

Company No. 5153609

PRIVATE COMPANY LIMITED BY SHARE

WRITTEN RESOLUTIONS

OF

Nations Healthcare (Burton) Limited (the "Company")

COMPANIES HOUSE

MONDAY



PROPOSED BY THE MEMBERS OF THE COMPANY IN ACCORDANCE WITH SECTIONS
292 TO 295 OF THE COMPANIES ACT 2006

Reference is made to

- (i) the proposed £14,131,250 term credit facility agreement (the "**New Facility Agreement**") with JCAM Global Fund (Master) LP acting by its general partner JCAM (BGP) LP ("**JCAM**") to be entered into by, among others, CH Subco Limited (as Borrower) and the Company (as Guarantor),
- (ii) the proposed group debenture to be entered into by, among others, the Company and JCAM (the "**Group Debenture**"), pursuant to which the Company, amongst others, would agree to charge and / or assign by way of security all of its right, title, benefit and interest (both present and future) over all of its assets and undertaking (with the exception of the Excluded Assets (as defined in the Group Debenture), and
- (iii) the proposed cross guarantee with JCAM (the "**Cross Guarantee**"), pursuant to which the Company, among others, would agree to guarantee the performance of each of the Obligors' obligations under the Cross Guarantee, including CH Subco's obligations under the New Facility Agreement and indemnify JCAM in respect of such performance,

together the "**Finance Documents**"

Terms defined and expressions used in the New Facility Agreement shall have the same meaning and construction in these written resolutions, unless the context otherwise indicates

SPECIAL RESOLUTIONS**THAT.**

- (A) the terms of the Finance Documents, substantially in the form of the draft attached to these written resolutions, and the transactions contemplated thereby, be and are hereby approved, and
- (B) the Company be and is hereby instructed and authorised to execute the Finance Documents, subject to such amendments as the board of directors (or any person authorised by the board of directors) of the Company in their (or his) discretion sees fit, and
- (C) the Company be, and is hereby, authorised and instructed to execute and deliver, file, record and/or despatch any notice, filing, recording, instrument, certificate, agreement or other document or deed to be executed and delivered, filed, recorded and/or despatched by it under or in connection with the Finance Documents and all such other notices, filings, recordings, instruments, certificates, stock or note powers, agreements or other documents as may be required, necessary or desirable arising out of or in connection with the delivery and execution of and the transactions supplemental or incidental to or contemplated by the Finance Documents and take any other action, including paying any charges, fees, taxes and expenses and obtaining any governmental approvals, necessary or desirable in connection with the transactions contemplated by the Finance Documents and the performance thereof

**INFORMATION REQUIRED TO COMPLY WITH SECTION 293(4)
OF THE COMPANIES ACT 2006**

- 1 Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions
- 2 The circulation date of the written resolutions is 27/01/ 2012 (the "Circulation Date")
- 3 The procedure for signifying agreement by eligible members to written resolutions is as follows
 - (A) A member signifies his agreement to proposed written resolutions when the company receives from him (or someone acting on his behalf) an authenticated document –
 - (i) identifying the resolutions to which it relates, and
 - (ii) indicating his agreement to the resolutions
 - (B) The document must be sent to the company in hard copy form or in electronic form
 - (C) A member's agreement to written resolutions, once signified, may not be revoked
 - (D) Written resolutions are passed when the required majority of eligible members have signified their agreement to them
- 4 The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006)

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

I, being the sole eligible member of the Company

- 1 confirm that we have received a copy of the above written resolutions in accordance with Sections 292 to 295 of the Companies Act 2006, and
- 2 hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to Section 288 of the Companies Act 2006 and that such resolutions shall take effect as special resolutions

Signed by

A handwritten signature in black ink, appearing to be 'Ly' followed by a long horizontal stroke.

for and on behalf of **Nations Healthcare
Limited**

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) Dated 31 /01/ 2012