

Company Number: 10428326

**MEMBER'S WRITTEN RESOLUTION
SMITH & NEPHEW USD ONE LIMITED
(the "Company")**

Circulated: 22 September 2020

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

IT WAS HEREBY RESOLVED THAT, the Company be exempt from filing Audited Accounts under section 479A of the Companies Act 2006 in respect of the financial year ended 31 December 2019.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution. The undersigned, being entitled to vote on the Resolution on 22 September 2020, hereby irrevocably agree to the resolution:

Susan M. Swabey

.....
Name: Susan Swabey
For and on behalf of Smith & Nephew USD Limited
Dated: 22 September 2020

NOTES:

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Company Secretariat, Smith & Nephew, Building 5, Croxley Park, Hatters Lane, Watford, WD18 8YE. 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. If sufficient agreement has not been received to pass the Resolution by the 28th day following its circulation, then the Resolution will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or on this date.

THURSDAY



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24/09/2020

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