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COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

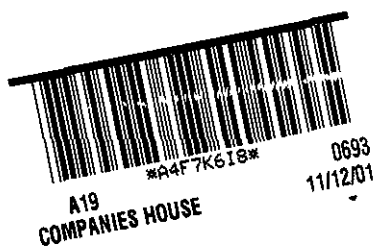
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LA PIERRE CARE HOMES LIMITED

ANNOTATED MEMORANDUM OF ASSOCIATION AS AMENDED BY WRITTEN RESOLUTION PASSED ON 30 OCTOBER 2001

1. The name of the Company is:-  
"LA PIERRE CARE HOMES LIMITED"
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (a) To carry on all or any of the following businesses: Proprietors and managers of convalescent, rest and nursing homes of all kinds and for any purposes, homes for the aged and infirm, children's homes and orphanages, clinics, treatment rooms and centres, rehabilitation centres and all similar establishments, societies and organisations; to supply services of all kinds in and about any of the above businesses and establishments and to provide all kinds of facilities in connection therewith to residents, inmates, patients, visitors, consultants and other persons howsoever; proprietors of all kinds of accommodation of every description whatsoever and to provide services and facilities thereto; to undertake any activities or projects connected in any way with the management, equipment, staffing, provisioning, maintenance or other requirements of any of the above mentioned establishments or in connection directly or indirectly with the operation thereof; to form and control any organisation for the furtherance of any of the company's objects and to give support to similar organisations as the Directors may from time to time deem desirable; to provide all kinds of personal, professional, domestic, catering, commercial, industrial and other services and facilities whether in association with or ancillary to any of the above businesses or otherwise howsoever.
  - (b) To buy, sell, import, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.



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- (c) To carry on any other business which may seem to the Board of Directors capable of being carried on conveniently in connection with or as ancillary to any business which the Company is authorised to carry on, or calculated directly or indirectly to benefit the Company, or to enhance the value or render profitable any of the Company's properties or rights.
- (d) To apply for, purchase or otherwise acquire any patents, licences, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.
- (e) To purchase, take on lease or in exchange, or hire or otherwise acquire any lands, houses, buildings, rights, machinery, plant, and any real or personal property or properties and chattels which the Board of Directors may think to be convenient or suitable for any purposes of the Company's business, and to purchase or otherwise acquire all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, and pay for any assets acquired by the Company in cash or shares, stock, debentures, debenture stock or obligations of the Company, whether fully paid or otherwise, or in any other manner.
- (f) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other company.

- (g) To form, promote, subsidise and assist companies, syndicates and partnerships of all kinds which may be of assistance to the Company for any of the purposes of its business or which may have objects similar wholly or in part to the objects of the Company, whether directly or indirectly, and to subscribe for, and take any shares, stock, debentures, debenture stock or other obligations of any other companies, syndicates and partnerships.
- (h) To enter into partnerships or into any arrangement for sharing profits, union of interests, reciprocal concessions, co-operation, or otherwise, with any person or company carrying on a business similar to or which may be conveniently carried on with any business of the Company.
- (i) To borrow and raise money without restriction and to secure the same in such manner as may be expedient, and in particular by the issue of debentures or debenture stock, mortgages and charges, perpetual or otherwise, charged upon all or any of the Company's undertaking or property, both real and personal, present and future, including its uncalled capital; and for the purposes of or in connection with the borrowing or raising of money by the Company, to become a member of any Building Society.
- (j) To make, draw, accept, endorse, negotiate, discount and execute bills of exchange, promissory notes or other negotiable instruments.
- (k) To advance and lend money, with or without security, to such persons and upon such terms and subject to such conditions as may seem expedient.
- (l) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company and to remunerate any person or company for services rendered in placing or assisting to place any of the shares in the capital of the Company or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (m) To amalgamate with any other company with objects all or any of which are similar to the objects of the Company in any manner whatsoever (whether with or without a winding up of the Company).

