

We hereby certify this to be
a true copy of the original

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Company number 05778803

THE COMPANIES ACT 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES
MEMBERS' WRITTEN RESOLUTIONS

OF
MOUNT HOUSE (COACH HOUSE) LIMITED
(the "Company")

WEDNESDAY



A68 *A3Q1UT3U* 19/09/2007 230
COMPANIES HOUSE

In accordance with section 381A of the Companies Act 1985, we, the undersigned, being all the members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company unanimously resolve that the following resolutions shall be passed as special resolutions

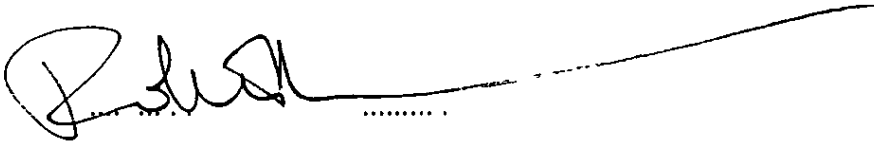
SPECIAL RESOLUTIONS

- 1 That the giving of financial assistance (as defined in section 152 of the Companies Act 1985 (the "**Act**")) by the Company to Barchester Propco Two Limited (the "**Buyer**") for the purpose of the acquisition of shares in the Company as described in the statutory declaration made pursuant to section 155(6) of the Act annexed to which is the report by the Company's auditors in compliance with section 156(4) of the Act, copies of which are annexed to these resolutions, be and is hereby approved.
- 2 That the Company approves and the Company be and is hereby authorised to execute the following documents (together the "**Documents**"), copies of which have been produced to the meeting, in favour of The Royal Bank of Scotland (the "**Agent**") (or as appropriate) with such amendments as persons authorised to execute the same may approve:
- 3 Accession letter to Facility Agreement executed by Barchester Propco Limited as Principal Borrower and The Company as New Obligor
- 4 A debenture between Barchester Propco Limited, Barchester New Devco Limited, Barchester Propco Two Limited and Barchester New Propco Holdco Limited, the Company and Mount House (Coach House) Limited and The Royal Bank of Scotland plc as Security Trustee including fixed charges over the assets of the Company and a floating charge over present and future property and assets of the Company to secure the liabilities of the Company under the Facility Agreement (the "**Debenture**")
- 5 The debenture between Barchester Propco Limited, Barchester New Devco Limited, Barchester Propco Two Limited and Barchester New Propco Holdco Limited and The Royal Bank of Scotland plc as Security Trustee including fixed charges over the assets of the Company and a floating charge over present and future property and

assets of the Company to secure the liabilities of the Company under the Facility Agreement (the "Opco Debenture")

- 6 Accession deed to Subordination Deed executed by The Company as New Obligor and New Junior Creditor and The Royal Bank of Scotland Plc as Security Trustee.
- 7 The business sale and purchase agreement between The Mount House Limited and The Company as seller and Barchester Healthcare Homes Limited as buyer and any documents ancillary thereto.
- 8 A priority agreement between The Royal Bank of Scotland plc, The Governor and Company of the Bank of Ireland, Allied Irish Banks, p.l.c., AIB Group (UK) p l c and The Governor and Company of the Bank of Scotland as Original PropCo Creditors, The Royal Bank of Scotland plc, The Governor and Company of the Bank of Ireland, Allied Irish Banks, p.l.c., and The Governor and Company of the Bank of Scotland as Original OpCo Creditors, and Barchester Propco Limited, Barchester New Devco Limited, Barchester Propco Two Limited and Barchester New Propco Holdco Limited, the Company and Mount House (Coach House) Limited as Original Obligors (the "Priority Agreement").
- 9 Intragroup loan agreement between Barchester Healthcare Homes Limited, Grove Limited, Barchester New Propco Holdco Limited, Barchester Propco Limited, Barchester Propco Two Limited, Barchester New Devco Limited as Lenders, Barchester Healthcare Homes Limited, Grove Limited, Barchester New Propco Holdco Limited, Barchester Propco Limited, Barchester Propco Two Limited, Barchester New Devco Limited as Borrower as acceded to by Mount House (Coach House) Limited and The Mount House Limited the purpose of which being to enable Barchester Propco Limited to lend to Barchester Propco Two Limited, (2) to enable Barchester Propco Two Limited to complete the acquisition of all the share capital in The Mount House Limited and (3) to enable The Mount House Limited to repay existing indebtedness
- 10 The property agreement for sale and lease between the Company as seller, Barchester Propco Limited as buyer, Barchester New Propco Holdco (Jersey) Limited as guarantor, Barchester Healthcare Homes Limited and Barchester Nominee (No 1) Limited as tenant and any documents ancillary thereto
- 11 Stock transfer forms to be executed by The Mount House Limited in respect of the share capital in The Company
- 12 The director's certificate given by a director of the Company approving the Transaction and the solvency certificate therein
- 13 And all other ancillary documents and notices necessary or useful for the proper execution of the above documents.
- 14 That the execution of the Documents and the Transaction contemplated thereby, and the assumption that of its obligations thereunder is in the best interests of the Company and the approval of the Company to enter into the Documents is given and authorised notwithstanding that the Company is entering into some of the Documents for the purposes of assisting the Buyer to acquire the Company's shares
- 15 That the resolutions shall have effect notwithstanding any provision of the Company's articles of association.

In accordance with section 381B of the Companies Act 1985, a copy of this written resolution was sent to the Company's auditors at the same time as, or before, this written resolution was supplied to any member of the Company for signature

A handwritten signature in black ink, appearing to read 'R. Parker', followed by a long horizontal line extending to the right.

The Mount House Limited

acting by **ROBERT PARKER**

Date: 14 September 2007