

Company Number: 06970725

THE COMPANIES ACT 2006  
PRIVATE COMPANY  
LIMITED BY SHARES  
WRITTEN RESOLUTION  
OF  
VANCOUVER HOUSE 2009 LTD  
("the Company")

CIRCULATION DATE: 30th November 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution (the "Written Resolution") is passed as an ordinary resolution:

ORDINARY RESOLUTION

That the members of the Company hereby approve the entering into by the Company of the documents details of which are set out below relating to the obligations and liabilities of the Company.

- 1 Two facility letters issued by Santander UK Plc (**Lender**) and addressed to the Health & Social Care Partnerships 2012 Ltd for a facility of £3,800,000 to be advanced on or before 30 November 2012 upon the terms and subject to the conditions as set out in both of the facility letters including the security to be provided by the Company set out in the resolutions following;
- 2 Debenture in favour of Santander UK plc (**Lender**) to be granted by the Company in favour of the Lender as security trustee for Santander UK plc (registered number 2294747) and its subsidiaries for the time being (each a **Group Member**),
- 3 A legal charge to be granted by the Company in favour of the Lender as security trustee for each Group Member over the Company's leasehold property at 20 Vancouver Road, Liverpool L27 2DA registered at the Land Registry under title number MS594418;
- 4 Composite Guarantee to be given by the Company to the Lender as trustee for each Group Member in respect of all liabilities, present and future of the Company, Health & Social Care Partnerships 2012 Ltd and/or Aragon Care Vancouver Ltd to the Group Members or any of them

AGREEMENT

Please read the Notes attached to this document before signifying your agreement to the Written Resolution.

We the undersigned hereby irrevocably agree to the Written Resolution:

Signed:   
Richard Shelton

WEDNESDAY



\*A1N4U16Z\*

A06

05/12/2012

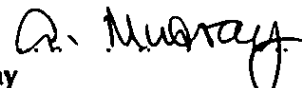
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COMPANIES HOUSE

Dated: 3rd December ... 2012

Signed:  ...  
Darren Hugh Game

Dated: 3rd December ..... 2012

Signed: ...  ...  
Ann Murray

Dated: 3rd December ... 2012

Signed:  ...  
Jane Alison Catherine Dottie

Dated: 3rd December ..... 2012

#### NOTES

- 1 If you agree with the Written Resolution, please indicate your agreement by signing and dating this document where indicated on the previous page and returning it to the Company before 5.00 pm on 21<sup>st</sup> December 2012 (the "Lapse Date") using one of the following methods:
  - 1.1 **By Hand:** delivering the signed copy to Sycamore House, Sutton Quays Business Park, Sutton Weaver, Runcorn, Cheshire, WA7 3EH
  - 1.2 **Post:** returning the signed copy by post to Sycamore House, Sutton Quays Business Park, Sutton Weaver, Runcorn, Cheshire, WA7 3EH
- 2 If you do not agree with the Written Resolution, you do not need to do anything. You will not be deemed to agree if you fail to apply
3. Once you have indicated your agreement to the Written Resolution, you may not revoke your agreement.
4. The Written Resolution will be passed when the required majority of eligible members have signified their agreement to it
5. If the Written Resolution is not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Written Resolution will be ineffective.
6. 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.
7. 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.