

Company Number: 2123483

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**PRIME HEALTH LIMITED**

(Passed on 28 October 1998 by a resolution in writing of the sole shareholder of the Company pursuant to section 381A of the Companies Act 1985)

THAT:

1. the authorised share capital of the Company be increased from £60,000,000 to £100,000,000 by the creation of an additional 40,000,000 ordinary shares each to rank pari passu with the existing shares of £1 each; and
2. in substitution for all existing authorities the directors be and are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise all or any of the powers of the Company to allot relevant securities (within the meaning of that Section) up to an aggregate nominal amount of £40,000,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five years after the date of the passing of this resolution (or at the conclusion of the next Annual General Meeting of the Company following the passing of this resolution, whichever first occurs) and to make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities pursuant to any such offer or agreement.

Signed for and on behalf of  
the sole shareholder of the Company,  
THE STANDARD LIFE ASSURANCE COMPANY} .....

