

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**  
**RB MEDICAL ENGINEERING LIMITED**  
**(Company number 02420424)**  
**(the "Company")**

**CIRCULATION DATE: 24<sup>th</sup> November 2020**

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

**ORDINARY RESOLUTIONS**

1. **THAT** the Company, in good faith and for the purpose of carrying on its business, enter into the arrangements (the "**Transaction**") to be effected under or pursuant to the documents listed in Appendix 1 to these resolutions (the "**Documents**") and perform its obligations and exercise its rights in relation to the Transaction.
2. **THAT** the directors be authorised to pass and to implement such resolutions as they think fit in connection with the Company's entry into the Transaction and the performance of its obligations and the exercise of its rights in relation to the Transaction, including as regards approval and execution of the Documents to which it is to be party and all related matters.

**SPECIAL RESOLUTION**

3. **THAT** the Articles of Association in the form attached hereto be adopted in substitution for and to the exclusion of the existing Articles of Association of the Company.

**AGREEMENT**

Please read the Notes attached to this document before signifying your agreement to the Resolutions.

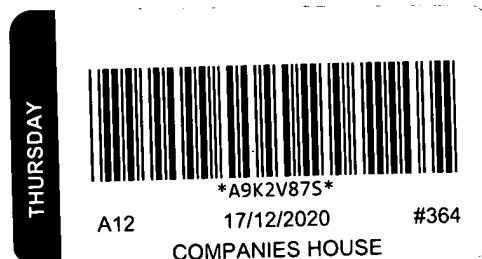
The undersigned, being the person(s) eligible to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions and hereby resolve that the above resolutions are approved and passed.

[Redacted Signature]

Director for and on behalf of  
**BMP Europe Limited**

Date: 24<sup>th</sup> November 2020

Copy: Auditors



**NOTES:**

1. If you agree to the Resolutions, please sign and date this document to confirm your agreement and then return it to the Company using one of the following methods:
  - **By hand:** delivering the signed copy to the Company's registered office;
  - **By post:** returning the signed copy by post to Company's registered office: or
  - **By email:** returning the signed copy by email to [lj@andrew-group.com](mailto:lj@andrew-group.com).
2. 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.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. The Resolutions set out above will lapse if the required majority of eligible members have not signified their agreement to it within 28 days of the Circulation Date. If you agree to the Resolutions please ensure that your agreement reaches us before that date.
5. 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.