

**Don't**  
staple this form

**SH02**

# Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

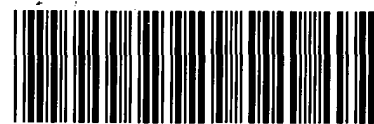


Companies House

☒ **What this form is for**  
You may use this form to give  
notice of consolidation,  
sub-division, redemption of  
shares or re-conversion of stock  
into shares.

☐ **What this form is NOT for**  
You cannot use this form to give  
notice of a conversion of share  
into stock.

THURSDAY



\*A97XY46Q\*

A17

25/06/2020

#223

COMPANIES HOUSE

## 1 Company details

Company number 0 1 1 4 6 7 4 1

Company name in full SMITH & NEPHEW USD LIMITED

### → Filling in this form

Please complete in typescript or in  
bold black capitals.

All fields are mandatory unless  
specified or indicated by \*

## 2 Date of resolution

Date of resolution 2 3 0 6 2 0 2 0

## 3 Consolidation

Please show the amendments to each class of share.

| Class of shares<br>(E.g. Ordinary/Preference etc.) | Previous share structure |                             | New share structure     |                             |
|--|--------------------------|-----------------------------|-------------------------|-----------------------------|
|  | Number of issued shares  | Nominal value of each share | Number of issued shares | Nominal value of each share |
|  |                          |                             |                         |                             |
|  |                          |                             |                         |                             |
|  |                          |                             |                         |                             |

## 4 Sub-division

Please show the amendments to each class of share.

| Class of shares<br>(E.g. Ordinary/Preference etc.) | Previous share structure |                             | New share structure     |                             |
|--|--------------------------|-----------------------------|-------------------------|-----------------------------|
|  | Number of issued shares  | Nominal value of each share | Number of issued shares | Nominal value of each share |
|  |                          |                             |                         |                             |
|  |                          |                             |                         |                             |
|  |                          |                             |                         |                             |

## 5 Redemption

Please show the class number and nominal value of shares that have been  
redeemed. Only redeemable shares can be redeemed.

| Class of shares<br>(E.g. Ordinary/Preference etc.) | Number of issued shares | Nominal value of each share |
|--|-------------------------|-----------------------------|
| PREFERENCE   | 448,915,000             | US\$ 1.00                   |
|  |                         |                             |
|  |                         |                             |

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## Re-conversion

Please show the class number and nominal value of shares following re-conversion from stock.

## New share structure

| Value of stock | Class of shares<br>(E.g. Ordinary/Preference etc.) | Number of issued shares | Nominal value of each share |
|----------------|--|-------------------------|-----------------------------|
|                |  |                         |                             |
|                |  |                         |                             |
|                |  |                         |                             |

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## Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's issued capital following the changes made in this form.

Please use a Statement of Capital continuation page if necessary.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

| Currency<br>Complete a separate table for each currency | Class of shares<br>E.g. Ordinary/Preference etc. | Number of shares | Aggregate nominal value<br>(£, €, \$, etc)<br>Number of shares issued multiplied by nominal value | Total aggregate amount unpaid, if any (£, €, \$, etc)<br>Including both the nominal value and any share premium |
|---|--|------------------|---|---|
|---|--|------------------|---|---|

## Currency table A

|        |          |     |      |   |
|--------|----------|-----|------|---|
| GBP    | DEFERRED | 100 | £100 |   |
|        |          |     |      |   |
|        |          |     |      |   |
| Totals |          | 100 | £100 | 0 |

## Currency table B

|        |          |             |               |  |
|--------|----------|-------------|---------------|--|
| USD    | ORDINARY | 728,346,939 | \$728,346,939 |  |
|        |          |             |               |  |
|        |          |             |               |  |
| Totals |          | 728,346,939 | \$728,346,939 |  |

## Currency table C

|        |  |  |  |  |
|--------|--|--|--|--|
|        |  |  |  |  |
|        |  |  |  |  |
|        |  |  |  |  |
| Totals |  |  |  |  |

Totals (including continuation pages)

| Total number of shares | Total aggregate nominal value ❶ | Total aggregate amount unpaid ❶ |
|------------------------|---------------------------------|---------------------------------|
| 728,347,039            | \$728,346,939+£100              | 0                               |

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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### Statement of capital (prescribed particulars of rights attached to shares)<sup>①</sup>

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 7**.

Class of share

DEFERRED

Prescribed particulars  
①

THE DEFERRED SHARES DO NOT HAVE ATTACHED TO THEM ANY VOTING OR DIVIDEND RIGHTS. THE DEFERRED SHARES HAVE ATTACHED TO THEM CAPITAL DISTRIBUTION RIGHTS AS SET OUT IN THE ARTICLES OF ASSOCIATION. THE DEFERRED SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Class of share

ORDINARY

Prescribed particulars  
①

THE ORDINARY SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS. THE ORDINARY SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Class of share

Prescribed particulars  
①

#### ① Prescribed particulars of rights attached to shares

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Please use a Statement of capital continuation page if necessary.

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### Signature

I am signing this form on behalf of the company.

Signature

Signature

X

*Susan M. Sullivan*

X

This form may be signed by:

Director<sup>②</sup>, Secretary, Person authorised<sup>③</sup>, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager.

#### ② Societas Europaea

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

#### ③ Person authorised

Under either section 270 or 274 of the Companies Act 2006.

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## Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

|               |                            |
|---------------|----------------------------|
| Contact name  | AMBER ATTARD KINGSWELL     |
| Company name  | PRICEWATERHOUSECOOPERS LLP |
|               |                            |
| Address       | 1 EMBANKMENT PLACE         |
| CHARING CROSS |                            |
| LONDON        |                            |
| Post town     |                            |
| County/Region |                            |
| Postcode      | W C 2 N 6 R H              |
| Country       | UK                         |
| DX            |                            |
| Telephone     | 07483 407817               |



## Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have entered the date of resolution in Section 2.
- ☐ Where applicable, you have completed Section 3, 4, 5 or 6.
- ☐ You have completed the statement of capital.
- ☐ You have signed the form.



## Important information

Please note that all information on this form will appear on the public record.



## Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

**For companies registered in England and Wales:**  
The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ.  
DX 33050 Cardiff.

**For companies registered in Scotland:**  
The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post).

**For companies registered in Northern Ireland:**  
The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG.  
DX 481 N.R. Belfast 1.



## Further information

For further information, please see the guidance notes on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

## Statement of capital

[illegible]

# SH02 - continuation page

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## 8 'Statement of capital (prescribed particulars of rights attached to shares)'

| Class of share         |  |  |
|------------------------|--|--|
| Prescribed particulars |  | <p>Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p> |
|                        |  |  |