

3856015

## Agreement

Please read the notes at the end of this document before signifying your agreement to the ordinary resolution set out above

Members of the Company who are eligible members because they are entitled to vote on the resolutions on the circulation date (that is the first date on which copies of the resolutions are first sent to members, being 16<sup>th</sup> June 2011 ) should sign and date below to signify their irrevocable agreement to the ordinary resolution set out above

These resolutions must be passed by the requisite majority by the end of the period of 28 days beginning with the circulation date otherwise it will lapse. The agreement of a member to these resolutions is ineffective if signed after this date

The undersigned, being the sole member of the Company entitled to vote on the above resolutions, irrevocably agrees to those resolutions

Agreed

Signed

for and on behalf of **European Care & Lifestyles Group Limited**

**ADL One Limited**  
Corporate Director

**ADL Two Limited**  
Corporate Director

\_\_\_\_\_  
Authorised Signatory

\_\_\_\_\_  
Authorised Signatory

Date 17 June 2011

FRIDAY



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24/06/2011

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COMPANIES HOUSE

**EUROPEAN CARE AND LIFESTYLES (UK) LIMITED (THE "COMPANY")**

**(Company number 3856015)**

**WRITTEN RESOLUTIONS OF THE MEMBERS OF THE COMPANY**

**PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006**

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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, all the members entitled to receive notice of an attend and vote at general meetings of the Company, propose that the following written resolution be passed by the Company as an ordinary resolution and be treated as if it had been passed at a general meeting of the Company duly convened and held

In connection with the transactions referred to in the minutes of the meeting of the Directors of the Company of todays date (the "**Minutes**"), we refer to the following documents (defined terms in the Minutes having the same meanings when used in these written resolutions)

- 1 1 1 an amendment letter to a guarantee dated 1 November 2010 to be entered into between the Company, European Lifestyles Group Limited, European Lifestyles Limited, Esquire Realty Group Limited and U S Bank National Association as security trustee (the "**Security Trustee**"),
- 1 1 2 an amendment agreement to a security trustee agreement dated 2 November 2010 to be entered into between, amongst others, the Company, European Lifestyles Group Limited, European Lifestyles Limited, Esquire Realty Group Limited and the Security Trustee,
- 1 1 3 any other related documents, and
- 1 1 4 a written resolution to be given by the Company as the sole member of European Lifestyles Group Limited, approving the entry by European Lifestyles Group Limited into the documents set out at 1 1 1 to 1 1 3 above,

The documents listed above are referred to collectively in these resolutions as the "**Documents**"

**ORDINARY RESOLUTIONS**

- 1 **THAT** the execution and delivery by the Company of each of the Documents and the performance by the Company of its obligations under each of the Documents be and is hereby approved as being for the commercial benefit and advantage of and in the best interests of the Company
- 2 **THAT** the Company's execution, delivery and performance of each of the Documents and performance of the transactions contemplated by them, and the approval, execution and delivery for and on behalf of the Company and any other agreement or document executed by the Company under hand or as a deed which it considered necessary or desirable in connection with the Documents is hereby authorised

## Notes

- 1 If you agree to this resolution, please sign and date this document and return it to the Company using one of the following methods
  - by hand delivering the signed copy to the Company Secretary, or
  - by post returning the signed copy to the Company Secretary at 28 Welbeck Street, London W1G 8EW
- 2 If there are no resolutions you agree with, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to a resolution, you may not revoke your agreement
- 4 Where, by *13<sup>th</sup> July 2011* insufficient agreement has been received for a resolution to pass, such resolution will lapse If you agree to all or any of the resolutions, please ensure that your agreement reaches us before or during this date
- 5 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
- 6 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