

Potter Baker
Potter Baker
Chartered Accountants
20 Western Road
Launceston
Cornwall
PL15 7BA

WRITTEN RESOLUTION

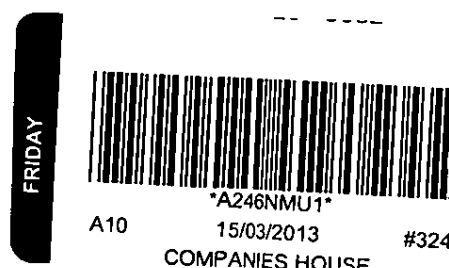
Company number 3943652

AJ & CO (DEVON) LIMITED (Company)

We, being all the members of the above Company at the date of this Resolution entitled to attend and vote at General Meetings, hereby pass the following Resolution pursuant to Regulation 53 of Table A which is part of the Company's Articles of Association as Special Resolution

Circulation date

SPECIAL RESOLUTIONS



- 1 The 375,013 fully paid ordinary shares of £1 each which are registered in the name of David Smallridge to remain as ordinary shares and the remaining 311,530 shares which are registered in the name of Roger Smallridge to be designated as 'B Shares', both carrying the rights and restrictions specified in the following provisions of this Resolution
- 2 The 'B Shares' shall entitle the holders to participate, relatively in proportion to the number of shares of that class which they respectively hold and to the exclusion of the holders of shares of any other class, in the profits and assets of the Company up to the current value of £2,341,857 00 as are to include profits and assets derived from the Company's interest in the residential and nursing home known as Pendrucombe House and the fixed and current assets employed around or owned in connection with it
- 3 The ordinary shares shall entitle the holders relatively in proportion to the number of shares of that class held by them respectively to participate, to the exclusion of the holders of the B class Shares, in the remainder of the company's profits and surplus assets, after deducting all the operating and administrative expenses of the Company not directly attributable to the management of Pendrucombe House
- 4 The certificate of the Company's Accountants shall, in the absence of manifest error, be conclusive as to the amount of

- 4 1 The profits for any accounting reference period attributable to the ordinary shares and the 'B Shares' respectively,
- 4 2 the surplus assets so attributable on a winding up of the Company
- 5 At the General Meeting every member shall have one vote on a show of hands, and one vote for every ordinary shares or 'B Share' held by him in the event of a poll
- 6 To amend the Articles of Association of the Company in the form attached to this resolution to provide for the creation of the B Shares


AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolutions set out above (**Resolutions**)

The undersigned, hereby irrevocably agree to the Resolutions

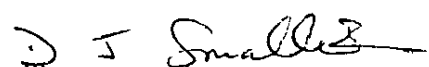
Signed by insert name

Date 28/2/13

Roger Smallridge


Signed by insert name

Date 28.02.2013

DAVID SMALLRIDGE


NOTES

- 1 If you agree to all of the Resolutions, or none of them, but you cannot agree to only some of the Resolutions If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning to the Company using one of the following methods
 - **By hand** delivering the signed copy to David Smallridge, AJ & Co (Devon) Limited, Lewhill Barn, Ashford, Kingsbridge, Devon, TQ7 4NB
 - **Post** returning the signed copy by post to David Smallridge, AJ & Co (Devon) Limited, Lewhill Barn, Ashford, Kingsbridge, Devon, TQ7 4NB
 - **Fax** faxing the signed copy to INSERT FAX NO marked "For the attention of David Smallridge"

You may not indicate your agreement to the Resolutions by any other method

If you do not agree to all of 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 Unless, by Date 2013, sufficient agreement has been received for the Resolutions to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this 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

CERTIFIED AS A TRUE
COPY OF THE ORIGINAL
Potter Baker & Co
Potter Baker
Chartered Accountants
20 Western Road
Launceston
Cornwall
PL15 7BA

COMPANY NUMBER 3943652

AJ & CO (Devon) Ltd

Minutes of a meeting of the board of directors (the Meeting) of AJ & CO (Devon) Ltd
(the Company)

Held at

On 28th February 2013 at 11am

A10

15/03/2013
COMPANIES HOUSE

#325

PRESENT

David Smallridge

Roger Smallridge

Nicola Smallridge

IN ATTENDANCE

Andrew Baker - Accountant

1 Notice and quorum

David Smallridge was appointed Chairman of the Meeting. It was reported that proper notice of the Meeting had been given in accordance with the Company's articles of association (the Articles) and that a quorum was present. Accordingly, the Chairman declared the Meeting open.

