

Company no. 05905163

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of

Complete Care and Enablement Services Limited
("Company")

On 13 July 2011 the following resolution was passed as a written resolution of the Company in accordance with section 288 of the Companies Act 2006 (the "**Act**") by all the members of the Company who, at that date, were entitled to attend, and vote, at general meetings of the Company


ORDINARY RESOLUTION

1 **THAT** the terms of

- 1 1 an accession deed to a revolving credit and term loan facilities agreement originally dated 23 April 2008 and as amended and restated on 20 August 2009 and 15 April 2010 entered into by, amongst others, CareTech Holdings plc (as the Parent), The Royal Bank of Scotland plc, Alliance & Leicester Plc and Lloyds TSB Bank plc (the "**Lenders**"), pursuant to which the Lenders have made available senior multicurrency term and revolving facilities to the Borrowers (as defined therein) on the terms set out therein (the "**Accession Letter**"),
- 1 2 a debenture to be granted by, inter alia, the Company in favour of The Royal Bank of Scotland plc (the "**Security Trustee**") pursuant to which all the Company's liabilities of any kind and in any currency are secured to the Security Trustee (the "**Debenture**"), and
- 1 3 a certificate to be entered into by one of the Company's directors pursuant to which such director would certify and confirm the matters set out more particularly therein,

(together, the "**Documents**") is for the benefit of and in the interests of the Company and their execution, performance and delivery be and are hereby approved (subject to such changes being made to the Documents as any director of the Company may, in his absolute discretion, think fit)

Signed


Director/Secretary

SATURDAY



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16/07/2011

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