

Number of Company: 5016149

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS
of
AITCH CARE HOMES (LONDON) LIMITED
(the "Company")

Passed 31 January 2005



At an Extraordinary General Meeting of the Company, duly convened, and held at 10 Foster Lane, London EC2V 6HR on the 31st day of January 2005 the subjoined resolutions were duly passed, resolution numbered 1 as an Ordinary Resolution and resolution numbered 2 as a Special Resolution:-

1. SECTION 80 AUTHORITY TO DIRECTORS TO ALLOT SHARES IN PRIVATE COMPANY

1.1 "That:

1.1.1 the directors of the Company be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 (as amended) ("the Act") to allot and issue such number of relevant securities (as defined in that Section) and on such terms and conditions as they may in their discretion think fit subject always to the following conditions and to the articles of association of the Company:-

- (a) the maximum nominal amount of relevant securities to be allotted in pursuance of this authority shall be £98.00; and
- (b) this authority shall expire, unless sooner revoked or altered by the Company in general meeting on the date being the first anniversary of this resolution, and provided further that the Company may before the expiry of this authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired; and

1.1.2 all other authorities conferred on the directors prior to the date of passing of this resolution to allot relevant securities are hereby revoked."

2. **SECTION 95: DISAPPLICATION OF PRE-EMPTION RIGHTS IN PRIVATE COMPANY**

That pursuant to the resolution numbered 1 in the notice convening this Meeting and Section 95(1) of the Companies Act 1985 (as amended) (the "Act"), Section 89(1) of the Act shall not apply to any allotment of shares in the capital of the Company."

Maclay Murray + Spens
Company Secretary