

WESTMINSTER HEALTH CARE GROUP LIMITED

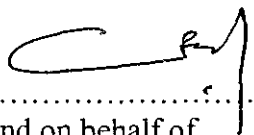
To: The directors, Westminster Health Care Group Limited (the *Company*)

RECORD OF THE DECISIONS OF THE SOLE MEMBER

In accordance with section 382B(1) of the Companies Act 1985, we, the sole member of the Company, notify you of our decisions which each have effect as if agreed by the Company today in general meeting as special resolutions:

Special Resolutions

1. **THAT**, subject to compliance with sections 155 to 158 of the Companies Act 1985 (the *Act*), the proposed loans (the *Loans*) to be made by the Company as described in the statutory declarations sworn by the directors of the Company today under section 155 of the Act, and the giving by the Company of financial assistance for the purpose of the acquisition of shares in the Company's holding companies, Westminster Health Care (UK) Limited and Westminster Health Care Holdings Limited, pursuant to the Loans, be and are hereby approved with immediate effect.
2. **THAT** any decision of the directors of the Company, or any committee thereof, to approve the Loans, and any action of any of the directors or the secretary of the Company to effect the Loans, be and is hereby confirmed, approved and ratified.
3. **THAT** any and all claims, liabilities, costs, damages and expenses which the Company may have, or be entitled to pursue or enforce, against its directors (both past and present) which have arisen or may arise out of the declaration and payment on 26 July 2001 by the Company of a dividend in the aggregate amount of £17,000,000 be and are hereby released.


.....
For and on behalf of
Westminster Health Care (UK) Limited

Date: 30 November 2001

