

NURSING HOME PROPERTIES PUBLIC LIMITED COMPANY

The Companies Act 1985

A PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

Passed 16 December 1996

AT the annual general meeting of the Company, duly convened and held on 16 December 1996, the following numbered resolutions were duly passed as indicated below:

As an Ordinary Resolution

1. That the Directors be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £132,300 provided that this authority shall expire on 15 December 2001 and that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred hereby has expired and in this Resolution the expression "relevant securities" and references to the allotment of relevant securities shall bear the same respective meanings as in section 80 of the Act.

As a Special Resolution

2. That, subject to the passing of Resolution 8, the Directors be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities wholly for cash pursuant to the authority conferred by Resolution 8 as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:



- (a) in connection with an offer of such securities by way of rights to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
- (b) otherwise than pursuant to subparagraph (a) above up to an aggregate nominal amount of £19,845

and shall expire on the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or on 15 March 1998 whichever is earlier, save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred hereby has expired, and in this Resolution the expression "equity securities" and references to the allotment of equity securities shall bear the same respective meanings as in section 94 of the Act.



D.F. FRANCIS
SECRETARY