

**FORM OF RECORD OF WRITTEN SHAREHOLDER RESOLUTION (FOR FILING WITH
THE REGISTRAR)**

Company number
02285007

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN ORDINARY RESOLUTION
OF

CDK U K LIMITED (the **Company**)

UNDER CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006

By a written resolution dated 23 April, 2013, members representing a simple majority of the total voting rights of members who were entitled to vote on the resolution on its circulation date agreed to the resolution below being passed as an ordinary resolution

Background

Covidien plc, a company organised under the laws of Ireland (**Covidien**), the Company's ultimate parent company, intends to spin out its pharmaceuticals and imaging business (together, the **Pharma Business**) by means of a transfer of the Pharma Business to a new Irish incorporated holding company (**Mallinckrodt**) in return for which Mallinckrodt will issue fully paid-up shares, on a pro-rata basis, to the shareholders of Covidien so that Mallinckrodt is wholly owned by the shareholders of Covidien immediately thereafter (the **Spin**)

Ordinary resolution

That a dividend in specie of £8,182,713 00 be declared to the members of the Company and that such dividend in specie be satisfied by the distribution for no consideration by the Company of the shares in Mallinckrodt UK Commercial Ltd in the following proportions (i) 73 4% of the issued share capital in Mallinckrodt UK Commercial Ltd to Covidien Group S à r l, a private limited liability company (*société à responsabilité limitée*) incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at 3b, Boulevard Prince Henri, L-1724 Luxembourg, having a share capital of USD 300,500 and registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés*) under number B 61111, and (ii) 26 6% of the issued share capital in Mallinckrodt UK Commercial Ltd to Covidien VII (Denmark) ApS, CVR number 24 25 89 39



Director



A25 05/07/2013 #207
COMPANIES HOUSE