

Company number 4250960

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTIONS OF THE SHAREHOLDER OF
VOYAGE CARE LIMITED (the "Company")

Circulation Date: 15th January 2013

Reference is made to

(a)

- a revolving credit facility agreement between, among others, the Company as a guarantor, Lloyds TSB Bank plc, Commerzbank Aktiengesellschaft and The Royal Bank of Scotland plc (each an "Arranger", together the "Arrangers") as mandated lead arrangers and Lloyds TSB Bank plc as agent (the "Agent") and security agent (the "Security Agent") (the "Revolving Credit Facility"),
- an intercreditor agreement, between, among others, the Company, the Notes Trustee, the Agent and the Security Agent (the "Intercreditor Agreement"),
- an English law debenture in favour of the Security Agent pursuant to which the Company will grant security over substantially all of its assets (the "English law Debenture"),

together the "Transaction Documents", copies of which have been received by the undersigned, and

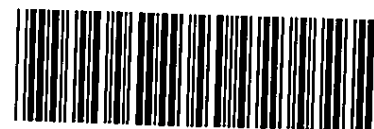
- (b) all notices, instructions, certificates and other documents (including any powers of attorney) incidental or ancillary to any Transaction Document (the "Ancillary Documents")

The Transaction Documents and the Ancillary Documents together being referred to as the "Documents", where relevant, copies and/or latest drafts of which have been received by the undersigned

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the undersigned, being the holder of the entire issued share capital of the Company and who, at the date of these resolutions, would be the only member entitled to attend and vote at a general meeting of the Company declare that the following resolutions shall have effect as if passed by the Company in general meeting duly convened and held

Shareholder Resolutions – Voyage Care Limited

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COMPANIES HOUSE

SPECIAL RESOLUTIONS

- 1 That the Articles of Association of the Company be hereby amended so that Regulation 8 of Table A shall no longer apply to the Company
- 2 That the Documents and all other documents or agreements which in the discretion of the Company are or may be necessary or expedient in connection with the entry into of the Documents are hereby approved
- 3 That the execution by the Company of the Documents (to the extent applicable) be and is hereby approved or, as applicable, ratified
- 4 That the terms of the transactions contemplated by and the execution, delivery and performance or adoption by the Company, as appropriate of the Documents are hereby approved
- 5 That having considered the terms of the Documents, it was concluded that the entry into the Documents by the Company is in the best interests of the Company's business and the entry into by the Company of the proposed transactions substantially set out in the Documents is to the commercial benefit and advantage of the Company
- 6 That a director of the Company may have an interest by virtue of being a director or other officer of, or employed by, or otherwise interested (including by the holding of shares) in any Relevant Company, and no authorisation by the board of directors of the Company shall be required in respect of any such interest

For the purposes of this resolution, "**Relevant Company**" shall mean

- (a) the Company,
- (b) any subsidiary undertaking of the Company,
- (c) any parent undertaking of the Company or a subsidiary undertaking of any such parent undertaking,
- (d) any body corporate promoted by the Company, or
- (e) any body corporate in which the Company is otherwise directly or indirectly interested,

and "**subsidiary undertaking**" and "**parent undertaking**" shall be construed in accordance with sections 1161 and 1162 of the Companies Act 2006

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AGREEMENT

Please read the notes accompanying this document before you signify your agreement to the resolutions

The undersigned being authorised to sign on behalf of Voyage Healthcare Group Limited as the sole eligible member of the Company entitled to vote on the above resolutions on 15th January, 2013 hereby irrevocably agrees to those resolutions indicated above

A handwritten signature in black ink, appearing to be 'S. G. ...', written over a horizontal line.

For and on behalf of
Voyage Healthcare Group Limited

Date 15th January, 2013

NOTES

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document as indicated and returning to the Company in hard copy or in electronic form.
- 2 If you do not agree to all of the resolutions you do not need to do anything, you will not be deemed to agree if you fail to reply.
- 3 Your agreement to the resolutions, once indicated, may not be revoked. If sufficient agreement has not been received by the date 28 days from the Circulation Date (as stated above) for the resolutions to pass then they will lapse.
- 4 If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.