

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**MILECARE LIMITED**

**Company number 06068885**

(the "Company")

06 March 2009 (the "Circulation Date")

THURSDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned, being the holders of all of the shares giving a right to attend and vote at a general meeting of the Company at the date of this resolution, hereby resolve that the resolution below be passed as a special resolution (the "Resolution"):

**SPECIAL RESOLUTION**

1. That, notwithstanding any provisions in the Memorandum and/or Articles of Association of the Company, the sole shareholder of the Company unconditionally approves and authorises the Company, for the purposes of section 35 of the Companies Act 1985 (as amended by the Companies Act 2006), to enter into the guarantee and indemnity under clause 14 of the facility agreement to be entered into between the Borrowers (as defined therein), (1) the Guarantors (as defined therein) (2) Nationwide Building Society (as Arranger) (as defined therein) (3) Nationwide Building Society (as Agent) (as defined therein) (4) Nationwide Building Society (as Security Trustee) (as defined therein) (5) and the Original Lenders (as defined therein) (6) pursuant to which the Lenders have agreed to make available a secured loan facility of up to £18,312,500 to the Borrowers.

**AGREEMENT**

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

The undersigned, being persons entitled to vote on the above Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

A handwritten signature in black ink, appearing to be "J. All", written over a horizontal dashed line.

Director  
**Praedia Investments Limited**

## 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 Anthony Macpherson, Kingsley Napley Solicitors, Knights Quarter, 14 St John's Lane, London, EC1M 4AJ.
  - **Post:** returning the signed copy by post to Anthony Macpherson, Kingsley Napley Solicitors, Knights Quarter, 14 St John's Lane, London, EC1M 4AJ.
  - **Fax:** faxing the signed copy to 020 7702 5203 marked "For the attention of Anthony Macpherson".
  - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [AMacpherson@kingsleynapley.co.uk](mailto:AMacpherson@kingsleynapley.co.uk). Please enter "Written Resolution dated the Circulation Date" in the e-mail subject box.
2. 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.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless sufficient agreement has been received for the Resolutions to pass, the Resolution will lapse on the date which is 28 days from the Circulation Date. If you agree to the Resolution, please ensure that your agreement reaches us before or during such date.
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.