2 Business of the Meeting

- 2.1 The Chairman reported that the purpose of the Meeting was to consider the adoption of new Articles of Association and the creation of B shares.

3 Declaration of interests

Each of the directors present declared the nature and extent of his interests in the business of the Meeting in so far as required by section 177 of the Companies Act 2006, section 182 of the Companies Act 2006 and the Articles, save to the extent that these have previously been duly declared in accordance with the relevant provisions.

- 3 1 The Chairman noted that the Articles provide that a director is entitled to vote and be counted in the quorum on a matter in which he is interested and that none of the directors present were otherwise prevented from doing so

4 Alteration of the Articles and creation of B shares

- 4 1 It was proposed that the Articles of Association be amended to reclassify the shares held by Roger Smallridge to B shares in the form attached to these minutes

- 4 2 After careful consideration it was resolved to circulate the attached written special resolutions to alter the Company's Articles of Association and to create the B shares to the Company's eligible members in accordance with sections 288 and 291 of the Companies Act 2006

5 Shareholder approval

- 5 1 1 The Meeting was then adjourned to enable the approval of the Written Resolution by the shareholders of the Company
- 5 1 2 On resumption of the Meeting, the Chairman reported that the Written Resolutions had been passed by the shareholders of the Company and that the General Meeting had duly been held

6 Filing of Documents

- 6 1 Roger Smallridge agreed to file the necessary documentation at Companies House

7 Close

There being no further business the Chairman declared the Meeting closed

A handwritten signature in black ink, appearing to read 'D J Smallridge', with a long horizontal stroke extending to the right.

Chairman

COMPANY NUMBER 3943652

AJ & CO (Devon) Ltd

Minutes of a meeting of the board of directors (the Meeting) of AJ & CO (Devon) Ltd (the Company)

Held at 20 Western Road, Launceston, Cornwall PL15 7BA

On 28th February 2013 at 11 00am

PRESENT

David Smallridge

Roger Smallridge

Nicola Smallridge

IN ATTENDANCE

Andrew Baker- Accountant

1 Notice and quorum

David Smallridge was appointed Chairman of the Meeting. It was reported that proper notice of the Meeting had been given in accordance with the Company's articles of association (the Articles) and that a quorum was present. Accordingly, the Chairman declared the Meeting open.

2 Business of the Meeting

- 2.1 The Chairman reported that the purpose of the Meeting was to consider and, if thought fit, recommend to shareholders the payment of an interim dividend of £2,341,857 to the holders of B shares in the capital of the Company (the Shares) (subject to the passing of an ordinary resolution of the Company's shareholders) by the distribution in specie to Copenhill Limited, a company incorporated in England and Wales under number 08100414 whose registered office is at Lewhill Barn, Ashford, Kingsbridge, United Kingdom TQ7 4NB certain assets with an aggregate net book value

equivalent to that amount together with a cash lump sum (the **Dividend**) in return for shares in Copenhill Limited

- 2 2 It was reported that the relevant H M Revenue and Customs clearance has been obtained for the above distribution

3 Declaration of interests

Each of the directors present declared the nature and extent of his interests in the business of the Meeting in so far as required by section 177 of the Companies Act 2006 section 182 of the Companies Act 2006 and the Articles, save to the extent that these have previously been duly declared in accordance with the relevant provisions

- 3 1 The Chairman noted that the Articles provide that a director is entitled to vote and be counted in the quorum on a matter in which he is interested and that none of the directors present were otherwise prevented from doing so

4 Requirements for payment of a dividend

The Chairman noted that in relation to the payment of a dividend, the directors would be considering the following at the Meeting

- 4 1 the Articles, including any rights in respect of dividends,
- 4 2 the requirements of the Companies Act 2006,
- 4 3 the amount of profits available for distribution, determined in accordance with the relevant accounting principles, and
- 4 4 the Company's financial position both before and after payment of the dividend and, in particular, whether the Company will be able to continue trading solvent

5 Articles

5 1 It was noted that articles 102 - 108 of the Articles empower the directors to recommend an interim dividend to the shareholders

5 2 It was further noted that article 105 of the Articles permit a dividend to be paid in specie by a distribution of the Company's assets

5 3 In particular, the Chairman noted the following provisions of the Articles

"A General Meeting declaring a dividend may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in the trustees"

