

Company No: 07838042

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
COPY WRITTEN RESOLUTIONS
of
HARBOUR CARE (UK) LIMITED
("Company")

PASSED ON 15th Feb 2012

FRIDAY



In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006 ("Act"), the following resolutions were duly passed on 15th Feb 2012 as ordinary and special resolutions as detailed below

SPECIAL RESOLUTION

- 1 That: each ordinary shares of £1 in the capital of the Company in issue as at the date of this resolution be redesignated as a B ordinary share of £1 in the capital of the Company, each such B ordinary share having the rights set out in the new articles of association to be adopted pursuant to resolution 4

ORDINARY RESOLUTION

- 2 That: pursuant to section 551 of the Companies Act 2006 ("Act"), the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £3,260,999, comprising
 - 2 1 117,000 A ordinary shares of £1 each,
 - 2 2 38,999 B ordinary shares of £1 each, and
 - 2 3 3,105,000 redeemable preference shares of £1 each,

each having the respective rights set out in the new articles of association adopted pursuant to resolution 1, provided that (unless previously revoked, varied or renewed) this authority shall expire on the fifth anniversary of the date of this resolution, but the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after this authority expires and the directors may allot shares or grant such rights pursuant to any such offer or agreement as if this authority had not expired

This authority is in substitution for all existing authorities under section 80 of the Companies Act 1985 and section 551 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect)

SPECIAL RESOLUTION

- 3 That subject to the passing of resolution 2 above and pursuant to section 570 of the Act, the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by resolution 2 up to an aggregate nominal amount of £3,260,999 comprising
- 3 1 117,000 A ordinary shares of £1 each;
- 3 2 38,999 B ordinary shares of £1 each, and
- 3 3 3,105,000 redeemable preference shares of £1 each,

as if section 561 of the Act did not apply to any such allotment and (unless previously revoked, varied or renewed) this power shall expire on shall expire on the fifth anniversary of the date on which this resolution is passed, but the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired

This power is in substitution for all existing powers under section 95(1) of the Companies Act 1985 and section 570 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect)

SPECIAL RESOLUTION

4. That the draft articles of association in the form attached, and signed on the front page by a director for identification purposes, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company

SPECIAL RESOLUTION

- 5 That, conditional on resolution 4 being approved, notwithstanding anything to the contrary in the articles of association of the Company as adopted pursuant to resolution 4 ("Articles"), for such time as there is only one director of the Company appointed, such director shall have all powers to take and make decisions without regard to any of the provisions of such Articles relating to directors' decision-making (including, without limitation, article 68 1 and provisions 8 to 16 of the Model Articles (as defined in the Articles and to the extent such are not otherwise amended or replaced by other provisions of the Articles))

E. W. ...

Director/Secretary