

Company No 06061481

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ORCHARD CARE HOMES.COM HOLDINGS LIMITED (the "Company")

1st May 2013

(the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the Directors of the Company propose that the following resolutions are passed as written resolutions of the Company, having effect as an ordinary, and a special resolution respectively (the "Resolutions") -

ORDINARY RESOLUTION

- 1 **THAT** in substitution for any previous authority, the Directors be hereby generally and unconditionally authorised, in accordance with section 551 of the Act, to allot shares in the Company up to a maximum aggregate nominal amount of £42,000 provided that this authority will expire on the date being five years from the date on which this resolution is passed, but the Company may before this authority expires make an offer or agreement which would or might require shares to be allotted after this authority expires and the Directors may allot shares pursuant to such offer or agreement as if this authority had not expired

SPECIAL RESOLUTION

- 2 **THAT** the Directors be hereby given power in accordance with section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) pursuant to the authority conferred by resolution 1 above as if section 561(1) of the Act, and article 19.2 of the articles of association of the Company, did not apply to the allotment provided that such power shall expire when the authority conferred by resolution 1 is revoked or expires unless previously renewed, varied or revoked by the Company in general meeting but the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired

AGREEMENT

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

We, the undersigned, were at the time the Resolutions were circulated entitled to vote on the Resolutions and hereby irrevocably agree to the Resolutions



Paul Mancey

Dated

2013

Alan Burnell

Dated

2013

David Lofthouse

Dated

2013

Christian Purslow

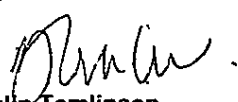
Dated

2013

Graham Walsh

Dated

2013


Philip Tomlinson

12th June
Dated

2013

Tim Leslie

Dated

2013

For and on behalf of
Nexus Partners LP

Dated

2013

Paul Mancey

Dated

2013

Alan Burnell

Dated

2013


David Lofthouse

Dated

May 20th
2013

Christian Purslow

Dated

2013

Graham Walsh

Dated

2013

Philip Tomlinson

Dated

2013

Tim Leslie

Dated

2013

For and on behalf of
Nexus Partners LP

Dated

2013

Paul Mancey

Dated

2013

Alan Burnell

Dated

2013

David Lofthouse

Dated

2013

Christian Purslow

Dated

2013

Graham Walsh

Dated

2013

Philip Tomlinson

Dated

2013

Tim Leslie

Dated

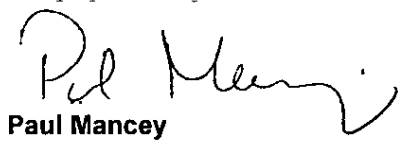
2013

12th June

For and on behalf of
Nexus Partners Limited

Dated

2013


Paul Mancey

12th June
Dated 2013

Alan Burnell

Dated 2013

David Lofthouse

Dated 2013

Christian Purslow

Dated 2013

Graham Walsh

Dated 2013

Philip Tomlinson

Dated 2013

Tim Leslie

Dated 2013

For and on behalf of
Nexus Partners LP

Dated 2013

Paul Mancey

Dated

2013

Alan Burnell

Dated

2013

David Lofthouse

Dated

2013


Christian Purslow

Dated

16th May 2013

Graham Walsh

Dated

2013

Philip Tomlinson

Dated

2013

Tim Leslie

Dated

2013

For and on behalf of
Nexus Partners Limited

Dated

2013

Paul Mancey

Dated

2013

Alan Burnell

Dated

2013

David Lofthouse

Dated

2013

Christian Purslow

Dated

2013


Graham Walsh

12th June
Dated

2013

Philip Tomlinson

Dated

2013

Tim Leslie

Dated

2013

For and on behalf of
Nexus Partners LP

Dated

2013

Paul Mancey

Dated

2013

Alan Burnell

Dated

2013

David Lofthouse

Dated

2013

Christian Purslow

Dated

2013

Graham Walsh

Dated

2013

Philip Tomlinson

Dated

2013

Tim Leslie

Dated

2013


For and on behalf of
Nexus Partners LP


Dated

12th June
2013

JACQUELINE B. ELEY

ROGER C.T. BERRY

NOTES

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, 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 Bethany O'Neill, c/o Pinsent Masons LLP, 3 Colmore Circus, Birmingham B4 6BH
- **By Post** returning the signed copy by post to Bethany O'Neill, c/o Pinsent Masons LLP, 3 Colmore Circus, Birmingham B4 6BH
- **By E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to bethany.oneill@pinsentmasons.com

If you do not agree to all 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 the Resolutions, you may not revoke your agreement
- 3 Unless, by 28 days from the circulation date stated above, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date
- 4 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document