6 Statutory requirements and profits available for distribution

6 1 The Chairman noted that

6 1 1 the Company may only make a distribution out of profits available for the purpose Those profits are its accumulated, realised profits, so far as not previously utilised by distribution or capitalisation, less its accumulated, realised losses, so far as not previously written off in a reduction or reorganisation of capital,

6 1 2 whether a profit or loss in respect of a particular accounting period is treated as 'realised' is determined by the relevant accounting principles in force at the time the relevant accounts for that period were prepared and statutory provisions that permit the Company to treat any part of the book value of an asset to be distributed in specie, which represents unrealised profit in the accounts of the company, as 'realised' profit, and

6 1 3 the accounts that are relevant to determine what profits may be distributed are usually the Company's accounts that were last circulated to shareholders (the Latest Annual Accounts), unless there have not been any annual accounts or the Latest

Annual Accounts are out of date for the purposes of determining the profits available for distribution

6 2 The Chairman further noted that the following items in the Latest Annual Accounts are relevant to determining the profits available for distribution

6 2 1 profits, losses, assets and liabilities,

6 2 2 provisions of the following kinds

(a) where the relevant accounts are Companies Act 2006 accounts, provisions of a kind specified by regulations under section 396 of the Companies Act 2006, and

(b) where the relevant accounts are International Accounting Standards accounts, provisions of any kind, and

6 2 3 share capital and reserves

6 3 Since the Company has not yet finalised and distributed to its shareholders its audited accounts to 31 July 2012 or its accounts to the date of the demerger, the directors must determine the amount of profits available for distribution by reference to a set of accounts that enables them to make a reasonable judgment of the items referred to in paragraph 6 2 above

7 Company's financial position

7 1 The Chairman noted that whether or not the Latest Annual Accounts show sufficient profits available for distribution, the directors must also consider whether payment of the Dividend would leave the Company with sufficient cash and readily realisable assets to meet its future working capital requirements and to remain solvent

8 Consideration of accounts and other information

8 1 For the purpose of assessing the amount of profits available for distribution, and the Company's financial position before and after the payment of the Dividend, the following documents were tabled and considered at the Meeting

8 1 1 the Company's Latest Annual Accounts,

8 1 2 the Company's interim accounts to 31 March 2012, and

8 1 3 the Property valuations undertaken by Jones Lang Lasalle, Chartered Surveyors

8 2 It was noted that the Latest Annual Accounts had been properly prepared in accordance with the Companies Act 2006 and gave a true and fair view of the Company's assets, liabilities, profits and losses and that the audit report was unqualified

8 3 It was noted that by reference to the Latest Annual Accounts, the Interim Accounts and the Property valuations, it was evident that an amount of not less than £2,341,857 was available for distribution and that these accounts would be treated as the 'relevant accounts' for the purposes of the Companies Act 2006

8 4 The Chairman reported that it was proposed that the Dividend be paid in specie by distributing the following assets (together, the Assets)

Land and buildings	£1,899,999 00
Goodwill	£1 00
Fixtures and fittings	£85,000 00
Motor vehicles	£4,131 00
Stocks	£3,462 00
Transfer to Copenhill Limited Cash	£349,264 00

- 8 5 It was noted that the aggregate net book value of the Assets is £2,341,857 00
- 8 6 The following documents (the Documents) were tabled at the Meeting in relation to the distribution of the Assets in specie
- 8 6 1 an agreement to be entered into between the Company, Copenhill Limited and Roger Smallridge for the transfer of Pendrucombe House and the assets set out above to Copenhill Limited,
- 8 6 2 Clearance letter from H M Revenues and Customs dated 23 July 2012
- 8 6 3 Report of the Independent Auditors to the Members of the Company dated 27 February 2013
- 9 **Recommendation of dividend**
- 9 1 Taking into account the various matters referred to above, the directors were of the opinion that
- 9 1 1 the amount of profits available for distribution at the present time were not less than the amount shown in the relevant accounts, and
- 9 1 2 there was no realistic prospect of the Company becoming insolvent as a result as a result of paying the Dividend
- 9 2 It was noted that under section 172 of the Companies Act 2006, each director must act in the way he considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole and in doing so have regard (amongst other matters) to certain factors set out in that section
- 9 3 Having carefully considered their obligations pursuant to section 172 of the Companies Act 2006, IT WAS RESOLVED that the directors recommend to shareholders that the Dividend be declared and paid by the distribution of the Assets in specie

