

JARVIS PRIMARY HEALTH LIMITED

REGISTERED NUMBER 04316249

A PRIVATE COMPANY LIMITED BY SHARES

UNDER THE COMPANIES ACTS 1985 AND 1989

WRITTEN RESOLUTIONS OF THE MEMBERS

DATED 30 APRIL 2003

Pursuant to Regulation 48 of the Company's Articles of Association, the following resolutions were passed as written resolutions of the members on 30<sup>th</sup> April 2003:

- 1 That the authorised share capital of the Company be increased to £1,900,000 by the creation of 1,600,000 8% Convertible Preference Shares of £1 each
- 2 That such 8% Convertible Preference Share shall not carry a vote but will be entitled to receive a dividend calculated and paid monthly on the nominal value of the share from the date of subscription for such share
- 3 That each 8% Convertible preference shares shall be convertible at any time after 30<sup>th</sup> September 2003 into 1 Ordinary Shares of 10p each with a share premium of 90p, at the request of the holder of such shares
- 4 That pursuant to Section 80 of the Companies Act 1985, the directors of the Company be generally and unconditionally authorised to issue and allot 1,600,000 8% Convertible Preference Shares of £1 each in the un-issued share capital of the Company and that such authority shall expire on 30<sup>th</sup> September 2003.
- 5 That the conditions of Clause 11 of the Shareholders Agreement dated 23 November 2001 (the "Agreement") be varied in respect of the issue of shares anticipated above as follows:
  - 5.1 The right to subscribe in cash for the shares shall in this case be extended to associates of the Shareholders, such associates being defined under clause 1.5 of the Agreement.
  - 5.2 The initial period of 10 clear business days from date of invitation to subscribe referred to in clause 11.2 of the Agreement be extended to a period expiring on 20 September 2003 before offers are made other holders of shares for a further period of 10 days expiring on 30 September 2003.
  - 5.3 The provisions of Clause 11.4 of the Agreement be waived



Secretary



JARVIS PRIMARY HEALTH LIMITED

REGISTERED NUMBER 04316249

A PRIVATE COMPANY LIMITED BY SHARES

UNDER THE COMPANIES ACTS 1985 AND 1989

WRITTEN RESOLUTIONS OF THE MEMBERS

DATED 30 APRIL 2003

Pursuant to Regulation 48 of the Company's Articles of Association, the undersigned, being all of the members entitled to attend and vote at a general meeting of the Company resolve as follows:

- 1 That the authorised share capital of the Company be increased to £1,900,000 by the creation of 1,600,000 8% Convertible Preference Shares of £1 each
- 2 That such 8% Convertible Preference Share shall not carry a vote but will be entitled to receive a dividend calculated and paid monthly on the nominal value of the share from the date of subscription for such share
- 3 That each 8% Convertible preference shares shall be convertible at any time after 30<sup>th</sup> September 2003 into 1 Ordinary Shares of 10p each with a share premium of 90p, at the request of the holder of such shares
- 4 That pursuant to Section 80 of the Companies Act 1985, the directors of the Company be generally and unconditionally authorised to issue and allot 1,600,000 8% Convertible Preference Shares of £1 each in the un-issued share capital of the Company and that such authority shall expire on 30<sup>th</sup> September 2003.
- 5 That the conditions of Clause 11 of the Shareholders Agreement dated 23 November 2001 (the "Agreement") be varied in respect of the issue of shares anticipated above as follows:
  - 5.1 The right to subscribe in cash for the shares shall in this case be extended to associates of the Shareholders, such associates being defined under clause 1.5 of the Agreement.
  - 5.2 The initial period of 10 clear business days from date of invitation to subscribe referred to in clause 11.2 of the Agreement be extended to a period expiring on 20 September 2003 before offers are made other holders of shares for a further period of 10 days expiring on 30 September 2003.
  - 5.3 The provisions of Clause 11.4 of the Agreement be waived

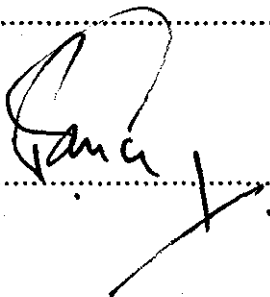
"A" Shareholders

Jarvis Plc.....

Henry Lafferty.....

