

Company Number 09574684

ENTELLUS MEDICAL EUROPE LIMITED

(the "Company")

SOLE MEMBER'S WRITTEN RESOLUTION

7 December 2020 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**"):

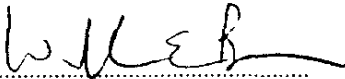
SPECIAL RESOLUTION

THAT the share capital of the Company be reduced by GBP 1,800,000.00 by cancelling the entire amount of the share premium account of the Company.

AND THAT the amount by which the share capital is reduced shall be credited to a distributable reserve of the Company.

Please read the Notes at the end of this document before signifying your agreement to the Resolution below.

BY ORDER OF THE BOARD



William Edward Berry, Jr.
Director

TUESDAY



A03 *A9JFZJWG* 08/12/2020 #169
COMPANIES HOUSE

AGREEMENT

WE, THE UNDERSIGNED, being the sole member of the Company on the Circulation Date,
HEREBY IRREVOCABLY AGREE to the Resolution.



Name: Peter Ewart Bradley
duly authorised signatory
for and on behalf of
Stryker UK Limited

Dated: 7 December 2020

NOTES

1. To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company.
2. Once you have signified your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by the date that is 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. A copy of the solvency statement made by the directors of the Company in accordance with section 643 Companies Act 2006 for the purposes of the reduction of share capital to be effected by the passing of the Resolution has been sent or submitted to you prior to the Circulation Date.
6. A copy of this Resolution was sent to the Auditors of the Company on the Circulation Date.