

(No. 03786161)

**ACTIVE CARE PARTNERSHIPS (LOMBARDY) LIMITED**  
(the "Company")

**MEMBER'S WRITTEN RESOLUTION**

We, the undersigned, being all the members of the Company who (at the date hereof) would have been entitled to attend and vote upon the resolution set out below if it had been proposed at a general meeting of the Company at which we were present, hereby agree:

- (a) pursuant to the Company's articles of association to the passing of the resolution set out below (which would otherwise be required to be passed as an special resolution) by way of written resolution; and
- (b) to every variation or abrogation of the rights attaching to any class of shares of which we are a holder involved in or requisite to give effect to such resolutions

**RESOLVE THAT:**

The entering into of the following documents by the Company and the transactions and matters contemplated thereby be approved:

- (a) an amendment and restatement agreement (the "**Amendment and Restatement Agreement**") to amend a senior term and revolving facility agreement entered into on 8 April 2005 between, amongst others, Southern Cross Bidco Limited as parent, the companies identified therein as original borrowers, the companies identified therein as original guarantors, Barclays Capital as arranger and bookrunner, the financial institutions listed therein as original lenders and Barclays Bank plc as agent and security agent for a syndicate of banks and in various other capacities (the "**Facilities Agreement**"); and
- (b) any other document or information required to be delivered to the agent or the security agent pursuant to the Amendment and Restatement Agreement.

.....  
for and on behalf of  
**ACTIVE CARE PARTNERSHIPS (HOLDINGS) LIMITED**

.....  
for and on behalf of  
**ACTIVE CARE PARTNERSHIPS (INTERCARE) LIMITED**

27 July  
Date: 2005

