

Company No: 04298115

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ADP HOLDINGS LIMITED (the "Company")

14 NOVEMBER 2007

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect as a resolution (the "Resolution")

ORDINARY RESOLUTION

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

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on 14 November 2007, hereby irrevocably agrees to the Resolution -

B. de la

ADP Healthcare Acquisitions Limited

THURSDAY



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Annexure – Relevant Documents

- 1 amendment and restatement agreement to the term and revolving facilities agreement dated 2 March 2007 between ADP Healthcare Services Limited, ADP Healthcare 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 up to £69,000,000 (the "**Facilities Agreement**"),
- 2 amendment and restatement agreement to the mezzanine facility agreement dated 2 March 2007 between ADP Healthcare Services Limited, ADP Healthcare 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 ADP Healthcare Acquisitions Limited mezzanine facility of up to £12,000,000 (the "**Mezzanine Facility Agreement**"),
- 3 amendment agreement to the intercreditor deed dated 2 March 2007 between, 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**"),
- 4 a senior arrangement fee letter from Kaupthing Bank Hf to ADP Healthcare Services Limited (the "**Arrangement Fee Letter**"),
- 5 an mezzanine arrangement fee letter from Kaupthing Bank Hf to ADP Healthcare Services Limited (the "**Mezzanine Arrangement Fee Letter**"),
- 6 a senior agency fee letter from Kaupthing Bank Hf to ADP Healthcare Services Limited (the "**Senior Agency Fee Letter**"),
- 7 a mezzanine agency fee letter from Kaupthing Bank Hf to ADP Healthcare Services Limited (the "**Mezzanine Agency Fee Letter**"),
- 8 a hedging letter issued by ADP Healthcare Services Limited to Kaupthing Bank Hf (the "**Hedging Letter**"),
- 9 a syndication strategy letter from Kaupthing Bank Hf to ADP Healthcare Services Limited (the "**Syndication Strategy Letter**"), and
- 10 a utilisation request (the "**Utilisation Request**")

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

NOTES

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 Richard Knight, Finance Director, ADP Holdings Limited, Kirk House, 15 Birkheads Road, Reigate, Surrey RH2 0AW
- **Post** returning the signed copy by post to Richard Knight, Finance Director, ADP Holdings Limited, Kirk House, 15 Birkheads Road, Reigate, Surrey RH2 0AW,
- **Fax** faxing the signed copy to 01737 229499 marked "For the attention of Richard Knight, Finance Director",
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to Richard.Knight@ADPCO.NET Please enter "Written resolutions dated 14 November 2007" in the e-mail subject box

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

- 11 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 12 Unless, by 11 December 2007, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date
- 13 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
- 14 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