

COMPANIES ACT 1985

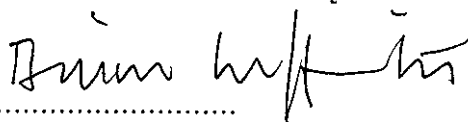
CANTERBURY HEALTHCARE  
LIMITED

COMPANY LIMITED BY SHARES

COMPANY NO. 3738097

At an extraordinary general meeting of the above named company, duly convened and held on 20 April 1999, the following resolutions were passed as ordinary resolutions:

1. **THAT** the authorised share capital of the Company be increased with immediate effect to £150,000,000 by the creation of 149,999,000 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares of £1 each in the capital of the Company.
2. **THAT** subject to the passing of Resolution 1 and in place of the authority contained in the articles of association of the Company the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to allot relevant securities (within the meaning of section 80) up to an aggregate nominal amount of 149,999,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five (5) years after the date on which this resolution is passed, but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement as if the authority had not expired.



.....  
Director/Secretary

Presented by:  
Freshfields  
GJS/BS/VV

