

Registered Number: 4218481

THE COMPANIES ACTS 1985 AND 1989

PARAGON HEALTHCARE GROUP LIMITED
(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

SHAREHOLDERS' WRITTEN RESOLUTION
PURSUANT TO SECTION 381A
COMPANIES ACT 1985

We, the undersigned, being all the members of the Company who, at the date of this resolution, are entitled to attend and vote at a general meeting of the Company and having been supplied with a copy of the proposed contract for the purchase of the Company's own shares (as further described in the resolution below) at or before the time at which we were supplied with this resolution **HEREBY RESOLVE** in writing pursuant to section 381A of the Companies Act 1985 (as amended) as follows:-

SPECIAL RESOLUTION

THAT the terms of the draft agreement (of which a copy is attached to this resolution and initialled by the Company secretary for the purpose of identification) for the purchase by the Company from Duke Street Capital V Limited, Duke Street Capital General Partner Limited and Mark Aldridge of, in aggregate, 10,700 A Ordinary Shares of one pence each in the capital of the Company at a price of one pence per A Ordinary Share be and are hereby approved and the Company be authorised to enter into such agreement.

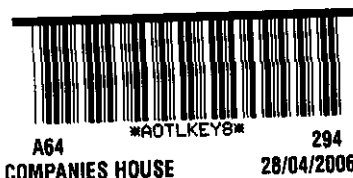
SIGNED by or on behalf of all the members of the Company entitled to attend and vote at general meetings of the Company (other than those members who are registered holders of any shares to which this resolution relates).

The date of the resolution is the date on which the last of us to sign it did so.



for and on behalf of
Duke Street Capital V GmbH & Co KG
represented by **Duke Street Capital V**
Verwaltungs GmbH, represented by its
managing director, **Norbert Pacho**

Nigel Harris



Dated: **3 APRIL 2006**

Dated:

Nigel Moreton

Dated:

Douglas Quinn

Dated:

Laurence Swarbrick

Dated:

Richard Constable

Dated:

Stephen Rees

Dated:

John Hall

Dated:

Stephen Ball

Dated:

John McGarry

Dated:

Paul Newton

Dated:

Marie Mason-Begbie
(as duly authorised attorney)

Dated:

Alan Thomas
(as duly authorised attorney)

Dated:

Chris Bell
(as duly authorised attorney)

Dated:

Karen Sands
(as duly authorised attorney)

Dated:

Phil Sealey
(as duly authorised attorney)

Dated:

Roger Williams
(as duly authorised attorney)

Julie Kilgour
(as duly authorised attorney)

Dated:

Anne Goodridge
(as duly authorised attorney)

Dated:

Gary Thompson
(as duly authorised attorney)

Dated:

Eamonn O'Connor
(as duly authorised attorney)

Dated:

Carl Brown
(as duly authorised attorney)

Dated:

Cedric Motha
(as duly authorised attorney)

Dated:

George Kerr
(as duly authorised attorney)

Dated:

Ellen Parker
(as duly authorised attorney)

Dated:

Dated:

Carol Preston
(as duly authorised attorney)

Dated:

Zia Khan
(as duly authorised attorney)

Dated:

Mark Douglas
(as duly authorised attorney)

Dated:

Robin SeQueira
(as duly authorised attorney)

Dated:

Muriel Devaney
(as duly authorised attorney)

Dated:

Rose Russell
(as duly authorised attorney)

Dated:

Nigel Meddings
(as duly authorised attorney)

Dated:

Marcus Thomson
(as duly authorised attorney)

Dated:

Presented by:

CMS Cameron McKenna LLP
Mitre House
160 Aldersgate Street
London EC1A 4DD

Tel: 020 7367 3000
Ref: JPK/109980.00003

Registered Number: 4218481

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PARAGON HEALTHCARE GROUP LIMITED
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PRIVATE COMPANY LIMITED BY SHARES

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SIGNED by or on behalf of all the members of the Company entitled to attend and vote at general meetings of the Company (other than those members who are registered holders of any shares to which this resolution relates).

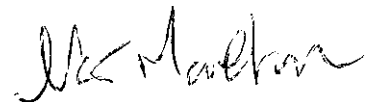
The date of the resolution is the date on which the last of us to sign it did so.

for and on behalf of
Duke Street Capital V GmbH & Co KG
represented by **Duke Street Capital V**
Verwaltungs GmbH, represented by its
managing director, **Norbert Pacho**



