

COMPANY NUMBER 03047307

THE COMPANIES ACTS 1985, 1989 and 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

SYSTEM CYCLE LIMITED

WEDNESDAY



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30/10/2013

#274

COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (CA 2006) we, the undersigned, being the sole eligible member (as defined by section 289 CA 2006) of the Company, signify agreement to and pass the following as ordinary resolutions of the Company

ORDINARY RESOLUTIONS

- 1 That the execution, delivery and performance by the Company of the following documents (the "Documents") (copies of such Documents having been supplied to the sole member of the Company and the Company's auditors prior to the signing of this Written Resolution) to which it is a party and that the terms of the Documents and the transactions contemplated by them (subject to such changes as the Company's directors, in their absolute discretion, think fit) are hereby approved
 - 1 1 a Facilities Agreement for the provision of term loan facilities of £14,481,642 and £2,300,000, and revolving loan facilities amounting to £3,325,000 between (1) Executive Care Group Limited (the "Parent") (2) Crossco (1332) Limited ("Crossco") (3) the Original Borrowers (as defined therein and including the Company) (the "Borrowers") (4) the Original Charging Companies (as defined therein and including the Company) and (5) HSBC Bank plc (the "Lender") (the "Facilities Agreement"),
 - 1 2 an overdraft letter between (1) the Borrowers (2) the Lender, and
 - 1 3 a new guarantee between (1) the Parent (2) the Borrowers and (3) the Lender (the "Guarantee")
- 2 That the Company enters into the Documents and the entering into, execution and delivery by the Company of the Documents and any ancillary or related documents and any other action to be taken or already taken by the Company or any Director of the Company in connection therewith be hereby approved
- 3 That the Directors have authority to approve the terms of, and the transactions contemplated by, the Documents and any related document and/or any amendments
- 4 That the giving of the Guarantee and the grant of security as detailed above by the Company is in the best interests of the Company's business and entry into by the Company of the proposed transactions substantially on the terms of the Documents will promote the success of the Company for the benefit of its members as a whole
- 5 That, notwithstanding any provisions of the Company's memorandum and articles of association or any personal interest of any of the Company's directors, the Company's directors and/or secretary be and are hereby authorised and directed to execute, deliver and perform the obligations set out in the Documents and give or execute any or all notices, communications or

other documents on behalf of the Company pursuant to or in connection with each of the Documents (in such manner and subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such document))

SPECIAL RESOLUTIONS

- 1 That the Articles of Association of the Company (the "Articles") be amended with the addition of the following Article 3A

"3A Registration of Share Transfers

Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Article (to the effect that any provision contained in this Article shall override any provision of these articles)

- 3A 1 The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer

(a) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) ("Secured Institution") (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts), or

(b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or

(c) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise

- 3A 2 The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Article 3 1A above)

- 3A 3 The lien set out in article 4, shall not apply to shares held by a Secured Institution (as defined in Article 3A 1 above)

Any variation of this Article 3A shall be deemed to be a variation of the rights of each class of share in the capital of the Company "

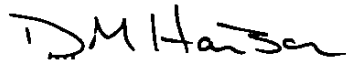
- 2 That the Articles be amended with the addition of the following Article 6A

"6A Proceedings of Directors

- (a) Any Director or his alternate may validly participate in a meeting of the Directors or a committee of the Directors through the medium of conference telephone or any other form of communications equipment (whether in use when this Article is adopted or developed subsequently) provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting
- (b) A person so participating by telephone or other communication shall be deemed to be present in person at the meeting shall be counted in a quorum and entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the Chairman of the meeting then is
- (c) A resolution passed at any meeting held in the above manner, and signed by the Chairman of the meeting, shall be as valid and effectual as if it had been passed at a meeting of the Board (or committee, as the case may be) duly convened and held "

AGREEMENT

The person named below, a person entitled to vote on the above resolution on *14 October 2013* hereby irrevocably agrees to the above resolution



Signature of eligible member or person signing on their behalf

Name of eligible member Crossco (1332) Limited

Date *14 October* 2013

SYSTEM CYCLE LIMITED

System Cycle Limited (the "Company")

Date *14 October* 2013

Dear Member

The Board of Directors of the Company proposes the attached resolutions to be passed as written resolutions of the Company in accordance with the Companies Act 2006. We are sending this statement and the text of the proposed resolutions to you as an eligible member on the date of this statement which is the circulation date of the proposed resolution.

The proposed resolutions must be passed by *10 November* 2013 (the "Lapsing Date") which is 28 days from the circulation date. If not passed by that Lapsing Date then this resolution will lapse.

If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated below and returning it to the Company by hand.

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.

Once you have indicated your agreement to the resolutions, you may not revoke your agreement.

Some of the resolutions are proposed as special resolutions. This means that they will be passed if the Company receives signified agreement from 75% or more of eligible members of the Company before the Lapsing Date.

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.

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.

The next page sets out the text of the resolutions proposed by the Board as written resolutions of the Company.



COMPANIES HOUSE
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