

COMPANIES ACT 1985

CAREMILL LIMITED

COMPANY NUMBER: 3093985

**NOTICE OF A SPECIAL RESOLUTION PASSED AT AN EXTRAORDINARY
GENERAL MEETING HELD ON 20 DECEMBER 1996**

IT WAS RESOLVED that the company's authorised share capital be increased to £1000 split into 800 £1 Ordinary shares, 50 £1 A deferred shares, 50 £1 B deferred shares, 50 £1 C Deferred shares, and 50 £1 D deferred shares.

IT WAS RESOLVED that each class of Deferred share would have no voting rights.

IT WAS RESOLVED that dividends may be paid to the holders of each class of Deferred shares. Such dividends will be determined from time to time by the holders of Ordinary £1 shares in General Meeting. The dividends payable to the holders of Deferred shares of each class need not be related in any way to the dividends payable to the holders of any other class of share.

IT WAS RESOLVED that on liquidation all Ordinary shares in issue be redeemed at par and subject thereto all deferred shares of each class in issue be redeemed at par and subject thereto all remaining funds be distributed to the holders of Ordinary shares to the exclusion of holders of deferred shares of each class.



Director

