

PPP/Columbia healthcare limited

Written Resolution of the sole Shareholder passed on 29 December 1998

3020576

IT WAS RESOLVED that:-

- 1 the Articles of Association of the Company be varied so that, notwithstanding the provisions of Article 17 to 21 (inclusive) or any other provisions of the Articles of Association of the Company inconsistent therewith, any meeting of the Board held for the purpose of declaring and paying a dividend and/or entering into a loan facility with Barclays Bank PLC and/or entering into any intra-group loan arrangement with the Company's parent company, PPP/Columbia healthcare holdings limited, prior to 1 January 1999, shall be deemed to be properly convened and constituted and to be quorate if each of John Kausch and Mark Anthony Kopser, whose appointments as directors are hereby confirmed, attend (or, if such meeting is held by telephone, participate in) such meeting; and
- 2 any such intra-group loan arrangement under which the Company may lend to PPP/Columbia healthcare holdings limited up to £6 m repayable on demand be approved whether or not interest is charged on such loan and whatever other terms may apply thereto.

Signed by Mark Kopser
for and on behalf of
PPP/Columbia healthcare holdings
limited

} *Mark Kopser*

