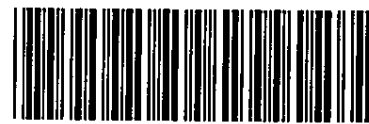


Company No. 05984851

The Companies Act 2006

SATURDAY



A15

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24/08/2013

#43

COMPANIES HOUSE

MCCARTHY & STONE (HOME EQUITY INTERESTS) LIMITED (the *Company*)

Members' Written Resolution

Circulated on 25 July 2013 (the *Circulation Date*)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the *Act*), we the undersigned, being those members entitled to attend and vote at meetings of the Company convened for the purpose of passing or sanctioning the following resolution, do hereby declare that the following special resolution (the *Resolution*) is passed as if the same had been passed at a general meeting of the Company duly convened and held

SPECIAL RESOLUTION

THAT the articles of association of the Company be altered by inserting, after the current article 10, the following new article to be numbered 11

“11 Notwithstanding any provision to the contrary

- (a) where a security interest has been granted over any share pursuant to a security agreement granted in favour of any bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing in loans, securities or other financial assets, such share shall be exempt from all liens (whether present or future) in favour of the Company that would arise pursuant to these articles of association or otherwise howsoever and the Company shall not claim any lien (howsoever arising) in respect of such share while such security interest remains unreleased. A certificate executed by the party to whom such security interest has been granted that such security interest remains unreleased shall be conclusive evidence of fact
- (b) the directors shall have no discretion to decline to register, or suspend registration of, a transfer of shares where the proposed transferee is a bank, financial institution or a trust, fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing in loans, securities or other financial assets (or any agent, trustee, nominee or nominees or receiver of such entity) to whom such shares are being transferred by way of security or a purchaser, transferee or other recipient of the shares from such bank, institution or other entity that the relevant shares are charged shall be conclusive evidence of such fact, and
- (c) any pre-emption rights conferred on existing members or any other person by these articles of association or otherwise and any other restrictions on the transfer of shares contained in these articles of association shall not apply where shares are being transferred by way of security to a bank, financial institution or a trust, fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing in loans securities or other financial

assets (or any agent, trustee, nominee or nominees or receiver of such bank, financial institution, or other entity) or a purchaser, transferee or other recipient of the shares from such bank, financial institution or other entity ”

AGREEMENT

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

The undersigned, a person entitled to vote on the above Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution



for and on behalf of

Name of shareholder: McCarthy & Stone Retirement Lifestyles Limited

Date 25 July 2013

Name of signatory John Davies

Position Company Secretary