

Company number: 05208634

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

of

**ZIMMER U.K. LIMITED (the "Company")**

**Circulated on 25 September 2019 (the "Circulation Date")**

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 sole member of the Company:

**SPECIAL RESOLUTIONS**

1. THAT the Company's share capital is reduced by cancelling and extinguishing 44,000,100 of the issued ordinary shares of £1.00 each in the Company.
2. THAT the share premium account of the Company be cancelled.
3. THAT the amount by which the share capital is so reduced pursuant to Resolutions 1 and 2 be transferred to the retained earnings reserve of the Company.
4. THAT the directors are authorised to do anything necessary or desirable to implement Resolutions 1, 2 and 3.

*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

Guillaume Genin  
for and on behalf of  
Zimmer GMBH

.....  
Authorised signatory

25 September 2019  
Dated

FRIDAY



\*L8FEJQN6\*  
L04 04/10/2019 #85  
COMPANIES HOUSE

## **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 by email to Rachel Hossack at [RHossack@deloitte.co.uk](mailto:RHossack@deloitte.co.uk), including the words "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 within 15 days of the date of the solvency statement of the directors being signed in connection with the capital reduction and circulated with the Resolutions.
5. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.