

Company Number 04561083
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

SATURDAY



OF

CARETIME SERVICES LIMITED (THE "COMPANY")

Circulation Date 29/11/ 2011 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following special resolutions were duly passed as written resolutions of the Company

SPECIAL RESOLUTIONS

- 1 That the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the documents referred to below which the Company is proposing to enter into and grant on or about the date of the Resolutions (the principal terms of which have been explained to us by the directors of the Company), be and are hereby approved and (notwithstanding any provisions of the memorandum and articles of association of the Company or any personal interest of any of the directors of the Company) the directors of the Company be and are hereby empowered, authorised and directed to complete and enter into such of the following documents to which the Company is to become a party in such manner and subject to such changes as any director of the Company in his absolute discretion sees fit
- 1 1 senior sterling term and revolving facilities agreement dated 8 April 2009 as amended and restated on 6 April 2010 (the "**Original Facilities Agreement**") between (amongst others) the Company and HSBC Bank plc ("**HSBC**") as arranger, original lender, agent and security agent be amended and restated (the "**Amended Facilities Agreement**") on the terms set out therein dated on or about the date of this meeting between (1) HSBC as Arranger, Original Lender, Agent, Issuing Bank, Hedge Counterparty and Security Agent (each term defined therein) (2) The Royal Bank of Scotland Bank plc ("**RBS**") as Arranger (such term as defined therein) (3) National Westminster Bank plc ("**NatWest**") as Lender (such term as defined therein) (4) Enara Group Limited (company number 06545542) ("**the Parent**") as Parent (5) Enara Finance Limited (company number 06545556) ("**Bidco**") (6) certain subsidiaries of the Parent as Original Borrowers (such terms as defined therein) (7) certain subsidiaries of the Parent as Original Guarantors (such terms as defined therein) (the "**Amendment and Restatement Agreement**") (the facilities made available thereunder the "**Facilities**"), and
- 1 2 an intercreditor agreement dated on or about the date of this meeting made between (1) HSBC as Senior Agent, Senior Lender, Senior Arranger, Hedge Counterparty and Security Agent (such term as defined therein) (2) NatWest as Senior Lender (such term as defined therein) (3) RBS as Senior Arranger (such term as defined therein) (4) August Equity LLP and August Equity Partners II A acting through its general partner of August Equity Partners II GP LP acting through its general partner of August Equity Partners II GP Limited as Subordinated Creditors (such term as defined therein) (5) the Parent as Parent (such term as defined therein) (6) Bidco as Company (such term as defined therein) (7) certain subsidiaries of the Parent as Intra-Group Lenders (such term as defined therein) (8) certain subsidiaries of the Parent (together with the Parent and Bidco) as the Original Debtors (such term as defined therein) (the "**Intercreditor Agreement**")

A handwritten signature in black ink, consisting of stylized, overlapping loops and a long horizontal stroke extending to the right.

Director