

51
ny Number: 5803524

AMPLIFON UNITED KINGDOM LIMITED

(the "Company")

SOLE MEMBER'S WRITTEN RESOLUTIONS

Date of Circulation: 31 October 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolutions be passed as Ordinary Resolutions (the "**Resolutions**"):

ORDINARY RESOLUTIONS

1. **THAT** authorisation of any conflict of interest may be given by the directors in accordance with section 175(5)(a) of the Companies Act 2006.
2. **THAT** the share capital of the Company be increased to £ 59,000,000.00 by the creation of a further 33,000,000.00 ordinary shares of £1 each to rank pari passu in all respects with the existing ordinary shares of the Company.
3. **THAT** the Directors of the Company be and are hereby authorised pursuant to Section 80 of the Companies Act 1985 to allot to such persons at such times and on such terms as they think proper, any ordinary shares of the Company, provided that the maximum number of shares that may be allotted pursuant to this resolution shall not exceed 33,000,000 ordinary shares of £1 each and that the authority of the Directors hereunder shall expire five years from the date of this resolution.

Please read the Notes at the end of this document before signifying your agreement to the Resolutions below.

BY ORDER OF THE BOARD:

ALESSANDRO CHIONO

Director

AGREEMENT

WE THE UNDERSIGNED, being the sole member of the Company on [31] [October] 2008, representing not less than 51% of the total voting rights of all members of the Company entitled to vote on the Resolutions on that date, HEREBY IRREVOCABLY AGREE to the Resolutions.

FRANCO MOSCETTI

duly authorised signatory
for and on behalf of
Amplifon S.p.A.

Dated: 31 October 2008

NOTES

1. To signify your agreement to the Resolutions you should sign and date this document where indicated above and return it to the Company by delivering the signed copy by hand or by post to:
2. Once you have signified your agreement to the Resolutions you may not revoke your agreement.
3. Unless by 31 October 2008 sufficient agreement has been received for the Resolutions to pass, they will lapse.

A handwritten signature in black ink, consisting of a stylized, cursive script.