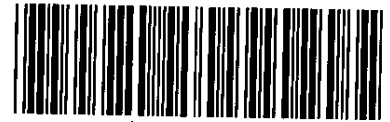


Company number 09481739

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
MEMBER'S WRITTEN RESOLUTION
of
INNOVATIVE AGED CARE LIMITED
(the "Company")

WEDNESDAY



A24 *A7WSVXV5* 09/01/2019 #127
COMPANIES HOUSE

Date: 10 December 2018 (the "Circulation Date")

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose the following resolution which is proposed as a written resolution of the Company having effect as an ordinary resolution (the "**Resolution**"):

ORDINARY RESOLUTION

- 1 The transactions contemplated by, the terms of, and the Company's execution of the following documents be and are hereby approved:
- (a) a facilities agreement between (amongst others) (1) Metro Bank plc ("**Lender**") and (2) the Borrowers (the "**Facilities Agreement**");
 - (b) a debenture between (amongst others) (1) the Borrowers and (2) the Lender. The board noted that the Debenture contained the terms pursuant to which the Company will grant fixed and floating charges in favour of the Lender over the whole of its property, assets and undertaking to secure all obligations (direct and indirect) of the Company to the Lender;
 - (c) a first legal charge over the Chelsea Court Property to be executed by the Company in favour of the Lender. The board noted that the Legal Charge contained the terms pursuant to which the Company will grant a legal mortgage in favour of the Lender over the Chelsea Court Property to secure all obligations (direct and indirect) of the Company to the Lender;
 - (d) a duty of care to be executed by (1) IAC Chelsea Limited, (2) the Company and (3) the Lender;
 - (e) a deed of subordination between (amongst others) (1) the Borrowers, (2) FREP 3 (AC) Limited Partnership and (3) the Lender;
 - (f) a director's certificate including, inter alia, confirmations as to solvency; and
 - (g) other documents to be delivered to the Lender pursuant to the Facilities Agreement.

together the "Documents".

We hereby certify this to be
a true copy of the original
Bryan Cave Leighton Paisner LLP
Bryan Cave Leighton Paisner LLP
Adelaide House
London Bridge
London EC4R 9HA
4 - 1 - 19

Execution copy

Please read the notes before signifying your agreement to the Resolution.

The undersigned, being the sole member of the Company hereby irrevocably agrees to the resolution as indicated above.

Signed by.....Paul Barry..... Signature.....[Signature].....
(print name of signatory)

for and on behalf of **FREP 3 (AC) INVEST
LIMITED acting in its capacity as
general partner of FREP 3 (AC) LP**

Date:

Notes

- 1 If you agree to the Resolution, please signify your agreement by signing and dating this document and returning it by hand or post to Grace Smith at Bryan Cave Leighton Paisner LLP, Adelaide House, London Bridge, London EC4R 9HA. Emails, faxes and scanned copies will not be acceptable.
- 2 The Resolution set out above must be passed before the end of the 28th day following the circulation date at the head of this resolution, otherwise it will lapse. If you agree to the Resolution please ensure that your agreement reaches us before or during this date together with any power of authority under which it is signed or a duly certified copy thereof.
- 3 Your agreement to the Resolution, once signed and received by the Company, may not be revoked.