

Company Number: 10817818

WRITTEN RESOLUTION

of

FC Skyfall Intermediate Holdco 1 Limited (the "Company")

We, the undersigned being the eligible member(s) of the Company, who at the date of the passing of this resolution represents not less than 75% of the total voting rights of eligible member(s) (as defined in section 289 of the Companies Act 2006), agree that resolution 1 below be and is hereby passed as an ordinary resolution:

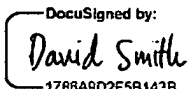
ORDINARY RESOLUTION

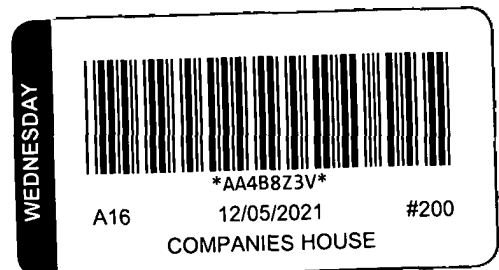
- 1 **THAT** the situations in which **David Andrew Smith and/or James Walter Tugendhat** (each a "**Director**") has or can have a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company which are described in the memorandum attached below or listed in the attached Appendix are each authorised and approved notwithstanding that any such conflict of interest may infringe or breach a Director's duty under section 175 of the Companies Act 2006 to avoid such situations and for the avoidance of doubt, each Director is: (a) authorised to be and remain as a director, shareholder, creditor, member or employee of any company referred to in the schedule or listed in the attached Appendix; (b) authorised to vote in on (and whether or not he shall vote) be counted in the quorum in relation to matters irrespective of such other interest or interests (as the case may be); and (c) any existing breaches of duty arising from the situations described in the schedule or the attached Appendix are hereby ratified and approved to the fullest extent possible.

Memorandum

- 1 Becoming, holding, or being in, the position of director, shareholder, creditor, member or employee of the Company.
- 2 Becoming, holding, or being in, the position of director, shareholder, creditor, member or employee of any company which is from time to time:
- (a) the Company's subsidiary company; or
 - (b) the Company's holding company; or
 - (c) any subsidiary of the Company's holding company,

and for the purposes of this paragraph **subsidiary and holding company** have the meanings ascribed to them respectively by section 1159 Companies Act 2006.

Name	Date	Signature
DULY AUTHORISED FOR AND ON BEHALF OF FC SKYFALL LOWER MIDCO LIMITED	27 April 2021	DocuSigned by:  1788A9D2F5B143B...



APPENDIX

Becoming, holding, or being in, the position of director, shareholder, creditor, member or employee of any of the following entities:

