SMITH & NEPHEW CC LIMITED

DIRECTORS' REPORT

Directors

PR Chambers (resigned 22 06 09)

GEM Parsons

S M Henderson (appointed 22 05 09)

The directors present their report for the year ended 31st December 2009

ACCOUNTS, ACTIVITIES AND AUDITORS

The directors submit the accounts of the company for the year ended 31st December 2009. The company is a dormant company within the meaning of section 480 of the Companies Act 2006 and accordingly, no auditors have been appointed. No changes in the books of account of the company have taken place during the year and any expenses have been met by another group company. The accounts, therefore, consist of a balance sheet only

By Order of the Board 17 September 2010

G.E.M. Parsons

For and on behalf of

Smith & Nephew Nominee Services Limited

Secretary

Registered Office

15 Adam Street, London, WC2N 6LA

Registered Number

1998768

THURSDAY

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30/09/2010 COMPANIES HOUSE 6:

SMITH & NEPHEW CC LIMITED

BALANCE SHEET AT 31st DECEMBER 2009

| | NOTES | 31 st December 2009 £ | 31st December 2008 £ |
|--|-------|--|----------------------------|
| CURRENT ASSETS | | | |
| Amounts owed to Group Companies | | (1,627) | (1,627) |
| NET ASSETS | | (1,627) | (1,627) ==== |
| CAPITAL AND RESERVES: | | | |
| Called up Share Capital Profit and Loss Account | 2 | 700 (2,327) | 700 (2,327) |
| SHAREHOLDERS FUNDS. | | (1,627) ===== | (1,627) ===== |

NOTES TO THE ACCOUNTS

- The company's ultimate holding company is Smith & Nephew plc, incorporated in England and Wales
- 2 At 31st December 2009 and 31st December 2008 the share capital of the company was

| | Authorised £ | Allotted, called up and fully paid £ |
|----------------------------|-----------------|--|
| Ordinary Shares of £1 each | 1,000 | 700 |
| | ==== | === |

Exemption Statement Audit

For the year ending 31st December 2009 the Company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies

Directors' responsibilities

The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476, and

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime

Approved by the Board on 17 September 2010

S.M Henderson, Director