



COMPANIES ACTS 1963 to 2009
PRIVATE UNLIMITED COMPANY
MEMORANDUM OF ASSOCIATION



5505100

- of

DePuy (Ireland)

(As amended by special resolution dated 11 June 2012)

1. The name of the Company is DePuy (Ireland).
2. The objects for which the Company is established are:
 - 2.1 To carry on business as manufacturers, producers, refiners, developers and exporters of, dealers in and agents for orthopaedic products, including artificial joint replacement products and to provide all necessary technical support therefor.
 - 2.2 To carry on all or any of the following businesses, namely, builders and contractors, decorators, merchants, engineers, surveyors, estate agents, valuers, auctioneers, carriers, shippers, forwarding agents, garagemen, caterers, licensed publicans, fuel suppliers, textile manufacturers and dealers, insurance agents and brokers, entertainment caterers, farmers, and generally to import, export, manufacture, make grow, produce, repair, adapt for sale and prepare for market goods and materials of every kind or otherwise to carry on any business which may seem to the Company capable of being conveniently carried on in connection with the above or any one of the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or rights.
 - 2.3 To carry on the business of a trust and investment Company and to invest the funds of the Company in or upon or otherwise acquire, hold and deal in securities and investments of every kind.
 - 2.4 To make, draw, accept, endorse, issue, discount, and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes, and other mercantile instruments.
 - 2.5 To acquire by purchase, exchange, lease, fee farm grant or otherwise, either for an estate in fee simple or for any less estate or other estate or interest, whether immediate or reversionary, and whether vested or contingent any lands, tenements or hereditaments of any tenure, whether subject or not to any charges or incumbrances and to hold and farm and work or manage or to sell, let, alienate, mortgage, lease or charge land, house property, shops, flats, maisonettes, reversions, interests, annuities, life policies, and any other property real or personal, movable or immovable either absolutely or conditionally, and either subject to or not to any mortgage, charge, ground rent or other rents or incumbrances, and to pay for any lands, tenements, hereditaments or assets acquired by the Company in cash or shares, stock,

debentures or obligations of the Company, whether fully paid or otherwise, or in any other manner.

- 2.6 To undertake the office of trustee, executor, administrator, committee, manager, secretary, registrar, attorney, delegate, substitute or treasurer, and any other offices or situations or trust or confidence, and to perform and discharge the duties and functions incident thereto, and generally to transact all kinds of trust and agency business either gratuitously or otherwise.
- 2.7 To facilitate and encourage the creation, issue or conversion of debentures, debenture concerns and undertakings into companies.
- 2.8 To take part in the management, supervision or control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any Directors, accountants or other experts or agents.
- 2.9 To constitute any trusts with a view to the issue of preferred and deferred or any other special stocks or securities based on or representing any shares, stocks or other assets specifically appropriated for the purposes of any such trust, and to settle and regulate, and if thought fit, to undertake and execute any such trusts, and to issue, dispose of or hold any such preferred, deferred or other special stocks or securities.
- 2.10 To guarantee, support or secure whether by personal covenants or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company, or all such methods the performance of the obligations of and the repayment or payment of the principal amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company.
- 2.11 To carry on and undertake any business, transaction or operation commonly carried on or undertaken by financial agents, financiers, underwriters, concessionaires, contractors for public and other works or merchants.
- 2.12 To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above.
- 2.13 To purchase or otherwise acquire and carry on the whole or any part of the business, property, goodwill and assets of any company carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the Company, or possessed of property suitable for the purposes of the Company, and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamate with or enter into any arrangement for sharing profits, or for co-operation or for limiting competition or for mutual assistance with any such company and to give, issue or accept cash or any shares, debentures or

securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.

- 2.14 To enter into partnership or into any arrangement for sharing profits, union of interest, joint adventure, reciprocal concession, co-operation or otherwise with any company carrying on or engaged in, any business or transaction which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to lend money to, guarantee the contracts or debentures of or otherwise assist any such company, and to take or otherwise acquire and hold shares or stock in or securities of, and to subsidise or otherwise assist any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with such shares, stock or securities.
- 2.15 To apply for, purchase or otherwise acquire, and protect, prolong and renew, whether in Ireland or elsewhere, any patents, patent rights, brevets d'invention, licences, protections, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention, process or privilege which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise develop, manufacture under or grant licences or privileges in respect thereof or otherwise turn to account the property, rights and information so acquired, and to carry on any business in any way connected therewith, and to expend money in experimenting upon and testing, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- 2.16 To promote any company for the purpose of acquiring all or any of the property or liabilities of the Company or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of or render more profitable any property, assets or business of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- 2.17 To guarantee the payments of dividends or interest on any stocks, shares, debentures or other securities issued by, or any other contract or obligation of any company, societe anonyme, association, undertaking or public or private body and the performance of contracts by or become security for members of any company having dealings with the Company.
- 2.18 To accumulate capital for any of the purposes of the Company, and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally and to admit any class or section of those who have any dealings with the Company to any share in the profits thereof or in the profits of any particular branch of the Company's business, or to any other special rights, privileges, advantages or benefits.
- 2.19 To apply for and obtain any legislative, municipal or other acts or authorisations for enabling the Company to carry any of its objects into effect or for any extension or alteration of its powers, or for effecting any modification of the

Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings, or applications which may seem calculated directly or indirectly to prejudice the Company's interest.

- 2.20 To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority or company, any charters, contracts, decrees, rights, privileges and concessions, and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.
- 2.21 To raise or borrow money, and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations, charged or not charged upon, or by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets, and rights of the Company, both present and future, including its uncalled capital and generally in such other manner and on such terms as may seem expedient, and to issue any of the Company's securities, for such consideration and on such terms as may be thought fit, including the power to pay a proportion of the profits of the Company by way of interest on any money so raised or borrowed; and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to redeem or pay off any such securities.
- 2.22 To advance and lend money, with or without security to such persons or companies and upon such terms and subject to such conditions as may seem expedient.
- 2.23 To create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Company, or for depreciation of works or stock, or any other purpose of the Company.
- 2.24 To distribute either upon a distribution of assets or division of profits among the members of the Company in kind any property of the Company, and in particular any shares, debentures or securities of other companies belonging to the Company or of which the Company may have the power of disposing.
- 2.25 To establish, join, support and subscribe to, or to aid in the establishment and support of associations, institutions, societies, co-operatives, clubs, funds, trusts or conveniences calculated to benefit the Company or employees or ex-employees of the Company or the dependents or connections of such persons or connected with any town or place where the Company carries on business and to grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company, or to the wives, children or other relatives of such person and to make payments towards insurance, and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.

- 2.26 To remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment of shares or securities of the Company credited as paid up in full or in part or otherwise.
- 2.27 To subscribe or guarantee money for any national charitable, benevolent, public, general or useful object, or for any exhibition.
- 2.28 To promote freedom of contract and to resist, insure against counteract and discourage interference therewith, to join any lawful federation, union, association or party and to contribute to the funds thereof, or do any other lawful act or thing with a view to preventing or assisting directly or indirectly any interruption of or interference with the Company's or any other trade or business or providing or safeguarding against the same, or resisting or opposing any strike movement or organisation which may be thought detrimental to the interests of the Company or its employees, and to subscribe to any association or fund for any such purposes.
- 2.29 To procure the Company to be registered or recognised in any foreign country, colony, dependency or place.
- 2.30 To pay all or any expenses of, incidental to or incurred in connection with the formation and incorporation of the Company and the raising of its share and loan capital, or to contract with any person or company to pay the same, and (subject in the case of shares to the provisions of any statute for the time being in force) to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures or securities of the Company.
- 2.31 To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub -contractors or otherwise and either alone or in partnership or conjunction with any person or company, and to contract for the carrying on of any operation connected with the Company's business by any person or company.
- 2.32 To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that in the construction of this Clause the word "company", except where used in reference to this Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Ireland or elsewhere, and words denoting the singular number only shall include the plural number and vice versa and the intention is that the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be in nowise restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

3. The share capital of the Company is €13,065,000,000 divided into 10,050,000,000 shares of €1.30 each. Any of the shares of the Company whether of the original or any increased capital of the Company may be issued with any special, qualified, preferred, deferred or other rights or privileges or conditions as to capital, dividends, rights of voting or other

matters but so that any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association of the Company.

WE, the several persons whose names, addresses and descriptions are subscribed, wish to be formed into a Company in pursuance of this Memorandum of Association, and we agree to take the number of shares in the Capital of the Company set opposite our respective names.

