

company no: 3895640



## **CHILTERN MANOR LIMITED**

### **WRITTEN RESOLUTIONS**

#### **The Companies Act 1985 Written Resolutions Of CHILTERN MANOR LIMITED (Passed on 6<sup>th</sup> September 2007)**

We the undersigned, being all the members of Chilterns Manor Limited (Company) who (at the date of these resolutions) would be regarded for the purpose of section 381A of the Companies Act 1985 as entitled to attend and vote at any general meeting of the Company (Members) and in accordance with schedule 15A of the Companies Act 1985, having been supplied with a copy of the statutory declaration made pursuant to section 155 (6) of the Companies Act 1985 and the auditors' report annexed thereto, hereby agree, pursuant to section 381 of the Companies Act 1985 that the following written resolutions (which would otherwise be required to be passed as special resolutions) be passed:

#### **RESOLUTIONS**

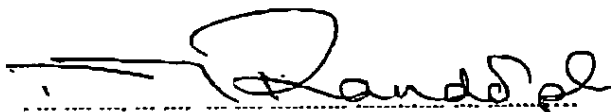
1. That, subject to compliance with sections 155 to 158 of the Companies Act 1985, the giving of financial assistance by the Company to Centurion Healthcare Limited of 28 The Green, Wooburn Green, Bucks for the purpose of acquiring shares in the Company or reducing or discharging liabilities they or any other person or persons have incurred within the meaning of the Companies Act 1985 Section 152(3) be and is hereby approved:
2. That the provisions of the documents listed in the Appendix to this Written Resolution ("Finance Documents") which the Company is proposing to enter into in connection with the acquisition by Centurion Health Care Limited of the entire issued share capital in the Company ("the Acquisition") be and are hereby approved (copies of the Finance Documents having been supplied to the members of the Company prior to the signing of this Written Resolution), subject to such changes as the Company's board of directors, in their absolute discretion, think fit be and are hereby approved.
3. That the execution and delivery of the Finance Documents and the performance of its obligations thereunder be and is hereby approved and is in the commercial interests of the Company.
4. That notwithstanding any provisions of the Company's memorandum and articles of association or any personal interest of the Company's directors, the directors and/or secretary be and are hereby empowered, authorised and directed to execute and deliver the Finance Documents on behalf of

the Company in such manner and subject to such changes as they, in their absolute discretion, think fit.

- 5 That, notwithstanding that the execution by the Company of the Finance Documents and the performance of its obligations thereunder would constitute the giving by the Company of financial assistance within Sections 151-158 of the Act, the giving of financial assistance by the Company (in the form and on the terms set out in the Form 155 (6)a and the auditors' report (a copy of which has been supplied to the members of the Company prior to the signing of this Written Resolution) be and is hereby approved.



Signed by Arthur Stanley Thompson



Signed by Marion Randolph

## **APPENDIX**

### **FINANCE DOCUMENTS**

1. **FIRST LEGAL CHARGE IN FAVOUR OF ROYAL BANK OF SCOTLAND OVER  
CHILTERN MANOR, NORTHERN HEIGHTS, BOURNE END, BUCKS,**
2. **DEBENTURE IN FAVOUR OF ROYAL BANK OF SCOTLAND**
3. **UNLIMITED INTER COMPANY COMPOSITE GUARANTEE WITH ACCESSION IN  
FAVOUR OF ROYAL BANK OF SCOTLAND**
4. **LOAN AGREEMENT BETWEEN CHILTERN MANOR LIMITED AND CENTURION  
HEALTH CARE LIMITED IN RESPECT OF A LOAN FACILITY FOR A TOTAL SUM OF 3 5  
MILLION POUNDS.**