

Company No. 740767

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS
of
ZIMMER BIOMET UK LIMITED (the Company)

Circulation Date: 31 July 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution set out below is passed as an ordinary resolution (the **Resolution**).

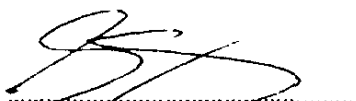
Ordinary resolutions

1 **"THAT** in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (the **Rights**) up to an aggregate additional nominal amount of £1.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date upon which this resolution is passed, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities."

AGREEMENT

The undersigned, a person eligible to vote on the above resolutions on the Circulation Date hereby irrevocably agrees to the Resolution.



Signed for and on behalf of
ZIMMER U.K. LIMITED

Date: 31 July 2018

MONDAY



A08 *A7F40FIP* #83
24/09/2018
COMPANIES HOUSE

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company. If returning this document by hand or post, please send it to the registered office of the Company marked "For the attention of the Company Secretary". If returning this document by email, please send it to RHossack@uk.ey.com with the heading "551 Resolution".
- 2 If you do not agree with the Resolution you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 4 Unless sufficient agreement for the Resolution to be passed have been received within 28 days starting from the circulation date, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before the end of this period.
- 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.