

Company Number: 09051011

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF THE SOLE MEMBER OF
HALYARD HEALTH UK LIMITED (the "Company")

1 February 2019 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**")

SPECIAL RESOLUTION

THAT the name of the Company be changed to Avanos Medical UK Limited



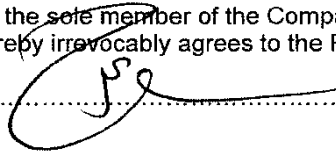
A07 *A7YNAFM1* 05/02/2019 #10
COMPANIES HOUSE

AGREEMENT

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

The undersigned, being the sole member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

Signed:



Name:

S. Ross Mansbach (PRINT NAME)

For and on behalf of: **Avent Inc.**

Date:

1 February 2019

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
 - (a) **by hand** delivering the signed copy to the Company,
 - (b) **by post** returning the signed copy by post to the Company at its registered office, or
 - (c) **by email** by attaching a scanned copy of the signed document to an email and sending it to h.ruffell@taylorwessing.com. Please enter "Written resolution" in the email subject box.

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
- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, by 28 days from the Circulation Date sufficient agreement has been received from the required majority of eligible members for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us on or before this date
- 4 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



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company Number **9051011**

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

HALYARD HEALTH UK LIMITED

a company incorporated as private limited by shares; having its registered
office situated in England and Wales; has changed its name to:

AVANOS MEDICAL UK LIMITED

Given at Companies House on **5th February 2019**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**