

Company Number: 03732401

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF
JCM SEATING SOLUTIONS LIMITED
("Company")

Circulated on **14 SEPTEMBER** 2017

On **14 SEPTEMBER** 2017 the following special resolution and ordinary resolution were duly passed in accordance with chapter 2 of part 13 of the Companies Act 2006:

Special Resolution

3. **THAT**, the issued share capital of the Company be reduced from £155.00 to £1.00 by cancelling and extinguishing the 100 B ordinary shares of £1.00 each issued in the Company and 54 of the ordinary issued shares of £1.00 each issued in the Company, each of which is fully paid up. The share premium account of £150,000 and capital redemption reserve of £145 and the amount by which the share capital is so reduced will be credited to the distributable reserves of the Company.

Ordinary Resolution

1. **TO** declare a dividend of the total amount of £1,870,038 from the Company to Sunrise Medical Holdings Limited ("**Dividend in Specie**"). The Dividend in Specie will be satisfied by the assignment of the benefit of a loan note dated **14 SEPTEMBER** 2017 issued by Sunrise Medical Limited to the Company.

This dividend will be paid on **14 SEPTEMBER** 2017 to the Company's shareholder (or such later time or date as the directors of the Company may determine).

Signed:



.....
Director

SATURDAY



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28/10/2017

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COMPANIES HOUSE