Name of Entity
FC Skyfall TA Intermediate CayCo 1 Limited (CRN: FC 034669)
FC Skyfall TA Intermediate Cayco 2 Limited (CRN: FC 034668)
FC Skyfall TA Limited (CRN: 9760756)
FC Skyfall TopCo Limited (CRN: FC 288979)
FC Skyfall Holdco Limited (CRN: FC 034688)
FC Skyfall Holdco 1 Limited (CRN: FC 034666)
FC Skyfall Holdco 2 Limited (CRN: FC 034665)
FC Skyfall Holdco 3 Limited (CRN: FC 034664)
FC Skyfall Upper Midco Limited (CRN: 9089978)
FC Skyfall Lower Midco Limited (CRN: 9090162)
FC Skyfall Intermediate Holdco 1 Limited (CRN: 10817818)
FC Skyfall Intermediate Holdco 2 Limited (CRN: 10818240)
FC Skyfall Intermediate Holdco 3 Limited (CRN: 10818474)
FC Skyfall Bidco Limited (CRN: 9090271)
FC Beamish Bidco Limited (CRN: 10513156)
Meridian Healthcare (Holdings) Limited (CRN: 3898489)
NHP Holdco 1 Limited (CRN: FC 027927)
HC-One Beamish Limited (CRN: 5217764)
Sweetgrove Limited (CRN: 2517541)
Meridian Healthcare Limited (CRN: 1952719)
Meridian Care Development Limited (CRN: 3645510)
Boxultra Limited (CRN: 3519127)
Meridian Care Group Limited (CRN: 4006740)
Meridian Care Limited (CRN: 3487486)
Sanlor Care Homes (Scunthorpe) Limited (CRN: 4322229)
Libra Intermediate Holdco Limited (CRN: FC 030452)
HC-One Limited (CRN: 7712656)
RV Care Homes Limited (CRN: 7417290)
RV Extra Care Limited (CRN: 5747558)
NHP Holdco 2 Limited (CRN: FC 027928)
NHP Holdco 3 Limited (CRN: FC 027929)
Libra CareCo Holdings Limited (CRN: 5296574)
Libra CareCo Investments 1 Limited (CRN: 5296579)
Libra CareCo Investments 2 Limited (CRN: 5296590)
Libra CareCo Limited (CRN: 5296600)
Libra GuaranteeCo Limited (CRN: 5324564)
NHP Limited (CRN: 2798607)
NHP Management Limited (CRN: 3288142)
NHP Operations (York) Limited (CRN: 4611037)
NHP Securities No.3 Limited (CRN: 3287957)
NHP Securities No.2 Limited (CRN: 3287983)
NHP Securities No.1 Limited (CRN: 3103526)
LLNH Limited (CRN: 3429499)
NHP Securities No.4 Limited (CRN: 3417993)
Libra CareCo CH3 PropCo Holdco Limited (CRN: 5578204)
Libra CareCo CH3 PropCo Limited (CRN: 5579560)
Care Homes No.3 Limited (CRN: FC 027203)
NHP Securities No. 10 Limited (CRN: FC 027206)
NHP Securities No. 12 Limited (CRN: FC 027207)
Libra CareCo CH2 PropCo Holdco Limited (CRN: 5555760)
Libra CareCo CH2 PropCo Limited (CRN: 5555758)

Care Homes No.2 (Cayman) Limited (CRN: FC 027202)
NHP Securities No. 5 Limited (CRN: FC 027204)
NHP Securities No. 8 Limited (CRN: FC 027205)
Care Homes No.1 Limited (CRN: FC 027201)
FC Oval Holdco 1 Limited (CRN: FC 034718)
FC Oval Holdco 2 Limited (CRN: FC 034721)
FC Oval Holdco 3 Limited (CRN: FC 034737)
FC Oval Bidco Limited (CRN: FC 034670)
HC-One Oval Limited (CRN: 10257888)
NH JV Limited (CRN: 11324719)
HC Grand N JV Limited (CRN: 11324852)
HC Grand N JV Sub Limited (CRN: 11325357)
HC-One Alium Holdco Limited (CRN: 11455506)
HC-One Alium Parentco Limited (CRN: 11455763)
Hailsham House and Operations Limited (CRN: 10964855)
Kettlewell House and Operations Limited (CRN: 10964879)
FC Skyfall Turnaround Holdings Limited
FC Skyfall Investors Parent LLC
FC Skyfall (UK) Financeco Limited
FC Skyfall (UK) Holdings Limited
FC Skyfall (UK) Properties Group Limited
HC-One Management Limited
FC Skyfall (UK) Properties Limited

NOTES:

- 1 If you agree with the above resolution, please indicate your agreement by signing and dating this document where indicated and returning it to the Company using one of the following methods within 28 days of it being circulated to you:
 - (a) **By hand:** delivering the signed copy to: Anil Kararra at Gowling WLG (UK) LLP, Two Snowhill, Birmingham, B4 6WR;
 - (b) **By post:** returning the signed copy by post to Anil Kararra at Gowling WLG (UK) LLP, Two Snowhill, Birmingham, B4 6WR;
 - (c) **By e-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to: anil.kararra@gowlingwlg.com. Please enter **"Written Resolution – March 2021"** in the e-mail subject box.

If the Company has not received sufficient agreement by that date the resolution will lapse.
2. Once you have indicated your agreement to the resolution you may not revoke that agreement.