- (n) To distribute among the Members in specie any property of the Company or any proceeds of sale, disposal, or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (o) To receive money on deposit or loan and to give credit to or guarantee, or become security for the performance of any contract by any person, company or association and to grant instalment, hire-purchase and leasing facilities upon such terms as may seem desirable in the interests of the Company.
- (p) To support or subscribe to any charitable object or any institution and to give pensions, bonuses, gratuities or assistance to any person who is serving or has served the Company, whether as a Director, employee or otherwise, and his family and dependants, to make payments towards insurance, and to establish, form and contribute to provident, superannuation and other similar funds and trusts, associations, clubs, schools and other institutions for the benefit of any such persons aforesaid.
- (q) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which seem likely to assist or benefit the Company and to underwrite, subscribe for or otherwise acquire all or part of the shares of any such company as aforesaid.
- (r) To invest and deal with any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (s) To procure the Company to be registered or recognised in any country or place abroad.
- (t) To erect, construct, alter and maintain any plant, machinery, buildings or other structures which may be convenient for the business of the Company.


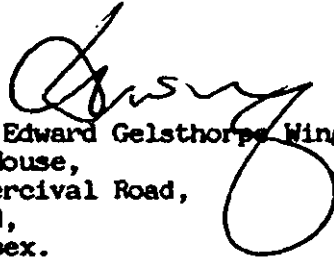
- (u) To remunerate the Directors and employees of the Company and any other persons, companies or firms rendering services to the Company in such manner as may be thought expedient.
- (v) To enter into any arrangement with any Government or other authority and to obtain from any such body all rights, concessions and privileges which may seem conducive to any of the Company's business.
- (w) To carry out all or any of the objects of the Company in any part of the world either alone as principals or as agents, trustees, contractors, sub-contractors or in partnership or conjunction with any other person, firm, association, company or other body, or through agents or trustees, or by means of any subsidiary or auxiliary company or otherwise.
- (x) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the word 'Company' in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed. It is also expressly declared that each Sub-clause of this Clause shall be construed independently of the other Sub-clauses hereof, and that none of the objects mentioned in any Sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-clause.

4. The liability of the Members is limited.


5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	Number of Shares taken by each Subscriber
 Clifford Donald Wing, Regis House, 134, Percival Road, Enfield, Middlesex. Company Registration Agent	One
 Donald Edward Gelsthorpe Wing, Regis House, 134, Percival Road, Enfield, Middlesex. Company Registration Agent	One

DATED THIS 12 SEP 1991

WITNESS to the above Signatures:

  
Sheila Elizabeth Wing,  
Regis House,  
134, Percival Road,  
Enfield,  
Middlesex.  
Company Registration Agent

**As amended by the Written Resolution passed on 30 October 2001**

**"THAT** the Memorandum of Association of the Company with respect to its objects be and they are hereby altered as follows:

- a. by the insertion in Clause 3 of a new sub-clause to be designated 3.(j) in the following terms:

- 3.(j) To give financial assistance (within the meaning of Section 152(1)(a) Companies Act 1985) for any such purpose as is specified in Section 151(1) and/or 151(2) of that Act, while the Company remains a private company, and subject to the provisions of the Companies Act 1985.

- b. by renumbering the remaining sub-clauses of Clause 3 accordingly."

# COMPANY LIMITED BY SHARES

## ARTICLES OF ASSOCIATION

- of -

LA PIERRE CARE HOMES LIMITED

*ANNOTATED ARTICLES OF ASSOCIATION AS AMENDED BY WRITTEN RESOLUTION PASSED ON 30 OCTOBER 2001*

### PRELIMINARY

1. The Company is a private company, and the regulations contained or incorporated by reference in Table A in Statutory Instrument 805 of 1985, save in so far as they are hereinafter excluded or modified, shall be, together with these Articles, the regulations of the Company.

### SHARES

2. Subject to any directions which may be given by a General Meeting and to the other regulations of the Company, the Directors are authorised to allot the shares in the capital of the Company for such consideration and upon such terms and at such times as the Directors may determine, but so that;

- (a) the maximum number of shares that may be allotted by the Directors shall be the total number of shares (including any created by an increase in the Capital) which, at the time when the allotment is made, have not already been allotted;
- (b) this authority shall expire on the fifth anniversary of the day preceding the date of incorporation of the Company, or on such other earlier date as the Company may in General Meeting properly resolve; provided always that this authority may be renewed in accordance with the provisions of the Companies Acts.

3. Subject to any direction which may be given by a General Meeting all shares forming part of the original capital of the Company and for the time being unissued and all new shares shall, before issue be offered to members of the Company in proportion, as nearly as possible, to the number of shares held by them. The offer shall be made by notice specifying the number of shares offered and limiting the time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on receipt of an intimation from the person to whom the offer is made, that he declines the shares comprised in such offer, the Directors may dispose of those shares (subject to the other regulations of the Company) in such manner as they think proper. The Directors may likewise dispose of any such original or new shares as aforesaid which by reason of any difficulty in apportioning the same cannot be conveniently offered in accordance with the foregoing provisions.