10 Shareholder approval

10 1 The Chairman noted that the consent of the shareholders by ordinary resolution was required to declare and approve the payment of the Dividend and *the payment of the Dividend by cash and distribution of the Assets in specie*. The Chairman reported that the ordinary resolutions would be proposed to the shareholders of the Company as written resolutions (the **Written Resolutions**) at a general meeting of the shareholders on 28 February 2013 11 00am at Potter Baker Accountants, Launceston (the **General Meeting**)

10 2 A form of Written Resolutions, notice of general meeting (the **Notice of General Meeting**), a form of proxy (the **Form of Proxy**) and were produced to the Meeting

10 3 The Chairman noted that the board intended to circulate the Written Resolutions, Notice of General Meeting, the Form of Proxy and the Consent to Short Notice immediately to all shareholders

10 4 Having carefully considered their obligations pursuant to section 172 of the Companies Act 2006, IT WAS RESOLVED that

10 4 1 the Written Resolutions, Notice of General Meeting, Form of Proxy and Consent to Short Notice produced to the Meeting be approved and be circulated to shareholders

10 4 2 The Meeting was then adjourned to enable the approval of the Written Resolution by the shareholders of the Company

10 4 3 On resumption of the Meeting, the Chairman reported that the Written Resolutions had been passed by the shareholders of the Company, the requisite majority had consented to short notice of the General Meeting and that the General Meeting had duly been held. It was reported that the resolutions to approve the Dividend and to approve the payment of the Dividend in specie were duly passed at the General Meeting

10 4 4 Accordingly, having carefully considered their obligations pursuant to section 172 of the Companies Act 2006, IT WAS RESOLVED that the Dividend be paid immediately to the shareholders of the Company and that the Company should take the necessary steps to distribute the Assets in specie as proposed

11 Approval of Documents

11 1 Having carefully considered their obligations pursuant to section 172 of the Companies Act 2006, IT WAS RESOLVED that

11 1 1 the Documents produced to the Meeting be approved,

11 1 2 any director be authorised to execute the Documents on the Company's behalf,

11 1 3 any director in the presence of a witness be and are hereby authorised to sign as deeds and deliver on behalf of the Company the Documents required to be executed as deeds and to take any such other action or perform such other formalities on behalf of the Company as such persons may consider appropriate or necessary in connection with the execution of such Documents,

11 1 4 any director be and is hereby authorised on behalf of the Company to carry out any acts or approve any ancillary documents or side letters as he may in his discretion consider necessary or desirable in connection with the Documents and the distribution of Assets and to execute the same on behalf of the Company,

11 1 5 any director in the presence of a witness be and are hereby authorised on behalf of the Company to execute as deeds any other documents required to be executed as deeds in connection with the Documents and the distribution of Assets and to take any such other action or perform such other formalities on behalf of the Company as such persons may consider appropriate or necessary in connection with the execution of such Documents and the distribution of Assets, and

11 1 6 that any director may agree such amendments, variations or modifications to any or all of the Documents or ancillary documents, side letters or deeds as he or she may in his absolute discretion think fit

12 Resignation

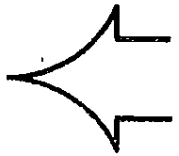
Roger Smallridge and Nicola Smallridge presented letters of resignation in respect of their positions as director and company secretary together with signed forms TM01 and TM02 for filing once all necessary documents set out in paragraph 11 had been signed and approved

13 Close

There being no further business the Chairman declared the Meeting closed

D J Smallridge

Chairman



CERTIFIED AS A TRUE
COPY OF THE ORIGINAL
Potter Baker
Potter Baker
Chartered Accountants
20 Western Road
Launceston
Cornwall
PL15 7BA

WRITTEN RESOLUTION OF B SHAREHOLDERS

Company number 3943652

AJ & CO (DEVON) LIMITED (Company)

We, being all the B Shareholding members of the above Company at the date of this Resolution entitled to attend and vote at General Meetings, hereby pass the following Resolution pursuant to Regulation 53 of Table A which is part of the Company's Articles of Association as a Special Resolution

Circulation date

SPECIAL RESOLUTIONS

- 1 That in accordance with the recommendation of the directors, a dividend of £2,341,857 00 be decalred to be settled by a transfer of assets in specie worth £1,992,593 and cash of £349,264

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolutions set out above (**Resolutions**)

The undersigned, hereby irrevocably agree to the Resolutions

Signed by insert name

Date

Signed by insert name

Date

Roger Smallbridge

[Signature]

28/2/13

NOTES

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