

Company Number SC586309

The Companies Act 2006

Private Company Limited by Shares

Written Resolution

of

Link Orthopaedics UK Ltd (the "Company")

Circulation Date: 14 February 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as an ordinary resolution (the "Resolution"):

Ordinary Resolution

- 1 That the acquisition by the Company of the Business and Assets (each as defined in the attached hive up agreement) of Ortholink (Scotland) Ltd ("Ortholink") for a consideration to be agreed between the Company and Ortholink (each acting reasonably) from Ortholink is approved for all purposes including section 190 of the Companies Act 2006.

Agreement

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

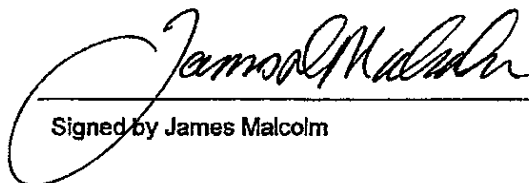
The undersigned, being entitled to vote on the above Resolution on the Circulation Date hereby irrevocably agree to the Resolution.



Signed for and on behalf of DERU GMBH

14.2.19

Date



Signed by James Malcolm

14.2.19

Date

TUESDAY



S80M7S61
SCT 05/03/2019 #92
COMPANIES HOUSE

Notes

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- By hand: delivering the signed copy to Anisha Kaura, Harper Macleod LLP, 65 Haymarket Terrace, Edinburgh EH12 5HD; or
- Post: returning the signed copy by post to Anisha Kaura, Harper Macleod LLP, 65 Haymarket Terrace, Edinburgh EH12 5HD.

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.

1. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
2. Unless by 28 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
3. If you are signing the document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.