

THE COMPANIES ACT 1985 & 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

SUPPORTA PLC

PASSED 5 AUGUST 2005

At the Extraordinary General Meeting of the above-named Company duly convened and held at the offices of Investec Investment Banking, 2 Gresham Street, London EC2V 7QP at 10.00 a.m. on 5 August 2005 the following Resolutions were duly passed, as to resolutions 1, 2, 3 and 4 as Ordinary Resolutions and as to resolutions 5 and 6 as Special Resolutions:

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased from £3,000,000 to £5,000,000 by the creation of 40,000,000 Ordinary Shares ranking *pari passu* in all respects with the existing Ordinary Shares in the Company.
2. THAT, without prejudice to any previous authority to allot relevant securities conferred on the Directors, the Directors be and they are hereby generally and unconditionally authorised, pursuant to and in accordance with Section 80 of the Companies Act 1985 (the "Act"), to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £500,000 pursuant to the placing (the "Placing") of 10,000,000 new Ordinary Shares, as further described in the Circular of which this notice forms part, provided that this authority shall expire, if not previously exercised, on 16 August 2005.
3. THAT the Directors be and they are hereby generally and unconditionally authorised, pursuant to and in accordance with section 80 of the Act, to allot relevant securities (within the meaning of section 80(2) of the Act) as follows:
 - (i) up to an aggregate nominal amount of £539,474 pursuant to the issue of the Payroll Additional Consideration Shares payable (if applicable) as described in the Circular of which this notice forms part;



(ii) up to an aggregate nominal amount of £494,408 pursuant to the issue of the Parys Snowdon Additional Consideration Shares payable (if applicable) as described in the Circular of which this notice forms part;

(iii) up to an aggregate nominal amount of £32,928 pursuant to the issue of the Quality Care Additional Consideration Shares payable (if applicable) as described in the Circular of which this notice forms part;

(iv) up to an aggregate nominal amount equal to ten per cent of the aggregate nominal value of the Company's issued share capital from time to time, insofar as sections 80(2) and 89(5) of the Act do not apply, pursuant to the granting of options by the Company to Directors and employees pursuant to existing and, subject to the passing of Resolution 4, to be adopted share option schemes and share warrant arrangements relating to new Ordinary Shares; and

(v) otherwise than pursuant to sub-paragraphs (i), (ii), (iii) and (iv) above, up to an aggregate nominal amount of £687,315 representing 13,746,300 new Ordinary Shares;

provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2005 (unless and to the extent that such authority is revoked or extended prior to such date) but so that the Company may before the expiry of such period make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired and such authority shall, without prejudice to any authority granted pursuant to Resolution 2 above, be in substitution for any previous authority to allot relevant securities conferred on the Directors.

4. THAT the Supporta plc Savings Related Share Option Scheme 2005 ("the Scheme"), to be constituted by the rules produced in draft to this meeting ("Rules") and for the purpose of identification initialled by the Chairman thereof, the principal terms of which are summarised in a letter addressed to shareholders of the Company dated 12 July 2005, is hereby approved and adopted and the Directors are hereby authorised to modify the said Rules in such manner as shall be necessary to secure or maintain the approval of the Board of HM Revenue & Customs and to do all acts and things necessary to carry the Scheme into effect.

SPECIAL RESOLUTIONS

5. THAT, without prejudice to any previous authority to allot relevant securities conferred on the Directors, the Directors be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94(2) of the Act) of the Company for cash pursuant to the general authority conferred on the Directors pursuant to Resolution 2 as if Section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £500,000 pursuant to the authority granted by Resolution 2.
6. THAT the Directors be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 94(2) of the Act) of the Company for cash pursuant to the general authority conferred on the Directors pursuant to Resolution 3 as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - (i) the allotment of equity securities in connection with or pursuant to an offer by way of rights issue, open offer or other pre-emptive offer to the holders of Ordinary Shares and other persons entitled to participate therein in proportion to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory;
 - (ii) the allotment of equity securities up to an aggregate nominal amount of £1,066,810 pursuant to the authorities granted by sub-paragraphs (i), (ii) and (iii) of Resolution 3;
 - (iii) the allotment of equity securities up to an aggregate nominal amount equal to ten per cent of the aggregate nominal value of the Company's issued share capital from time to time, insofar as sections 80(2) and 89(5) of the Act do not apply, pursuant to the authority granted by sub-paragraph (iv) of Resolution 3; and
 - (iv) the allotment (otherwise than pursuant to sub-paragraphs (i), (ii), (iii) and (iv) of Resolution 3) of equity securities up to an aggregate nominal amount of £103,098 representing 2,061,945 new Ordinary Shares (representing approximately 5 per cent. of the issued ordinary share capital of the Company as enlarged following Admission as described in the Circular of which this notice forms part);

and such power shall expire on the date of the Annual General Meeting of the Company to be held in 2005 (unless and to the extent that such authority is revoked or extended prior to such date) but so that the Company may before the expiry of such period make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired.

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Chairman

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke at the bottom, positioned over a dotted line.