

Company No : 2581060



**THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
WRITTEN SPECIAL RESOLUTIONS**

**- of -**

**AURUM PHARMACEUTICALS LIMITED**

**(Signed by all Members of Aurum  
Pharmaceuticals Limited on 24 October 2000)**

We, the undersigned, being all the members of the above named Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby resolve that the resolutions set out below be and are passed as special resolutions of the Company pursuant to the provisions of Section 381A of the Companies Act 1985 and Regulation 53 in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendments) Regulations 1985 and confirm that such resolutions shall be valid and effectual as if they had been passed at an Extraordinary General meeting of the Company duly convened and held:-

**SPECIAL RESOLUTIONS**

1. **THAT** the Articles of Association of the Company be amended as follows:

1.1. by adding the following as a new Article 13:

“13A Notwithstanding anything contained in these Articles, whether expressly or impliedly contradictory to the provisions of this Special Article (to the effect that any provision contained in this Special Article shall override any other provision of these Articles):

13A.1 The Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:

13A.1.1 is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a “Secured Institution”); or

13A.1.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or

13A.1.3 is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the Directors shall forthwith register any such transfer of shares upon receipt, and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

13A.2 The Directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Special Article 13A.1 above).

13A.3 The registered holder from time to time of the majority of the issued ordinary share capital of the Company or the holder or holders of share warrants in respect of such majority shall have the right at any time and from time to time by notice delivered to the registered office of the Company or to any meeting of the board of Directors of the Company accompanied in the case of share warrants by a Director's letter, to appoint to the office of Director and/or to remove from the office of Director any person or persons as such registered holder shall in its absolute discretion think fit so that it may by notice remove all persons then acting as Directors of the Company from that position and appoint new persons to act in their place."

2. **THAT** the statutory declaration in the form 155(6)a (the "Declaration") (with the auditors' report attached thereto) (which has been produced to and inspected by all the members of the Company) setting out details (inter alia) of the documents to be entered into by the Company (as such documents are amended and/or replaced and/or supplemented and/or substituted or novated or increased from time to time) (the "Documents") and the obligations referred to in the Declaration (the "Obligations") which Documents and Obligations the Company is proposing to enter into and grant in connection with (inter alia) the following:

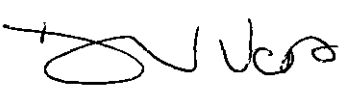
- 2.1. the acquisition by The Intercare Group PLC of the issued share capital of Macarthy Group Limited and by virtue the issued share capital of the Company;
- 2.2. the past acquisition by Macarthy Group Limited of the entire issued share capital of the Company;

(paragraphs 2.1 and 2.2 being together the "Acquisitions") and the details of financial assistance (as defined by Sections 151 to 158 (inclusive) of the Companies Act 1985) set out in the Declarations which the Company is proposing to give for the purposes of the

Acquisitions be and are hereby approved and authorised by the members of the Company

3. **THAT** notwithstanding any personal interest, the board of directors of the Company be and it is hereby specifically authorised, empowered and directed in the name of and on behalf of the Company to:
  - (a) execute and deliver on the completion of the Acquisitions the Documents to which the Company is a party, in the forms produced to the meeting or with such amendments as they shall in their discretion approve; and
  - (b) enter into such documentation and to take such action as may be required in order to carry out the matters referred to above.
4. **THAT** any act done or document executed pursuant to any of the resolutions set out above shall be valid, effective and shall bind the Company and any limit on the borrowing or other powers of the directors of the Company contained in or incorporated by reference in the Company's Articles of Association is suspended, waived or abrogated as necessary to give effect to the foregoing resolutions.
5. **THAT** notwithstanding the Company having approved the execution delivery and performance of those of the Documents to which the Company is a party it is confirmed that the Company is receiving full and fair consideration for the obligations it is undertaking in accordance with the terms thereof.
6. **THAT** notwithstanding that the entering into and granting of the Documents to which the Company is a party and the granting of the security and guarantees and performing the obligations thereunder would constitute financial assistance within the meaning of sections 151-158 (inclusive) of the Act, such entry and grant and the giving of such financial assistance is in the best interests of the Company.

duly authorised corporate  
representative of **Macarthy Group**  
**Limited** for and on behalf of  
**Macarthy Group Limited**

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