

Company Number: 02869703

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF
BENTLEIGH CROSS LIMITED

(the Company)

Circulation Date: *29 March* 2019

Resolution passed on: *29 March* 2019

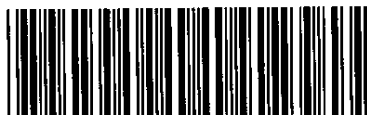
Pursuant to section 288 of the Companies Act 2006, we, the undersigned being members of the Company entitled to attend and vote at a general meeting of the Company, **HEREBY RESOLVE** and agree that the following resolutions (**Resolutions**), proposed by the directors of the Company, be passed as special resolutions and that such resolutions be as valid and effectual as if they had been passed at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTIONS

- 1 **THAT** the issued share capital of the Company be reduced from £105,951.44 to £0.02 by cancelling and extinguishing 5,297,571 of the issued ordinary shares of £0.02 each in the capital of Company, each of which is fully paid up (leaving LifeCare Residences Limited as the holder of the sole remaining issued ordinary share of £0.02 in the capital of the Company) and the amount by which the share capital is so reduced be repaid to the holders of those shares

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

TUESDAY



LD2 *L82JJNPK* #10
02/04/2019
COMPANIES HOUSE

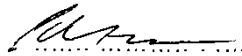
The undersigned, being persons entitled to vote on the Resolution, hereby irrevocably agree to the Resolution set out above:-

Shareholder

Signature

Date of Signature

LIFECARE RESIDENCES LTD



.....29/3/19.....

For and on behalf of Lifecare Residences Ltd

WILLIAM WRIGHTSON III

.....

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Notes

- 1 *If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post to the registered office of the Company or by fax or email marked for the attention of the Company Secretary.*
- 2 *If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.*
- 4 *Unless within 28 days of the Circulation Date, sufficient agreement has been received for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.*
- 5 *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.*
- 6 *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.*