

R84W131.tr

Company No. : 2237105

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of

WARRENS HALL PLC

(Passed on the 10th day of February 1995)

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at the offices of Johnson Fry plc, 20 Regent Street, London SW1Y 4PZ on the 10th day of February 1995 the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT all transfers of shares or interests therein resulting from acceptance of the offer by Associated Nursing Services plc ("ANS") for the shares in the Company not already owned by ANS ("the Offer") set out in the Offer Document dated 18th January 1995 from ANS to the Shareholders of the Company (a copy of which is laid before the Meeting and, for identification purposes only, initialled by the Chairman of the Meeting) or any revised, increased, additional or other offer(s) made by ANS be and are hereby approved notwithstanding that, as a result of such transfers, the Company would come under the control (as defined in Section 416 of the Income and Corporation Taxes Act 1988) of ANS or would become a 51 per cent subsidiary of ANS.

.....*T. J. Blake*.....
CHAIRMAN

