

Registered No. 02507866

BUPA Power & Leasing Limited
(the "Company")

We, being the holders of the entire issued share capital of the above Company, hereby consent to the following special resolution being passed and approved as a written resolution pursuant to section 381A Companies Act 1985:

That the objects of the Company be altered by the replacement of the words, "*to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid)*", in clause 3(h) of its Memorandum of Association with the following:

"in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is at the relevant time a subsidiary or a holding company of the company or another subsidiary of a holding company of the company or otherwise associated with the company."

R. King

for and on behalf of
BUPA Hospitals Limited

A. L. Wafer

for and on behalf of The British
United Provident Association Limited

Date: 7th February 2002

