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**Company Number: 79136**

## MEDICAL SOLUTIONS PLC

### Notice of Extraordinary General Meeting

Notice is hereby given that at an Extraordinary General Meeting of the Company held at 1 Orchard Place, Nottingham Business Park, Nottingham NG8 6PX at 10.00 a.m. on 14 January 2005 the resolutions numbered 1, 4, 5 and 6 below were passed, each as an ordinary resolution, and the resolutions numbered 2 and 3 below were passed, each as special resolutions, and so that in this notice the expressions "Admission" "DML Retained Shares", Executive Share Option Scheme", "Issue Price", "Johnston Option", "Placing and Open Offer", "SCL Retained Shares", "Share Option Schemes", "Welcare Purchase Agreement" and "Welcare Shares" have the meanings provided in the circular to members of the Company with which the notice conveying this Extraordinary General Meeting was included (the "**Circular**"):

1 THAT, immediately prior to Admission:

- (a) the authorised share capital of the Company be and is hereby increased from £2,600,000 divided into 130,000,000 ordinary shares of 2 pence each, to £7,000,000, by the creation of 220,000,000 new ordinary shares of 2 pence each, each such new ordinary share of 2 pence having the rights and being subject to the restrictions set out in the articles of association of the Company; and
- (b) the directors be and they are hereby generally and unconditionally authorised for the purpose of section 80 of the Companies Act 1985 (the "**Act**") to allot and issue relevant securities (as defined in section 80(2) of the Act) of the Company up to a maximum nominal amount of £3,000,000 on and subject to such terms as the directors may determine. This authority shall be in substitution for any existing authority pursuant to the said section 80 and shall expire (unless previously revoked or renewed) on the earlier of the conclusion of the next Annual General Meeting of the Company and 12 months after the date of passing of this resolution save that the Company may before such expiry make any 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 an offer or agreement as if the authority conferred hereby had not expired.

2 THAT, subject to the passing of the resolution numbered 1 above:

- (a) subject to sub-paragraph (b) of this resolution, the directors shall be empowered pursuant to section 95(1) of the Act to allot equity securities (as defined in section 94(2) of the Act) of the Company for cash or sell relevant securities (as defined in section 94 of the Act) pursuant to any general authority conferred by section 80 of the Act as if section 89 of the Act did not apply to such allotment, and the directors shall be entitled to make, at any time prior to the expiry of the power hereby conferred, any offer or agreement which would or might require equity securities to be allotted thereafter, provided that such power (which shall be in substitution for any existing power pursuant to the said section 95(1)) shall, subject as aforesaid, cease to have effect on the earlier of the conclusion of the

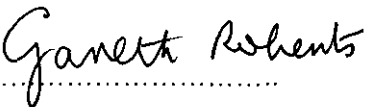


next Annual General Meeting of the Company and 12 months after the date of passing of this resolution; and

- (b) the power conferred by sub-paragraph (a) of this resolution shall be limited to:
- (i) the allotment of 94,321,384 ordinary shares of 2 pence each in connection with the Placing and Open Offer, but subject to such exclusions or other arrangement as it is, in the opinion of the directors, necessary or expedient so to do in connection with such offerings for the purpose of dealing with fractional entitlements or any legal or practical problems under the laws of any territory or the requirements of any recognised regulatory body or any stock exchange in any territory;
  - (ii) the allotment of equity securities in connection with offerings of equity securities to the shareholders of the Company on a pre-emptive basis, but subject to such exclusions or other arrangement as it is, in the opinion of the directors, necessary or expedient so to do in connection with such offerings for the purpose of dealing with fractional entitlements or any legal or practical problems under the laws of any territory or the requirements of any recognised regulatory body or any stock exchange in any territory;
  - (iii) the allotment of equity securities pursuant to the terms of the Johnston Option;
  - (iv) the allotment of the DML Retained Shares, the HSL Shares, the SCL Retained Shares and the Welcare Shares; and
  - (v) the allotment of equity securities (otherwise than as mentioned in sub-paragraph (b) of this resolution 2 above) up to a maximum aggregate nominal amount of £200,000 representing approximately 5% of the nominal value of the current enlarged issued share capital of the Company.
- 3 THAT, subject to the passing of the resolutions numbered 1 and 2 above, the directors shall be empowered and authorised for all purposes to allot 3,887,853 new ordinary shares of the Company to Dr O al-Babbilli, being the DML Retained Shares and to allot 3,575,730 new ordinary shares to Dr Kassim Daoud, being the SCL Retained Shares.
- 4 THAT, for the purposes of Rule 21.1 of the City Code on Takeovers and Mergers approval be granted for the Company to:
- (a) allot 94,321,384 new ordinary shares in connection with the Placing and Open Offer;
  - (b) allot 3,887,853 new ordinary shares to Dr O al-Babbilli (being the DML Retained Shares) and 3,575,730 new ordinary shares to Dr Kassim Daoud (being the SCL Retained Shares) (as referred to in resolution 3 above);
  - (c) enter into a service agreement between the Company and Charles Alexander Green on the terms of the document produced to the meeting, a summary of which is included in the Circular, subject to such non-material changes as the Remuneration Committee of the Board of Directors considers appropriate;

- (d) enter into a service agreement between the Company and Neil Johnston on the terms of the document produced to the meeting, a summary of which is included in the Circular, subject to such non-material changes as the Remuneration Committee of the Board of Directors considers appropriate;
  - (e) enter into a letter of appointment between the Company and Robin Slinger on the terms of the document produced to the meeting, a summary of which is included in the Circular, subject to such non-material changes as the Remuneration Committee of the Board of Directors considers appropriate; and
  - (f) grant options over 4,000,000 shares pursuant to the Johnston Option to Neil Johnston at the Issue Price, and otherwise substantially on the terms of the Executive Share Option Scheme.
- 5 THAT for the purposes of Article 86 of the Articles of Association, the aggregate remuneration of the Directors for their services as such be subject to a maximum of £100,000 rather than the existing figure of £50,000.
- 6 THAT the placing of 2,953,500 New Ordinary Shares with Mr Sunny Varkey be and is hereby approved.

Dated: 14 January 2005

  
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Director