

Company No: 3117278

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
LONDON CARE PLC
(the "Company")

On 2 November 2011 the following special resolution was duly passed as a written resolution of the Company pursuant to section 288 of the Companies Act 2006.

SPECIAL RESOLUTION

"That the provisions and performance of the obligations set out in the documents listed in the appendix to this Written Resolution ("**Documents**"), which the Company is proposing to enter into in connection with the acquisition of the entire issued share capital of Springbank Community Care Limited ("**Target**") by City and County Healthcare Group Limited and all documents necessary for or ancillary to the Documents and the transactions contemplated by the Documents, be and are hereby approved (copies of such Documents having been supplied to all of the members of the Company and the Company's auditors prior to the signing of this Written Resolution), (subject to such changes as the Company's directors, in their absolute discretion, think fit) "



Director/Secretary



Appendix

- 1 A restatement agreement (the "**Restatement Agreement**"):
 - (a) amending a senior facilities agreement dated 11 September 2009 between, among others, (1) City and County Healthcare Holdings Limited ("**Holdings**"), (2) City and County Healthcare Group Limited (the "**Buyer**"), (3) Lloyds TSB Bank plc (the "**Bank**") in its capacity as Facility Agent (as defined in the Facilities Agreement) and (4) the Bank in its capacity as Security Agent (as defined in the **Facilities Agreement**) as amended and varied from time to time (the "**Facilities Agreement**") in the form set out in Schedule 4 of the Restatement Agreement (the "**Restated Facilities Agreement**"); and
 - (b) taking effect as an accession deed to the Facilities Agreement by which Springbank Community Care Limited (the "Acceding Company") shall accede to the Facilities Agreement as Guarantor (as defined in the Facilities Agreement) and as an obligor accession letter and creditor accession deed to the intercreditor deed dated 11 September 2009 (the "Intercreditor Deed") made between, amongst others, (1) the Buyer, (2) Holdings, (3) the Bank in its capacity as Facility Agent (as defined in the Intercreditor Deed) and (4) the Bank in its capacity as Security Agent (as defined in the Intercreditor Deed) and amended on 24 September 2010 by which the Acceding Company shall accede to the Intercreditor Deed as an Obligor (as defined in the Intercreditor Deed);
- 2 Any other Finance Documents (having the meaning given to them in the Facilities Agreement) required to be entered into by the Company