

COMPANY NO: 10015774

**THE COMPANIES ACT 2006 A PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF GLENHOLME SENIOR LIVING LIMITED
("Company")**

12 September 2017 ("Date of Circulation")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution.

SPECIAL RESOLUTION

1. **THAT** the Company's articles of association be and are hereby amended by the insertion of a new Article 26(6) beneath Article 26(5) as follows and the remaining articles shall be renumbered accordingly

26(6). Transfers to a bank or institution

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

(i) in favour of any bank or institution (or any nominee or nominees of such bank or institution) to whom such shares are being transferred pursuant to any security, or

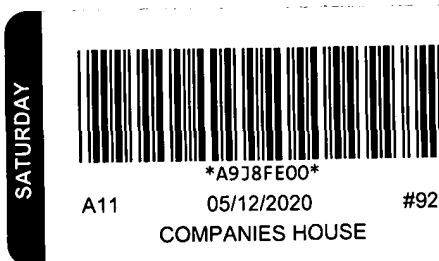
(ii) executed by any bank or institution (or any nominee or nominees of such bank or institution) to whom such shares shall have been transferred as aforesaid pursuant to the power of sale under such security or any other enforcement under such security, or

(iii) duly executed by a receiver appointed by a bank or institution (or any nominee or nominees of such bank or institution) pursuant to any security document which creates any security interest over such shares,

and a certificate by an official of such bank or institution (or any nominee or nominees of such bank or institution) or any such receiver that the shares are or are to be subject to such security and that the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts

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

The undersigned, being the persons who are entitled to vote on the above resolutions on the date of circulation of them, irrevocably vote in favour of them:



NAME	SIGNATURE	DATE
Stuart McLaughlin (Director on behalf of The Glenholme Healthcare Group Limited)		12-9-17
Kent Phippen (Director on behalf of The Glenholme Healthcare Group Limited)		12-9-17

Notes:

1. This resolution is proposed as a special resolution. This means that members holding 75 percent or more of the total voting rights of members entitled to vote on the resolutions must vote in favour of them to be passed.
2. Unless the resolutions are passed by a date which is 28 days from the Date of Circulation, they will lapse. If you agree to the resolutions please ensure your agreement reaches us before the end of this period.
3. If you agree with the resolutions, please indicate your agreement to it by signing and dating this document and returning it to the Company by hand or by post to 79 High Street, Eton, Windsor, Berkshire SL4 6AF.