

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

CHS (Kincardine) Limited

(Passed 4 April 2000)

*Certified true copy*  
*Sh. Bryant*  
*10/8/00*

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 38 Threadneedle Street, London EC2P on 4 April 2000 at 2.13 pm the following resolutions were passed.

**ORDINARY RESOLUTION**

1. That pursuant to Section 375 of the Companies Act 1985 Ian Mitchelmore on behalf of Ditat Nominees (Edinburgh) Ltd, be and is hereby authorised to act as the corporate representative at every General Meeting and adjourned General Meeting of CHS (Kincardine) Limited held after the passing of this resolution and to consent to the holding of any such meetings upon short notice and as the corporate representative of the registered holder of such shares to exercise all the powers and rights that the registered shareholder itself could exercise if it were an individual shareholder present at any such General Meeting (adjourned or otherwise) in such manner as he shall in his discretion consider necessary or desirable for the Company. In particular that the Company approved the resolutions to be passed at the General Meetings of the company referred to above to be held on the date of this meeting in accordance with the execution by those companies of certain documentation in connection with the Facilities referred to in paragraph 3 above, including the Documents themselves and certain of the related Relevant Agreements (as therein defined).

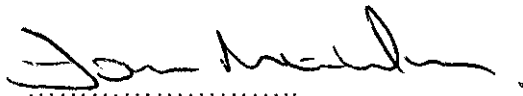
**SPECIAL RESOLUTIONS**

1. THAT the documents referred to in the Schedule hereto ("the Documents"), and the transactions contemplated thereby, in substantially the forms of the draft copies thereof tabled by the Chairman at the Extraordinary General Meeting subject, in each case, to any amendments or variations which may be approved by the directors or the secretary in the manner prescribed by the directors, be and are hereby approved.



2. THAT the terms, conditions and execution, delivery and performance by the Company of each of the Documents and any notice, certificate or other document or agreement that may be required under or in connection therewith or pursuant thereto be and they are hereby approved so far as they concern the Company subject to such amendments or variations which may be approved by the directors or the secretary in the manner prescribed by the directors.

Date: 4<sup>th</sup> April 2000



Chairman

#### A SCHEDULE OF THE RESOLUTIONS OF

#### CHS (KINCARDINE) LIMITED

1. A £50,000,000 Facilities Agreement to be made between Care UK Plc as Borrower (1) Care UK plc and others (including the Company) as Guarantors (2) and The Bank of Scotland Limited as Agents and Security Trustee (3) and (5) and The Bank of Scotland and National Westminster Bank Plc as Original Banks (4).
2. A Debenture to be executed by the Company and others in favour of The Bank of Scotland as Security Trustee creating (inter alia) fixed and floating charges over the entire assets, undertaking and revenues of the Company.
3. A Deed of Priorities to be made between the Governor and Company of the Bank of Scotland, National Westminster Bank Plc and the Obligors (as defined in document (i) above) including the Company.