

HORIZON SENIOR LIVING HOLDINGS LTD (the "Company")

COMPANY NUMBER 05608415

WRITTEN RESOLUTION OF KEITH MADDIN

THE SOLE DIRECTOR OF THE COMPANY

PURSUANT TO ARTICLE 27.8 OF THE COMPANY'S

ARTICLES OF ASSOCIATION

PASSED ON 27 JANUARY 2006

1. DIRECTORS

IT WAS RESOLVED that Richard Paul Jupp, Mark Edward Wills and Aidan Roche be appointed as directors of the Company with immediate effect.

2. SECRETARY

IT WAS RESOLVED that Aidan Roche be appointed as Secretary of the Company with immediate effect in place of Lawrence Small, whose resignation had been received.

3. NOTIFICATION OF INTERESTS

IT WAS NOTED that the Directors had by letter to the Company disclosed all interests required to be disclosed by law and the Company's Articles of Association.

4. ALLOTMENTS

IT WAS RESOLVED that, subject to the terms of the Investment Agreement, the following applications for 'A' ordinary shares of £0.01 each ("**A Shares**") and 'B' ordinary shares of £0.01 each ("**B Shares**") in the Company be allotted at par **BE AND ARE HEREBY APPROVED** and that, subject to cleared funds for such shares being received by the Company, such shares be allotted and registered in the Register of Members of the Company in the names of the allottees:

<u>Applicant</u>	<u>Address</u>	<u>No. of Shares and Class of Shares</u>
Cabot Square Capital Nominee Limited	7 St James Street London SW1A 1EE	61,664 A Shares 20,895 B Shares
Richard Paul Jupp	23 Tongdean Road Hove East Sussex BN3 6QE	6,186 A Shares 1,651 B Shares
Aidan Roche	3 St James Way Bierton Aylesbury Bucks HP22 5ED	764 A Shares 803 B Shares



Mark Edward Wills	10 Wish Road	6,186 A Shares
	Hove	
	East Sussex	1,651 B Shares
	BN3 4LL	

5. COMPANY'S MEMBERSHIP

IT WAS NOTED that following the registration of the transfers and the allotments referred to above the Company will cease to be a company having a sole member and **IT WAS RESOLVED** that the Secretary be directed to enter in the Register of Members of the Company, together with the name and address of the person who was formerly the sole member, a statement that the Company has ceased to have only one member together with the date on which the event occurred.

6. SPECIAL DIRECTOR

A letter dated 27 January 2006 to the Company from the majority of the Company's A Shareholders was produced to the meeting and **IT WAS NOTED** that in accordance with Article 23.1 of the Company's Articles of Association such letter appointed Keith Maddin as a Special Director, as defined in the Company's Articles of Association.

7. SHARE CERTIFICATES

IT WAS RESOLVED that share certificates relating to the foregoing allotments be issued following receipt of cleared funds by the Company and upon request to each of the holders of the shares in the Company in respect of their/its holdings.

8. EXECUTION OF DOCUMENTS

IT WAS NOTED that an Investment Agreement relating to the Company, made between CS Capital Partners II L.P.; M. Wills; R. Jupp; A. Roche and the Company (the "**Investment Agreement**") was produced to the sole director of the Company.

After due and careful consideration of the terms of the Investment Agreement **IT WAS RESOLVED** that:

- (a) the execution and delivery of the Investment Agreement by the Company and the exercise of its rights and performance of its obligations thereunder on the terms and conditions therein set out **BE AND ARE HEREBY APPROVED** as being in the interests of the Company;
- (b) the Company should enter the Investment Agreement in the form produced to the sole director with such amendments as the signatory in his absolute and unfettered discretion may approve, such approval to be conclusively evidenced by his execution of such document, **BE AND IS HEREBY APPROVED**;
- (c) that:
 - (i) any director (including alternates) of the Company **BE AND HE IS HEREBY AUTHORISED** on behalf of the Company to sign the Investment Agreement or any related agreement which is to be executed by the Company;

- (ii) Keith Maddin **BE AND IS HEREBY AUTHORISED**, whether acting singularly or jointly, to give such undertakings, sign and/or deliver any other documents and notices and to do all such acts as may be required to be undertaken, signed, delivered or done by or on behalf of the Company under or in relation to the Investment Agreement.

9. APPLICATION OF MONIES

IT WAS RESOLVED that, following receipt of cleared funds in respect of the shares in the Company allotted on today's date, the Company would apply such cleared funds for the purposes specified in clause 4.7 of the Investment Agreement or as otherwise directed by the Special Director (as that term is defined in the Articles of Association of the Company).

10. BANKING MANDATES

IT WAS RESOLVED that the Company shall appoint the Royal Bank of Scotland plc and such mandates shall be given to such bankers as the Directors shall unanimously agree.

11. INSURANCE

IT WAS RESOLVED that the Company shall approve the terms of the insurances [to be] effected in respect of its operations.

12. ARTICLES

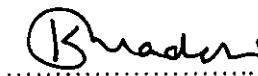
IT WAS RESOLVED that the Company shall pass a resolution as shareholder adopting new articles for each Group Company (as defined in the Investment Agreement).

13. ACQUISITIONS

IT WAS RESOLVED that the Company shall procure that Horizon Senior Living Ltd acquires IMCO (432000) Limited and Horizon Senior Living Finance Ltd acquires Aviva Lifestyle Limited on each of the terms as agreed by the Investors, in the agreed form, as contained in the Acquisition Documents (as defined in the Investment Agreement).

14. FILINGS

IT WAS RESOLVED that the Secretary be and is hereby directed to make all necessary filings in the books of the Company and at Companies House.



Keith Maddin

Sole Director