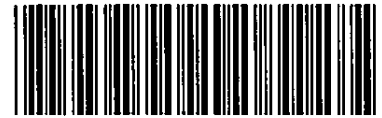


**PRIVATE COMPANY LIMITED BY GUARANTEE**

**WRITTEN RESOLUTIONS OF**

**THE RETREAT YORK  
('THE COMPANY')**

**COMPANY NO: 4325622**



A04 \*A1A263XT\* 120  
COMPANIES HOUSE

Circulation Date 27 August 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions  
**(Special Resolutions)**

**SPECIAL RESOLUTIONS**

- 1 THAT the attached form of Memorandum of Association be and is approved and adopted as the new Memorandum of Association of the Company in full replacement and to the full exclusion of the existing Memorandum of Association
- 2 THAT the attached form of Articles of Association be and is approved and adopted as the new Articles of Association of the Company in full replacement and to the full exclusion of the existing Articles of Association

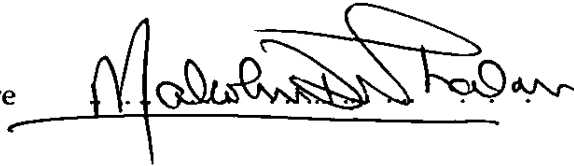
**AGREEMENT**

Please read the notes at the end of this document before signing your agreement to the Special Resolutions

The undersigned being the members of the Company entitled to vote on the above resolutions on 27 August 2008, hereby irrevocably agree to the Special Resolutions

Signed by the following member

Member's Signature

A handwritten signature in black ink, appearing to read 'Malcolm Douglas Whalan', written over a horizontal line.

Member's Name . MALCOLM DOUGLAS WHALAN

Date of Signature the 28<sup>th</sup> day of August 2008

## NOTES

- 1 You can choose to agree to all the Special Resolutions or none of them, but you cannot agree to only some of the Special Resolutions. If you agree to all of the Special Resolutions, please indicate your agreement by signing and dating this document where indicated above. If you do not agree to all of the Special 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 Special Resolutions, you may not revoke your agreement.
- 3 Unless, by 25 September 2008, sufficient agreement has been received for the Special Resolutions to pass, they will lapse. If you agree to the Special Resolutions, 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 supply a copy of the relevant power of attorney or authority when signing this document.