

SOUTHERN CROSS HEALTHCARE GROUP PLC

TERMS OF REFERENCE OF THE NOMINATION
COMMITTEE

Nomination Committee: Terms of Reference
(as approved by the Board of Directors of Southern Cross Healthcare Group PLC (the "Company") on 27 June 2006)

1. The Nomination Committee comprises not less than three directors of the Company, to be selected by the Board. A majority of the members of the Nomination Committee should be non-executive directors who are independent in character and judgement and free from any relationships or circumstances which are likely to affect, or could appear to affect, the Committee member's judgement. The Board must from time to time review the composition of the Nomination Committee to ensure that membership of the Nomination Committee rotates amongst the Company's non-executive directors.
2. If any member of the Nomination Committee is unable to act for any reason, the chairman of the Nomination Committee may appoint any other non-executive director of the Company to act as his alternate.
3. The chairman of the Nomination Committee, who should be the chairman of the Board or an independent non-executive director, shall be appointed by the Board. In the absence of the chairman of the Nomination Committee, the remaining members present shall elect one of their number to chair the meeting. The chairman of the Board should not chair the Nomination Committee when it is dealing with the appointment of a successor to the chairmanship.
4. The Company secretary is the secretary of the Nomination Committee.
5. The quorum for meetings of the Nomination Committee is two of its members both of whom must be independent non-executive directors.
6. No one other than a Committee Member is entitled to attend meetings of the Nomination Committee but others may attend by invitation.
7. Meetings of the Nomination Committee are to be held not less than twice a year. Any of the Committee members may request a meeting of the Nomination Committee if he or she considers it necessary, to be arranged by the secretary.
8. The Nomination Committee is authorised by the Board:
 - 8.1 to obtain such legal or other independent professional advice as it deems necessary to fulfil its responsibilities;
 - 8.2 to secure the attendance of other persons at its meetings if it considers this necessary;
 - 8.3 to obtain the advice and assistance of any of the Company's executives provided their role in providing such advice and assistance is clearly separated from their role within the business; and
 - 8.4 to secure attendance of any person with relevant experience and expertise at committee meetings if it considers this appropriate.
9. The duties of the Nomination Committee are:

- 9.1 to review regularly the structure, size and composition of the Board (with particular regard to the balance of executive and non-executive directors, including independent non-executives) and to make recommendations to the Board with regard to any adjustments that the Nomination Committee considers necessary;
- 9.2 to put in place plans for the orderly succession of appointments to the Board and to senior management, taking into account the challenges and opportunities facing the company and the skills and experience needed within the company and on the Board;
- 9.3 to identify and nominate candidates, for the approval of the Board, to fill Board vacancies as and when they arise. In identifying suitable candidates, the Nomination Committee shall consider candidates on merit and against objective criteria, taking care that candidates have sufficient time to devote to the particular appointment;
- 9.4 to evaluate the balance of skills, knowledge and experience on the board and, in light of this evaluation, prepare a description of the role and capabilities required for a particular appointment;
- 9.5 to ensure on appointment that a candidate has sufficient time to undertake the role. In particular, the Nomination Committee should consider that no individual should be appointed to a second chairmanship of a FTSE 100 company and a full time executive director should not take on more than one non-executive directorship in a FTSE 100 company nor the chairmanship of such a company;
- 9.6 to ensure that on appointment non-executive directors receive a formal letter setting out what is expected of them in terms of time commitment;
- 9.7 to ensure, in conjunction with the chairman of the Board, that new directors receive a full, formal and tailored indication;
- 9.8 to make recommendations to the Board concerning the appointment of any director to executive or other office other than to the positions of chairman and chief executive, the recommendation for which would be considered at a meeting of the full Board;
- 9.9 to make recommendations to the Board concerning suitable candidates for the role of senior independent director;
- 9.10 to make recommendations to the Board on the membership of the Audit and Remuneration Committees, in consultation with the chairman of those committees;
- 9.11 to make recommendations to the Board concerning the reappointment of any non-executive director at the conclusion of his or her specified term of office;
- 9.12 to make recommendations to the Board for the continuation, or not, in service of an executive director as an executive or non-executive director;
- 9.13 to make recommendations to the Board for the continuation, or not, in service of any director who has reached the age of 70;
- 9.14 to recommend to the Board directors who will be retiring by rotation to be proposed for re-election;

- 9.15 to recommend to the Board directors who will have been in office for 3 years to stand for re-election;
- 9.16 to review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties;
- 9.17 to keep under review its own performance, constitution and terms of reference; and
- 9.18 to consider other matters as referred to the Nomination Committee by the Board.
- 10. The Nomination Committee shall make a statement in the annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used.
- 11. The chairman of the Nomination Committee should attend the Company's annual general meeting to be available to answer shareholders' questions on the activities of the Nomination Committee.
- 12. The secretary must send the minutes of meetings of the Nomination Committee to all members of the Nomination Committee and the chairman of the Board and, once agreed, to all other members of the Board, unless a conflict of interest exists.