

## SPECIAL RESOLUTION

### COMPANIES ACT 1985

COMPANY NUMBER: 4556634  
COMPANY NAME: Healthcare Properties (Oxford) Limited  
REGISTERED OFFICE: 56 Green Street, London W1K 6RY

At an Extraordinary General Meeting of the members of the above named Company, duly convened and held at the Company's registered office on 24 June 2003

#### The following resolution was passed:

It was RESOLVED that the current Articles of Association of the Company be amended by inserting the following wording at the end of article 6:

"Notwithstanding anything contained in these Articles:

- (e) any pre-emption rights conferred on existing members by these Articles or otherwise shall not apply to; and
- (f) the directors shall not decline to register, nor suspend registration of, any transfer of shares where such transfer is:-
  - (v) in favour in any person, bank or institution (or any nominee or nominees of such a person, bank or institution) to whom such share are being transferred by way of security; or
  - (vi) duly executed by any such person, bank or institution (or any such nominee or nominees), to whom such shares (including any further shares in the Company acquired by reason of its holding of such shares) have been transferred as aforesaid, pursuant to the power of sale under such security

and written confirmation by such person or any official of such bank or institution that the shares are or are subject to such security and the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts.

Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a person or their nominee or a bank or financial institution or a subsidiary of a bank or financial institution."

Signed:

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Ralph Beney  
Director

4037/rb/sm/May2003

