

STATEMENT BY THE DIRECTORS OF THE COMPANY IN RELATION TO A REDUCTION OF CAPITAL FOR THE PURPOSES OF SECTION 644(5) OF THE COMPANIES ACT 2006 ("CA 2006")

DATED: 25 September 2019

Company Name: ZIMMER U.K. LIMITED ("the Company")

Company Number: 05208634

We, the directors named below, being all of the directors of the Company as at the date of this statement, make the following statement under section 644(5) of the CA 2006.

As set out in the written resolution circulated to the member(s) of the Company on 25 September 2019, the Company proposes to reduce its capital using the solvency statement procedure under section 642 of the CA 2006.

The directors named below signed the solvency statement under section 643 of the Companies Act 2006 (the "**Solvency Statement**") on 25 September 2019 and the special resolutions approving the reduction of capital (the "**Resolutions**") were passed on 25 September 2019.

For the purposes of section 644(5) of the CA 2006, we confirm that the Solvency Statement was:

1. made not more than 15 days before the date on which the Resolutions were passed; and
2. provided to the member of the Company in accordance with section 642(2) of the CA 2006.

STEVEN ORANGE

Signed: _____ Date: _____ 2019

JITENDER SINGH

Signed: _____ Date: _____ 2019

BO VENDELBOE

Signed: Bo Vendelboe Date: 25/09 2019

Presenter name and address:

Deloitte LLP
2 New Street Square
London
EC4A 3BZ



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