Nigel Harris

Dated: ~~3 APRIL 2006~~



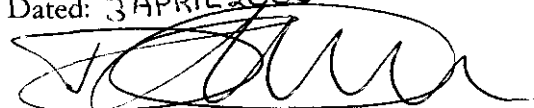
Nigel Moreton

Dated: ~~3 APRIL 2006~~



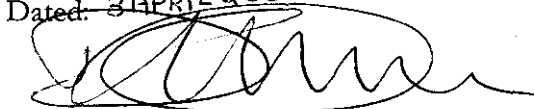
Laurence Swarbrick

Dated: ~~3 APRIL 2006~~



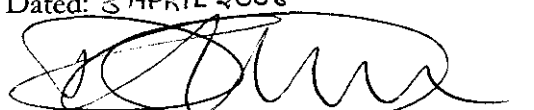
Stephen Rees

Dated: ~~3 APRIL 2006~~



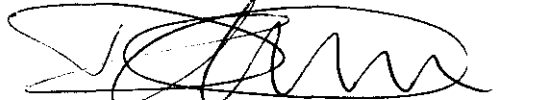
Stephen Ball

Dated: ~~3 APRIL 2006~~



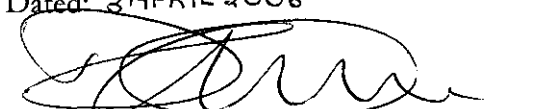
Paul Newton

Dated: ~~3 APRIL 2006~~



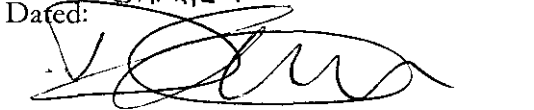
Alan Thomas
(as duly authorised attorney)

Dated: ~~3 APRIL 2006~~



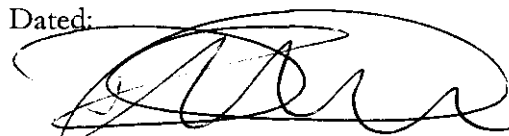
Karen Sands
(as duly authorised attorney)

Dated: ~~3 APRIL 2006~~



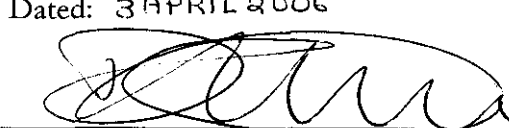
Roger Williams
(as duly authorised attorney)

Dated: ~~3 APRIL 2006~~



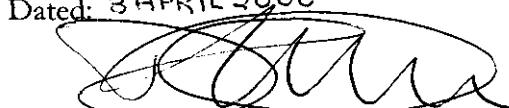
Douglas Quinn

Dated: ~~3 APRIL 2006~~



Richard Constable

Dated: ~~3 APRIL 2006~~



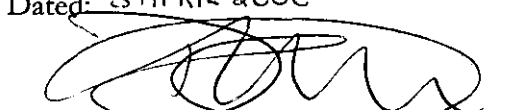
John Hall

Dated: ~~3 APRIL 2006~~



John McGarry

Dated: ~~3 APRIL 2006~~



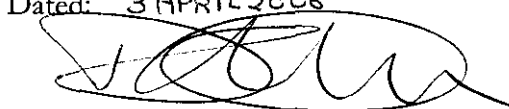
Marie Mason-Begbie
(as duly authorised attorney)

Dated: ~~3 APRIL 2006~~



Chris Bell
(as duly authorised attorney)

Dated: ~~3 APRIL 2006~~



Phil Sealey
(as duly authorised attorney)

Dated: ~~3 APRIL 2006~~




Julie Kilgour
(as duly authorised attorney)

Dated: 3 APRIL 2006



Anne Goodridge
(as duly authorised attorney)

Dated: 3 APRIL 2006



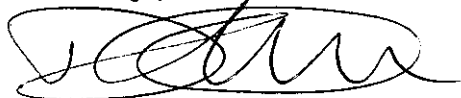
Gary Thompson
(as duly authorised attorney)

Dated: 3 APRIL 2006



Eamonn O'Connor
(as duly authorised attorney)

Dated: 3 APRIL 2006



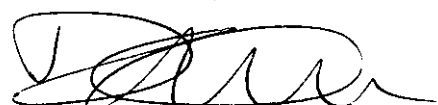
Carl Brown
(as duly authorised attorney)

Dated: 3 APRIL 2006



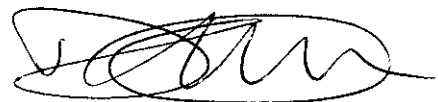
Cedric Motha
(as duly authorised attorney)

Dated: 3 APRIL 2006



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Carol Preston
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Mark Douglas
(as duly authorised attorney)

Dated: 3 APRIL 2006



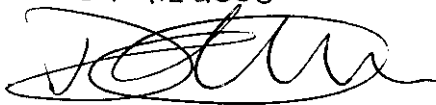
Robin Sequeira
(as duly authorised attorney)

Dated: 3 APRIL 2006



Muriel Devaney
(as duly authorised attorney)

Dated: 3 APRIL 2006



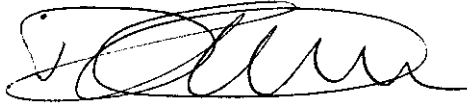
Rose Russell
(as duly authorised attorney)

Dated: 3 APRIL 2006



Nigel Meddings
(as duly authorised attorney)

Dated: 3 APRIL 2006



Marcus Thomson
(as duly authorised attorney)

Dated: 3 APRIL 2006

Presented by:

CMS Cameron McKenna LLP
Mitre House
160 Aldersgate Street
London EC1A 4DD

Tel: 020 7367 3000
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