

**SPA NURSING HOMES LIMITED ("the Company")**

**Company Number:** ~~N1644508~~ **N1026058**

**Written Resolution passed on** 28/8 **2018**

**Circulation Date:** **2018**

We the undersigned, being the members of the Company, pursuant to Chapter 2 of Part 13 of the Companies Act 2006, hereby agree the resolution below is passed as a Special Resolution:

"The terms of a deed of novation ("the Novation") between (1) Callender Street Trustees Limited as trustee of the AFM Property Unit Trust ("the Trustee"), (2) the Company and (3) MCGLEZ Holdings Limited, pursuant to which MCGLEZ Holdings Limited is assuming the obligation to pay the sum of £590,000 owed to the Trustee by the Company in return for the acceptance by the Company of an obligation to repay, on demand, an intercompany loan to the Company in the sum of £590,000, be approved and the Company authorised to enter into the Novation."

**Please read the notes at the end of this document before signifying your agreement to the Resolution.**

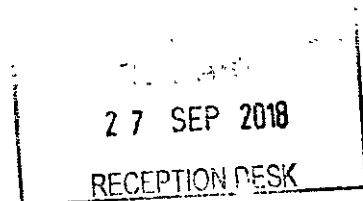
The undersigned, a person/being persons entitled to vote on the Resolution hereby irrevocably agrees to the Resolution:

Signed:  .....

on behalf of MCGLEZ Holdings Limited

Name:

Dated: 28/8 2018



## NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by post or hand to the Company's registered office.

If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.
3. Unless, within 28 days of the date hereof, sufficient agreement has been received for the Resolution 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.