

Company Number: 3288142

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

NHP Management Limited (the Company)

(passed on 12 December 2006)

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We, the members of the Company who have signed below, being the holders of all the issued share capital of the Company and entitled to attend and vote at general meetings of the Company, pass the following resolutions in accordance with Section 381A of the Companies Act 1985 (as amended) and confirm that such resolutions shall be valid and effectual as if they had been passed at an extraordinary general meeting of the Company duly convened and held:

1. **THAT** the terms of and the transactions contemplated by a facility agreement (the **Facility Agreement**) between, amongst others, Libra No. 3 Limited and Libra No. 2 Limited as Borrowers, the companies listed in schedule 5 as Guarantors (which includes the Company), The Royal Bank of Scotland plc as agent for National Westminster Bank Plc as Original Lender, The Royal Bank of Scotland plc as Hedging Bank, The Royal Bank of Scotland plc as Agent and The Royal Bank of Scotland plc as Security Trustee are hereby approved;
2. **THAT** the terms of and the transactions contemplated by the deed of debenture (the **Debenture**) between the Obligors (as defined in the Facility Agreement), including the Company, as chargors and the Security Trustee are hereby approved;
3. **THAT** the terms of and the transactions contemplated by the duty of care agreement (the **CH3 Duty of Care Agreement**) between Care Homes No. 3 Limited and others as Property Owners, the Security Trustee and the Company are hereby approved;
4. **THAT** the terms of and the transactions contemplated by the duty of care agreement (the **CH2 Duty of Care Agreement**) between Care Homes No. 2 Limited and others as Property Owners, the Security Trustee and the Company are hereby approved;
5. **THAT** the terms of and the transactions contemplated by the duty of care agreement (the **CH1 Duty of Care Agreement**) between Care Homes No. 1 Limited and others as Property Owners, the Security Trustee and the Company are hereby approved;
6. **THAT** the terms of and the transactions contemplated by the syndication letter (the **Syndication Letter**) between the Obligors (as defined in the Facility Agreement) and the Agent are hereby approved;

together the **Finance Documents**.

7. **THAT** the Directors have authority to approve the terms of, and the transactions contemplated by the Finance Documents and any related document;
8. **THAT** the entry into by the Company of the proposed transactions substantially on the terms set out in the Finance Documents is to the commercial benefit and the advantage of the Company and the giving of the guarantee contained in the Facility Agreement by the Company is in the best interests of the Company's business; and
9. **THAT** these resolutions have effect notwithstanding any provision of the Company's articles of association.

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended by:


- (a) the deletion of existing article 4 and replace with the following wording.

"Regulation 8 of Table A shall not apply to the Company"; and

- (b) the insertion of a new article 6A to provide as follows:

"Notwithstanding anything contained in these Articles:

- (i) the requirements set out in Article 6 shall not apply to any transfer of shares where such a transfer is executed by or in favour of any bank or institution to whom such shares have been charged by way of security, or by or in favour of any nominee of, or purchaser from, such a bank or institution, pursuant to any deed or agreement or other document under which such share have been charged, and a certificate by any official of such bank or institution that the shares were so charged and the transfer was so executed shall be deemed to be conclusive evidence of such facts;
- (ii) the directors will not decline to register any transfer of shares, nor may they suspend registration thereof where such a transfer is executed by or in favour of any bank or institution to whom such shares have been charged by way of security, or by or in favour of any nominee of, or purchaser from, such a bank or institution, pursuant to any deed or agreement or other document under which such share have been charged, and a certificate by any official of such bank or institution that the shares were so charged and the transfer was so executed shall be deemed to be conclusive evidence of such facts."



For
NHP Limited