

933605  
PASSED FOR FILING

18 day of January,

PRESENTED

22 MAR 1989

MD 201153

THIS AGREEMENT is made the  
BETWEEN

1. SUNRISE MEDICAL LIMITED whose registered office is  
Avenue, Brierley Hill, West Midlands DY5 1QA ("the Vendor") and
2. BEC MOBILITY LIMITED whose registered office is at Fens Pool Avenue,  
Brierley Hill, West Midlands DY5 1QA ("the Purchaser")

WHEREAS:-

- (A) Minivator Sales Limited ("Minivator") is a private limited company incorporated in England under the Companies Acts and has an issued share capital of 100 Ordinary Shares of £1 each all of which shares have been issued fully paid or credited as fully paid and are beneficially owned by the Vendor. Such shares are hereinafter referred to as "the Minivator Shares".
- (B) Dunstable Toolmasters Limited ("Dunstable") is a private limited company incorporated in England under the Companies Acts and has an issued share capital of 80 Ordinary Shares of £1 each all of which shares have been issued fully paid or credited as fully paid and are beneficially owned by the Vendor. Such shares are hereinafter referred to as "the Dunstable Shares".

NOW IT IS HEREBY AGREED as follows:-

1. SALE :

The Vendor shall sell and the Purchaser shall purchase the Minivator Shares and the Dunstable Shares free from all liens charges and encumbrances and



with the right to all dividends payable and net profits earned in respect of periods since the last Accounting reference date of Minivator and Dunstable respectively.

2. CONSIDERATION

The consideration payable by the Purchaser to the Vendor for the Minivator Shares and the Dunstable Shares shall be the allotment by the Purchaser to the Vendor (credited as fully paid) of 60,742 Ordinary Shares of £1 each in the capital of the Purchaser being apportioned as to 47,929 such shares as consideration for the Minivator Shares and 12,813 for the Dunstable Shares.

3. COMPLETION

Completion of the sale and purchase shall take place on Wednesday 18th January 1989 at Post & Mail House, Colmore Circus, Birmingham where:-

- (1) The Vendor shall deliver or procure to be delivered to the Purchaser duly executed Transfers and Share Certificates for the Minivator Shares and the Dunstable Shares;
- (2) A board meeting of Minivator Sales Limited shall be held to approve the transfer of the Minivator Shares to the Purchaser or its nominees;
- (3) A board meeting of Dunstable Toolmasters Limited shall be held to approve the transfer of the Dunstable Shares to the Purchaser or its nominees;

- (4) The Purchaser shall issue and allot to the Vendor 60,742 Ordinary Shares of £1 each in the capital of the Purchaser credited as fully paid.

4. GENERAL

This Agreement sets forth the entire agreement and understanding between the parties in connection with the sale and purchase of the Minivator Shares and the Dunstable Shares.

IN WITNESS WHEREOF this Agreement has been executed the day and year first before written.

SIGNED by

for and on behalf of SUNRISE

MEDICAL LIMITED

In the presence of:-

BP 3x

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SIGNED by

for and on behalf of BEC MOBILITY

LIMITED In the presence of:-

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