

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

RAPHAEL HEALTH CARE LIMITED
(the "Company")



Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company, proposed as special resolutions as detailed below

Special Resolutions

- 1 **THAT** the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the documents referred to below which the Company is proposing to enter into and grant in connection with the proposed acquisition by RHC Group Ltd (the "**Borrower**") of the entire issued share capital of Raphael Health Care (Holding) Limited (the "**Target**") (the "**Acquisition**") (the Target and the Company together with the Borrower being the "**Group Companies**" and each individually a "**Group Company**") be and are hereby approved and (notwithstanding any provisions of the memorandum and articles of association of the Company or any personal interest of the directors) the directors of the Company be and are hereby empowered, authorised and directed to complete and enter into such of the following documents to which the Company is or is to become a party
 - 1 1 an intercreditor deed to be made between, inter alia, (1) The Governor and Company of the Bank of Ireland ("**BoI**") as Senior Lender, (2) the Group Companies, (3) the Subordinated Creditors, (4) the Investors and (5) the Security Trustee (each term as defined therein) regulating the subordination of payments due and, where applicable, the enforcement of security by the parties thereto (the "**Intercreditor Deed**"),
 - 1 2 a composite guarantee and debenture to be granted by (1) the Group Companies in favour of (2) RJD Partners Limited as Security Trustee (as defined therein) ("**Guarantee and Debenture**"),
 - 1 3 a legal charge to be executed by the Company in favour of the Security Trustee for and on behalf of the Security Beneficiaries (the "**Farndon Legal Charge**"),
 - 1 4 a legal charge to be executed by the Company in favour of the Security Trustee for and on behalf of the Security Beneficiaries (the "**Briers Hey Legal Charge**").

1 5 an intra-group loan agreement to be made between the Lenders (1) and the Borrowers (2) (each term as defined therein) (the "**Intra-Group Loan Agreement**") and

1 6 a cross guarantee to be made between (1) the Borrower, (2) the Company and (3) the Subsidiary in favour of (4) BoI ("**Cross Guarantee**").

(the above documents, together the "**Documents**" and each a "**Document**")

2 **THAT** notwithstanding that the entering into and granting of the Documents constitutes financial assistance within the meaning of Sections 151 to 158 (inclusive) of the Act, the Company is receiving full and fair consideration for the obligations it is undertaking in accordance with the terms thereof, and accordingly, such entry and granting, and the giving of such financial assistance, is in the best interests of the Company and is most likely to promote the success of the Company for the benefit of its members as a whole


3 **THAT** the giving of such financial assistance, as set out in paragraph 2 above, be and is hereby approved and that the Company entering into and/or granting the Documents to which it is to be a party be and are hereby approved

Circulation date: 28 July 2008

Registered office: Briers Hey Mill Lane, Rainhill, Liverpool, Merseyside, L35 6NE

Agreement to written resolutions

We the undersigned being persons entitled to vote on the above resolutions irrevocably agree to such resolutions

Signed by	 Authorised signatory for and on behalf of Raphael Health Care (Holding) Limited	Dated 28 July 2008
-----------	---	--------------------

RAPHAEL HEALTH CARE LIMITED
(the "Company")

WRITTEN RESOLUTIONS: CIRCULATED ON

28 July

2008

Note: This document is important and requires your immediate attention
Please read the explanatory statement to members before signifying your agreement to the resolutions in this document

EXPLANATORY STATEMENT TO MEMBERS

1. Nature of written resolutions

This document contains the proposed written resolutions of Raphael Health Care Limited for approval by you as a member of the Company. The resolutions are proposed as special resolutions and each requires members holding not less than 75 per cent of the total voting rights of members entitled to vote on the resolutions to vote in favour of them to be passed.

2. Action required if you wish to approve the resolutions:

Please signify your agreement to the resolutions by completing your details and signing and dating the document in the boxes provided and returning it to the Company.

Once you have signified your agreement to the resolutions, you cannot revoke it.

3. Action required if you do not wish to agree to the resolutions:

You do not have to do anything. Failure to respond will not be treated as agreement to the resolutions.



WE HEREBY CERTIFY THIS TO BE A TRUE COPY
OF THE ORIGINAL

DATE 28 July 2008
SIGNED [Signature]
DLA PIPER UK LLP