

Company number 00740767

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**ZIMMER BIOMET UK LIMITED (the "Company")**

Circulated on 3 December 2019 (the "Circulation Date")

THURSDAY



Under Chapter 2, Part 13 Companies Act 2006, the directors of the Company propose that the following resolutions ("**Resolutions**") be passed as special resolutions of the member of the Company:

**SPECIAL RESOLUTIONS**

1. THAT the Company's entire share premium account is cancelled.
2. THAT the amount by which the capital is so reduced pursuant to Resolution 1 be credited to the profit and loss account of the Company.
3. THAT the directors are authorised to do anything necessary or desirable to implement Resolutions 1 and 2.

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

We are the sole member of the Company entitled to vote on the Resolutions on the Circulation Date. We irrevocably agree to the Resolutions.

Signed by

for and on behalf of  
**ZIMMER UK LIMITED**

Jitender Sahni  
Director/Authorised Signatory

3 December 2019  
Date

## **NOTES**

1. If you agree to all of the Resolutions (you cannot agree to some only), please indicate your agreement by signing and dating this document where indicated above and returning it to the Company either:
  - by hand or by post to Rachel Hossack or
  - by email to [rhossack@deloitte.co.uk](mailto:rhossack@deloitte.co.uk) , including the words "Zimmer Biomet UK Limited written resolutions" in the email subject box.
2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
4. Unless sufficient agreement is received for the Resolutions to pass by the end of the period of 28 days beginning with the Circulation Date, they will lapse. However, to comply with the requirements of the Companies Act 2006 in connection with a reduction of capital, the written resolutions approving the reduction of capital must be passed no later than 15 days after the date of the solvency statement of the directors circulated with the Resolutions.
5. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.