

**Jafa North-East UK Limited (company number 04938172)  
(the "Company")**

**Written Resolutions of the sole Member of the Company**

Circulation date: 13 August 2014 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions (the "Resolutions") are passed. Resolutions 1 to 2 are proposed as ordinary resolutions. Resolution 3 is proposed as a special resolution.

We, being all those members entitled to attend and vote at meetings of the Company convened for the purpose of passing or sanctioning the following Resolutions, hereby resolve unanimously in accordance with Chapter 2 of Part 13 of the Companies Act 2006 as follows:

**ORDINARY RESOLUTIONS**

- 1 That it would promote the success of the Company for the benefit of its members as a whole, and be to the further benefit and advantage of the Company to enter into:
  - 1.1 the senior facilities agreement (the "Facilities Agreement") to be entered into between, amongst others, the Company (as a guarantor), Acorn Care 3 Limited (the "Parent") as a guarantor, Acorn Care 4 Limited as a borrower and a guarantor, Ares Management Limited, Barclays Bank plc, GE Corporate Finance Bank SAS, HSBC Bank plc, Natixis, Partners Group (Guernsey) Limited and The Royal Bank of Scotland plc as mandated lead arrangers, the lenders named therein and GE Corporate Finance Bank SAS, London Branch as the agent and as the security agent (the "Security Agent"), and
  - 1.2 the intercreditor agreement (the "Intercreditor Agreement") to be entered into between, amongst others, Acorn Care 2 Limited, the Parent, Acorn Care 4 Limited, the Company (as an Original Debtor), the Lenders, the Agent and the Security Agent,
  - 1.3 the English law debenture (the "Debenture") to be entered into between the Company and the Security Agent
- 2 That the terms of, and the transactions contemplated by, the Finance Documents (as defined in the Facilities Agreement) to which the Company is a party are approved, and the Directors are instructed to take any action in connection with the negotiation, execution, delivery and performance of the Finance Documents (as defined in the Facilities Agreement) to which the Company is a party as they shall deem necessary or appropriate.

**SPECIAL RESOLUTION**

- 3 That the articles of the association of the Company (the "Articles") be amended as follows:
  - 3.1 A new article 12 shall be inserted as follows

12      **Secured Institutions**

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- 12.1 Notwithstanding anything contained in these Articles, the Company shall have no lien on any shares which have been charged or mortgaged by way of security to a Secured Institution (as defined in Article 4.3.1) and the provisions of Regulation 8 of Table A and Article 11.1 shall not apply in respect of any such shares

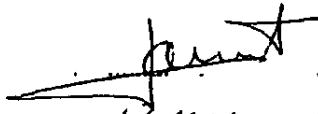
## **AGREEMENT**

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

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions

Signed by Fostering Solutions Limited

Date

  
13 AUGUST 2014

#### NOTES

- 4 If you agree with the Resolutions, 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 Nicola O'Regan of Linklaters LLP, One Silk Street, London EC2Y 8HQ
  - **Post** returning the signed copy by post to Nicola O'Regan of Linklaters LLP, One Silk Street, London EC2Y 8HQ
  - **Fax** faxing the signed copy to +44 (0) 207 456 2222 marked "For the attention of Nicola O'Regan"
  - **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to nicola.oregan@linklaters.com Please enter "Written resolutions of Jafa North-East UK Limited" in the e-mail subject box
- 5 If you have received the Resolutions by e-mail you may also indicate your agreement by replying to the original e-mail containing the Resolutions. For your agreement to be valid you must state your name and that you irrevocably agree to the Resolutions
- 6 If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply.
- 7 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 8 Unless, by midnight on the date falling 28 days after the Circulation Date (from and including the Circulation Date), sufficient agreement has been received for the Resolutions to pass, it will lapse If you agree to the Resolutions, please ensure that your agreement reaches us before this time
- 9 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
- 10 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