

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of

Care Solutions Group Ltd

Company Number: 05818142

(the Company)

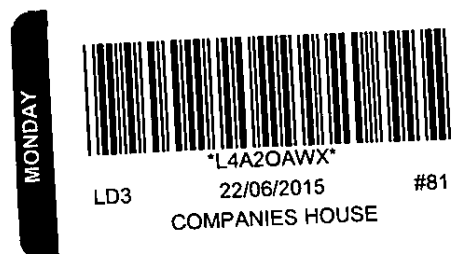
(passed on 13 April 2015)

Terms defined in the Senior Facilities Agreement (as defined below) have, unless otherwise defined in the Resolutions, the same meaning when used in the Resolutions

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following resolutions be passed (the **Resolutions**)

ORDINARY RESOLUTIONS

- 1 **THAT** the Company enters into the following documents relating to the accession of the Company as an Additional Guarantor to the senior facilities agreement dated 8 June 2012 (as amended and restated by a first supplemental agreement dated 16 January 2014 and a second supplemental agreement dated 17 July 2014) between, amongst others, Listrac Bidco Limited (**Bidco**) as a Borrower and a Guarantor, Listrac Midco Limited (**Midco**) as a Guarantor, GE Corporate Finance Bank SAS, The Governor and Company of the Bank of Ireland, HSBC Bank plc, Lloyds Bank plc, RBC Capital Markets (a trading division of Royal Bank of Canada) and The Royal Bank of Scotland plc (acting as agent for National Westminster Bank plc) as Mandated Lead Arrangers, HSBC Bank plc as Agent and HSBC Corporate Trustee Company (UK) Limited as Security Agent (the **Senior Facilities Agreement**) and as a Debtor to the intercreditor agreement dated 8 June 2012 between, amongst others, Bidco and Midco as Debtors, HSBC Corporate Trustee Company (UK) Limited as Security Agent, the Intra-Group Lenders, the Subordinated Creditors and the Creditors (each as defined therein) (the **Intercreditor Agreement**) and as a Chargor to the debenture dated 29 June 2012, relating to the Senior Facilities Agreement, as supplemented by a supplemental deed of charge dated 17 July 2014, between the companies listed therein as Original Chargors in favour of HSBC Corporate Trustee Company (UK) Limited as Security Trustee (the **Debenture**)
- (a) an accession deed by, amongst others, the Company as an acceding party to the Senior Facilities Agreement and the Intercreditor Agreement and addressed to HSBC Bank plc as Agent and HSBC Corporate Trustee Company (UK) Limited as Security Agent (the **Accession Deed**),
- (b) an accession deed by the Company as a New Chargor and HSBC Corporate Trustee Company (UK) Limited as Security Agent, pursuant to which the Company will grant fixed and floating charges over its entire assets and undertaking and accede to the Debenture (the **Debenture Accession Deed**),



the documents at paragraphs (a) and (b) above and any documents necessary or desirable or relating thereto being the **Finance Documents**

- 2 **THAT** the Directors have authority to approve the terms of, and the transactions contemplated by the Finance Documents and any related document, with such amendments as any Director of the Company in his or her sole discretion approves
- 3 **THAT** the entry into the Finance Documents (including, without limitation, the granting of the guarantee and security by the Company under the Finance Documents) is in the best interests of the Company's business and the entry into by the Company of the proposed transactions substantially on the terms set out in the Finance Documents will promote the success of the Company for the benefit of its members as a whole
- 4 **THAT** the Directors are instructed to take any action in connection with the negotiation, execution, delivery and performance of the Finance Documents and agree, execute and deliver any documents relating thereto, in each case as they shall deem necessary or appropriate
- 5 **THAT** these resolutions have effect notwithstanding any provision of the Company's articles of association

SPECIAL RESOLUTION

THAT the articles of association of the Company be amended by including a new article 22 and 23 as follows.

FINANCIAL INSTITUTIONS

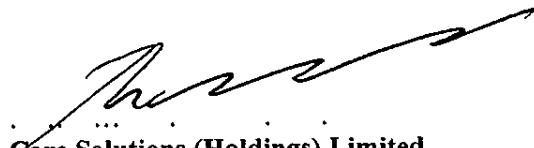
- 22 Notwithstanding anything contained in these articles, provisions of Article 6 of the articles will not apply and the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer
 - (a) is to
 - (i) a bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets or to an affiliate thereof (any such entity a **Financial Institution**) or an agent or trustee for any Financial Institution where a security interest has been or is purported to be granted over those shares (each a **Security**) that benefits a Financial Institution, and/or
 - (ii) a company or other entity to whom such shares are transferred at the direction of a Financial Institution and/or any administrative receiver, administrator, receiver or receiver and manager or similar entity (a **Receiver**) pursuant to powers granted to it under the Security, and
 - (b) is delivered to the Company for registration in order to perfect or protect any Security of a Financial Institution, or
 - (c) is executed by a Financial Institution or Receiver pursuant to a power of sale or other such power under any Security

23. Notwithstanding anything contained in these articles, the Company shall have no lien on any shares which have been charged or mortgaged by way of security to a Financial Institution

Agreement of eligible members

The undersigned being the sole eligible member on 13 April 2015 (the **Circulation Date**) irrevocably agrees to the Resolutions set out above

Signed by


Care Solutions (Holdings) Limited

Date

AGREEMENT

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

NOTES:

- 1 If you agree with the Resolutions, 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.
 - (a) **By Hand** delivering the signed copy to Jonathan Down, Allen & Overy LLP, One Bishops Square, London, E1 6AD
 - (b) **Post** returning the signed copy by post to Jonathan Down, Allen & Overy LLP, One Bishops Square, London, E1 6AD
 - (c) **Fax** faxing the signed copy to 020 3088 0088 marked "For the attention of Tumise Jegede"
 - (d) **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to TumiseJegede@allenoverly.com and Jonathan.Down@allenoverly.com
- 2 If you do not agree to the 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 Resolutions, you may not revoke your agreement
- 4 Unless sufficient agreement has been received for the Resolutions to pass within the period of 28 days from and including the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before this time

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5. 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.
 6. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.