

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

SOUTHERN CROSS HEALTHCARE GROUP LIMITED

At an EXTRAORDINARY GENERAL MEETING of the Company held at ~~1 Finsbury Avenue, London, EC2M 2PP~~ ^{10 Upper Bank St,} on 13 June 2006 the following resolutions were passed as special resolutions: ^{London,} ^{E14 5JJ.}

1. **THAT** pursuant to section 43(1)(a) of the Act the Company be re-registered as a public company under the name Southern Cross Healthcare Group PLC;
2. **THAT** pursuant to section 43(2)(a) and (b) of the Act the memorandum of association of the Company be altered by the deletion of Clause 1 the re-numbering of Existing Clauses 2, 3, 4 and 5 as Clauses 3, 4, 5 and 6 respectively and the insertion of new Clause 1 and 2 as follows:
 - "1. The Company's name is Southern Cross Healthcare Group PLC.
 2. The Company is to be a public company.
3. **THAT** pursuant to section 43(2)(c) of the Act the regulations contained in the document attached to this notice be adopted as the articles of association of the Company for and to the exclusion of all existing articles of the Company.


Chairman

