

**CARE PRINCIPLES GROUP LIMITED (the "Company")**

**Company Number: 04813092**

**WRITTEN RESOLUTION OF THE COMPANY PURSUANT TO**

**SECTION 288 OF THE COMPANIES ACT 2006**

The Directors of the Company propose that the following written resolutions be passed by the Company as ordinary resolutions

- 1 **THAT** authority be and is given to each Director of the Company acting singly or jointly, to sign the following documents (which are to be executed under hand) on behalf of the Company and for any two of them (or any Director and the Secretary of the Company) to affix and witness the affixing of the common seal of the Company to the following documents (which are to be executed under seal) or otherwise to execute such documents on behalf of the Company as deeds and in doing so to agree and approve such amendments to the documents or the execution of such ancillary documents as are deemed necessary subsequent to the holding of this meeting as he or they shall in their absolute discretion think fit, such agreement or approval to be conclusively evidenced by his / her or their execution of such document
- 1 1 an accession letter to be entered into by the Company and CP HoldCo2 Limited under which the Company would become a Borrower and Guarantor (as defined in the credit facility between, among others, CP HoldCo3 Limited and Barclays Bank PLC for a £251,500,000 bridge facility (the "**Bridge Facilities Agreement**") (on the terms more particularly described therein),
- 1 2 an accession agreement to be entered into by the Company and Barclays Bank PLC (the "**Security Trustee**") under which the company would become an Obligor (as defined in the Intercreditor Agreement (as defined in the Bridge Facilities Agreement)) (on the terms more particularly described therein), and
- 1 3 a debenture to be entered into by, *inter alia*, the Company and Care Principles Topco Limited as chargors in favour of the Security Trustee under which the Company would agree to discharge the Secured Obligations (as defined therein) and would grant security in respect of satisfaction of the Secured Obligations, including charges by way of fixed and floating charges over all or substantially all of its assets and undertaking (on the terms more particularly detailed therein),  
  
together, the "**Documents**",
- 2 **THAT** any Director of the Company be and is authorised to agree and approve the terms of the Documents and any ancillary or related documents and that the Documents and any ancillary or related documents be executed by a Director on behalf of the Company (in such form as such Director may agree in his absolute discretion, such agreement to be conclusively evidenced by that Director's execution of the Document),
- 3 **THAT** authority be and is given to Directors of the Company and the Secretary of the Company acting singly or jointly, to sign and/or despatch or deliver such other deeds, certificates, instruments, notices, consents, requests, mandates and all other documents and notices to be signed and/or despatched or delivered by the Company under or in connection



with the Documents and take any other action necessary or desirable in connection with the transactions contemplated by the Documents

Following providing to the Company's sole shareholder of drafts of the applicable statutory declarations of the Directors of the Company and the auditors' reports relating thereto, the Directors of the Company propose that the following written resolutions be passed by the Company as special resolutions

4       **THAT** provided the Directors comply with the provisions of Sections 155 to 158 of the Companies Act 1985 (other than those provisions covered by this Resolution) the Company be and is hereby authorised to grant financial assistance in relation to the entry into of the Documents, and thereby the granting of guarantees and security in relation to, inter alia, the obligations of CP HoldCo 3 Limited under the Finance Documents (as defined in the Bridge Facilities Agreement),

5       **THAT** Article 6 of the Articles of Association of the Company be deleted in its entirety,

6       **THAT** Article 12 of the Articles of Association of the Company be deleted in its entirety and replaced with the following wording as a new Article 12

"12 Notwithstanding any provision of the Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer

12 1       is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such bank, institution or other person (or a person acting as agent or security trustee for such person)(a "**Secured Institution**"), or

12 2       is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over its shares,

12 3       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

7       **THAT** the Memorandum of Association of the Company is amended by the insertion of the following paragraph as a new paragraph 3 13

"3 13 Subject to and in accordance with the provisions of Sections 155 to 158 (inclusive) of the Companies Act 1985 (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Companies Act 1985 for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Companies Act 1985 "

The sole member of the Company who is entitled to vote on the resolutions on the circulation date should sign and date below to signify its agreement to the resolutions

These resolutions must be passed by the sole shareholder by the end of the period of 28 days beginning with the circulation date otherwise it will lapse

Agreed

Signed *Donald Skell*

for and on behalf of Care Principles Topco Limited

Date *9/10/07*