

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

MCCARTHY & STONE (DEVELOPMENTS) LIMITED (the *Company*)

(Company number 00770529)

9 March 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (the *Special Resolutions*).

**SPECIAL RESOLUTION**

1. THAT, Michael Ball, Gary Day, Michael Jennings and Howard Phillips who are each proposed directors of Hakremco (No. 2581) Limited (*Newco 2*), with which the Company proposes to enter into certain transactions and which involves or may involve a conflict or a possible conflict with the interests of the Company, be and hereby are each authorised to be appointed as directors of Newco 2 and any breach of duty which has arisen or may arise from such conflict be and hereby is ratified and each director be permitted not to disclose any confidential information obtained in that capacity to the Company and any breach of duty which has arisen or may arise from such conflict or any such non-disclosure be and is hereby ratified; and

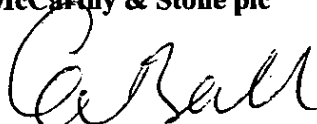
2. THAT, Michael Ball and Howard Phillips who are each proposed directors of each of Hakremco (No. 2580) Limited (*Newco 1*) and Hackremco (No. 2579) Limited (*Holdco*), with which the Company proposes to enter into certain transactions and which involves or may involve a conflict or a possible conflict with the interests of the Company, be and hereby are each authorised to be appointed as director of Newco 1 and of Holdco and any breach of duty which has arisen or may arise from such conflict be and hereby is ratified and each director be permitted not to disclose any confidential information obtained in that capacity to the Company and any breach of duty which has arisen or may arise from such conflict or any such non-disclosure be and is hereby ratified.

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, each being a member entitled to vote on the Special Resolutions on 9 March 2009, hereby irrevocably agrees to the Special Resolutions:

Signed for and on behalf of  
McCarthy & Stone plc



Name: GEOFFREY BALL  
Position: DIRECTOR

Date: 11 MARCH 2009

WEDNESDAY



LD3 11/03/2009 198  
COMPANIES HOUSE

## NOTES

1. You can choose to agree to the Special Resolutions or none of them but you cannot agree to only one of the Special Resolutions. If you agree to all of the Special Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
  - (a) By Hand: delivering the signed copy to Trevor Green at Homelife House, 26-32 Oxford Road, Bournemouth, Dorset BH8 8EZ.
  - (b) Post: returning the signed copy by post to Trevor Green at Homelife House, 26-32 Oxford Road, Bournemouth, Dorset BH8 8EZ.
  - (c) Fax: faxing the signed copy to +44 (0)1202 551 024 marked "For the attention of Trevor Green".
  - (d) E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to [trevor.green@mccarthyandstone.co.uk](mailto:trevor.green@mccarthyandstone.co.uk). Please enter "Written resolutions dated 9 March 2009" in the e-mail subject box.
2. If you do not agree to the Special Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Special Resolutions, you may not revoke your agreement.
4. Unless, by 6 April 2009, sufficient agreement has been received for the Special Resolutions to pass, it will lapse. If you agree to the Special Resolutions, please ensure that your agreement reaches us before or during this date.
5. 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.
6. 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.