

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

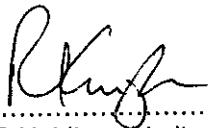
WRITTEN RESOLUTIONS

of

NATURAL MANAGEMENT LIMITED (the "Company")

We, being all the members of the Company who at the date of this resolution are entitled to attend and vote at general meetings of the Company, hereby unanimously **RESOLVE** that the following resolutions be passed as a written resolution having effect as special resolutions of the Company in accordance with section 381A Companies Act 1985 and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:-

1. **THAT** it is in the best interests of the Company and to its direct benefit to enter into the Relevant Documents (listed in the annexure hereto) recommended by the Directors to the members and referred to in the Minutes of the Board of Directors annexed hereto (copies of which were supplied to the members of the Company prior to the signing of this resolution) and marked "x" for the purposes of identification (the "**Minutes**") and that the terms of and the transactions contemplated by the Relevant Documents be and are hereby approved and that the Directors be authorised to complete and sign such documents.
2. **THAT** the giving of the financial assistance (falling within the definition contained in section 152 of the Companies Act 1985 ("**the Act**")) by the Company and the active subsidiary of the Company (Community Dental Centres Limited), for (i) the purpose of the acquisition by ADP Healthcare Acquisitions Limited of the entire issued share capital of ADP Holdings Limited, and (ii) for the purpose of reducing and discharging a liability incurred for the purpose of the acquisition of the entire issued share capital of the Company and (iii) in relation to financial assistance given by the Community Dental Centres Limited for the purpose of reducing and discharging a liability incurred in connection with the acquisition of the Company, taking the form and having the principal terms described in the Statutory Declarations in the forms 155(6)a and 155(6)b of today's date, copies of which along with the Auditor's Statutory Reports are annexed hereto and initialled for identification purposes in the form required by Section 155(6) of the Act and complying with Section 156 of the Act be and are hereby approved for the purpose of Section 155(4) of the Act.

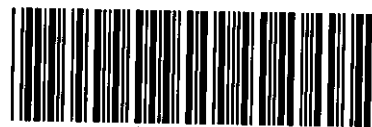


ADP Holdings Limited

Dated:

2/3/2007

TUESDAY



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13/03/2007

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COMPANIES HOUSE

Annexure – Relevant Documents

1. a senior sterling term and revolving facilities agreement to be entered into between ADP Healthcare Services Limited, ADP Acquisitions Limited, the Original Borrowers (as defined therein), the Original Guarantors (as defined therein) and the Bank (in its capacity as Arranger, Original Lender, Agent, Security Agent and Original Issuing Bank (each as defined therein) pursuant to which the Bank will make available to the Original Borrowers various facilities of in aggregate £50,919,419 (the "**Facilities Agreement**");
2. a mezzanine facility agreement to be entered into between ADP Healthcare Services Limited, ADP Acquisitions Limited, the Original Guarantors (as defined therein), and the Bank (as Arranger, Original Lenders, Agent and Security Agent) pursuant to which the Bank will make available to the ADP Acquisitions Limited mezzanine facility of up to £8,000,000 (the "**Mezzanine Facility Agreement**");
3. a debenture to be entered into by inter alia ADP Healthcare Services Limited, ADP Acquisitions Limited, the Company and the ADP Subsidiaries in favour of the Security Agent pursuant to which, in summary all amounts owing under the Facilities Agreement, the Mezzanine Facilities Agreement and the Finance Documents (as defined in the Facilities Agreement) will be secured (the "**Debenture**");
4. an intercreditor deed to be entered into by, ADP Healthcare Services Limited, the companies listed in schedule 2 thereof, the Bank (as Arranger, Security Agent, Senior Agent, Senior Lender, Mezzanine Agent, Mezzanine Lender and Original Issuing Bank) and the Investors (as defined therein), (the "**Intercreditor Deed**");
5. an intra-group loan agreement to be entered into by ADP Acquisitions, the Company and the ADP Subsidiaries, pursuant to which in summary the Borrowers (as defined therein) will make loans (subject to certain conditions) to the Lenders (as defined therein) (the "**Intra-Group Loan Agreement**"); and
6. a letter of support to be entered into between the parties to the Intra-Group Loan Agreement (the "**Letter of Support**").

Together the "**Documents**", such of the Documents to which the Company is a party, the "**Relevant Documents**".