

ACTIVE OPCO LIMITED ("COMPANY")

WRITTEN SPECIAL RESOLUTIONS

PURSUANT TO

CHAPTER 2, PART 13, COMPANIES ACT 2006

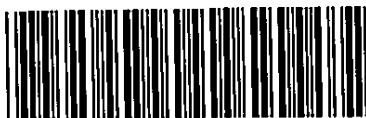
DATED 14 May 2010

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 Amendment and Restatement Agreement (as defined in the Appendix) 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

THURSDAY



A28 *AUZH1K5R* 72
20/05/2010
COMPANIES HOUSE

Signed by an authorised signatory of

ACTIVE CARE PARTNERSHIPS (HOLDINGS) LIMITED

APPENDIX TO WRITTEN RESOLUTIONS OF
ACTIVE OPCO LIMITED
(COMPANY NO. 6088380)

The entry into by the Company of the following documents

- 1 an amendment and restatement agreement to be entered into between (amongst others) (1) Southern Cross Healthcare Group Plc, (2) the companies listed therein as Effective Date Borrowers, (3) the companies listed therein as Effective Date Guarantors (including the Company) and (4) Barclays Bank PLC as Agent for the Finance Parties ("**Amendment and Restatement Agreement**") in relation to a facilities agreement dated 6 June 2007 made between, amongst others, (1) Southern Cross Healthcare Group Plc, (2) the companies listed therein as Borrowers, (3) the companies listed therein as Guarantors and (4) Barclays Bank PLC as (inter alia) Agent, Arranger and Bookrunner and (5) the financial institutions listed therein as Original Lenders as assigned, transferred, modified, amended, novated, supplemented, extended, restated and/or replaced from time to time including as amended and restated on 29 February 2008 and as further amended on 27 June 2008, 24 July 2008 and 15 August 2008 and further amended and restated on 30 October 2008, 16 December 2008 and 8 May 2009 and further amended on 6 November 2009, and
- 2 any other related, necessary and ancillary documents

ACTIVE OPCO LIMITED

(COMPANY NO. 6088380)

WRITTEN RESOLUTIONS: CIRCULATED ON 14 MAY 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