggregate nominal amount of £45,405.00.

For the purpose of this resolution 3, "rights issue" means an offer of equity securities, open for acceptance for a period fixed by the directors, to holders of ordinary shares made in proportion (as nearly as may be) to their respective existing holdings of ordinary shares but subject to the directors having a right to make such exclusions or other arrangements in connection with the offer as they deem necessary or expedient:

- (a) to deal with equity securities representing fractional entitlements; and
- (b) to deal with legal or practical problems arising in any overseas territory or by virtue of shares being represented by depositary receipts, the requirements of any regulatory body or stock exchange, or any other matter whatsoever.

The power conferred on the directors by this resolution 3 shall also apply to a sale of treasury shares, which is an allotment of equity securities by virtue of s.94(3A) of the Act, but with the omission of the words "pursuant to the general authority conferred by resolution 2".

4. **THAT** the articles of association of the Company be amended by the insertion of the following new article 2A:

**2A REDEEMABLE SHARES**

2A.1 Subject to the provisions of the Articles and the Act, the Company may, at its option redeem all or some of the Redeemable Shares outstanding at any time, provided that the Company shall redeem the Redeemable Shares upon admission of the Company's ordinary share capital to the Official List of the Financial Services Authority.

2A.2 Redemption is effected by giving to the holders of the Redeemable Shares to be redeemed not less than 24 hours notice (a "**redemption notice**"). The redemption notice shall state:

- (a) number of Redeemable Shares to be redeemed;
- (b) the price to be paid for each Redeemable Share on redemption (the "**redemption money**");
- (c) the date fixed for redemption (the "**redemption date**"); and

(d) the place at which certificates for the Redeemable Shares are to be presented for redemption.

2A.3 On redemption, a holder of Redeemable Shares is entitled to payment. The redemption money payable on each Redeemable Share to be redeemed is the nominal amount of the Redeemable Share.

2A.4 As from the redemption date, the Redeemable Shares set out in the redemption notice shall be redeemed and all rights of the holder thereof, other than under this article, shall cease in respect of the redeemed shares.

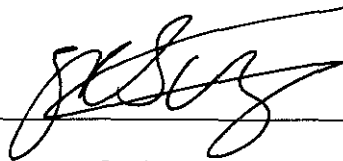
2A.5 Redeemable Shares may only be issued fully paid or credited as fully paid.

2A.6 A Redeemable Share carries with it no rights:

(a) as to notice of and attendance and voting at, meetings of the Company;  
and

(b) to dividends.

2A.7 The Redeemable Shares confer the right on a return of capital on a winding-up or otherwise only to the repayment of amounts paid up on the Redeemable Shares after repayment of capital paid up on the Ordinary Shares and the payment of a further amount of £500,000 in respect of each Ordinary Share.



Chairman