

MOUNT HOUSE (COACH HOUSE) LIMITED

Company number 5778803

(the "Company")

SOLE MEMBER'S WRITTEN RESOLUTIONS

TUESDAY



R2OD3E0X

RM

31/12/2013

#169

COMPANIES HOUSE

18 December 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that

- (a) resolutions 1, 2, 3 and 4 are passed as ordinary written resolutions of the Company, and
- (b) resolution 5 below is passed as a special written resolution of the Company (the "Resolutions")

Capitalised terms used in these Resolutions shall, unless defined in these Resolutions, have the same meaning as defined in the minutes of the meeting of the board of directors of the Company as appended hereto and which have been presented to the sole member of the Company.

ORDINARY RESOLUTION

- 1 **THAT** the execution, delivery and performance by the Company of the Documents is for the benefit of and the interests of the Company and is hereby approved
- 2. **THAT** notwithstanding any personal interest:
 - a the directors have the authority to approve the terms of, and the transactions contemplated by the Documents, with such amendments as, any one director, the Company secretary or attorney, as the case may be, of the Company may in his or their sole discretion approve;
 - b any director or the Company Secretary either singly or with any other Director or a witness in the case of a deed, be authorised to do all such acts and execute deeds, documents, certificates and notices as he may consider expedient in connection with the execution or performance by the Company of the Documents, the transactions contemplated therein or any other agreement or document in connection therewith
- 3 **THAT** the giving of the guarantee (and the granting of indemnities) by the Company of the performance and discharge of the obligations of each Obligor (as defined in the RCI) to the Finance Parties (as defined in the RCF) is in the best interests of the Company's business and the entry by the Company into the Documents is to the commercial benefit and advantage of the Company

- 4 **THAT** these Resolutions have effect notwithstanding any provision of the Company's articles of association

SPECIAL RESOLUTION

- 5 **THAT** the articles of association of the Company be amended by

- (a) inserting a new article 12.2 with the following

12.2 Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend such registration, where such transfer

- i is to any Secured Party, or
- ii is delivered to the Company for registration by a Secured Party in order to perfect its security over the shares, or
- iii is executed by a Secured Party pursuant to the power of sale or otherwise under such security,

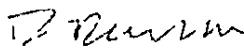
and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company (or proposed transferor of such shares) to a Secured Party, and no Secured Party shall be required to offer the shares which are or are to be the subject of any such aforementioned transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not. Furthermore, notwithstanding anything contained in these Articles, the Company and the directors shall not be entitled to exercise any lien which the Company has in respect of those shares

For the purposes of this Article "Secured Party" means any bank or financial institution (including, without limitation, the Royal Bank of Scotland plc) to which a security interest has been granted over the shares in the Company, or any nominee, receiver or other entity acting on its behalf, and

- (b) deleting article 3.1 in its entirety

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

BY ORDER OF THE BOARD



[Director] [Secretary]

AGREEMENT

I/WE, THE UNDERSIGNED, being the sole member of the Company entitled to vote on the Resolutions at the time it was circulated, **HEREBY IRREVOCABLY AGREE** to the Resolutions



Name
Duly authorised signatory
For and on behalf of
Barchester Assisted Living Properties (Gorseway) Limited

Dated 18 December 2013

NOTES

Procedures for signifying agreement

1. To signify your agreement to the Resolutions, you should sign and date this document where indicated above and return it by post to David Duncan at Barchester Propco Limited, Suite 201 Second Floor, Design Centre East Chelsea Harbour, London SW10 0XF marked "For the attention of David Duncan and attaching a scanned copy of the signed document to an email and sending it to david.duncan@barchester.com
2. Once you have signified your agreement to the Resolutions, you may not revoke your agreement
3. Unless, by the 28th Day following the circulation date, sufficient agreement has been received for the Resolutions to pass, it will lapse.
4. If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you do not reply