



WRITTEN RESOLUTIONS OF BLENHEIM HEALTHCARE LIMITED

(the "Company")

Capitalised terms, unless defined herein, bear the same meanings given to them in the £665,000,000 credit facility agreement (the "**Bridge Facility Agreement**") dated 5 July 2005 entered into between Priory Health No. 1 Limited, Priory Health No. 2 Limited and ABN AMRO Bank N.V., London Branch (as amended by a letter dated 1 August 2005, a Supplemental Agreement dated 10 August 2005 and as amended and restated from time to time).

We, the undersigned, being the sole member of the above named Company for the time being entitled to attend and vote at general meetings, hereby unanimously pass the following resolutions as Special Resolutions of the Company pursuant to Section 381A of the Companies Act 1985 and agree that such resolutions shall be valid and effective for all purposes as if the same had been passed at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

- 1 THAT the terms of and transactions contemplated by the accession agreement proposed to be entered into with Priory Health No. 2 Limited relating to the Bridge Facility Agreement, whereby the Company (among other things) agrees to accede with effect from 15 September 2005 as an Additional Guarantor and an Additional Borrower and contained in the printed document annexed to this resolution be and are hereby approved provided that any guarantee provided by the Company will not apply to any liability to the extent that it would result in such guarantee constituting unlawful financial assistance within the meaning of section 151 of the Companies Act 1985 (or otherwise) and in particular will not apply to any liabilities (including, without limiting the generality the foregoing, all fees, interests and costs) in respect of the A Term Loan, A Term Loan Commitment, C Term Loan or the C Term Loan Commitment.
- 2 THAT the terms of and transactions contemplated by the security agreement between, amongst others, the Company and the Facility Agent pursuant to which, *inter alia*, the Company will grant security over its present and future assets in favour of the Facility Agent and contained in the printed document annexed to this resolution be and are hereby approved to the extent that such granting of security would not constitute unlawful financial assistance within the meaning of Section 151 of the Companies Act 1985 (or otherwise) and provided that it would not relate to any liabilities (including, without limiting the generality of the foregoing, all fees, interests and costs) in respect of the A Term Loan, A Term Loan Commitment, C Term Loan or the C Term Loan Commitment.
- 3 THAT the terms of and transactions contemplated by the subordination agreement to be entered into between, amongst others, the Company and the Facility Agent pursuant to which, *inter alia*, the rights of creditors that are members of the Group against the Company will be subordinated to the rights of the Finance Parties under the Finance Documents and contained in the printed document annexed to this resolution be and are hereby approved to the extent that such subordination under the Subordination Agreement would not constitute unlawful financial assistance within the meaning of Section 151 of the Companies Act 1985 (or otherwise) and provided that it would not relate to any liabilities (including, without limiting the generality of the foregoing, all fees, interests and costs) in

respect of the A Term Loan, A Term Loan Commitment, C Term Loan or the C Term Loan Commitment or to the extent that it would constitute unlawful financial assistance within the meaning of Section 151 of the Companies Act 1985 (or otherwise).

- 4 THAT the articles of association of the Company be and are hereby amended such that the following Article is included:

"In particular, without limitation, Articles 4, 5, 6.2 to 6.7 (inclusive) shall not apply to the transfer of any shares where such transfer is executed by any bank or institution in accordance with Article 6.1."

SIGNED for and on behalf of PRIORY SECURITISATION LIMITED

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Date: 13 September 2005