

Company number
03805412

The Companies Acts 1985

Company Limited by Shares

Resolution

of


PHS Group plc

(passed on 6 June, 2001)

At an extraordinary general meeting of the company duly convened and held at One New Change, London EC4M 9QQ on 6 June, 2001 the following resolution was duly passed as a special resolution of the company:

That:

1. (a) the rules of the PHS Group Discretionary Share Option Scheme be approved; and
(b) the rules of the PHS Group Savings Related Share Option Scheme be approved,
all as set out in the documents produced to the meeting and, for the purpose of identification, initialled by the chairman;
2. the directors be authorised to adopt the PHS Group Discretionary Share Option Scheme and the PHS Group Savings Related Share Option Scheme (the "Schemes") subject to any changes which may be required by the Inland Revenue made to obtain approval of the Schemes under the Income and Corporation Taxes Act 1988.


Keith Bland
Chairman



CO:850174.1

Company Number
3805412

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF


PHS Group plc
(dated 6th June, 2001)

It was noted that since incorporation of the Company on 7th July, 1999 annual accounts (including the directors report and the auditors report on such accounts) for the financial period ending 31st March, 2000 and 31st March, 2001 have not been placed before the shareholders in general meeting and the Company has not held its first annual general meeting within 18 months of incorporation or any thereafter.

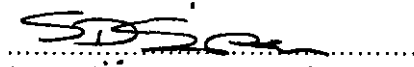
We, the undersigned, being the holders of all the issued share capital of the company, pass the following resolution:

That the omission to carry out these actions is hereby ratified by the shareholders by unanimous written resolution.


Signed by


Stuart Simpson as attorney for Charterhouse
General Partners (VI) Ltd

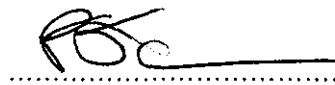

Keith Bland as attorney for Peter Challans


Stuart Simpson as attorney for CHEF Nominees
Ltd



Keith Bland as attorney for Pearl Muro


Stuart Simpson as attorney for Fund Nominees
Ltd


Keith Bland as attorney for Peter Jones



~~Keith Bland as attorney for Peter Cohen~~



~~Peter Cohen as attorney for Keith Bland~~


Keith Bland as attorney for Nicola Evans

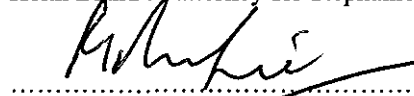

Keith Bland as attorney for John Skidmore


Keith Bland as attorney for Lynn Vanes


Keith Bland as attorney for Michael Johns


Keith Bland as attorney for Stephanie Hutchings


Keith Bland as attorney for Valerie Wright


Keith Bland as attorney for Robert Mackenzie


Keith Bland as attorney for Kee Choy Phoon