

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

PASSED ON 5 OCTOBER 2012

WEDNESDAY



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 5 October 2012 as ordinary and special resolutions as detailed below

ORDINARY RESOLUTION

1 That:

1 1 pursuant to section 551 of the 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 £295,879, comprising

1 1 1 10,616 A ordinary shares of £1 each,

1 1 2 3,539 B ordinary shares of £1 each, and

1 1 3 281,727 cumulative redeemable preference shares of £1 each,

each having the respective rights set out in the articles of association of the Company as in force at the date hereof, **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

SPECIAL RESOLUTIONS

2 That (subject to the passing of resolution 1)

2 1 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 1 up to an aggregate nominal amount of £295,879 comprising

2 1 1 10,616 A ordinary shares of £1 each,

2 1 2 3,539 B ordinary shares of £1 each, and

2 1 3 281,727 cumulative redeemable preference shares of £1 each,

- as if section 561 of the Act did not apply to any such allotment, and
- 2 2 (unless previously revoked, varied or renewed) this power shall expire on the fifth anniversary of the date of the resolution, 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
- 3 **That** (subject to resolutions 1 and 2 being passed)
- 3 1 the provisions of Article 11 1 of the Company's articles of association in force at the date of these resolutions ("**Articles**") shall not apply in respect of the issue of up to £295,879 in aggregate nominal value of additional shares in the capital of the Company ("**New Issue**") comprising
- 3 1 1 10,616 A ordinary shares of £1 each,
- 3 1 2 3,539 B ordinary shares of £1 each, and
- 3 1 3 281,727 cumulative redeemable preference shares of £1 each, and
- 3 2 the provisions of Article 11 2 shall be deemed to apply to the New Issue mutatis mutandis notwithstanding that the provisions of Article 11 1 of the Articles have not applied to the New Issue



Director/Secretary