

MEDICAL SOLUTIONS PLC

(the "Company")

Company Number 79136

NOTICE is hereby given that at an Extraordinary General Meeting of the above named Company held on 26 June 2003 the following resolutions were duly passed as ordinary and special resolutions of the Company as specified below:

ORDINARY RESOLUTIONS

- 1 That the Acquisition Agreement and the Services Agreement, each as defined in a document (the "Circular") dated 3 June 2003 comprising listing particulars relating to the Company (collectively "the Dubai Documents") (in each case in the form of the draft produced to the meeting and initialled for the purposes of identification by the Chairman of the meeting, subject to any non-material modifications or non-material amendments thereto as may be approved by any Director duly authorised by the Board of the Company), be approved, and that the Board of the Company be and it is hereby authorised and requested to arrange for the Dubai Documents to be executed on behalf of the Company and the Company be and it is hereby authorised subject to the passing of resolutions numbered 3, 4 and 6 to issue and all of the Consideration Shares (as defined in the Acquisition Agreement).
- 2 That the Subscription Agreement as defined in the Circular (in the form of the draft produced in the meeting and initialled for the purpose of identification by the Chairman of the meeting, subject to any non-material modifications or non-material amendments thereto as may be approved by any Director duly authorised by the Board of the Company) be approved and that the Board of the Company be and it is hereby authorised and requested to arrange for the Subscription Agreement to be executed on behalf of the Company and the Company be and it is hereby authorised to issue and allot the New Shares (as defined in the Subscription Agreement) up to an aggregate nominal amount of £200,000.
- 3 That the authorised share capital of the Company be increased to £2,600,000 by the creation of 30,000,000 Ordinary Shares of 2p each to rank *pari passu* with the existing Ordinary Shares of 2p each of the Company.
- 4 That subject to the passing of the resolutions numbered 2 and 3 in this Notice of Extraordinary General Meeting, in substitution for any existing authority the Directors of the Company be and are hereby generally and unconditionally authorised in accordance with section 80 of the Act to allot relevant securities (as defined in section 80(2) of the Act) up to an aggregate nominal amount of £811,935 provided that this authority will (unless renewed) expire 15 months from that date on which this resolution is passed or the commencement of the Annual General Meeting of the Company called in 2004 which ever first occurs.
- 5 That the institution of the Medical Solutions Plc Employee Benefit Trust (the "EBT") be approved and accordingly the Directors be authorised to execute as a deed the Medical Solutions Plc EBT Trust Deed and that the Directors be and are

hereby authorised to do all acts and things necessary to institute and assist the Trustees in the operation of the EBT (which, for the avoidance of doubt, shall include the making of contributions by the Company to the Trustees of the EBT and to be applied for the purposes of the EBT).

SPECIAL RESOLUTIONS

- 6 That subject to the passing of the resolution numbered 2 in this Notice of Extraordinary General Meeting, the Directors be and are hereby given power to allot equity securities (within the meaning of section 94 of the Act) as if section 89(1) of the Act did not apply to the allotment, provided that this power is limited to the allotment on or before 31 March 2004 of the New Shares (as defined in the Subscription Agreement) up to an aggregate nominal amount of £200,000.
- 7 That subject to the passing of the resolutions numbered 3 and 4 in this Notice of Extraordinary General Meeting, in substitution for any existing authority other than that conferred by resolution numbered 6 in this Notice of Extraordinary General Meeting, the Directors of the Company be and are hereby given power to allot equity securities (within the meaning of section 94 of the Act) as if section 89(1) of the Act did not apply to the allotment, provided that this power is limited to the allotment of equity securities up to an aggregate nominal amount of £178,806.48 and will (unless renewed) expire 15 months after the date of the passing of this resolution or at the commencement of the Annual General Meeting of the Company held in 2004, whichever first occurs.



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CHAIRMAN