

Company number 08587560

WRITTEN RESOLUTIONS

Consensus Holdco Limited

(the Company)

We hereby certify this to be a true copy of the original

Speechly Bircham LLP
Speechly Bircham LLP
Solicitors
6 New Street Square London EC4A 3LX
Date 17/09/2013

Date 09-09-2013

We, the undersigned being all the holders of the entire issued share capital of the Company and, as such, all members entitled to attend and vote at general meetings of the Company acting pursuant to the powers contained in the Articles of Association of the Company acting pursuant to the power contained in the Articles of Association of the Company and in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), pass Resolution 1 as a special resolution and Resolutions numbered 2 and 3 as ordinary resolutions.

WRITTEN RESOLUTIONS

In connection with the amendment and restatement agreement to be entered into between, among others, (1) Caring Homes Healthcare Group Limited⁶ (the **Parent**), (2) the Company and certain other subsidiaries of the Parent (as Remaining Guarantors) and (3) Bank of Scotland plc (the **"Bank"**) in its various capacities as Arranger, Original Lender, Original Hedge Counterparty, Agent, Security Agent and Issuing Bank (each as defined therein) (the **Amendment and Restatement Agreement**) amending and restating the senior term, capex and revolving facilities agreement originally dated 28 July 2010 (as amended from time to time),

Resolution 1

That, where a situation in which a director has, or can have, an interest that conflicts, or possibly may conflict, with the interests of the Company (a **"Relevant Situation"**) arises because a director is also a director of one of the Company's group undertakings (as defined in section 1161 of the Act), such Relevant Situation shall be deemed to have been authorised pursuant to section 175 of the 2006 Act and such Relevant Situation shall not infringe any duty owed by the interested director to the Company under section 175 of the Act

Resolution 2

The member of the Company hereby approves and authorises, for all purposes, the terms of, the transactions contemplated by, and the execution, delivery and performance by the

⁶ Formerly Myriad Healthcare Limited



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28/09/2013

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Company of each of the documents as set out in Appendix 1 hereto

Resolution 3

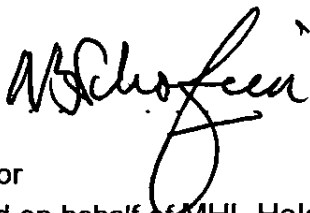
That any act done or document executed pursuant to any of the foregoing resolutions shall be valid, effective and binding on the Company notwithstanding any limitation on the powers of the directors of the Company contained in or incorporated by reference in the Company's articles of association (any such limitation being hereby suspended, waived, relaxed or abrogated to the extent requisite to give effect to the foregoing resolutions).

Agreement to written resolutions

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

The undersigned, a person entitled on the date set out above to vote on the written resolutions hereby irrevocably agrees to the written resolutions set out above

Signed by:



Director

for and on behalf of MHL Holdco Limited

Date 09-09-2013

NOTES

You can agree to either all of the resolutions or none of them, but not to only some of the resolutions. If you agree to all of the resolutions, please sign and date this document where indicated and return it to the Company. You may not revoke your agreement once given. You will not be deemed to agree if you fail to reply

The resolutions will be passed when signed by shareholders holding in aggregate the required number of shares. Unless sufficient agreement has been received for the resolutions to pass by the date falling 28 days from circulation date they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date

Appendix 1

List of Documents

- 1 The Amendment and Restatement Agreement
- 2 A debenture to be entered into between, amongst others, (1) the Parent and certain other subsidiaries of the Parent (including the Company) (as Chargors) and (2) the Bank as in its capacity as Security Agent
- 3 A deed of release to be entered into between the (1) the Parent and certain subsidiaries of the Parent (including the Company) (as Companies), (2) certain subsidiaries of the Parent (as Released Companies), and (3) the Bank as Security Agent
- 4 A umbrella agreement between, amongst others, GA HC REIT II CH U K Senior Housing Portfolio Limited, Myriad Healthcare Limited, MHL Holdco Limited, the Company and certain subsidiaries of MHL Holdco Limited