

WOODLAND HEALTHCARE LIMITED ("Company")

Written Resolution pursuant to section 381A Companies Act 1985 (as amended)

We, the undersigned, being all the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolutions as special resolutions of the Company pursuant to section 381A of and Schedule 15A to the Companies Act 1985 (as amended) and hereby agree that the said resolutions shall for all purposes be as valid and effective as if passed as special resolutions at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1. That the provisions of the memorandum of association of the Company with respect to its objects be altered by the insertion of a new sub-clause as follows:

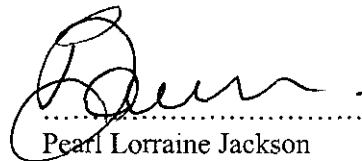
Subject to and in accordance with due compliance with the provisions of sections 155-158 of the Companies Act 1985 ("**Act**") (if and so far as such provisions shall be applicable) to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Act) for any such purposes as is specified in sections 151(1) or 151(2) of the Act, including the giving by the Company of a guarantee for the performance of any obligations of any other company or person and the creation of any security in respect of the same.


2. That the provisions of the documents listed in the appendix to this Written Resolution ("**Documents**"), which the Company is proposing to enter into in connection with the acquisition by Matrix Healthcare plc ("**Matrix**") of the entire issued share capital of the Company, be and are hereby approved (copies of such Documents having been supplied to the members of the Company prior to the signing of this Written Resolution) (subject to such changes as the Company's directors, in their absolute discretion, think fit).
3. That, notwithstanding any provisions of the Company's memorandum and articles of association or any personal interest of any of the Company's directors, the Company's directors and/or secretary be and are hereby empowered, authorised and directed to execute and deliver the Documents for the Company (in such manner and subject to such changes as they, in their absolute discretion, think fit).



4. That, notwithstanding that the execution by the Company of the Documents and the performance of its obligations thereunder would constitute the giving by the Company of financial assistance within sections 151-158 of the Act, the giving of financial assistance by the Company in the form and on the terms set out in Form 155(6)a (including the auditors' report attached thereto) (a copy of which having been supplied to the members of the Company prior to the signing of this Written Resolution) be and is hereby approved.

.....
Stanley Robert Teal Hopkins


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Pearl Lorraine Jackson


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William Jeremy Davies

Date: 12 February 2004

Appendix

The Documents

1. A composite guarantee and debenture ("**Guarantee and Debenture**") guaranteeing Matrix's obligations and liabilities owed to the Bank by the Charging Companies (as defined therein) and creating fixed and floating security over the Company's assets and undertaking, to be executed by the Company in favour of Fortis Bank S.A./N.V. ("**Fortis**").
2. A legal charge ("**Legal Charge**") creating security over the properties specified therein in favour of Fortis.
3. An intra group funding agreement ("**Intra Group Funding Agreement**") to be entered into between, inter alia, the Company and Matrix relating to the provision by the Company and others of loan facilities to Matrix.
4. A deed of accession ("**Deed of Accession**") to be made between (1) Matrix (2) the Bank (3) the Company and (4) Newsham House Limited ("**Newsham**") providing for the accession to the Facilities Agreement of each of the Company and Woodland.

Company Number 2912772

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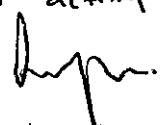
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Subject to and in accordance with due compliance with the provisions of sections 155-158 of the Companies Act 1985 ("Act") (if and so far as such provisions shall be applicable) to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Act) for any such purposes as is specified in sections 151(1) or 151(2) of the Act, including the giving by the Company of a guarantee for the performance of any obligations of any other company or person and the creation of any security in respect of the same.

2. That the provisions of the documents listed in the appendix to this Written Resolution ("Documents"), which the Company is proposing to enter into in connection with the acquisition by Matrix Healthcare plc ("Matrix") of the entire issued share capital of the Company, be and are hereby approved (copies of such Documents having been supplied to the members of the Company prior to the signing of this Written Resolution) (subject to such changes as the Company's directors, in their absolute discretion, think fit).
3. That, notwithstanding any provisions of the Company's memorandum and articles of association or any personal interest of any of the Company's directors, the Company's directors and/or secretary be and are hereby empowered, authorised and directed to execute and deliver the Documents for the Company (in such manner and subject to such changes as they, in their absolute discretion, think fit).

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SR Hopkins acting by
his Attorney 

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Stanley Robert Teal Hopkins

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Pearl Lorraine Jackson

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William Jeremy Davies

Date: 12 February 2004

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