

THE COMPANIES ACTS 1985 AND 1989

A PRIVATE COMPANY LIMITED BY SHARES

COPY OF SPECIAL RESOLUTIONS

- of -

RETIREMENT CARE (BH) LIMITED

(passed on 25 November 1994)

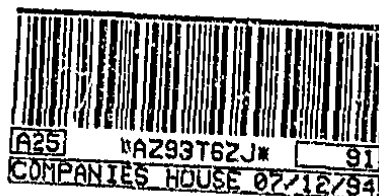
Copy Resolutions of the type and in the terms specified below were passed by the members of the Company named above at their Extraordinary General Meeting duly convened and held at 79 New Cavendish Street, London W1M 8AQ on Friday 25 November 1994.

SPECIAL RESOLUTIONS

1. THAT the Company amend its Memorandum of Association by the adoption of an additional object in the terms set out below:

"To the extent that the same is permitted by law to give financial assistance for the purpose of acquisition of shares in the Company or any holding company of the Company for the time being (as defined by S736 of the Companies Act 1985) and to give such assistance by any means howsoever permitted by law".

2. THAT the giving by the Company of financial assistance for the purpose of the proposed acquisition of the issued share capital and taking the form described in the Statutory Declaration of even date herewith and made by all the Company's Directors on Companies Form No 155(6)(a) (a copy of which together with the annexed report by the Company's auditors is available for inspection by the members at this meeting) be and is hereby approved and accordingly that the Company be and is hereby authorised to enter into a Corporate Guarantee and a Debenture and where appropriate Legal Charges and a deed of accession to the Inter Creditor Deed in favour of the Governor and Company of the Bank of Scotland ("the Bank") and a



Guarantee and a Debenture and (where appropriate) Legal Charges and the deed of accession in favour of 3i Group plc and TR Property Investment Trust Plc (together "the Investors") in the forms now provided to the meeting marked "A", "B", "C", "D", "E", "F", "G", "H" and "I" or in such substantially similar form as the Directors of the Company may in their discretion determine.

3. THAT each of the Directors of the Company is notwithstanding any interest or duty which he may have which might be in conflict with his duties as a Director of the Company, authorised to vote as a Director of the Company and shall be counted in the quorum at any meeting of the Company's Board of Directors, on any resolution or matter relating to the acquisition and financial assistance referred to in Resolutions 2 and 3 above and any transaction or matter incidental thereto, any provisions of the Company's Articles of Association to the contrary being suspended to the extent requisite to give effect to this Resolution.

4. THAT the execution delivery and performance of the Corporate Guarantee, Debenture and deed of accession in favour of the Bank and the Guarantee, Debenture and deed of accession in favour of the Investors is in the best interests of and for the benefit of the Company, there is full and fair consideration to the Company for its obligations under the each such document and the approval for the Company to enter into the each such document be and is hereby given, notwithstanding that the Company might be held to be giving financial assistance for the purposes of Sections 151 and 152 of the Companies Act 1985.

.....
CHAIRMAN