

COMPANY NUMBER: SC500201

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

EDINBURGH ORTHOPAEDIC SPECIALISTS²⁰¹⁴ LIMITED (THE "COMPANY")

PASSED: 1st April 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Ordinary resolutions set out below were passed by a written resolution of the members of the Company:

ORDINARY RESOLUTIONS

- 1 THAT pursuant to section 551 of the Companies Act 2006, the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot, or to grant rights to subscribe for, or to convert any security into the following shares in the Company:
 - a. 1 L Ordinary share of £1.00 each; and
 - b. 1 M Ordinary share of £1.00 each,each having the respective rights and subject to the respective restrictions set out in the Articles of Association of the Company, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 6 months from the of the resolution.
2. THAT pursuant to clause 8.1 of the Shareholders Agreement d 1st May 2015, the Company be and is authorised to allot shares to new shareholders, provided the unanimous consent of all members is obtained.

CERTIFIED A TRUE EXTRACT FROM THE MINUTES OF THE COMPANY

A.F.
FOR & ON BEHALF OF
MORTON FRASER LLP.

TUESDAY



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SCT

08/11/2016

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COMPANIES HOUSE