

**COMPANY NO. 01085153**

**SMITHS GROUP INTERNATIONAL HOLDINGS LIMITED**  
(the *Company*)

**Private Company Limited by Shares**

**WRITTEN RESOLUTION**

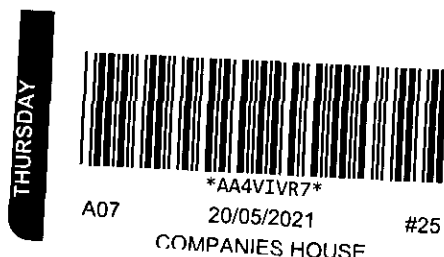
The directors of the Company propose that the following resolution (the *Resolution*) be passed as a written resolution of the Company under Chapter 2 of Part 13 of the Companies Act 2006. The Resolution is proposed as a special resolution.

**SPECIAL RESOLUTION**

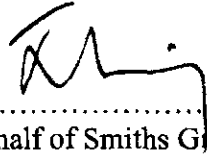
**THAT** the whole of the share premium account of £417,000 of the Company be and is hereby cancelled in accordance with the Companies Act 2006; and **THAT** the share capital of the Company be reduced in accordance with the Companies Act 2006 from £1,754,521,000 to £1,000,000 by cancelling and extinguishing ordinary shares of £1 each in the Company on a 1,753,521-for-1,754,521 basis so as to reduce the aggregate number of £1 ordinary shares from 1,754,521,000 to 1,000,000, all of which have been issued and fully paid; and **THAT** the amount by which the share capital is so reduced and the share premium account is so cancelled be credited to a reserve.

**AGREEMENT**

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



The undersigned, the person entitled to vote on the Resolution on 19 May 2021, hereby irrevocably agrees to the Resolution and confirms that they have received a copy of the Solvency Statement at or before the time they received the copy of the Resolution as required by 642(2) of the Companies Act 2006.



.....  
on behalf of Smiths Group plc

John Shipsey

Director

Date: 19 May 2021 .....

## NOTES:

1. If you agree to 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:

- **by hand:** delivering the signed copy to FAO Matthew Whyte, Smiths Group International Holdings Limited, 4th Floor 11-12 St James's Square, London, England, SW1Y 4LB;
- **by post:** returning the signed copy by post to FAO Matthew Whyte, Smiths Group International Holdings Limited, 4th Floor 11-12 St James's Square, London, England, SW1Y 4LB; or
- **by email:** by attaching a scanned copy of the signed document to an email and sending it to [Matthew.Whyte@smiths.com](mailto:Matthew.Whyte@smiths.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. Unless, by 16 June 2021, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us by this date.