

3319712

DEPUY INTERNATIONAL (1997) LIMITED

RESOLUTIONS of the members passed on *20* May 1997 under regulation 53 of Table A (1995 version) incorporated in the articles of association of the Company.

RESOLVED

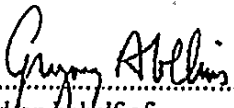
AS SPECIAL RESOLUTIONS

1. To redesignate the 1,000 shares of £1 each existing in the share capital of the Company to 1,000 ordinary of £1 each
2. To increase the authorised share capital of the Company from £1,000 to £45,454,575 by the creation of 45,453,575 new ordinary shares of £1 each.

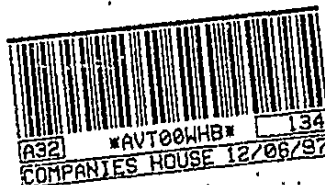
AS AN ORDINARY RESOLUTION

3. THAT
 - 3.1 The Directors shall have unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (as defined in section 80(2) of the Companies Act 1985) of the Company to such persons at such times and generally on such terms and conditions as the Directors may determine. The authority hereby conferred shall be for a period expiring five years from the date hereof unless previously renewed, varied or revoked by the Company in General Meeting and the maximum of such relevant securities as aforesaid which may be allotted pursuant to such authority shall be the authorised but as yet unissued share capital of the Company at the date the time of passing of this Resolution and as increased by the preceding Resolution.
 - 3.2 The Directors shall be entitled under the authority hereby conferred or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities as aforesaid to be allotted after the expiry of such authority.

SIGNED


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for and on behalf of
DEPUY INTERNATIONAL LIMITED

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3319712

DEPUY INTERNATIONAL (1997) LIMITED

RESOLUTIONS of the members passed on ~~22~~ May 1997 under regulation 53 of Table A (1995 version) incorporated in the articles of association of the Company.

RESOLVED

AS A SPECIAL RESOLUTION

1. To increase the authorised share capital of the Company from £45,454,575 to £46,653,706 by the creation of 1,199,131 new ordinary shares of £1 each.

AS AN ORDINARY RESOLUTION

2.2. THAT

- 2.1 The Directors shall have unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (as defined in section 80(2) of the Companies Act 1985) of the Company to such persons at such times and generally on such terms and conditions as the Directors may determine. The authority hereby conferred shall be for a period expiring five years from the date hereof unless previously renewed, varied or revoked by the Company in General Meeting and the maximum of such relevant securities as aforesaid which may be allotted pursuant to such authority shall be the authorised but as yet unissued share capital of the Company at the date the time of passing of this Resolution and as increased by the preceding Resolution.
- 2.2 The Directors shall be entitled under the authority hereby conferred or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities as aforesaid to be allotted after the expiry of such authority.

SIGNED

J.A. Poppack
for and on behalf of
DEPUY INTERNATIONAL LIMITED

