

Company Number 1333476

The Companies Act 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

**SMITH & NEPHEW EUROPE LIMITED**  
(the "Company")

We, the undersigned, the sole member of the Company eligible to attend and vote at general meetings of the Company, hereby pass the said resolution, designated as a special resolution, and agree that the resolution shall be as valid and effective as if it had been passed at a general meeting the Company duly convened and held

**IT IS RESOLVED** that the capital of the Company be reduced by the sum of £53,500,099 by the cancellation and repayment at par of 53,500,099 Ordinary shares of £1 each fully paid up in the capital of the Company

Signed



For and on behalf of  
Smith & Nephew Investment Holdings Limited

11 October 2011

Date

TUESDAY



\*AYE25YH8\*

A03

18/10/2011

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COMPANIES HOUSE