

Company No: 2798607

NURSING HOME PROPERTIES PLC

The Companies Act 1985

COMPANY LIMITED BY SHARES

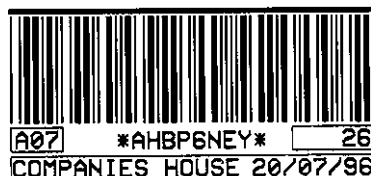
SPECIAL RESOLUTIONS

Passed 19 July 1996

AT an extraordinary general meeting of the Company, duly convened and held on 19 July 1996, the following resolutions were duly passed as special resolutions:

RESOLUTIONS

1. That:
 - (a) in addition to their existing authorities to allot relevant securities (as defined in Section 80 of the Companies Act 1985 (the "Act")), the Directors be and they are hereby unconditionally authorised for the purposes of Section 80 of the Act to exercise all the powers of the Company to allot ordinary shares of 1p each in the Company ("New Ordinary Shares") up to an aggregate nominal amount of £154,653.18 in connection with the placing and open offer of New Ordinary Shares described in the Circular to shareholders of the Company dated 26 June 1996 and signed for the purpose of identification by the Chairman, provided that this authority shall expire on 31 October 1996; and
 - (b) the Directors be and they are hereby empowered pursuant to Section 95(2) of the Act to allot New Ordinary Shares wholly for cash pursuant to the authority conferred by paragraph (a) of this resolution as if Section 89(1) of the Act did not apply to any such allotment.
2. That, subject to the passing of Resolution 1:



- (a) in addition to their existing authorities to allot relevant securities (as defined in Section 80 of the Companies Act 1985 (the "Act")) (including the authority conferred by Resolution 1), the Directors be and they are hereby generally and unconditionally authorised for the purposes of Section 80 of the Act to exercise all the powers of the Company to allot relevant securities (as so defined) up to an aggregate nominal amount of £200,000 provided that this authority shall expire on 31 October 1996; and
- (b) the Directors be and they are hereby empowered pursuant to section 95(1) of the Act to allot equity securities (as defined in Section 94 of the Act) wholly for cash pursuant to the authority conferred by paragraph (a) of this resolution as if Section 89(1) of the Act did not apply to any such allotment.

3.

That, subject to the passing of Resolution 1:

- (a) in addition to their existing authorities to allot relevant securities (as defined in Section 80 of the Companies Act 1985 (the "Act")) (including the authority conferred by Resolution 1 and if passed Resolution 2), the Directors be and they are hereby generally and unconditionally authorised for the purposes of Section 80 of the Act to exercise all the powers of the Company to allot relevant securities (as so defined) up to an aggregate nominal amount of £121,800.34 provided that this authority shall expire on 31 October 1996; and
- (b) the Directors be and they are hereby empowered pursuant to Section 95(1) of the Act to allot equity securities (as defined in Section 94 of the Act) wholly for cash pursuant to the authority conferred by paragraph (a) of this resolution as if Section 89(1) of the Act did not apply to any such allotment.

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CHAIRMAN OF THE MEETING