

Company number 4216934

SATURDAY



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ALPINE HEALTH CARE LIMITED ("Company")

1 JULY 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as a special resolutions ("**Resolutions**").

SPECIAL RESOLUTION

1. That the Articles of Association of the Company be altered by deleting the present article 5 and replacing it with the following new article:

"5. Transfer of Shares

5.1 Subject to Articles 5.2, 5.3 and 5.4 the directors may in their absolute discretion and without giving any reason refuse to register the transfer of any share whether or not it is a fully paid shares;

5.2 Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:

- (a) is to a bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "Secured Institution"); or
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or

- (c) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to provide any prior written notice to the Company or to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles otherwise howsoever to require such shares to be transferred to them whether for consideration or not.

- 5.3 The Company shall have no lien on any shares which have been charged by way of security to a Secured Institution and the provisions of Regulation 11 of Table A relating to liens over shares shall not apply in respect of any such shares.
- 5.4 Any pre-emption rights contained in these articles of association shall not apply in relation to any shares which have been charged by way of security to a Secured Institution by any shareholder of the Company from time to time."
2. That notwithstanding any existing provisions of the Memorandum or Articles of Association of the Company and notwithstanding any personal interest, the Board of Directors of the Company be and it is hereby specifically empowered, authorised and directed to create and issue a Guarantee in favour of Abbey National Treasury Services Plc in such form as such bank may from time to time require to secure repayment of all moneys, obligations and liabilities now or hereafter due, owing or incurred from Cairnwell Estates Limited (Company number 6881327), that the creation of such Guarantee is hereby constituted one of the main objects of the Company and that the Memorandum and Articles of Association of the Company are hereby amended accordingly to give full effect hereto.
3. That the objects clause set out in clause 4 of the Company's Memorandum of Association be altered by inserting the following new sub-clause;


"(y) To create and issue a guarantee in favour of Abbey National Treasury Services Plc in such form as such bank may from time to time require to secure repayment of all moneys, obligations and liabilities now or hereafter due, owing or incurred from Cairnwell Estates Limited (Company number 6881327)"

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the Resolution on ^{1 JULY}~~26 June~~ 2009 hereby irrevocably agrees to the Resolution:

Signed by EUAN CRAIG
for and on behalf of
EXEMPLAR HOLDINGS LIMITED
Date 1 JULY 2009


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NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- By Hand: delivering the signed copy to Euan Craig at Ferham House, Kimberworth Road, Masbrough, Rotherham.
- Post: returning the signed copy by post to Euan Craig at Ferham House, Kimberworth Road, Masbrough, Rotherham.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless, by 31 July 2009, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.