4. The lien conferred by Clause 8 in Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person for all moneys presently payable by him or his estate to the Company, whether he be the sole holder or one of two or more joint holders thereof.

5. Any share may be transferred by a member to a person who is already a member or to a relative of such member, or in the case of a member which is a company to a subsidiary or fellow subsidiary company thereof, and any share standing in the name of a deceased member may be transferred to any person becoming entitled under his or her will or intestacy or to such deceased member's personal representatives and, on any change of the trusteeship of shares held upon trusts, such shares may be transferred to the new and continuing trustees. The provisions of Article 7 shall not apply to such transfers save to prevent a transfer of a Share on which the Company has a lien.

6. A Member wishing to dispose of all or any of his shares other than in accordance with the provisions of Article 5 shall give notice of the fact to the Directors and such notice shall constitute the Company as the agent of the transferor member for the purpose of effecting the transfer and all matters appertaining thereto. The Directors shall offer the said shares to the remaining members in proportion to their then holding of shares on the date when the offer is made and such members shall have an option to purchase all or any of the shares offered to them, this option remaining open for three calendar months from the date on which the offer is made. If, within this period, a purchasing member is found such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the transferor member, who shall be bound on payment of the fair value to transfer the share or shares to the purchasing member. If the transferor member fails to complete the transfer the Directors may authorise some person to transfer the share or shares to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share or shares. The transferor member shall deliver up his certificate and shall thereupon be paid the purchase money. In the event of any dispute as to the value of the shares, the transfer of the shares shall be effected at a fair price as fixed by the Auditor for the time being to the Company; if there is no dispute as to the value of the shares they may be transferred at any agreed price. Any shares not taken up before the offer lapses may, within a further period of twenty-eight days be transferred by the transferor member to any other person, provided that this Article shall not in any way remove from the Directors the power to refuse any transfer (other than a transfer made in accordance with Article 5) of which they disapprove.

7. Without prejudice to the provisions of Clause 24 in Table A, the Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share (other than a transfer made in accordance with Article 5) whether or not it is a fully paid share.

8. Shares issued pursuant to Clause 3 in Table A shall be subject to such terms and manner of redemption as the Company before the issue shall by Special Resolution determine.

#### SEAL

9. Clause 101 in Table A shall be amended by the addition of the following words at the end of the Clause: "or by some other person appointed by the Directors for the purpose."

#### DIRECTORS

10. A person may be appointed or elected as a Director, whatever his age, and no Director shall be obliged to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

11. A Director may vote in respect of any contract or arrangement in which he is interested and may form part of the quorum for any meeting at which such voting occurs. Clauses 94, 95, 96 and 98 in Table A shall not apply to the Company; and Clause 97 in Table A shall apply as though the words "except that concerning his own appointment" were omitted.

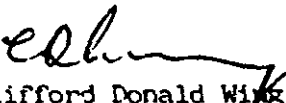
12. The Company may by Extraordinary Resolution remove a Director before the expiration of his period of office and by Ordinary Resolution appoint another person as Director in his place. Such person appointed as aforesaid shall be subject to retirement at the same time as if he had become a Director on the day on which the Director he replaces was last elected a Director.

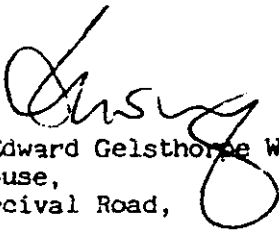
13. Until otherwise determined by the Company in General Meeting, the number of Directors (other than Alternate Directors) shall be not less than one nor more than five. So long as the minimum number remains thus fixed at one, a sole Director may exercise all the powers vested in the Directors generally. Clauses 89 and 90 in Table A shall be modified accordingly, and Clause 64 in Table A shall not apply to the Company.

