

THE COMPANIES ACTS
COMPANY LIMITED BY SHARES
GLENCARE (SCOTLAND) LIMITED
WRITTEN RESOLUTION DATED 12TH MARCH, 2002

We, the undersigned, being all of the Members of **Glencare (Scotland) Limited** (the "Company") who, at the date of this Resolution, would be entitled to attend and vote at General Meetings of the Company hereby adopt the following Resolution and agree that the Resolution shall, for all purposes, be as valid as and effective as if the same had been passed by us at a General Meeting of the Company duly convened and held:-

Special Resolution

THAT

- 1 The Declaration made in compliance with Section 155(6) of the Companies Act 1985 by the Directors of the Company together with the Auditors' Report annexed to it (both dated of even date with the date of this written Resolution) and details of the Assistance (defined below) Security documentation referred to below having been made available for inspection by and explained to the Members of the Company prior to the passing of this written Resolution the Company hereby approves the giving of financial assistance by the Company in connection with the acquisition of the 50,000 Ordinary Shares of £1 each in the Company (the "Shares") held by **Doctor Hugh Hepburn and Mark Ernest Hepburn** (the "Sellers") by **Balhousie Care Limited**, ("Balhousie") by the granting by the Company in favour of The Royal Bank of Scotland plc of:-

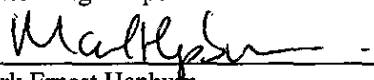
- (i) a corporate Guarantee in favour of The Royal Bank of Scotland plc.
- (ii) Bond and Floating Charge over the whole of the Company's assets from time to time and
- (iii) Standard Security over the Company's premises known as The Grange, Balbeggie, Perthshire

all in respect of the borrowings of Balhousie (the granting of said Guarantee, Bond and Floating Charge and Standard Security being referred to herein as "the Assistance").

- 2 The giving of financial assistance by the Company on the foregoing terms is in the best interests of and for the commercial benefit of the Company and the approval of the Company to give the Assistance is given notwithstanding that the Company might be held to be giving financial assistance in terms of Section 151 of the Companies Act 1985.
3. Any director of the Company is hereby authorised to execute the said Guarantee, Bond and Floating Charge and Standard Security on behalf of the Company.
- 4 This Written Resolution shall have effect notwithstanding any provision of the Company's Articles of Association.



Doctor Hugh Hepburn



Mark Ernest Hepburn

