

IRELAND SUPPLEMENTAL RULES TO GLOBAL WHISTLEBLOWING POLICY

(“IRELAND POLICY”)

1. **Introduction**

The Protected Disclosures Act, 2014 (as amended) (the “2014 Act”) gives legal protection to persons who make disclosures about matters falling within the scope of the 2014 Act.

Consistent with the 2014 Act, and as set out in this Ireland Policy, Zimmer Biomet has established internal reporting channels and procedures, to enable the making of disclosures by persons covered by the 2014 Act.

As per the global whistleblowing policy, contained in the Global Compliance Program (COMP 300), workers (see definition below) of Zimmer Biomet Ireland Ltd and Zimmer Ortho Mfg Ltd (“ZB Ireland”) are encouraged to report any compliance related policy violations or misconduct, including matters contemplated in the Act 2014, to the Zimmer Biomet Global Compliance Hotline (available [here](#)). In such a case the complaint will be dealt with in accordance with Zimmer Biomet’s Global policies and procedures.

Alternatively, should workers wish for a matter to be addressed in line with the 2014 Act and this Ireland Policy, workers have the option to report any matter that fall within the scope of the 2014 Act via the dedicated Ireland telephone number available [here](#) or by e-mail Irishlocalcompliance@zimmerbiomet.com.

This Ireland Policy is informed by Zimmer Biomet’s legal obligations pursuant to the 2014 Act, in accordance with EU Directive 2019/1937. This legislation gives legal protection to those who make disclosures that fall within its scope, including protection for employees from being dismissed or penalised by their employer.

2. **Scope of this Ireland Policy**

This Ireland Policy applies to “protected disclosures” under the 2014 Act, being disclosures of relevant information (as defined in the 2014 Act) by workers (as defined in the 2014 Act) in the manner specified herein.

Workers include employees (whether employed on a permanent, temporary, full-time, part-time or fixed-term basis), interns, trainees, work experience students, independent contractors, secondees, agency workers, volunteers and/or members of the Board of Directors (including non-executive directors). It also applies to those who acquire information on wrongdoing during a recruitment process or pre-contractual negotiations with Zimmer Biomet and those who report a breach of which they became aware during a recruitment process or pre-contractual negotiations. In this Ireland Policy, the persons covered by this Ireland Policy are workers (as defined) of ZB Ireland and are referred to as “you”.

This Ireland Policy only applies to matters that fall within the scope of the 2014 Act.

This Ireland Policy covers the disclosure of information which, in the reasonable belief of the person making the disclosure, tends to show one or more of the following relevant wrongdoings has been, is being or is likely to be committed and this came to your attention in a work-related context:

- (a) a criminal offence;
- (b) a failure to comply with any legal or regulatory obligation other than one arising under the contract of employment of the person making the disclosure;
- (c) a miscarriage of justice;
- (d) the endangering of the health and safety of any individual;
- (e) damage to the environment;
- (f) unlawful or improper use of funds or resources of a public body;
- (g) an act or omission by or on behalf of a public body which is oppressive, discriminatory, grossly negligent or constitutes gross mismanagement;
- (h) an act or omission that is unlawful or that defeats the object or purpose of certain rules of the European Union in the following areas:
 - (i) public procurement;
 - (ii) financial services, products and markets, and the prevention of money laundering and terrorist financing;
 - (iii) product safety and compliance;
 - (iv) transport safety;
 - (v) protection of the environment;
 - (vi) radiation protection and nuclear safety;
 - (vii) food and feed safety and animal health and welfare;
 - (viii) public health;
 - (ix) consumer protection;
 - (x) protection of privacy and personal data, and security of network and information systems;or affects the financial interests of the European Union or relating to the internal market; or
- (i) that information tending to show any matter falling within paragraphs (a) – (h) above has been, is being or is likely to be concealed or destroyed.

It is immaterial whether the subject matter of the disclosure takes place in Ireland or elsewhere and whether the law applying to it is that of Ireland or of any other country or territory.

