

NHP PLC

(company number 02798607)



The following resolutions were passed at the Extraordinary General Meeting of NHP Plc held on 10 June 2002:

ORDINARY RESOLUTIONS

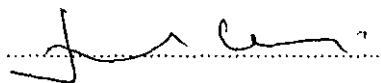
- 1 THAT the authorised share capital of the Company be increased by £1,850,000 from £1,850,000 to £3,700,000 by the creation of 185,000,000 additional ordinary shares of 1p each.
- 2 THAT the Directors of the Company be hereby specifically and unconditionally authorised pursuant to section 80 of the Companies Act 1985 ("the Act") to allot relevant securities up to an aggregate nominal amount of £547,777.89 in connection with the Rights Issue, as such term is defined in a circular to shareholders of the Company dated 17 May 2002 ("the Circular"), such authority to expire on 31 July 2002.
- 3 THAT, in addition to the authority granted under Resolution 2 above, the Directors of the Company be hereby generally and unconditionally authorised pursuant to Section 80 of the Act to allot relevant securities up to an aggregate nominal amount of £751,988.73 for the period expiring at the earlier of the conclusion of the next Annual General Meeting of the Company and the date 15 months from the date this Resolution 3 comes into effect, (unless previously revoked or varied by the Company in general meeting and provided that the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted after such expiry and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired) and so that all previous authorities given by the Company in general meeting pursuant to Section 80 of the Act (other than under Resolution 2) are revoked (save to the extent relied upon prior to the passing of this Resolution 3).

SPECIAL RESOLUTIONS

- 4 THAT, subject to the passing of Resolution 2 above, the Directors be hereby empowered, during the period expiring on 31 July 2002, to allot or make offers or agreements to allot equity securities pursuant to the authority granted by Resolution 2 above as if Section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of 54,777,789 Ordinary Shares in connection with the Rights Issue (as defined in the Circular).
- 5 THAT, subject to the passing of Resolution 3 above, the Directors be hereby empowered, during the period expiring on the earlier of the conclusion of the next Annual General Meeting of the Company and the date 15 months from the date that this Resolution 5 comes into effect (provided that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to such an offer or agreement as if the power conferred hereby had not expired), to allot or make offers or agreements to allot equity securities pursuant to the authority granted by Resolution 3 above as if Section 89(1) of the Act did not apply to any such allotment, and so that all previous authorities given by the Company in general meeting to disapply section 89(1) of the Act (other than under Resolution 4) are revoked (save to the extent relied upon prior to the passing of this Resolution 5) provided that this power shall be limited:
 - (i) to the allotment of equity securities in connection with a rights issue in favour of the holders of relevant shares and relevant employee shares, or in connection with any other form of issue of such securities in which such holders are offered the right to participate, in proportion (as nearly as may be) to their respective holdings but subject to such

exclusion or other arrangements as the Directors consider necessary or expedient in connection with shares representing fractional entitlements or on account of either legal or practical problems arising in connection with the laws of any territory, or of the requirements of any generally recognised regulatory body or stock exchange in any territory; and

- (ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal amount of £100,425.94.

A handwritten signature in black ink, appearing to be 'J. C.', written over a horizontal dotted line.

Chairman