

Company Number 10081803

**ALARIS INVESTMENT HOLDINGS UK LIMITED**

**(the "Company")**

**Private company limited by shares**

**Companies Act 2006**

**Written Resolution**

Circulated on 26 April 2017 (the "**Circulation Date**") pursuant to Chapter 2 of Part 13 of the Companies Act 2006.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following special resolution be passed by way of a written resolution (the "**Resolution**");

**Special Resolution**

THAT the articles of association of the Company (the "**Articles**") be amended such that article 13 of the model articles of association for private companies limited by shares contained in Schedule 1 to the Companies (Model Articles) Regulations 2008 (SI 2008 No. 3229) be deleted and replaced with the following:

Casting vote

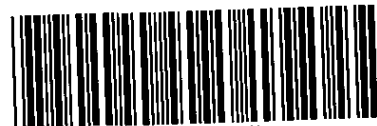
13. If the numbers of votes for and against a proposal are equal, the status quo shall prevail and such proposal shall not be enacted.

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

I, the undersigned, being the sole member of the Company entitled to vote on the Resolution on the Circulation Date hereby irrevocably agree to the Resolution in accordance with section 288 of the Companies Act 2006.

.....  
for and on behalf of  
**Alaris Holdings Limited**

WEDNESDAY



LD2 \*L65NSQXU\* 03/05/2017 #13  
COMPANIES HOUSE

**Notes:**

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning a scanned copy of the signed document to [Victoria.Silver@shlegal.com](mailto:Victoria.Silver@shlegal.com).
- 2 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.
- 3 Once you have indicated your agreement to the Resolution you may not revoke your agreement.
- 4 If the Resolution has not been passed by 24 May 2017 it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or on this date.
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 6 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 you return this document.
- 7 The agreement of a member to a written resolution proposed under the Companies Act 2006 is ineffective if signified after 24 May 2017.