

Company Number SC127003

Orthosonics Limited

(the "Company")

SOLE MEMBER'S WRITTEN RESOLUTION

19 Sept - 8 2018 (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 share capital of the Company be reduced by GBP 166,988 by:

- cancelling and extinguishing 119 ordinary shares of GBP 1.00 each; and
- cancelling the entire share premium account of the Company,

AND THAT the amount by which the share capital and share premium accounts is reduced be credited to a distributable reserve of the Company.

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

BY ORDER OF THE BOARD

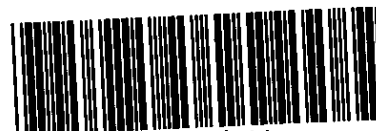
Director

**COMPANIES HOUSE
EDINBURGH**

19 SEP 2018

FRONT DESK

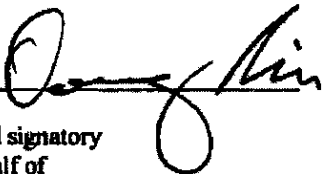
WEDNESDAY



SCT *S7ETG053* 19/09/2018 #495
COMPANIES HOUSE

AGREEMENT

I THE UNDERSIGNED, being the sole member of the Company on the Circulation Date, HEREBY IRREVOCABLY AGREE to the Resolution.



Douglas Rice
duly authorised signatory
for and on behalf of
Orthofix Medical Inc.

Dated: 19-Sept 2018

NOTES

1. To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company by delivering the signed copy by hand or post to any director of the Company or attaching a scanned copy of the signed document to an e-mail and sending it to any director of the Company.
2. Once you have signified your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by the date that is 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse.
4. A copy of the solvency statement made by the directors of the Company in accordance with section 643 Companies Act 2006 for the purposes of the reduction of share capital to be effected by the passing of the Resolution is being sent or submitted to you at the same time as and together with this document.
5. A copy of this document was sent to the Company's auditors on the Circulation Date.