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05/01/2008

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COMPANIES HOUSE

Company No 4147939

THE COMPANIES ACTS 1985 AND 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

STRATHMORE COLLEGE LIMITED (the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as written resolutions of the Company, having effect as ordinary resolutions (the "Resolutions")

ORDINARY RESOLUTIONS

- 1 **THAT** the share capital of the Company be hereby increased from £50,000 to £5,510,002 by the creation of 5,460,002 new ordinary shares of £1 00 ranking pari passu in all respects with the existing ordinary shares
- 2 **THAT** the directors be and they are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £5,500,000 provided that this authority is for a period expiring five years from the date of this resolution but the company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired This authority is in substitution for all subsisting authorities, to the extent unused

AGREEMENT

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

I, the undersigned, the sole shareholder and sole person entitled to vote on the Resolution on , hereby irrevocably agrees to the Resolution -

28 DECEMBER 2007
Date

For and on behalf of Parkcare Homes (No 2)
Limited

NOTES

- 1 If you agree with 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 Pinsent Masons, 3 Colmore Circus, Birmingham B4 6BH, or
- **Post** returning the signed copy by post to Pinsent Masons, 3 Colmore Circus, Birmingham B4 6BH

If you do not agree with any 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 a Resolution, you may not revoke your agreement
- 3 Where, by 30 January 2008, insufficient agreement has been received for a Resolution to pass, such Resolution will lapse. If you agree to all or any of the Resolutions, please ensure that your agreement reaches us before or during this date