

Companies Acts 1985 and 1989

Written Resolution of

Smith & Nephew Finance Oratec Limited

Company Number: 4472389

The undermentioned, being the sole shareholder of the Company entitled to receive notice of and to attend and vote at general meetings of the Company, hereby resolves, pursuant to section 381A of the Companies Act 1985, as follows:

SPECIAL RESOLUTION

That the Articles of Association, in the form annexed to this resolution, be approved and adopted in substitution for the existing Articles of Association.

Dated this 9th day of September 2002

For and on behalf of

PR Charles
.....
Smith & Nephew Finance Holdings Limited

I confirm that a copy of this written resolution was sent to the Auditors of the Company at or before the time at which it was supplied to the member for signature in accordance with Section 381B of the Companies Act 1985.

PR Charles
.....
Director



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
SMITH & NEPHEW FINANCE ORATEC LIMITED

INCORPORATED THE 28 JUNE 2002
REGISTERED NUMBER 4472389

(Adopted by Special Resolution
passed on 9th September 2002)

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1. **Table A**

- 1.1 The Regulations in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended at the date of adoption of these Articles ("Table A"), shall apply to the Company save in so far as they are hereby modified or excluded.

2. **Interpretation**

- 2.1 In these Articles unless the context otherwise requires:

"these Articles" means these Articles of Association in their present form or as from time to time altered;

the "Companies Act" means every statute from time to time in force concerning companies insofar as the same applies to the Company;

"Member" means a member of the Company;

"Statute" means every reference in Table A to the "Act" shall be construed as if the reference were to the Companies Act;

any words or expressions defined in the Companies Act 1985 in force at the date when these Articles are adopted shall bear the same meaning in these Articles; where for any purpose an ordinary resolution of the Company is required, a special or extraordinary resolution shall also be effective, and where an extraordinary resolution is required a special resolution shall also be effective.

3. Shares

- 3.1 The share capital of the Company at the date of the adoption of these Articles of Association is £300,000,000.00 divided into 300,000,000 shares of £1.00 each.
- 3.2 Subject to the provisions of the Companies Act and these Articles and to any direction to the contrary which may be given by ordinary or other resolution of the Company, any shares unissued at the date of the adoption of this Article and any shares hereafter created shall be at the disposal of the Directors who may offer, allot, grant options over or grant any right or rights to subscribe for such shares or any right or rights to convert any security into such shares or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine.
- 3.3 In accordance with Section 91 of the Act, sub-section (1) of Section 89 and sub-sections (1) to (6) (inclusive) of Section 90 of the Companies Act 1985 shall not apply.
- 3.4 The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one or two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends payable thereon.

4. Transfer of Shares

- 4.1 The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share, and regulation 24 of Table A shall be amended accordingly.

5. Notice of General Meetings

- 5.1 Notice of every General Meeting shall be given in any manner authorised by or under these Articles to all Members other than to Members who under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company. Any Member may, in writing, waive notice of any meeting either prospectively or retrospectively and if he does so it shall be no objection to the validity of such meeting that notice was not given to him.

6. Proceedings at General Meetings

- 6.1 A resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held and may consist of several instruments in like form each executed by one or more Members. For the purpose of this Article in the case of joint holders of a share the signature of any one of such joint holders, and where any Members is a body corporate the signature of a Director or the Secretary or other duly authorised officer, shall be sufficient. Regulation 53 of Table A shall not apply.
- 6.2 A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be modified accordingly.

7. Number of Directors

- 7.1 The number of Directors shall be not less than one. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A. Regulations 64 and 89 of Table A shall be modified accordingly.

8. Alternate directors

- 8.1 Any director (other than an alternate director) may appoint any other director or any other person approved by a majority of the other directors and willing to act to be his alternate, and may remove from office any alternate appointed by him. An alternate may also be removed from office by a resolution of the directors. An alternate may be entitled at any meeting of directors or committee of directors to one vote for each director he represents in addition (if he is a director) to his own vote, but he shall not be counted more than once for the purpose of

ascertaining whether a quorum is present. Regulations 65 and 67 of Table A shall be modified accordingly.

9. Powers and Duties of Directors

- 9.1 Subject to the provisions of section 317 of the Act, a Director may vote on any contract or arrangement in which he is interested, whether directly or indirectly, and on any matter arising therefrom and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract is considered. Regulations 94 and 95 of Table A shall be modified accordingly.
- 9.2 The directors may exercise all the powers of the Company to borrow money without limit as to the amount and upon such terms and in such manner as they think fit and, subject (in the case of any security convertible into shares) to Section 80 of the Act, to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

10. Appointment and Removal of Directors, Secretary and Assistant Secretary

- 10.1 The directors shall not be liable to retire by rotation and regulations 73-80 of Table A shall not apply.
- 10.2 Without prejudice to the powers of the Company under section 303 of the Act to remove a Director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors either as additional Directors or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on behalf of one its Director and shall take effect upon lodgement at the registered office of the Company.
- 10.3 The Directors and the Company by ordinary resolution shall each have power from time to time and at any time to appoint any person to be a Director, the Company Secretary or an Assistant Secretary.
- 10.4 The directors shall not be required to hold any share qualification.

11. Proceedings of Directors

- 11.1 A meeting of the Directors or of a committee of the Board may consist of a conference between parties who are not all in one place, but each of whom is able (directly or by video conference or telephonic communication) to speak to and hear each of the others simultaneously. Any party taking part in such conference shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in the quorum accordingly. Such a meeting shall be deemed to take place where the Chairman of the meeting then is. The word 'meeting' in the Articles shall be construed accordingly.

12. Single Member Company

- 12.1 If, and for so long as, the Company has only one Member, the following provisions shall apply:
- (a) The sole Member present in person or by proxy or if that Member is a corporation by a duly authorised representative shall be a quorum. Regulation 40 of Table A shall be amended accordingly.
 - (b) Any decision taken by a sole Member pursuant to Article 14.1(a) above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.
 - (c) The sole Member of the Company (or the proxy or authorised representative of the sole Member representing that Member at the relative general meeting) shall be the Chairman and regulation 42 of Table A shall be amended accordingly.
 - (d) A proxy for the sole Member of the Company may vote on a show of hands and regulation 54 of Table A shall be modified accordingly.
 - (e) All other provisions of these Articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a Company which has only one Member.

13. The Seal

- 13.1 Where the Act permits, any instrument signed by one director and the secretary or by two directors and expressed to be executed by the Company shall have the same effect as if executed under the seal, provided that no instrument shall be so signed which makes it clear on its face that it is intended to have effect as a deed without the authority of the directors or of a committee authorised by the directors in that behalf.

14. **Indemnity**

- 14.1 Subject to the provisions of the Acts but without prejudice to any indemnity to which he may otherwise be entitled, every Director, Alternate Director, Secretary or other officer of the Company other than the Auditors shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses, damages and liabilities incurred by him in or about the execution of his duties or the exercise of his powers or otherwise in relation thereto including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company in which judgment is given in his favour or in which he is acquitted, or which are otherwise disposed of without any finding or admission of material breach of duty on his part or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.