

THE COMPANIES ACT 1985

WRITTEN RESOLUTION OF

A & D CARE PLUS LIMITED (the "Company")

DATED 3 October 2007

In accordance with the articles of association of the Company and section 381A of the Companies Act 1985 (as amended) (the "Act"), I, being [the sole/a] member of the Company who at the date of this written resolution is entitled to attend and vote at general meetings of the Company **HEREBY RESOLVE THAT:**

**SPECIAL RESOLUTION**

The Company be authorised to enter into the following documentation

- 1 1 a facilities agreement to be made between the Company, Claimar Care Group plc and its other subsidiaries (the "**Parent**"), Complete Care Holdings Limited (the "**Target**"), Paediatric Nursing Link Limited and Complete Case Management Holdings Limited (the "**Relevant Subsidiaries**") and The Royal Bank of Scotland plc (the "**Bank**") (the "**Facilities Agreement**"), and
- 1 2 a security agreement to be given by the Company, Parent and its subsidiaries, the Target and the Relevant Subsidiaries to the Bank securing all obligations and liabilities of the Company, Parent and its subsidiaries and Target including all obligations and liabilities under the Facilities Agreement (the "**Security Agreement**")



For and on behalf of Claimar Care Group Plc

