

10-04-97

Company No: 3189363

The Companies Act 1985

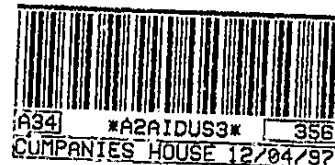
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

PRIORY HOSPITALS HOLDINGS LIMITED

Passed 10th April 1997



At an Extraordinary General Meeting of the Company duly convened and held on 10th April 1997 the following resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

That:

- (1) the share capital of the Company be altered by the conversion and redesignation of 21,653 of the unissued "C" Ordinary Shares of the Company into an equal number of "A" Ordinary Shares ranking pari passu with all of the existing authorised but unissued "A" Ordinary Shares; and
- (2) the Articles of Association of the Company be and are hereby amended by:-
 - (a) the incorporation of the words "as amended from time to time" after the word "Company" within the definition of Investment Agreement in Article 3.1 of the Articles of Association; and
 - (b) the incorporation of the words "(and in each case any instruments amending, extending, restating or supplemental to any of the foregoing)" after the words "Loan Notes" in the definition of Loan Agreements in Article 3.1 of the Articles of Association; and
 - (c) the incorporation of the words "and the £21,000,000 "C" Series Secured Loan Notes to be constituted by an Instrument of Deed Poll of the Company" after the word "Articles" in the definition of Loan Notes in Article 3.1 of the Articles of