

Company Number: 3254624

THE COMPANIES ACT 1985
(as amended by the Companies Act 1989)

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF



CHEADLE ROYAL HEALTHCARE LIMITED ("the Company")

We, being the sole member entitled to attend and vote at general meetings of the Company, hereby resolve and agree that the following Resolution (which would otherwise be required to be passed as a Special Resolution) is hereby passed as a Written Resolution pursuant to Section 381A Companies Act 1985.

WRITTEN RESOLUTION

- 1 THAT the Company is for all purposes in connection with:
 - 1.1 the acquisition by Ingleby (1620) Limited of the entire issued share capital of the Company's ultimate holding company, Healthcare Scotland Limited;
 - 1.2 the acquisition by Ingleby (1620) Limited of 4,800 'B' ordinary shares in the capital of the Company's holding company, Affinity Healthcare Limited; and
 - 1.3 the acquisition by Healthcare England Limited of 4,800 'B' ordinary shares in the capital of the Company's holding company, Affinity Healthcare Limited,

hereby authorised to give financial assistance pursuant to section 152 of the Companies Act 1985 (the "Act"), subject to compliance with sections 155-158 of the Act as such financial assistance is more particularly specified in the sworn statutory declarations produced to the those signing below together with the statutory auditor's report annexed to each such statutory declaration.

- 2 THAT notwithstanding any existing provisions of the memorandum of association of the Company, the terms of each of the Senior Facilities Agreement, the deed of accession to the Senior Facilities Agreement, the Senior Mezzanine Facility Agreement, the deed of accession to the Senior Mezzanine Facility Agreement, the Junior Mezzanine Facility Agreement, the deed of accession to the Junior Mezzanine Facility Agreement, the Debenture, the deed of accession to the Debenture, the Intercreditor Deed, the deed of accession to the Intercreditor Deed, the Ancillary Facility Letter, the Set-Off Agreement, the Guarantee, the Intra-Group Loan Agreement, the Investor Guarantee and Debenture and the Acquisition Agreement (each as defined in the statutory declaration referred to in 1 above) (together the "Whitewash Documents") be and are hereby approved.
- 3 THAT notwithstanding any personal interest, the board of directors of the Company be and are hereby specifically authorised, empowered and directed in the name and on behalf of the Company to:
- 3.1 execute, deliver and perform the Whitewash Documents (in form produced to the undersigned or with such amendments as they shall in their discretion approve); and
- 3.2 enter into such documentation and to take such action as may be required in order to carry out the matters referred to above.

Signed: 

for and on behalf of **AFFINITY HEALTHCARE LIMITED**

Print Name: 

Date of Signature: *23 December 2004*