

Registered Number 03209169

HCP HOLDINGS LIMITED
(the "Company")

MONDAY



PRIVATE COMPANY LIMITED BY SHARES

**SHAREHOLDERS' WRITTEN RESOLUTIONS
CIRCULATED ON 26 MARCH 2014
PURSUANT TO CHAPTER 2
OF PART 13 OF THE COMPANIES ACT 2006**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution be passed as an ordinary resolution


ORDINARY RESOLUTION

THAT

- (a) the waiver of the Company's entitlement to £119,113 of accrued interest and future interest from HCP Social Infrastructure (Canada) Ltd /Infrastructure Sociale HCP (Canada) Limitée ("HCP Canada") under the term loan agreement between the Company and HCP Canada dated 4 July 2007, and
- (b) the directors' conduct in approving that the waiver be ratified to the extent that it amounted to negligence, default, breach of duty or breach of trust in relation to the Company

Please read the explanatory notes at the end of this document before signifying your agreement to the resolution

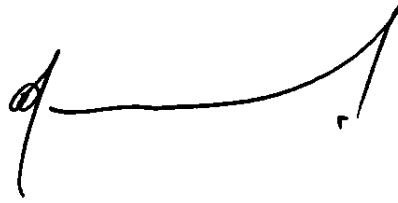
We, the undersigned, were at the time the resolution was circulated entitled to vote on the resolution and irrevocably agree to the resolution

Signed ..  .
for and on behalf of Innisfree Nominees Limited

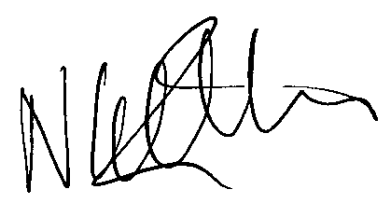
Date 26 March 2014

SIGNED by INNISFREE)
M&G PPP LP)
acting by

Authorised Signatory of)
M&G INVESTMENT)
MANAGEMENT LIMITED)
in its capacity as investment)
manager of Innisfree M&G)
PPP LP and)

A handwritten signature in black ink, appearing to be a stylized 'J' or 'I' followed by a horizontal line and a small upward stroke.

Authorised Signatory of)
INNISFREE LIMITED)
in its capacity as fund manager of)
Innisfree M&G PPP LP)

A handwritten signature in black ink, appearing to be a stylized 'N' followed by several loops and a horizontal line.