

THE COMPANIES ACTS 1985 AND 1989

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PUBLIC LIMITED COMPANY

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**RESOLUTIONS**

of

**CATALYST HEALTHCARE (WORCESTER) PLC**



At an extraordinary general meeting of the Company held at Halifax General Infirmary, Halifax. on Wednesday 24 February 1999 the following resolutions were passed in the case of resolutions 1 and 2 as ordinary resolutions and in the case of resolution 3 as a special resolution:

**ORDINARY RESOLUTIONS**

1. THAT the Company's authorised share capital be increased to £60,000 by the creation of 10,000 ordinary shares of £1 each.
2. THAT the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985 (the "Act"), to exercise all powers of the Company to allot relevant securities within the meaning of that section) up to an aggregate nominal amount of £59,998 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on 30 April 1999 but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities pursuant to such offer or agreement.

**SPECIAL RESOLUTION**

3. THAT, subject to the passing of resolution 2, the directors be generally empowered, pursuant to section 95 of the Act, to allot equity securities (within the meaning of section 94(2) of the Act) pursuant to the authority conferred by resolution 2 as if section 89(1) of the Act did not apply to the allotment. This power expires when the authority conferred by resolution 2 is revoked or would, if not renewed, expire, but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement.

  
CHAIRMAN