

COMPANY NUMBER 05617532

THE COMPANIES ACTS 1985, 1989 and 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

WORLD TRADE PROPERTIES LIMITED

Circulation date *16 October* 2013

passed on *16 October* 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended), the directors of the Company (the "**Directors**") propose the following resolutions and send or supply the form of these resolutions to all eligible members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company on the above circulation date. If these proposed resolutions are duly passed, they shall for all purposes be as valid and effective as if they had been passed at a general meeting of the Company duly convened and held.

ORDINARY RESOLUTIONS

- 1 That the Company, in good faith and for the purposes of carrying on its business, enter into the arrangements (the "**Transactions**") contemplated by the documents listed in the Appendix to these resolutions (the "**Documents**") and perform its obligations and exercise its rights in relation to the Transactions
- 2 That the Directors have authority to pass and to implement such resolutions as they think fit in connection with the Company's entry into the Transactions and the performance of its obligations and the exercise of its rights in relation to the Transactions, including as regards the approval of the terms of the Documents to which it is a party and any related documentation, amendments and/or matter
- 3 The entering into, execution and delivery by the Company of the Documents and any ancillary or related documents and any other action to be taken or already taken by the Company or any Director of the Company in connection therewith be hereby approved
- 4 That the giving of the Guarantee and the grant of security as detailed in the Appendix to these resolutions by the Company is in the best interests of the Company's business and entry into by the Company of the proposed of the proposed transactions substantially on the terms of the Documents will promote the success of the Company for the benefit of its members as a whole



AGREEMENT

The person named below, a person entitled to vote on the above resolution on *14 October* 2013 hereby irrevocably agrees to the above resolution

*DM Hanson*

Signature of eligible member or person signing on their behalf

Name of eligible member      Windmill Hills Care Home Limited

Date      *14 October*      2013

## APPENDIX 1

### THE DOCUMENTS

- 1 a term and revolving facilities agreement for the provision of a term loan facility of approximately £21,688,037 and a revolving credit facility of approximately £1,050,000 between (1) Executive Care Group Limited (2) Crossco (1334) Limited (3) the Guarantors (as defined therein and including the Company) and (4) Clydesdale Bank PLC trading as Yorkshire Bank (the "Lender") (the "Facilities Agreement"),
- 2 a standard business guarantee between (1) the Company and (2) the Lender,
- 3 an assignment of loans between (1) the Company and (2) the Lender, and
- 4 a director's certificate addressed to the Lender to be entered into by the Company in relation to the Facilities Agreement

WORLD TRADE PROPERTIES LIMITED

World Trade Properties Limited (the "Company")

Date 16 October 2013

Dear Member

The Board of Directors of the Company proposes the attached resolutions to be passed as written resolutions of the Company in accordance with the Companies Act 2006. We are sending this statement and the text of the proposed resolutions to you as an eligible member on the date of this statement which is the circulation date of the proposed resolution.

The proposed resolutions must be passed by 10 November 2013 (the "Lapsing Date") which is 28 days from the circulation date. If not passed by that Lapsing Date then this resolution will lapse.

If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated below and returning it to the Company by hand.

If you do not agree to the resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

Once you have indicated your agreement to the resolutions, you may not revoke your agreement.

The resolutions are proposed as ordinary resolutions. This means that they will be passed if the Company receives signified agreement from 50% or more of eligible members of the Company before the Lapsing Date.

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.

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.

The next page sets out the text of the resolutions proposed by the Board as written resolutions of the Company.



COMPANIES HOUSE