

WRITTEN RESOLUTION OF

MEDEQUIP SUB 9 LIMITED

Company number 3512875

(the "**Company**")

PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH SECTION
291 OF THE COMPANIES ACT 2006

WRITTEN RESOLUTION

CIRCULATED ON [22/07] 2010

The undersigned, being the sole member of the Company who at the date of circulation of this resolution is entitled to vote on the resolution (being the "eligible member" for the purposes of Section 289 of the Companies Act 2006) **RESOLVES and AGREES** that the following resolution proposed by the directors of the Company be passed as a written resolution and have effect pursuant to Chapter 2 of Part 13 of the Companies Act 2006

SPECIAL RESOLUTION (the "**Special Resolution**")


THAT pursuant to section 641(1)(a) of the Companies Act 2006, the share capital of the Company be reduced to £1 by decreasing the paid up share capital of the Company from 1,000,000 ordinary shares of £1 each to 1 ordinary share of £1 and by reducing the share premium account from £6,331,000 to nil

AGREEMENT

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

The undersigned, being entitled to vote on the above resolution on [22/07] 2010 hereby irrevocably agrees to the Special Resolution

Signed


Director, for and on behalf of
Sunrise Medical Limited

Dated

22 July 2010.



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

- 1 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's registered office at Sunrise Business Park, High Street, Wollaston, Stourbridge, West Midlands, DY8 4PS (for the attention of The Directors)

You may not return the resolution to the Company by any other method

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 This resolution will lapse if you have not signified your agreement to it within 28 days of the circulation date Your agreement to the resolution will not be effective if it is signified after that time If you agree to the resolution, please ensure that your signed and dated document reaches us before then
- 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 or authority when returning this document