

THE COMPANIES ACT 1985, 1989 AND 2006

PRIVATE COMPANY LIMITED BY SHARES

MEMBERS' WRITTEN RESOLUTION

OF

Daviot Care Limited

(Company number SC366490)

(the "Company")

NOTED  
25 November 2009  
TRUE COPY  
H. J. [Signature]  
SOLICITOR & NOTARY PUBLIC

SATURDAY



Circulation Date: 25 November 2009

We, the undersigned, being the holders of the entire issued share capital of the Company for the time being entitled to attend and vote at general meetings of the Company RESOLVE, in accordance with Section 288 of the Companies Act 2006 to pass the following written resolutions:

- 1 We hereby confirm that we have reviewed:
  - 1.1 a draft asset transfer agreement between the Company and Meallmore Limited the Company is to acquire, for value, the business and assets of Company's parent company, Meallmore Limited, with Company Number SC100157 ("Meallmore") (the "Asset Transfer Agreement");
  - 1.2 a draft refinancing facility agreement pursuant to which Bank of Scotland plc (the "Lender") would make available to the Company (as borrower) a term loan facility of £23,700,000 to be utilised in the refinance of the existing indebtedness of Meallmore to the Lender (the "Refinance Facility Agreement");
  - 1.3 a draft property development facility agreement pursuant to which Lender would make available to the Company (as borrower) a term loan facility of £1,900,000 (the "Property Facility");
  - 1.4 a floating charge in favour of the Lender over the Company's whole property and undertaking;
  - 1.5 a draft standard security in favour of the Lender in respect of Redwoods Care Home, Old Walled Garden, Teaninich, Alness;

- 1.6 a draft standard security in favour of the Lender in respect of Meallmore Lodge, Daviot East, near Inverness;
- 1.7 a draft standard security in favour of the Lender in respect of Bellaire House 29 Newark Street, Greenock;
- 1.8 a draft standard security in favour of the Lender in respect of Kinmylies Lodge, 1 Kinmylies Way, Inverness;
- 1.9 a draft standard security in favour of the Lender in respect of Kincaid House, Oakfield Terrace, Greenock;
- 1.10 a draft standard security in favour of the Lender in respect of Kynnaire House Care Home, 76 Commerce Street, Fraserburgh, Aberdeenshire;
- 1.11 a draft standard security in favour of the Lender in respect of Auchtercrag Care Home, Commercial Road, Ellon, Aberdeenshire; and
- 1.12 a draft standard security in favour of the Lender in respect of The Grove Nursing Home, Grove Road, Kemnay, Aberdeenshire;
- 1.13 a draft letter of postponement between the Lender, the Company and Meallmore postponing the claims of Meallmore to the Lender's claims;
- 1.14 a draft ranking agreement between the Lender, the Company and Meallmore ranking the security documents to be granted by the Company in favour of the Lender and Meallmore;
- 1.15 draft hedging documents including an ISDA Master Agreement, a schedule to the ISDA Master Agreement and any other master agreement, confirmation, schedule or other agreement for the purpose of hedging the types of liabilities and/or risks in relation to the facilities under the Refinance Facility Agreement and the Property Facility Agreement;
- 1.16 a draft intercompany loan agreement to be entered into between the Company and Meallmore; and
- 1.17 a draft floating charge in favour of Meallmore over the Company's whole property and undertaking,

the documents listed above being the "Documents".

## RESOLUTIONS

1. THAT the terms of the Documents to be entered into by the Company are approved; and

2. THAT notwithstanding any provisions of the Company's memorandum and articles of association or any personal interest of any of the Company's directors, the Company's directors and/or secretary be and are hereby authorised and directed to execute, deliver and perform the obligations set out in the Documents and give or execute any or all notices, communications or other documents on behalf of the Company pursuant to or in connection with each of the Documents for the Company (in such manner and subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such Documents)).

Gerard Hennessey ..... (Signature)

GERARD HENNESSEY ..... (Print name)

For and on behalf of

**Meallmore Limited, company no. SC100157**

Meallmore Lodge, Daviot, Inverness

Date: 25 November 2009

## NOTES

1. You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

(A) **By Hand:** delivering the signed copy, marked "for the attention of the directors", to Meallmore Lodge, Daviot, Inverness-shire, IV2 5XQ.

(B) **Post:** returning the signed copy by post, marked "for the attention of the directors", to Meallmore Lodge, Daviot, Inverness-shire, IV2 5XQ.

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.

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
3. Unless, by the date falling 28 days after the Circulation Date, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.
4. 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.