

No. 1136169
THE COMPANIES ACT 1985
SPECIAL RESOLUTION
OF
F&H BAXTER (HOLDINGS) LIMITED
Passed 7th October 1994

At an Extraordinary General Meeting of the above named Company duly convened and held at Carr House Carrbottom Road Bradford B5 9BJ 7th October 1994 the following Resolution was duly passed as a Special Resolution:-

Special Resolution

THAT:-

(i) the articles of association of the company be altered by the addition of a new article 27 as follows:

"Regulation 10 of Table A shall not apply to the Company." ;and

(ii) the Company be and is hereby authorised for the purposes of Section 155 of the Companies Act 1985 to give financial assistance in connection with the acquisition of the entire issued share capital of the Company by Enviromed plc as follows:-

(a) the entry by the Company into a mortgage debenture in favour of National Westminster Bank plc; and

(b) the entry by the Company into a cross guarantee in favour of National Westminster Bank plc by way of security for the obligations of Pro-Care Europe Limited and Healthco (UK) Limited.

.....*F.H. Baxter*.....
Director/Secretary

