

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

RSL STEEPER GROUP LIMITED



Pursuant to a resolution in writing passed on the 16th day of December 2005 the following resolutions were duly passed as special resolutions:-

SPECIAL RESOLUTIONS

1. That in connection with the acquisition of the entire issued share capital of the Company by GW 977 Limited ("Purchaser") and in accordance with Section 155(4) of the Companies Act 1985 the Company and its subsidiaries Meditech Group Limited, Steeper Rehabilitation Asia Limited, Rehabilitation Services Limited and Hugh Steeper Limited be and are hereby authorised to give the financial assistance (details of which are set out in the statutory declarations (Forms 155(6)(a) and 155(6)(b) sworn by the Directors of the Company on the date of this resolution, which statutory declarations and the Auditors' reports attached thereto have been considered by each of the members of the Company entitled to attend and vote at general meetings of the Company).
2. That the Company be authorised to enter into the following documents:-
 - 2.1 a debenture to be entered into by the Company (1) and Dunedin Enterprise Investment Trust plc ("Security Trustee") (2) as security trustee for Simon Webster, Richard Cross, Allan Gallagher, Andrew Thornton, Dunedin Enterprise Investment Trust plc, Dunedin Buy-out Fund LP, Dunedin (SAPE GP) Nominees Limited and Napier House Investments Limited;
 - 2.2 a guarantee and indemnity to be entered into by the Company (1) and the Noteholders (2);

- 2.3 a guarantee and debenture to be entered into by the Company (1) and Barclays Bank plc ("Bank") (2) pursuant to which the Company guarantees all of the present and future obligations of the Purchaser and certain of its subsidiaries to the Bank and grants certain fixed and floating charges over all of its assets to secure all its present and future obligations and liabilities to the Bank;
- 2.4 an intercreditor deed to be entered into by, inter alia, the Bank (1), the Noteholders (2) and the Purchaser, the Company, Meditech Group Limited, Steeper Rehabilitation Asia Limited, Rehabilitation Services Limited and Hugh Steeper Limited (3) in terms of which the Company will give certain undertakings to the Bank with regard to the ranking of security for and priority of payments in relation to all sums present and future owed by the Purchaser and certain of its subsidiaries (including the Company) to the Bank and the Noteholders; and
- 2.5 an intra-group loan agreement to be entered into between the Purchaser (as borrower) and, among others, the Company (as lender) pursuant to which the Company will make available to the Purchaser certain facilities to, inter alia, enable the Purchaser to repay all amounts due by it to the Bank.

DATED 16 DECEMBER 2005


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Director