

ompany number: 740767

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING OF

ZIMMER LIMITED

We, the shareholders entitled to receive notice of and to attend and vote at general meetings of the Company, resolve upon the following written resolutions as ordinary resolutions pursuant to Regulation 53 of Table A (as incorporated into the articles of association of the Company) and declare that such resolutions shall be as valid as if they had been resolved at a general meeting of the Company duly convened and held.

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be and hereby is increased from £428,250 divided into 1,713,000 ordinary shares of 25p each to £26,928,250 divided into 107,713,000 ordinary shares of 25p each by the creation of 106,000,000 ordinary shares of £0.25 each (the "New Ordinary Shares") having the rights more particularly described in the articles of association of the Company in force at the date of this resolution.
2. THAT, pursuant to and in accordance with section 80 of the Companies Act 1985 (the "Act"), the directors of the Company be and hereby are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Act) up to an aggregate nominal amount of £26,500,000 provided that this authority shall expire 5 years from the date of this resolution 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 security in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.
3. THAT the directors of the Company be and hereby are authorised to deal with fractional entitlements arising as a result of the offer of the New Ordinary Shares by the Company to its members by way of a rights issue on the date of this resolution in such manner as they in their absolute discretion see fit.

Dated 19 July 2001




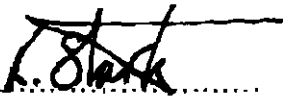
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COMPANIES HOUSE

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25/07/01

Signed
Duly authorised for and on behalf of
Bristol-Myers Squibb Holdings Limited

Signed 
Duly authorised for and on behalf of
Bristol-Myers Squibb Company

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