

Company Number: 4918627

**WRITTEN RESOLUTION
OF**

GROVE CARE PARTNERSHIP LIMITED (Company)

(private company limited by shares)

28 February 2008

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

SPECIAL RESOLUTIONS

THAT

- 1 That, subject to compliance with sections 155 to 158 of the Companies Act 1985, the giving of financial assistance by the Company to Consensus Support Services Limited whose registered office is at Bradbury House, 830 The Crescent, Colchester Business Park, Colchester, Essex CO4 9YG for the purpose of acquiring shares in the Company and the terms and arrangements contemplated by the execution, delivery and performance by the Company of the following documents be approved
 - a a deed of accession (**Deed of Accession**) in favour of Bank of Scotland plc for the purpose of the Company agreeing to be bound by the terms of a debenture dated 15th November 2007 between inter alia Myriad Healthcare Limited (1), and Bank of Scotland plc (2) and to perform its obligations thereunder as if it had been an original party, and
 - b accession letters to be entered into by the Company pursuant to (i) a £336,500,000 sterling term facility agreement dated 15th November 2007 made between inter alia Myriad Healthcare Limited (1), and Bank of Scotland plc (2), (ii) a £70,000,000 loan stock facility agreement dated 15th November 2007 made between inter alia Myriad Healthcare Limited (1), and Bank of Scotland plc (2), and (iii) a

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£200,000,000 blue sky facility agreement dated 15th November 2007 made between inter alia Myriad Healthcare Limited (1), and Bank of Scotland plc (2) (**Accession Letters**) pursuant to which the Company agrees to become an Additional Guarantor (as defined therein) and to be bound by the terms therein

- c A subordination deed dated 15th November 2007 made between inter alia Caring Homes Group Limited (1) and Bank of Scotland plc (2) (**Subordination Deed**)

together (**Security Documents**)

- 2 That the approval for the Company to enter into the Security Documents be given notwithstanding that the Company might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions

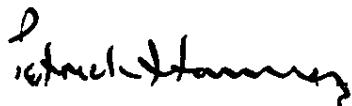
The undersigned, being persons entitled to vote on the Special Resolutions on 28 February 2008, hereby irrevocably agree to the Special Resolutions



Clifford Hamilton

28 February 2008

Date



Patrick Fanning

28 February 2008

Date



Andrew Dowsett

28 February 2008

Date



Michael Bielanski

28 February 2008

Date

NOTES

- 1 You can choose to agree to all of the Special Resolutions or none of them but you cannot agree to only one of the Special Resolutions. If you agree to all of the Special Resolutions, please indicate your agreement by signing and dating this document where indicated above.
- 2 If you do not agree to all of the Special Resolutions, you do not need to do anything, you will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Special Resolutions, you may not revoke your agreement.
- 4 Unless, by 27 March 2008, sufficient agreement has been received for the Special Resolutions to pass, they will lapse. If you agree to the Special Resolutions, please ensure that your agreement reaches us before or during this date.