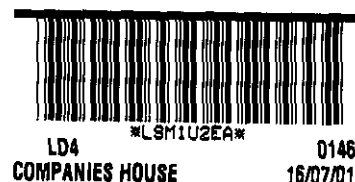


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PHS Group plc

Notice is hereby given that an extraordinary general meeting of the Company will be held 20 Farringdon Road, London EC1M 3NH on 26th June, 2001 at 8.00 a.m. to consider and, if thought fit, pass the following resolution which will be proposed as a special resolution of the Company.

Resolution

That, conditional upon admission of the ordinary share capital, issued and being issued, of the Company to the Official List of the UK Listing Authority and to trading on the market for listed securities of London Stock Exchange plc becoming effective in accordance with paragraph 7.1 of the Listing Rules and paragraph 2.1 of the admission and disclosure standards published by London Stock Exchange plc by no later than 31st July, 2001, or such later date as Merrill Lynch International, the Company and Charterhouse General Partners (VI) Limited may agree :

- (1) every 10 of the 20,500,000 issued and unissued ordinary shares of 1p each in the capital of the Company be consolidated into one ordinary share of 10p each;
- (2) the authorised share capital of the Company be increased from £205,000 to £69,500,000 by the creation of an additional 692,950,000 ordinary shares of 10p each;
- (3) conditionally upon the share premium account of the Company being credited with the sum of £218,750,000 pursuant to the allotment of new ordinary shares of 10p each to institutional and other investors, the directors, be authorised and directed to apply the sum of £20,252,525 standing to the credit of the Company's share premium account in paying up in full at par 202,525,250 unissued ordinary shares of 10p each and such shares be allotted pro rata to the holders of the ordinary shares in issue immediately prior to the passing of this resolution in the proportion of 401 new ordinary shares of 10p each for every four ordinary shares of 10p each then held by them (subject to the consolidation referred to above), respectively;
- (4) the directors be generally and unconditionally authorised, in accordance with section 80 of the Companies Act 1985, to exercise all powers of the Company to allot relevant securities (as defined for the purposes of that section), this authority being limited to:
 - (a) the allotment and issue of ordinary shares of 10p each in connection with the global offer made by the Company of such shares up to an aggregate nominal amount of £31,250,000; and
 - (b) the allotment (other than pursuant to the authority in (a) above) of relevant securities up to an aggregate nominal amount of £17,234,848,

this authority to expire on the day five years after the passing of this resolution save that the Company may, before this authority expires, make an offer or agreement which would or might require relevant securities to be allotted after it expires, and all previous authorities under section 80 of the Companies Act 1985 shall cease to have effect;

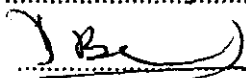
- (5) the directors be given power to allot equity securities (as defined in section 94 of the Companies Act 1985) for cash pursuant to the authority referred to in paragraph (4) above as if section 89(1) of that Act does not apply to the allotment, but this power, which will expire at the conclusion of the next annual general meeting of the Company, save that the Company may before this authority expires, make an offer or agreement which would or might require equity securities to be allotted after it expires, will be limited to:

- (a) the allotment of 312,500,000 ordinary shares of 10p each in the Company in connection with the global offer made by the Company of such shares;
- (b) the allotment of equity securities in connection with an offer or issue in favour of the holders of ordinary shares on the register on a date fixed by the directors where the equity securities attributable to the interests of all those shareholders are proportionate (as nearly as practicable) to the respective number of ordinary shares held by them on that date but the directors may make such exclusions or other arrangements as they consider expedient in relation to fractional entitlements, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange; and
- (c) the allotment of equity securities (other than pursuant to paragraphs (a) or (b) above) having a nominal amount not exceeding in aggregate £2,585,227,

and all previous authorities under section 95 of the Companies Act 1985 shall cease to have effect; and

- (6) the regulations set out in the printed document marked "A" submitted to the meeting and for the purposes of identification initialled by the chairman be adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company.

Dated: 26. 6. 01..... By order of the board


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Keith Bland
Secretary

Registered Office:

Western Industrial Estate,
Caerphilly CF83 1XH

A member entitled to attend and vote at the meeting convened by this notice is entitled to appoint a proxy to attend and vote in his place. A proxy need not be a member of the Company.