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NAMES AND ADDRESSES OF SUBSCRIBERS

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Clifford Donald Wing,  
Regis House,  
134, Percival Road,  
Enfield,  
Middlesex.  
Company Registration Agent

  
Donald Edward Gelsthorpe Wing  
Regis House,  
134, Percival Road,  
Enfield,  
Middlesex.  
Company Registration Agent

---

**DATED THIS 12 SEP 1991**

WITNESS to the above Signatures:-

  
Sheila Elizabeth Wing  
Regis House,  
134, Percival Road,  
Enfield,  
Middlesex.  
Company Registration Agent

**As amended by the Written Resolution passed on 30 October 2001**

- "1. **THAT** the Articles of Association of the Company be amended by the deletion of Article 4, being the application of the lien conferred by Regulation 8 in Table A (subsequent clause numbering to be amended accordingly), the renumbering of article 1 to become 1.1 and the insertion of an Article 1.2 as follows: "Regulation 8 of Table A shall not apply to the Company".
2. **THAT** the Articles of Association be amended by the insertion of a new Article 14 in the following terms:

"Notwithstanding anything otherwise provided in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise), the directors shall not decline to register any transfer of shares nor suspend registration thereof:

- (b) where such a transfer is in favour of a person who has made or is proposing to make loan facilities available to the Company or to any person of which the Company is a subsidiary (as defined in section 736 of the Companies Act 1985) (a "Lender") or in favour of any nominee of a Lender and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of the Lender; or
- (b) where such transfer is by or on behalf of a Lender or any nominee of a Lender in favour of any third party upon disposal or realisation of shares following the Lender having become entitled to exercise or enforce its rights under any such mortgage, charge, and/or call or other option

and a certificate of the Lender that the relevant transfer is within paragraph (a) or (b) above shall be conclusive evidence of that fact."

**Company Number:**

**THE COMPANIES ACTS 1985 TO 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**

**of**

**PARKCARE HOMES (NO. 2) LIMITED**

**("the Company")**

*ANNOTATED ARTICLES OF ASSOCIATION AS AMENDED BY WRITTEN RESOLUTION PASSED ON 30  
OCTOBER 2001*

**PRELIMINARY**

1. In these articles "Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 and "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and "the Parent" means the corporation (if any) which is the holder of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right to vote at general meetings of the Company.
2. The regulations contained in Table A shall apply to the Company save insofar as they are excluded or modified by or inconsistent with the articles hereinafter contained and such regulations and articles shall be the articles of the Company. References herein to "Regulations" are to regulations of Table A.
3. Regulations 3, 24-26 inclusive, 40-41 inclusive, 53, 65-67 inclusive, 73-81 inclusive, 89, 90, 118 and the last sentence of Regulation 84 shall not apply.

**SHARE CAPITAL**

4. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each.

5. The directors shall have unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any shares of the Company to such persons at such time and generally on such terms and conditions and carrying such rights or being subject to such restrictions as the directors may determine.
6. The authority hereby conferred shall, subject to Section 80(7) of the Act, be for a period of five years from the date of adoption of these Articles unless renewed, varied or revoked by the Company in general meeting, and the maximum amount of relevant securities which may be allotted pursuant to such authority shall be the authorised but as yet unissued share capital of the Company at the date of adoption of these Articles, or where the authority is renewed, at the date of renewal.
7. The directors shall be entitled under the authority conferred by Article 5 or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require shares to be allotted after the expiry of such authority.
8. The pre-emption provisions of sub-section (1) of Section 89 of the Act and the provisions of sub-sections (1) to (6) inclusive of Section 90 of the Act shall not apply to the Company.
9. Subject to the provisions of the Act the Company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the Company or the holder on such terms and in such manner as the Company, before the issue of the shares, by special resolution shall determine.

#### **TRANSFER OF SHARES**

10. The directors shall register the transfer by the Parent of any share in the Company and, if directed by the Parent, the transfer by any other person of any share in the Company, but the directors shall not register a transfer in any other circumstances.

## NOTICE OF GENERAL MEETINGS

11. In every notice calling a general meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not also be a member. All notices and other communications relating to a general meeting which any member is entitled to receive shall also be sent to the auditors of the Company for the time being, but shall not also be sent to the directors of the Company in their capacity as such. Regulation 38 shall be modified accordingly.

## PROCEEDINGS AT GENERAL MEETINGS

12. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
13. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may be handed to the chairman immediately before the meeting and Regulation 62 shall be modified accordingly.
14. If and for so long as the Company has only one member, that member present in person or by proxy or if that member is a corporation by a duly authorised representative shall be a quorum.
15. If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting save that this Article shall not apply to resolutions passed pursuant to Sections 303 and 391 of the Act.
16. Any decision taken by a sole member pursuant to Article 15 above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.

### NUMBER OF DIRECTORS

17. Unless otherwise determined by ordinary resolution of the Company, the number of directors (other than alternate directors) shall not be subject to any maximum and the minimum number of directors shall be two.

