

Company Number 1879848

THE COMPANIES ACT 1985 (as amended)

WRITTEN RESOLUTION

of

GOLDSBOROUGH DEVELOPMENTS LIMITED
(the "Company")

We, the undersigned, being the sole Member for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following Resolution as a Special Resolution and agree that the said Resolution pursuant to Section 381A of the Companies Act 1985 (as amended) shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held

RESOLUTION

Amendment of the Articles of Association

"THAT, conditional on, and with effect from the date of, completion of the sale and purchase of 6,001,000 ordinary shares of £1 each in the capital of BHS (Holdings) Limited, 2,450,100 ordinary shares of £1 each in the capital of Dolphyn Court Properties Limited, and 1 ordinary share of £1 in the capital of BUPA Hospitals Limited pursuant to the terms of a share purchase agreement entered into between BHS (Holdings) 2006 Limited, BUPA Investments Limited, BUPA Treasury Limited, BUPA Finance PLC and Rozier Acquisitions Limited dated 16 June 2007, the Articles of Association of the Company be amended by

- (A) deleting the words "*regulations 72 to 80 inclusive*" from article 2 and replacing them with the words "*regulation 72*", and by deleting the existing articles 8(1) to 8(4) inclusive, 8(6) to 8(8) inclusive and 9 in their entirety, and
- (B) adding the words "regulation 24," to article 2 before the words "regulation 64" and deleting the existing article 6 in its entirety and replacing it as follows

"6(1) Subject to article 6(2), the directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of a share to any person, whether or not it is fully paid or a share on which the company has a lien

TUESDAY



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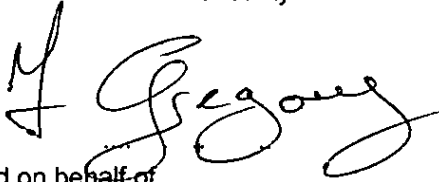
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COMPANIES HOUSE

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- 6(2) The directors shall promptly register any transfer of shares which have been charged by way of security, whether the relevant transfer is to the chargee or to its nominee or to any other person, on the enforcement by the chargee of its security"

A handwritten signature in black ink, appearing to read 'M. Gregory', is written over the printed text 'For and on behalf of'.

For and on behalf of
BUPA HOSPITALS LIMITED

Dated this 31st day of July 2007