

CERTIFIED TO BE A TRUE AND COMPLETE  
COPY OF THE ORIGINAL  
DATED THIS 3<sup>rd</sup> DAY OF Jan 2012

Pinsent Masons LLP *Pinsent Masons LLP*

Company No 03517404

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CRAEGMOOR OLDER PEOPLE CARE (HOLDINGS) LIMITED (the "Company")

13 December 2011

(the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the Directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect, as an ordinary resolution, (together the "Resolution") -

ORDINARY RESOLUTIONS

- 1 **THAT** the terms of each of the documents (the "**Documents**") listed below from 1.1.1 to 1.1.14 and all such documents as may be desirable or required in order to implement the transactions contemplated by the Documents, and their execution (whether as a deed or under hand), delivery and performance by the Company be and are hereby approved (subject to such changes being made to the Documents as any director of the Company may, in his absolute discretion, think fit so that such director's signature of the relevant Documents shall be conclusive evidence of agreement to such changes), copies of the Documents having been supplied to all Company members prior to the signing of this resolution
  - 1.1.1 a draft English law debenture granting fixed and floating charges over all or substantially all of the business, assets, property and undertaking of the Company to be entered into between the Company as a chargor and Deutsche Bank AG, London Branch as security agent as security for indebtedness arising under a senior revolving facility agreement and associated finance documents and senior secured notes due in 2018 and senior unsecured notes due in 2019 (the "**Notes**"),
  - 1.1.2 a draft accession deed to a senior revolving facility agreement to be entered into between the Company, its ultimate parent company and the Security Agent,
  - 1.1.3 a draft supplemental indenture to the Senior Secured Notes Indenture,
  - 1.1.4 a draft supplemental indenture to the Senior Notes Indenture to be entered into by the Company if additional senior notes are issued,
  - 1.1.5 a draft process agent appointment letter regarding the appointment of process agents in New York for the Company pursuant to the Additional Senior Secured Notes Purchase Agreement, Additional Senior Notes

THURSDAY



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COMPANIES HOUSE

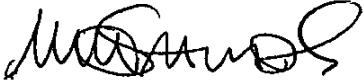
Purchase Agreement, Senior Secured Notes Indenture and Senior Notes Indenture,

- 1 1 6 a draft officers' certificate certifying various documents and confirming various matters on behalf of the Company in relation to the a senior revolving facility agreement,
- 1 1 7 a draft officers' certificate certifying various documents and confirming various matters on behalf of the Company in relation to the Notes,
- 1 1 8 an agreement proposed to be entered into between (1) Priory Holdings Company No 3 Limited and (2) the Company relating to the acquisition by the Company of Priory Elderly Care (Holdings) Limited,
- 1 1 9 an agreement proposed to be entered into between (1) Craegmoor Holdings Limited and (2) the Company relating to the acquisition by the Company of Parkcare Homes Limited, its subsidiary, Health & Care Services (UK) Limited and Yorkshire Parkcare Company Limited,
- 1 1 10 an agreement proposed to be entered into between (1) Speciality Care Limited (2) Craegmoor Group Limited and (3) the Company, relating to the acquisition by the Company of Speciality Care (UK Lease Homes) Limited, Speciality Care (Addison Court) Limited and Speciality Care (EMI) Limited,
- 1 1 11 a draft supplemental indenture to the Senior Secured Notes Indenture,
- 1 1 12 a draft supplemental indenture to the Senior Notes Indenture,
- 1 1 13 a draft form of notation of guarantee in relation to the Existing Senior Secured Notes,
- 1 1 14 a draft form of notation of guarantee in relation to the Existing Senior Notes,
- 1 1 The execution of the Documents and the assumption of its obligations thereunder are in the best interests of the Company and the approval of the Company to enter into the Documents is hereby given and authorised, and
- 1 2 Notwithstanding any provisions of the Company's articles of association or any personal interest of any of the Company's directors, the Company's directors be and are hereby empowered, authorised and directed to execute and deliver the Documents for and on behalf of the Company (in such manner and subject to such changes as the directors, in their absolute discretion, think fit)

## AGREEMENT

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

I, the undersigned, was at the time the Resolution was circulated entitled to vote on, and hereby irrevocably agree to, the Resolution -



For and on behalf of  
Craegmoor

Limited

13 December

2011

Date

## 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 using one of the following methods -
  - **By Hand** delivering the signed copy to Amy Mitchell, c/o Pinsent Masons LLP, 3 Colmore Circus, Birmingham B4 6BH,
  - **Post** returning the signed copy by post to Amy Mitchell, c/o Pinsent Masons LLP, 3 Colmore Circus, Birmingham B4 6BH,

If you do not agree to all of the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, by the date falling 28 days from the Circulation Date sufficient agreement has been received for the Resolution to pass, they will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date