"B" Shareholder

Sinclair Montrose Properties Limited.....



JARVIS PRIMARY HEALTH LIMITED

REGISTERED NUMBER 04316249

A PRIVATE COMPANY LIMITED BY SHARES

UNDER THE COMPANIES ACTS 1985 AND 1989

WRITTEN RESOLUTIONS OF THE MEMBERS

DATED 30 APRIL 2003

Pursuant to Regulation 48 of the Company's Articles of Association, the undersigned, being all of the members entitled to attend and vote at a general meeting of the Company resolve as follows:

- 1 That the authorised share capital of the Company be increased to £1,900,000 by the creation of 1,600,000 8% Convertible Preference Shares of £1 each
- 2 That such 8% Convertible Preference Share shall not carry a vote but will be entitled to receive a dividend calculated and paid monthly on the nominal value of the share from the date of subscription for such share
- 3 That each 8% Convertible preference shares shall be convertible at any time after 30<sup>th</sup> September 2003 into 1 Ordinary Shares of 10p each with a share premium of 90p, at the request of the holder of such shares
- 4 That pursuant to Section 80 of the Companies Act 1985, the directors of the Company be generally and unconditionally authorised to issue and allot 1,600,000 8% Convertible Preference Shares of £1 each in the un-issued share capital of the Company and that such authority shall expire on 30<sup>th</sup> September 2003.
- 5 That the conditions of Clause 11 of the Shareholders Agreement dated 23 November 2001 (the "Agreement") be varied in respect of the issue of shares anticipated above as follows:
  - 5.1 The right to subscribe in cash for the shares shall in this case be extended to associates of the Shareholders, such associates being defined under clause 1.5 of the Agreement.
  - 5.2 The initial period of 10 clear business days from date of invitation to subscribe referred to in clause 11.2 of the Agreement be extended to a period expiring on 20 September 2003 before offers are made other holders of shares for a further period of 10 days expiring on 30 September 2003.
  - 5.3 The provisions of Clause 11.4 of the Agreement be waived

"A" Shareholders

Jarvis Plc.....

Henry Lafferty.....

"B" Shareholder

Sinclair Montrose Properties Limited.....

JARVIS PRIMARY HEALTH LIMITED

REGISTERED NUMBER 04316249

A PRIVATE COMPANY LIMITED BY SHARES

UNDER THE COMPANIES ACTS 1985 AND 1989

WRITTEN RESOLUTIONS OF THE MEMBERS

DATED 30 APRIL 2003

Pursuant to Regulation 48 of the Company's Articles of Association, the undersigned, being all of the members entitled to attend and vote at a general meeting of the Company resolve as follows:

- 1 That the authorised share capital of the Company be increased to £1,900,000 by the creation of 1,600,000 8% Convertible Preference Shares of £1 each
- 2 That such 8% Convertible Preference Share shall not carry a vote but will be entitled to receive a dividend calculated and paid monthly on the nominal value of the share from the date of subscription for such share
- 3 That each 8% Convertible preference shares shall be convertible at any time after 30<sup>th</sup> September 2003 into 1 Ordinary Shares of 10p each with a share premium of 90p, at the request of the holder of such shares
- 4 That pursuant to Section 80 of the Companies Act 1985, the directors of the Company be generally and unconditionally authorised to issue and allot 1,600,000 8% Convertible Preference Shares of £1 each in the un-issued share capital of the Company and that such authority shall expire on 30<sup>th</sup> September 2003.
- 5 That the conditions of Clause 11 of the Shareholders Agreement dated 23 November 2001 (the "Agreement") be varied in respect of the issue of shares anticipated above as follows:
  - 5.1 The right to subscribe in cash for the shares shall in this case be extended to associates of the Shareholders, such associates being defined under clause 1.5 of the Agreement.
  - 5.2 The initial period of 10 clear business days from date of invitation to subscribe referred to in clause 11.2 of the Agreement be extended to a period expiring on 20 September 2003 before offers are made other holders of shares for a further period of 10 days expiring on 30 September 2003.
  - 5.3 The provisions of Clause 11.4 of the Agreement be waived

"A" Shareholders

Jarvis Plc.....

Henry Lafferty..... 

"B" Shareholder

Sinclair Montrose Properties Limited.....