Name and Address of Each Subscriber Number of Shares taken by each Subscriber

Orla O'Dea
42, Watermill Avenue
Raheny
Dublin 5
Solicitor

One

Lilian Halpin
15, Oldtown Road
Santry
Dublin 9
Solicitor

One

Total shares taken

Two

Dated: 6 February 1997

Witness to the above Signatures: Elaine Conlon
61 Fitzwilliam Square
Dublin 2
Solicitor

COMPANIES ACTS, 1963 to 2009

PRIVATE UNLIMITED COMPANY

ARTICLES OF ASSOCIATION

- of -

DePuy (Ireland)

(As amended by special resolution dated 11 June 2012)

PRELIMINARY

1. The Company shall be a private unlimited Company, and accordingly the Regulations contained in part II of Table A and part III of Table E in the first schedule to the Companies Act 1963 (which act is hereinafter called "the Act" and which Tables are hereinafter called "Table A" and "Table E"), shall apply to the Company.

SHARE CAPITAL

2. The number of members with which the company proposes to be registered is 2 but the directors may from time to time register an increase in members, subject to article 1.
3. The share capital of the Company is €13,065,000,000 divided into 10,050,000,000 Ordinary Shares of €1.30 each.
4. Subject to any direction to the contrary which may be given by the Company in general meeting, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot, grant options over 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 provided no shares shall be issued at a discount. Section 23(1) of the Companies (Amendment) Act 1983 shall not apply to the allotment by the Company of any equity security as defined by section 23(13) of that Act.
5. The directors are by this article authorised to exercise all powers of the Company to allot all relevant securities (within the meaning of section 20 of the Companies (Amendment) Act, 1983); such authority shall be unconditional and for the exercise of such power generally: the maximum amount of relevant securities that may be the subject of allotment under such authority shall be the amount by which the nominal amount of the authorised share capital of the Company exceeds the nominal amount of the issued share capital of the Company at the date of the incorporation of the Company and, unless renewed, such authority will expire on the date five years from the date of the incorporation of the Company save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement accordingly.

LIEN

6. The lien conferred by regulation 11 of Table A part I shall attach to all shares whether fully paid or not and the said regulation shall be amended accordingly.

TRANSFER OF SHARES

7. Any share of a deceased member may be transferred by his executor or administrator to the widow or widower, child or grandchild of such deceased member and Regulation 3 Table A Part II shall be amended accordingly.
8. An instrument of transfer of a share (other than a partly paid share) need not be executed on behalf of the transferee and need not be attested and Regulation 22 of Table A part I shall be modified accordingly.

RESOLUTIONS

9. Any such resolution in writing as is referred to in regulation 6 of Table A Part II may consist of several documents in the like form each signed by one or more of the members (or their duly authorised representatives) in that regulation referred to.

PROCEEDINGS AT GENERAL MEETINGS

10. The following words shall be added to the end of Regulation 53 of Table A part I "and fixing the remuneration of Directors".

BORROWING POWERS

11. The Directors may exercise all the powers conferred upon them by regulation 79 of Table A Part 1 without any limit on the amount for the time being remaining undischarged of money so borrowed or secured and the proviso limiting such amount contained in that Regulation shall not apply.

DIRECTORS

12. A director appointed to fill a casual vacancy or as an addition to the board shall not retire from office at the annual general meeting next following his appointment and the last sentence of regulation 98 of Table A part I shall be deleted.
13. The directors of the Company shall not be required to retire by rotation and Regulations 92 to 100 (inclusive) of Table A Part I shall be amended accordingly.
14. Unless and until the Company in general meeting shall otherwise determine the number of the directors shall be not less than two nor more than seven, and regulation 75 of Table A part I shall be modified accordingly.
15. Any such resolution in writing as is referred to in Regulation 109 of Part I of Table A may consist of several documents in the like form each signed by one or more of the directors for the time being entitled to receive notice of meetings of the Directors.
16. Any director (including an alternate) or any member of a committee of directors may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner will be deemed to constitute presence in person, (or, as the case

may be by alternate) at such meeting. The number of directors contemporaneously linked together by telephone or similar communicating equipment shall be not less than the quorum necessary for the transaction of business of the directors, for the meeting and the business transacted thereat to be valid.

MANAGING DIRECTOR

17. The directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of chairman or deputy chairman or managing or joint managing or Deputy or Assistant Managing Director as the Directors may decide, and on such terms as they think fit, and if no period or terms are fixed, then such executive shall comply with such directions as may be given to him by the Directors from time to time, and the appointment may be revoked at any time, and in any event his appointment shall be automatically determined (without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company) if he shall cease to be a Director, and Regulation 110 of Table A part I shall be modified accordingly.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Orla O'Dea
42, Watermill Avenue
Raheny
Dublin 5
Solicitor

Lilian Halpin
15, Oldtown Road
Santry
Dublin 9
Solicitor

Dated: 6 February 1997

Witness to the above Signatures: Elaine Conlon
61 Fitzwilliam Square
Dublin 2
Solicitor