

NETWORKING CARE PARTNERSHIPS (SOUTH WEST) LIMITED ("COMPANY")

WRITTEN SPECIAL RESOLUTIONS

PURSUANT TO

CHAPTER 2, PART 13, COMPANIES ACT 2006

DATED 17 JUNE 2010

The undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolutions as special resolutions of the Company pursuant to Chapter 2, Part 13 of the Companies Act 2006 and hereby agree that the said resolutions shall for all purposes be as valid and effective as if passed as resolutions at a general meeting of the company duly convened and held

SPECIAL RESOLUTIONS

- 1 That the entering into the documents listed in the appendix attached to these written resolutions ("**Appendix**") and the transactions contemplated thereby ("**Documents**"), which the Company is proposing to enter into in connection with the banking facilities provided to the group of companies of which the Company is a member, be and are hereby approved subject to such changes as the Company's directors or any duly authorised attorney for the Company may, in their absolute discretion, think fit
- 2 That the entering into any notice, certificate or other document required to be executed on behalf of the Company in connection with the Documents, in such form as the Company's directors or any duly authorised attorney for the Company may, in their absolute discretion, think fit be and are hereby approved
- 3 That the directors of the Company have authority to approve the terms of, and the transactions contemplated by, the Documents and any related documents
- 4 That the directors and/or authorised signatories of the Company be and are hereby authorised to take any action or enter into any other documents in connection or pursuant to the terms of the Documents as they shall deem necessary or appropriate, and to execute, deliver and perform any and all obligations made under those documents
- 5 That the entering into the proposed transactions substantially on the terms set out in the Documents and the performance of the obligations thereunder are in the best interests of the Company's business and of commercial benefit to the Company and will promote the success of the Company for the benefit of its sole member
- 6 That the articles of association of the Company be amended by the addition of a new article 21 as follows

"Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend such registration, where such transfer

(a) is to any Secured Party, or



- (b) is delivered to the Company for registration by a Secured Party in order to perfect its security over the shares, or
- (c) is executed by a Secured Party pursuant to the power of sale or otherwise under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company (or proposed transferor of such shares) to a Secured Party, and no Secured Party shall be required to offer the shares which are or are to be the subject of any such aforementioned transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not. Furthermore, notwithstanding anything contained in these Articles, the Company and the directors shall not be entitled to exercise any lien which the Company has in respect of those shares

For the purposes of this Article "**Secured Party**" means any bank or financial institution (including, without limitation, Barclays Bank PLC) to which a security interest has been granted over the shares in the Company, or any nominee, receiver or other entity acting on its behalf "



Signed by an authorised signatory of

NETWORKING CARE HOLDINGS LIMITED

APPENDIX TO WRITTEN RESOLUTIONS OF
NETWORKING CARE PARTNERSHIPS (SOUTH WEST) LIMITED
(COMPANY NO. 5064697)

The entry into by the Company of the following documents

- 1 An accession letter pursuant to which the Company would accede in the capacity of a guarantor to the facility agreement dated 6 June 2007 made between (amongst others) (1) Barclays Bank PLC and (2) Southern Cross Healthcare Group PLC as amended and restated on 29 February 2008, as further amended on 27 June 2008, 24 July 2008 and 15 August 2008, as further amended and restated on 30 October 2008, 16 December 2008 and 8 May 2009, as further amended on 6 November 2009 and as amended and restated on 18 May 2010 ("**Facility Agreement**"), it being noted that such agreement contains a guarantee from the Company of the obligations of the Obligors under the Finance Documents (as each term is defined therein) and that in relation to that guarantee the Company gives an express confirmation to the Finance Parties (as defined therein) that it intends that such guarantee shall extend from time to time to any (however fundamental) variation, increase, extension or addition of or to any of the Finance Documents and/or any facility or amount made available under any of the Finance Documents for the purposes of or in connection with any of the following acquisitions of any nature, increasing working capital, enabling investor distributions to be made, carrying out restructurings refinancing existing facilities, refinancing any other indebtedness, making facilities to new borrowers, any other variation or extension of the purposes for which any such facility or amount might be available from time to time, and any fees, costs and/or expenses associated with the forgoing
- 2 Any other document or information required to be delivered by Barclays Bank PLC in its capacity as Agent or Security Agent pursuant to the Facility Agreement

NETWORKING CARE PARTNERSHIPS (SOUTH WEST) LIMITED

(COMPANY NO. 5064697)

WRITTEN RESOLUTIONS: CIRCULATED ON 17/06/2010

Note: This document is important and requires your immediate attention.

Please read the explanatory statement to sole member before signifying your agreement to the resolutions in this document

EXPLANATORY STATEMENT TO SOLE MEMBER

1. Nature of written resolutions

This document contains a proposed written resolution of the Company for approval by you as the sole member of the Company

2. Period to approve written resolutions

If the Company has not received your agreement to pass the resolutions by the date 28 days from the date the resolutions were first circulated, the resolutions will lapse

3. Action required if you wish to approve the resolutions:

- 3 1 Please signify your agreement to the resolutions by completing your details and signing and dating the document in the space provided and returning it to the Company by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the Company secretary"

Once you have signified your agreement to the resolutions, you cannot revoke it. Please ensure that your agreement reaches us no later than the close of business on the date 28 days from the date the resolutions were first circulated. Please note that you can only agree to all of the resolutions and not some only. Any document or reply which purports to approve some only of the resolutions will be treated as a vote against all of the resolutions

- 3 2 If you are signifying agreement to the resolutions 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 to the Company at the same time as you signify your agreement to the resolutions and in any event by no later than the close of business on the date 28 days from the date the resolutions were first circulated

4. Action required if you do not wish to agree to the resolutions:

You do not have to do anything. Failure to respond will not be treated as agreement to the resolutions