

Company No: 4651691

SATURDAY



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26/01/2013

#337

COMPANIES HOUSE

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SUNRISE MEDICAL HOLDINGS LIMITED
("the Company")

20 December 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect as an ordinary resolution ("**the Resolution**")

ORDINARY RESOLUTION

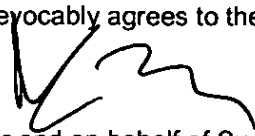
That, in accordance with section 551 of the Companies Act 2006, the directors of the Company ("**Directors**") be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £30,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 30 November 2017 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006 but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities

AGREEMENT

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

The undersigned was at the time the Resolution was circulated entitled to vote on, and hereby irrevocably agrees to the Resolution


For and on behalf of Sunrise Medical (Luxembourg)
Investments S a r l

20 December 2012

NOTES

- 1 You can choose to agree to the Resolution or not. If you agree to the Resolution, 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:

- **By Hand** delivering the signed copy to David Glover c/o Irwin Mitchell LLP, Imperial House, 31 Temple Street, Birmingham B2 5DB,
- **Post** returning the signed copy by post to David Glover c/o Irwin Mitchell LLP, Imperial House, 31 Temple Street, Birmingham B2 5DB,
- **Fax** faxing the signed copy to +44 121 643 4665 marked "For the attention of David Glover",
- **Email** by attaching a scanned copy of the signed document to an email and sending it to david.glover@irwinmitchell.com. Please enter "Written Resolution dated December 2012" in the email subject box,

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, by the date falling 28 days after the date of circulation, sufficient agreement has been reached 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 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.