Company No: 2654877





COMPANIES HOUSE

24/10/2006

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

passed as

WRITTEN RESOLUTIONS

of

INTERDEPENDENCE LIMITED

(the "Company")

(Passed pursuant to section 381A of and Schedule 15A to the Companies Act 1985)

WE, the undersigned, being or representing all the members of the Company, HEREBY RESOLVE as follows:

RESOLUTIONS

- 1. THAT the terms and conditions of and the transactions contemplated by the documents (the "Finance Documents") listed in paragraphs 1.1 to \(\frac{1}{2}\), set out below, and the transaction contemplated thereby be approved:
- 1.1 a limited guarantee to be entered into by the Company in favour of Barclays Bank PLC (the "Bank") pursuant to the requirements of the Overdraft Letter;
- an amendment letter to an guarantee and debenture dated 28 April 2000 to be entered into on or about the date hereof by Tenet Group Limited (the "Parent"), its subsidiaries named therein (including the Company) and the Bank;
- a debenture in the Bank's standard form to be entered into by the Company on or about the date hereof creating fixed and floating charges over its assets in favour of the Bank; and
- a letter of set-off to be entered into on or about the date hereof by the Parent and its subsidiaries (including the Company) in favour of the Bank.
- 2. THAT the execution and delivery by the Company of the Finance Documents be approved.
- 3. THAT the performance by the Company of its obligations under the Finance Documents be approved.

Definitions:

Overdraft Letter means the overdraft letter to be entered into on or about the date hereof between (1) the Parent and (2) the Bank pursuant to which of a £3,500,000 overdraft facility and £8,113,000 ancillary facilities will be made available to the Parent and certain of its subsidiaries on the terms and conditions set out therein.

Name of Shareholder

Tenet Limited

Signature

Date

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