

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY
SHARES

WRITTEN RESOLUTION

of

OHI HEALTHCARE HOMES (CENTRAL) LTD

Company number: 03995046

(the "Company")

Circulation Date

27 September 2017

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the resolutions below be passed as special resolutions (the "Resolutions"):

SPECIAL RESOLUTIONS

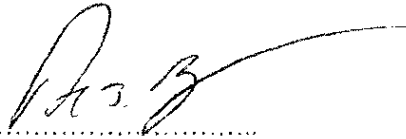
- 1 **THAT** the issued share capital of the Company be reduced from £60,000 to £1.00 by cancelling and extinguishing 59,999 of the issued ordinary shares of £1.00 each in the Company, each of which is fully paid up and the amount by which the share capital is so reduced be credited to a reserve.
- 2 **THAT** the share premium account of the Company be reduced to nil and the amount of the share premium account so reduced be credited to a reserve.

SIGNATURE PAGE FOLLOWS



AGREEMENT

The undersigned, being those persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

A handwritten signature in black ink, appearing to be 'R. B.', written over a dotted line.

For and on behalf of OHI UK HEALTHCARE PROPERTIES LTD

Date: 27 September 2017

Guidance Notes

- 1 You may either:
 - (a) agree to the above Resolutions; or
 - (b) decline to agree to the above Resolutions.
- 2 If you agree to the above Resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company not later than the end of the period of 28 days beginning on the Circulation Date using one of the following methods:
 - (a) **By Hand:** deliver it by hand to Tom Wilson at Arnold & Porter Kaye Scholer LLP, 30th Floor, Tower 42, 25 Old Broad Street, London EC2N 1HQ;
 - (b) **By Post:** send it by post to Tom Wilson at Arnold & Porter Kaye Scholer LLP, 30th Floor, Tower 42, 25 Old Broad Street, London EC2N 1HQ; or
 - (c) **By Email:** email a scanned copy to Tom.Wilson@apks.com marked for the attention of Tom Wilson; please enter "Written Resolution" in the subject line.
- 3 If the Company has not received sufficient agreement by that date, the Resolutions will lapse.
- 4 Once you have indicated your agreement to the Resolutions, you may not revoke that agreement.
- 5 If you do not agree to the above Resolutions, you do not need to do anything. If no response is received from you as indicated above, you will be counted as withdrawing your agreement to the above Resolutions.
- 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.