3. **What is not in Scope**

This Ireland Policy should not be used to raise complaints relating to interpersonal grievances exclusively affecting you, namely grievances about interpersonal conflicts between you and another worker, or a matter concerning a complaint by you to, or about, Zimmer Biomet which concerns you exclusively. In such circumstances, it would be more appropriate that the matter is dealt with through Zimmer Biomet's other policies, as appropriate.

This Ireland Policy does not apply to wrongdoings which it is in your function or Zimmer Biomet's function to detect, investigate or prosecute and does not involve an act or omission on the part of Zimmer Biomet.

If you are uncertain whether something is within the scope of this Ireland Policy, you should seek advice from the Global Compliance Investigation department ("GCI") or ZB Ireland's Compliance Manager.

Lastly, anonymous complaints are excluded from this Ireland Policy. Anonymous reports will be handled under the global whistleblowing policy.

4. **How your Concern is managed internally**

GCI has overall responsibility for this Ireland Policy and for reviewing the effectiveness of actions taken in response to concerns arising under this Ireland Policy.

You will be provided with an acknowledge of the report, in writing, within 7 days of the report being submitted.

Unless otherwise required, a member of GCI will be designated to follow up on the report and will communicate with and, where necessary, request further information from you.

You will be provided feedback within a reasonable time, being not more than 3 months from the date the acknowledgement of receipt. Where you so request in writing, you will be provided further feedback at intervals of 3 months until such time as the procedure concerned is closed.

5. **Conflicts with the 2014 Act**

This Ireland Policy shall be regarded as an "*internal procedure*" for the purposes of section 6 of the 2014 Act. Should any inconsistencies exist between the terms of this Ireland Policy in respect of Protected Disclosures and the terms of the 2014 Act, then the terms of the 2014 Act shall prevail.

6. **Disclosures to external authorities**

The aim of the Global Compliance Program, read with this Ireland Policy, is to provide an internal mechanism for reporting, investigating and remedying any wrongdoing at Zimmer Biomet. In most cases, you should not find it necessary to make disclosures to

anyone externally. In some specified circumstances it may be appropriate or required to report concerns to an external body such as a regulator or An Garda Síochána. It will very rarely, if ever, be appropriate to alert the media and, in general, you should only do so as a last resort. Zimmer Biomet strongly encourages you to seek advice before reporting a concern to anyone externally.

You may make a disclosure to a prescribed person or the Protected Disclosures Commissioner if you reasonably believe that the relevant wrongdoing is within the remit of the prescribed person and the information you disclose and any allegation in it are substantially true. In general, prescribed persons have regulatory functions in the area which are the subject of the allegations. Examples include the Higher Education Authority and the Data Protection Commission. A full list of prescribed persons by sector is available on gov.ie. The Central Bank of Ireland is the prescribed person for all matters relating to contraventions of financial services legislation (within the meaning of the 2014 Act).

For the purposes of enabling the making of reports by you, prescribed persons and the Protected Disclosures Commissioner are required establish, maintain and operate independent and autonomous external reporting channels and procedures for receiving and handling such reports and for follow-up of same.

Concerns raised under this Ireland Policy may sometimes relate to the actions of a third party, such as a supplier or service provider. In some circumstances, the law may protect you if you raise the matter with the third party directly. However, Zimmer Biomet encourages you to report such concerns internally first.

7. **Status of the Ireland Policy**

Employees should note that the procedures outlined in this Ireland Policy do not form part of any contract of employment and may be amended by Zimmer Biomet from time to time.

8. **Review of this Policy**

The Ireland Policy will be subject to periodic review and will be amended and updated from time to time in line with best practice, any changes in the law or relevant codes of practice.

9. **Further information**

All questions relating to the execution or interpretation of this policy should be referred to ZB Ireland's Compliance Manager, Wian Steyn, Email: wian.steyn@zimmerbiomet.com.