### ALTERNATE DIRECTORS

18. Any director (other than an alternate director) may appoint any other director or any other person approved by the Parent and willing to act to be an alternate director and may remove from office an alternate director so appointed by him. An alternate director may represent one or more directors. An alternate director shall forthwith cease to be an alternate director if his appointor ceases for any reason to be a director.

19. An alternate director shall be entitled:-

- (a) to receive notice of all meetings of directors and of all committees of directors of which his appointor is a member and to attend any such meeting;
- (b) to one vote for every director whom he represents who is not personally present in addition to his own vote (if any) as a director at any meeting of the directors or of any committee of directors; and
- (c) to sign a resolution in writing of the directors on behalf of every director whom he represents as well as on his own account if he himself is a director.

An alternate director shall not if he is absent from the United Kingdom be entitled to receive notices of meetings of directors or of committees of which his appointor is a member. At such meetings an alternate director shall count as only one for the purposes of determining whether a quorum is present.

20. An alternate director shall be entitled generally to perform all the functions of his appointor as a director in his absence but shall not as an alternate director be entitled to receive any remuneration from the Company, save that he may



be paid by the Company that part (if any) of the remuneration otherwise payable to his appointor as his appointor may by notice in writing to the Company from time to time direct.

21. Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors.

#### **DELEGATION OF DIRECTORS' POWERS**

22. The directors may delegate any of their powers to committees consisting of one or more directors or other persons approved by the Parent. References in these articles to a committee of directors or to a director as a member of such a committee shall include a committee or person referred to in this Article. Regulation 72 shall be modified accordingly.

#### **APPOINTMENT AND REMOVAL OF DIRECTORS**

23. The Parent may by memorandum in writing at any time and from time to time appoint any person who is willing to act as a director of the Company, either to fill a casual vacancy or as an additional director, or remove any director from office. Such memorandum must be signed by or on behalf of the Parent and delivered to the registered office or produced to a meeting of the directors. Such appointment or removal shall take effect forthwith upon delivery or production of the memorandum or at such later time (if any) specified in such memorandum.
24. A director appointed to fill a casual vacancy or as an additional director shall not be required to retire from office at the next annual general meeting.

#### **DISQUALIFICATION OF DIRECTORS**

25. The office of a director shall be vacated if he:-
  - (a) ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or

- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) in the opinion of all the other directors becomes incapable by reason of mental disorder or illness or injury of discharging his duties as a director; or
- (d) resigns his office by notice to the Company; or
- (e) shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated.

#### PROCEEDINGS OF DIRECTORS

- 26. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any higher number shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.
- 27. A director absent or intending to be absent from the United Kingdom may request the directors during his absence to send notice of meetings of the directors to him at such address within the United Kingdom as he may give to the Company for this purpose, but in the absence of such a request it shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. *Regulation 88 shall be modified accordingly.*
- 28. Any director (including an alternate director) may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. A person so participating shall be deemed to be present in person at such meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

**NAME AND ADDRESS OF SUBSCRIBER**

Craegmoor Healthcare Company Limited  
"Hillcairnie"  
St Andrews Road  
Droitwich *M. G. Ventford*  
Worcestershire  
WR9 8EG

Dated the *12th* day of May 2000

Witness to the above signature:-

✓ *J Emmison* . *J Emmison*  
*5 CHARLOTTE BRONTE Drive*  
*DROITWICH*  
*WORCS.*

**As amended by the Written Resolution passed on 30 October 2001**

- "1. **THAT** the Articles of Association of the Company be amended by the insertion of "8," after "Regulation 3," in Article 3.
2. **THAT** the Articles of Association be amended by the insertion of a new Article 32 as follows:

"Notwithstanding anything otherwise provided in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise), the directors shall not decline to register any transfer of shares nor suspend registration thereof:

- (a) where such a transfer is in favour of a person who has made or is proposing to make loan facilities available to the Company or to any person of which the Company is a subsidiary (as defined in section 736 of the Companies Act 1985) (a "Lender") or in favour of any nominee of a Lender and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of the Lender; or
- (b) where such transfer is by or on behalf of a Lender or any nominee of a Lender in favour of any third party upon disposal or realisation of shares following the Lender having become entitled to exercise or enforce its rights under any such mortgage, charge, and/or call or other option

and a certificate of the Lender that the relevant transfer is within paragraph (a) or (b) above shall be conclusive evidence of that fact."