

Company number 7428858

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CHURCHILL RETIREMENT LIMITED ("Company")

Circulation Date

("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("2006 Act"), the directors of the Company propose that the following resolution ("Resolutions") is proposed as special resolutions

Special resolutions

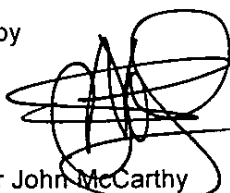
- 1 That the Company be re-registered as a public company under the Companies Act 2006 by the name of CHURCHILL RETIREMENT PLC
- 2 That
 - 2.1 all references to "Churchill Retirement Limited" in the Company's existing articles of association shall be replaced with "Churchill Retirement plc", and
 - 2.2 all references to "private" (including in the heading) in article 2 of the Company's existing articles of association shall be replaced with the word "public" and the reference to "4(1)" therein shall be replaced with "4(2)"

AGREEMENT

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

The undersigned, persons entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions

Signed by



Spencer John McCarthy
(as a holder of ordinary shares of £1 each in the capital of the Company)

Date

30/11/10

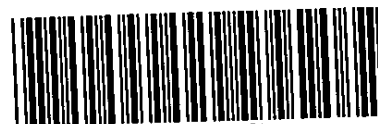


Clinton James McCarthy
(as a holder of ordinary shares of £1 each in the capital of the Company)

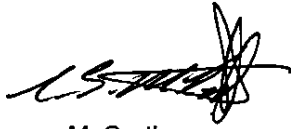
Date

30/11/10

THURSDAY



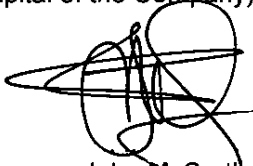
RM 02/12/2010
COMPANIES HOUSE



Date

30/11/10

Clinton James McCarthy
as a trustee of the Clinton McCarthy Discretionary Settlement
(as a holder of ordinary shares of £1 each in the
capital of the Company)



Date

30/11/10

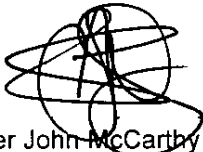
Spencer John McCarthy
as a trustee of the Clinton McCarthy Discretionary Settlement
(as a holder of ordinary shares of £1 each in the
capital of the Company)



Date

30/11/10

Clinton James McCarthy
as a trustee of the Spencer McCarthy Discretionary Settlement
(as a holder of ordinary shares of £1 each in the
capital of the Company)



Date

30/11/10

Spencer John McCarthy
as a trustee of the Spencer McCarthy Discretionary Settlement
(as a holder of ordinary shares of £1 each in the
capital of the Company)

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 Jeremy Over at Moore Blatch LLP, 11 The Avenue, Southampton SO17 1XF

By Post returning the signed copy by post to Jeremy Over at Moore Blatch LLP, 11 The Avenue, Southampton SO17 1XF

By Fax faxing the signed copy to 023 8071 8116 marked "For the attention of Jeremy Over"

By E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to jeremy.over@mooreblatch.com. Please enter "Written resolutions dated" in the e-mail subject box

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 following the Circulation Date, 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 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 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