



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS
of
CRITERION HEALTHCARE LIMITED

(Passed *14 May* 1999)

At an Extraordinary General Meeting of the Company duly convened and held the following Resolutions were duly passed:

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased from £1,000 to £50,000 by the creation of an additional 49,000 Ordinary Shares of £1 each such shares ranking pari passu in all respects with the existing Ordinary Shares of £1 each in the capital of the Company.

SPECIAL RESOLUTIONS

2. THAT for the purposes of section 80 of the Companies Act 1985 the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of the said section 80) up to an aggregate nominal value of £49,998 PROVIDED THAT such authority shall expire on a date 15 months after the passing of this resolution and the Directors shall have the power to exercise the authority hereby conferred upon them to allot such shares to such persons and on such conditions as they may in their discretion determine as if section 89(1) of the Companies Act 1985 did not apply thereto.
3. THAT pursuant to the provisions of section 43 of the Companies Act 1985 the Company be re-registered as a public company and that with effect from such re-registration the name of the Company be changed to **Criterion Healthcare PLC** and the Memorandum of Association of the Company altered as follows:
 - 3.1 Clause 1 be deleted and be substituted by a new clause 1 in the following form:

“1. The Company’s name is Criterion Healthcare PLC”
 - 3.2 Clause 2 be deleted and be substituted by a new clause 2 in the following form:

“2. The Company is to be a public company.”

3.3 The existing clauses 2 to 5 are renumbered 3 to 6 respectively.

4. THAT the new articles of association in the form attached to this notice be and are hereby adopted in substitution for the existing Articles of Association of the Company.



CHAIRMAN