

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

BUPA CARE HOMES LIMITED
(the "Company")

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY (the "Board") IN
ACCORDANCE WITH SECTION 291 OF THE COMPANIES ACT 2006**

ORDINARY RESOLUTION

THAT

- 1) the Board be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £465,000,000 or the equivalent amount in any other currency, with such authority to apply until the end of the period of five years beginning on the date of this resolution, and

By order of the board



Director

21 July 2016

Date

SATURDAY



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A18

18/02/2017

#29

COMPANIES HOUSE

**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT
2006**

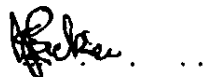
- 1 Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution
- 2 The circulation date of the written resolution is 21 July 2016 (the "**Circulation Date**")
- 3 The procedure for signifying agreement by an eligible member to the written resolution is as follows
 - (A) A member signifies its agreement to the proposed written resolution when the Company receives from it (or someone acting on its behalf) an authenticated document
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating its agreement to the resolution
 - (B) The document must be sent to the Company in hard copy form or in electronic form
 - (C) A member's agreement to the written resolution, once signified, may not be revoked
 - (D) The written resolution are passed when the required majority of eligible members have signified their agreement to them
- 4 The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006)

AGREEMENT BY ELIGIBLE MEMBER TO WRITTEN RESOLUTION

We, being the eligible member of the Company.

- 5 confirm that we have received a copy of both the above written resolution in accordance with section 291 of the Companies Act 2006; and
- 6 hereby resolve and agree that both of the above resolution are passed as written resolution pursuant to Section 288 of the Companies Act 2006 and that such resolution shall take effect as ordinary resolution as indicated

Signed



Dated. 21 July 2016

For and on behalf of
BUPA CARE HOMES (HOLDINGS) LIMITED