

DMUK Elimination Step Plan – Step 5.4 – DMUK shareholders' written resolution

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
DEVICOR MEDICAL UK LIMITED
(the Company)

TUESDAY



(Registered Number: 07171675)

WRITTEN RESOLUTION

(Circulation Date: 3 October 2018)

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 (**Resolution**):

SPECIAL RESOLUTION

That the share capital of the Company be reduced by the cancellation of 2,075,824 ordinary shares of €1.1817 each in the capital of the Company.

AGREEMENT

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

The undersigned, being the sole member entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:

DocuSigned by:
Frank T. McFaden
730E8C330A24400.....

Frank Talbot McFaden for and on behalf of **Devicor Medical Products Inc.**

Date: September 25, 2018

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Notes:

- 1 The Resolution has been sent to the sole eligible member who is entitled to vote on the Resolution on the circulation date, (or persons duly authorised on their behalf) should sign the Resolution.
- 2 If you agree with the Resolution, please signify your agreement by signing and dating this document where indicated above and deliver it to the Company using one of the following methods:
 - **By Hand:** delivering the signed copy to Guy Winter, Addleshaw Goddard LLP, Milton Gate, 60 Chiswell Street, London EC1Y 4AG
 - **Post:** returning the signed copy by post to Guy Winter, Addleshaw Goddard LLP, Milton Gate, 60 Chiswell Street, London EC1Y 4AG
- 3 If you do not agree to the Resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply,
- 4 Once you have signified your agreement to the Resolution, you may not revoke your agreement.
- 5 Unless, by the end of the period of 28 days beginning on the Circulation Date, sufficient agreement has been received by the company for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that you signify your agreement and deliver it to the Company before this date.
- 6 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 of the Company.
- 7 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.