

Company No 740767

The Companies Act 2006

Company Limited by Shares

ZIMMER LIMITED ("THE COMPANY")

RESOLUTION IN WRITING OF THE SOLE SHAREHOLDER

Passed 3 October 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a SPECIAL RESOLUTION.

SPECIAL RESOLUTION

That the name of the Company be changed to "Zimmer Biomet UK Limited".

Circulation date. 3 October 2016

Please read the accompanying notes before signifying your agreement to the resolution

We, the undersigned, being entitled on the circulation date to vote on the resolution set out above, hereby irrevocably agree to the said resolution

Signed



Director, for and on behalf
Of Zimmer U.K. Limited

Number and class of shares held Date

126,513,000 Ordinary Shares of
£0 25

3 October 2016



Notes:

- 1 If you agree with the resolution above, please sign and date this document where indicated above and return it to the Company using one of the following methods

- **By Hand** to the Company at *The Courtyard, Lancaster Place, South Marston Park, Swindon, Wiltshire, SN3 4PF* marked "For the attention of the Directors", **OR**
- **By Post** to the Company at *The Courtyard, Lancaster Place, South Marston Park, Swindon, Wiltshire, SN3 4PF* marked "For the attention of the Directors", **OR**

If you do not agree to the resolution above, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the resolution, you may not revoke your agreement
- 3 The resolution will lapse unless, by 28 days from the date of circulation, the required majority of members have signified their agreement to it For your agreement to the resolution to be valid, it must be received by the Company on or before that date
- 4 In the case of joint holders of shares, only one need sign The vote of the senior holder who tenders a vote will alone be counted by the Company and, for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of joint holdings
- 5 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
- 6 As at the date of circulation of this resolution the issued share capital of the Company comprises

Share Class	No of shares in issue
Ordinary shares of £0.25 each	126,513,000

Pursuant to section 502(1) Companies Act 2006 In the case of a private company, If the Company has auditors, the auditors are entitled to receive all communications relating to written resolutions as are required to be provided to a member of the company.



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company Number 740767

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

ZIMMER LIMITED

a company incorporated as private limited by shares; having its registered
office situated in England and Wales; has changed its name to:

ZIMMER BIOMET UK LIMITED

Given at Companies House on **4th October 2016**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**