

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CASTLE VILLAGE LIMITED

(Company Number: 038~~7~~0595)

On *5th August* 2011 the following ordinary resolutions were passed by the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006

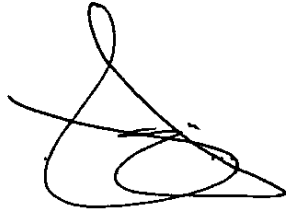
ORDINARY RESOLUTIONS

- 1 **THAT** the entry into, execution, delivery and performance by the Company of an amendment and restatement agreement to be entered into by, among others, Retirement Villages Limited, as borrower, the Company, as guarantor, and Lloyds TSB Bank plc (the "**Lender**"), as lender, relating to three existing facility agreements each dated 18 May 2006 and made between Retirement Villages Limited, as borrower, and the Lender as amended from time to time, in the form approved by the directors (the current draft of which is attached at Appendix 1) be approved
- 2 **THAT** the entry into, execution, delivery and performance by the Company of a deed of admission regarding an omnibus guarantee and set-off agreement dated 1 August 2006 between, amongst others, Retirement Villages Limited, the Company and the Lender, proposed to be entered into by, among others, (1) the Company, Retirement Villages Limited and others (as Existing Companies), (2) Lloyds TSB Bank plc (as the Bank) and (3) Mayford Park Limited (as the Further Company) (each capitalised term as defined therein) in the form approved by the directors (the current draft of which is attached at Appendix 2) be approved
- 3 **THAT** notwithstanding any provisions of the Company's Memorandum and Articles of Association or any personal interest of any of the Company's directors, the Company's directors and/or secretary be and are hereby authorised and directed to execute, deliver and perform the obligations set out in the above documents and give or execute any or all notices, communications or other documents on behalf of the Company pursuant to or in connection with such documents for the Company (in such manner and subject to such changes as the Company's directors or any of them, in their



absolute discretion, think fit (such opinion being evidenced by the execution of such document))

Director

A handwritten signature in black ink, consisting of several loops and a horizontal stroke, positioned to the right of the word "Director".