

No: 943228

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
SPECIAL RESOLUTION
of
THE SUE RYDER FOUNDATION LIMITED

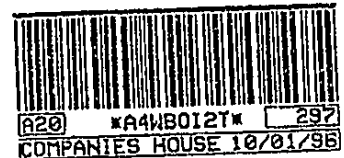
(passed 31 May 1995)

The following resolution was duly passed as a Special Resolution at an Extraordinary General Meeting of the Company held on 31 May 1995.

SPECIAL RESOLUTION

That:

1. The proposed takeover by the Company of the undertaking and operation of the Sue Ryder Foundation, as constituted by the Declaration of Trust dated 13th November 1958, and amended by a Supplemental Declaration of Trust dated 31st July 1961 and a Deed of Appointment and Supplemental Declaration of Trust dated 13th April 1969 copies of which are produced to the Meeting, so that the property of the Sue Ryder Foundation shall be administered and managed as part of the general property of the Company for application for the objects of the Company, be and it is hereby approved by the Company subject to the advertisement of the proposed takeover and approval of the Charity Commissioners for England and Wales;
2. the Memorandum of Association of the Company be amended by:
 - (1) deleting the existing Clause 3 and substituting a new Clause 3 in the form set out in the printed document produced to the Meeting and, for the purposes of identification, signed by the Chairman of the Meeting;
 - (2) deleting the existing Clause 4 and substituting a new Clause 4 in the form set out in the printed document produced to the Meeting, and for the purposes of identification, signed by the Chairman of the Meeting; and



- (3) deleting the existing Clause 7 and substituting a new Clause 7 in the form set out in the printed document produced to the Meeting and, for the purposes of identification, signed by the Chairman of the Meeting;
3. the Regulations contained in the printed document submitted to this Meeting, and for the purpose of identification signed by the Chairman of the Meeting, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.


Chairman