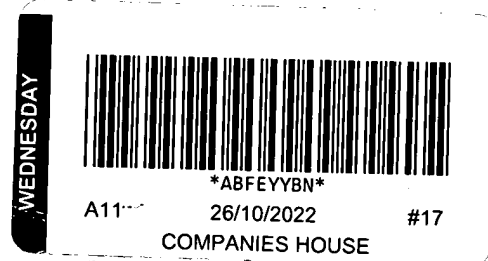


Company Number: 02030418

WRITTEN BOARD RESOLUTIONS
OF
MALLINCKRODT UK LIMITED
(the Company)

**1. BACKGROUND**

- 1.1 It is noted that the annual accounts of the Company for the financial period ended 31 December 2021 (the **Accounts**) were due on 30 September 2022, and that the purpose of these resolutions is to consider and, if thought fit, approve the Accounts, along with the letter of representation from the Company to Deloitte Ireland LLP, the Company's statutory auditor (the **Rep Letter**) and directors' report.
- 1.2 Each of the directors has declared their interest in the matters which are the subject of these resolutions, in accordance with the requirements of section 177 and/or section 182 of the Companies Act 2006 and the articles of association of the Company, by reason of their position as a director of other companies within the Mallinckrodt group (the **Group**). It is noted that, under the Company's articles of association, the directors are entitled to vote in respect of such matters, notwithstanding their interests.
- 1.3 Each director hereby confirms that they have no conflict of interest in relation to the matters which are the subject of these resolutions which would constitute a conflict of interest in breach of section 175 of the Companies Act 2006 were it not authorised either by the directors or the members of the Company.

2. APPROVAL OF ACCOUNTS FOR FINANCIAL PERIOD ENDED 31 DECEMBER 2021

- 2.1 It is noted that the principal activity of the Company is that of an investment holding company.
- 2.2 It is noted that copies of the Rep Letter and Accounts for the year ended 31 December 2021, together with a presentation entitled '*UK Financial Statements Overview for period ended 31 December 2021*' (the **Board Presentation**) were circulated to the directors in advance of the meeting. It is further noted that the directors had considered the contents of the Rep Letter, Accounts and Board Presentation in advance of this meeting.
- 2.3 In relation to the Accounts and the Board Presentation, it is noted that, on 12 October 2020, Mallinckrodt plc and certain of its subsidiaries, including the Company, filed a voluntary petition under chapter 11 of title 11 of the United States Code with the United States Bankruptcy Court for the District of Delaware (the **Bankruptcy Court**) for the purposes of facilitating an overall settlement with respect to ongoing litigation and restructuring of obligations under a credit agreement, unsecured notes and secured notes (the **Chapter 11 Restructuring**).
- 2.4 It is further noted that, on 2 March 2022, the Bankruptcy Court entered an order confirming the fourth amended plan of reorganization (the **Plan**), and on 8 June 2022 the Bankruptcy Court entered an order approving a minor modification to the Plan. The Plan became effective on 16 June 2022, and on such date the Company (amongst other companies in the Group) emerged from bankruptcy (**Emergence**). These proceedings had the impact of reducing the Group's external debt to allow the Group to continue to trade as a going concern.
- 2.5 It is further noted that the directors have reviewed the materials circulated in advance of the meeting, including the Board Presentation. Both the individual position of the Company and the Mallinckrodt

Company Number: 02030418

Group cash flow is considered by the Board Presentation, given the relevance of the financial position of the group to the Company. It is noted that the directors confirmed their views that the preparation of the Accounts and the going concern analysis is appropriate, and that the underlying assumptions that the Chapter 11 process was likely to result in a successful restructuring is reasonable, as the Chapter 11 process concluded on 16 June 2022.

- 2.6 In relation to the Rep Letter, it is noted that the directors have considered and approved the representations given by the Company therein.

3. RESOLUTIONS

- 3.1 Having carefully reviewed and considered the terms of and the Rep Letter, Accounts and Board Presentation (including the implications for the Company, the Company's commercial interests and the interests of its members, creditors and its other relevant stakeholders), we, the undersigned, being all the eligible directors of the Company, having regard to the financial condition of the Mallinckrodt group and the Company, consider that the approval of the Accounts would promote the success of the Company for the benefit of the members as a whole, its creditors (including its unsecured creditors) and its other relevant stakeholders (having regard to the relevant factors set out in section 172 of the Companies Act 2006), and pass the following resolutions:

THAT:

- (a) the Accounts give a true and fair view of the Company's affairs and be and are hereby approved;
- (b) the Rep Letter be and hereby is approved;
- (c) any one director be authorised to sign the Accounts and Rep Letter on behalf of the board;
- (d) a copy of the Accounts be provided to the sole member in accordance with s423 Companies Act 2006; and
- (e) arrangements be made for the filing with the Registrar of Companies of a copy of the signed Accounts.

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Company Number: 02030418

DocuSigned by:
Toby Godrich
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Toby Godrich

DocuSigned by:
Michael Norman
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Michael Norman

Date: 22 October 2022