

Company number
3156327

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
SOUTHERN CROSS HEALTHCARE SERVICES LIMITED

By a written resolution dated 16th August 2002, the holders of all the issued share capital of Southern Cross Healthcare Services Limited (the "**Company**") pursuant to section 381A of the Companies Act 1985 (the "**Act**") agreed to the following resolution being passed:

THAT:

- (A) subject to compliance with sections 155-158 of the Act, the terms of, and the execution and performance by the Company of, an inter-company funding agreement (the "**Inter-Company Funding Agreement**") under which the Company (amongst others) will lend sums to Southern Cross Loanco Limited and Southern Cross Finance Limited to enable them to repay borrowings incurred under a senior facilities agreement and a mezzanine loan agreement, pay interest on such borrowings, pay costs and expenses incurred in connection with the acquisition by Southern Cross Loanco Limited of Southern Cross Healthcare Limited, fund any dividend payments and hedging debt, reduce or discharge any other liability incurred directly or indirectly for the purpose of or otherwise in connection with the acquisition by Southern Cross Loanco Limited of Southern Cross Healthcare Limited or the acquisition by Southern Cross Finance Limited of Trinity Care Limited and to enable Southern Cross Loanco Limited to have sufficient funds for such other purposes as may be agreed in writing are hereby approved;
- (B) subject to compliance with sections 155-158 of the Act, the terms of, and the execution and performance by the Company of, a letter of dividend under which it will undertake, to the extent that it is lawfully able to do so and has sufficient distributable reserves for that purpose, that it will distribute those reserves by way of dividend to Southern Cross Healthcare Limited (the "**Letter of Dividend**") are hereby approved;
- (C) the entering into of the Inter-Company Funding Agreement and the Letter of Dividend is in the best interests of the Company and the approval of the execution of such documents is given notwithstanding that the Company will be giving financial assistance for the purposes of the acquisition of the shares in Southern Cross Healthcare Limited (the Company's holding company) pursuant to sections 151 and 152 of the Act; and
- (D) this resolution shall have effect notwithstanding any provision of the Company's articles of association.


Director



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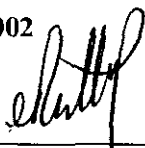
We, the undersigned, being the holder of all the issued share capital of Southern Cross Healthcare Services Limited (the "**Company**"), pursuant to section 381A of the Companies Act 1985 (the "**Act**") pass the following resolution:

THAT:

- (A) subject to compliance with sections 155-158 of the Act, the terms of, and the execution and performance by the Company of, an inter-company funding agreement (the "**Inter-Company Funding Agreement**") under which the Company (amongst others) will lend sums to Southern Cross Loanco Limited and Southern Cross Finance Limited to enable them to repay borrowings incurred under a senior facilities agreement and a mezzanine loan agreement, pay interest on such borrowings, pay costs and expenses incurred in connection with the acquisition by Southern Cross Loanco Limited of Southern Cross Healthcare Limited, fund any dividend payments and hedging debt, reduce or discharge any other liability incurred directly or indirectly for the purpose of or otherwise in connection with the acquisition by Southern Cross Loanco Limited of Southern Cross Healthcare Limited or the acquisition by Southern Cross Finance Limited of Trinity Care Limited and to enable Southern Cross Loanco Limited to have sufficient funds for such other purposes as may be agreed in writing are hereby approved;
- (B) subject to compliance with sections 155-158 of the Act, the terms of, and the execution and performance by the Company of, a letter of dividend under which it will undertake, to the extent that it is lawfully able to do so and has sufficient distributable reserves for that purpose, that it will distribute those reserves by way of dividend to Southern Cross Healthcare Limited (the "**Letter of Dividend**") are hereby approved;
- (C) the entering into of the Inter-Company Funding Agreement and the Letter of Dividend is in the best interests of the Company and the approval of the execution of such documents is given notwithstanding that the Company will be giving financial assistance for the purposes of the acquisition of the shares in Southern Cross Healthcare Limited (the Company's holding company) pursuant to sections 151 and 152 of the Act; and

- (D) this resolution shall have effect notwithstanding any provision of the Company's articles of association.

Dated 16th August 2002

A handwritten signature in black ink, appearing to be 'D. Smith', is written over a horizontal line.

For SOUTHERN CROSS HEALTHCARE LIMITED