

Company number: 02910603

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
CASTLE HOMES LIMITED
Circulation date: 17 October 2007

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006, the following resolution is proposed as a special resolution of the Company:


1 THAT the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the following documents referred to below which the Company is proposing to enter into and grant in connection with the amendment of a facility agreement dated 6 July 2004 between (1) the Company's parent, Castlecare Group Limited (the "**Parent**") and (2) Barclays Bank plc (the "**Bank**") (the "**Facility Agreement**") and which was amended and restated by an amendment and restatement agreement dated 7 December 2004 and further amended and restated by an amendment and restatement agreement dated 9 August 2005, be and are hereby approved and (notwithstanding any personal interest of any of the directors), the board of directors of the Company be and it is hereby specifically authorised, empowered and directed in the name of and on behalf of the Company to complete and enter into such of the following documents to which the Company is or is to become a party

- (a) an amendment agreement to be made between (1) the Parent (2) the Company and various associated group companies and (3) the Bank containing the terms and conditions upon which the Facility Agreement would be amended, and
- (b) such other documentation, and to take such action as may be required in order to carry out the matters referred to above

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

The undersigned, being a person eligible to vote on the above resolutions on ^{17 OCTOBER 2007} ~~date~~ ^[circulation] hereby irrevocably agrees to each of those resolutions


Signature


Print name

17/10/07
Date

TUESDAY



NOTES:

- 1 You may choose to agree to all of the resolutions set out in this document or none of them, but you cannot choose to agree to only some of them. If you agree to all of the resolutions, please sign and date this document to confirm your agreement and then return it to the Company using one of the following methods

- **By Hand** delivering the signed copy to Halliwells LLP, St James's Court, Brown Street, Manchester M2 2JF, Attention J Belmonte
- **Post** returning the signed copy by post to Halliwells LLP, St James's Court, Brown Street, Manchester M2 2JF, Attention J Belmonte
- **Fax** faxing the signed copy to 0870 365 8907 marked "For the attention of J Belmonte"
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to joanna.belmonte@halliwells.com Please enter "Written resolutions dated [*circulation date*]" in the e-mail subject box

If you do not agree to all 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 The resolutions set out above will lapse if the required majority of eligible members have not signified their agreement to them by 14 November 2007¹. If you agree to the resolutions please ensure that your agreement reaches us before that 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