

**WRITTEN RESOLUTIONS  
OF THE SOLE SHAREHOLDER OF**

**Conquest Care Homes (Peterborough) Limited  
Company Number 2706124  
(the "Company")**

7 April 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following resolutions to be passed as ordinary resolutions or special resolutions as specified below

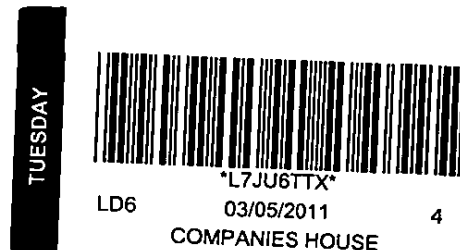
**SPECIAL RESOLUTIONS**

I **THAT** conditional only upon Completion (as defined in the Acquisition Agreement) taking place, the articles of association of the Company be amended by

(a) inserting the following new article 11

**"Lien**

Notwithstanding anything contained in these articles, any share that has been charged by way of security (a "**Secured Share**") shall be exempt from any present or future lien in favour of the Company that would otherwise have arisen under these articles and the Company shall not assert any lien against the Secured Share whilst it remains subject to a security interest from any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "**Secured Institution**") or has been transferred to any third party by any Secured Institution and for the avoidance of doubt, Regulation 8 of Table A shall not apply to any Secured Share "



**Notes**

- 1 These written resolutions have been proposed by the directors of the Company
- 2 The circulation date of the written resolutions is 6 April 2011 (the "Circulation Date")
- 3 Please signify your agreement to the written resolutions by signing against your name where indicated and entering the date on which you signed the document. You must signify your agreement to the proposed resolutions as follows: (i) by hand by delivering a signed copy to Weil Gotshal & Manges, One South Place, London EC2M 2WG for the attention of Simon Saitowitz, (ii) by post by sending a signed copy to Shearman & Sterling (London) LLP, Broadgate West, 9 Appold Street, London EC2A 2AP for the attention of Camilla Hunter, (iii) by fax by sending a signed copy to Shearman & Sterling (London) LLP for the attention of Camilla Hunter (fax number 0207 655 5435), or (iv) by email by sending a signed copy of the resolutions to Shearman & Sterling (London) LLP for the attention of Camilla Hunter (email: camilla.hunter@shearman.com)
- 4 If you sign the document and return it to the Company without indicating whether you agree to the resolution, it will be assumed by the Company that you agree to the resolution being passed
- 5 If you return the document signed but un-dated, it will be assumed by the Company that you signed the document on the day immediately preceding the day on which it was received by the Company
- 6 If not passed by the requisite majority of the total voting rights of the eligible members, this written resolution shall lapse on the date which is 28 days, from and including, the Circulation Date

## AGREEMENT

We, being the sole member of the Company

- 1 confirm that we have received a copy of the above written resolutions in accordance with section 292 to 295 of the Companies Act 2006, and
- 2 hereby irrevocably resolve and agree that the above resolutions are passed as written resolutions pursuant to section 288 of the Companies Act 2006 and that the resolutions in paragraphs 1, 2 and 3 above shall take effect as ordinary resolutions and the resolution in paragraph 4 above shall take effect as a special resolution

Signed by  
**Craegmoor Holdings Limited**

Signature  
as the sole shareholder



Date \_\_\_\_\_ 2011

TUESDAY

LD6

03/05/2011  
COMPANIES HOUSE

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