

# Code of Business Conduct and Ethics



## OUR MISSION

*Alleviate pain and improve the quality of life for people around the world.*

### GUIDING PRINCIPLES

- ✔ ***Respect the contributions and perspectives of all Team Members.***

We respect you for your individual contributions and your diverse perspectives. We support your professional growth and provide you with opportunities to share in the company's success.
- ✔ ***Commit to the highest standards of patient safety, quality and integrity.***

We commit to the highest standards of patient safety and quality in our products and services, and to world-class integrity and ethical business practices.
- ✔ ***Focus our resources in areas where we will make a difference.***

We focus our resources in areas where we will make the greatest impact for our customers and patients through our collective knowledge of the disease state or market, established infrastructure, relevant engineering expertise and skillsets.
- ✔ ***Ensure the company's return is equivalent to the value we provide our customers and patients.***

We innovate to provide value through effective and efficient solutions for customers and improved outcomes for patients to ensure the company's return is equivalent to the value we provide our customers and patients.
- ✔ ***Give back to our communities and people in need.***

We partner with communities where we live and work and support causes and programs that forward our mission for people in need.

*Every day, we commit to the highest standards of patient safety and quality in our products and services, and to world-class integrity and ethical business practices.*

**Dear Team Member,**

As a global leader in the musculoskeletal healthcare industry, we strive for excellence across every facet of our business—in research and development, manufacturing and quality, commercial operations and all support functions. Every Team Member plays a role in the company’s mission to alleviate pain and improve the quality of life for people around the world.

You are integral to this mission.

Helping to improve people’s lives is a great honor and responsibility we all share. Every day, we must strive for the highest standards of patient safety, quality and integrity in all that we do. Whether we work with surgeons, regulators, distributors, partners or fellow Team Members, we must recognize that what we do to contribute to the company’s mission is just as important as how we do it. Each of us must commit every day to conduct our work with honesty, integrity and world-class ethical standards.

The Zimmer Biomet Code of Business Conduct and Ethics defines this shared approach to delivering high performance with high integrity. It articulates the ethical standards by which we hold ourselves and our fellow Team Members accountable, and it guides and inspires our interactions with customers and with people in the communities in which we live and work.

Zimmer Biomet’s Board, Senior Leaders, and Management are committed to maintaining a culture of integrity and compliance, and it is the responsibility of every Zimmer Biomet Team Member, including me, to live out our Code of Business Conduct and Ethics every day for the benefit of the people we serve.

Thank you for all that you do—with upmost integrity—to make a difference in the lives of patients.



Sincerely,

A handwritten signature in black ink that reads "Bryan Hanson". The signature is fluid and cursive, with a long horizontal stroke at the end.

Bryan C. Hanson  
*President and Chief Executive Officer*

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## Introduction

Zimmer Biomet has an important role as a worldwide leader in the musculoskeletal healthcare industry. We are dedicated to alleviating pain and improving the quality of life for people around the world.

The Zimmer Biomet Code of Business Conduct and Ethics (the Code) reflects our mission and guiding principles, and serves as the foundation for Zimmer Biomet policies and procedures.

The Code applies to Zimmer Biomet Holdings, Inc., its subsidiaries and affiliates, and all of its Team Members. (For purposes of the Code and other Zimmer Biomet compliance policies and procedures, Team Members are defined as all officers, directors and employees of Zimmer Biomet Holdings, Inc. and its subsidiaries and affiliates, as well as leased staff provided through temporary service agencies and independent contractors who are performing services for Zimmer Biomet. These people are collectively known as Team Members.)

Zimmer Biomet also expects its distributors, sales agents, joint venture partners, and other third-party agents and representatives to follow the Code when acting on its behalf or for the company's benefit. These people are collectively known as Business Partners.

It is important for all global Team Members and Business Partners to read, understand and follow the Code and applicable law.

## The Importance of Asking Questions

If you are unsure whether a certain activity would comply with the Code, ask yourself:

**“Would this activity reflect positively on Zimmer Biomet?”**

**“Would I be comfortable if this activity became publicly known?”**

If the answer to either question is “no” or “I don't know,” ask your manager or a representative from Compliance, Human Resources or Legal for guidance.

Your commitment to the principles and ethical standards outlined in the Code will ensure Zimmer Biomet continues to act as a trusted leader in the industry.

To report a known or suspected issue,  
contact **+1.877.593.4582**  
or visit [zimmerbiomet.ethicspoint.com](http://zimmerbiomet.ethicspoint.com)

## Our Team Members are Our Most Important Asset

To create a culture of respect at Zimmer Biomet, we work hard to maintain open lines of communication internally so that Team Members have a better understanding of our business and mission and can move forward with a winning attitude, discipline and a sense of urgency.

We are committed to complying with all laws for a healthy, safe, fair and harassment-free workplace. By doing so, we help maintain a strong reputation in the musculoskeletal healthcare industry and remain an employer of choice.



We work hard to maintain open lines of communication internally so that Team Members have a better understanding of our business and mission.

## Hiring and Development

We are dedicated to attracting and retaining the best talent and helping Team Members achieve their full potential. We hire, compensate and promote based on qualifications, experience and skills. We do not offer employment as a means of improperly obtaining or retaining business or business advantages. We do not hire individuals that appear on Zimmer Biomet's Restricted Parties List, an internally-maintained list of individuals and entities with whom Zimmer Biomet chooses not to do business.

We provide Team Members with the necessary support and training to meet their identified goals.\* We review our Team Members' performance periodically and provide a compensation program that allows them to share in successes they help create.

Zimmer Biomet also provides opportunities for Team Member growth and development through continuing education.\* We encourage Team Members to speak to their managers or supervisors about specific opportunities for career growth.

We promote a fair and competitive work environment. Zimmer Biomet complies with wage and hour laws. Managers and supervisors must follow these laws and ensure that we do as well.

Zimmer Biomet is committed to respecting the human rights, dignity and privacy of the individual. We follow applicable labor laws and do not allow Zimmer Biomet or its Business Partners to engage in child labor, forced labor or human trafficking.



Zimmer Biomet provides opportunities for Team Member growth and development through continuing education.

\*Refers to full- and part-time employees of Zimmer Biomet.

## Diversity in the Workplace

Zimmer Biomet welcomes and promotes diversity within the workforce. Diversity is much more than categories of persons, and we value and respect all Team Members' ideas and perspectives. This will continue to drive our success.



We are committed to providing equal employment opportunities for all of our Team Members.

We are committed to providing equal employment opportunities for all Team Members without regard to race, color, creed, religion, national origin, citizenship, gender, gender identity, sexual orientation, marital status, pregnancy status, age, medical condition, disability, or military or veteran status.



## Conduct in the Workplace and Workplace Harassment

Team Members are fundamental to our success. Zimmer Biomet values and appreciates each Team Member's diversity and unique contributions. We will not tolerate discrimination or harassment of any kind based on a protected status, including unwelcome or unwanted attention or discriminatory conduct based on an individual's race, color, creed, religion, national origin, citizenship, gender, gender identity, sexual orientation, marital status, pregnancy status, age, medical condition, disability, or military or veteran status.

Harassment can include verbal, nonverbal, physical or sexual conduct. What one individual may think is harmless may be perceived by another as harassing, hostile, intimidating or humiliating. Remember, intention and perception may vary. It is not intent that determines what is considered an act of harassment. Instead, it is the reasonable perception of the person targeted by or is subject to the activity that matters. In work activities and interactions with others, Team Members may not engage in:

- ▶ **Racial, religious, gender-based or other stereotyping**
- ▶ **Derogatory jokes or gestures**
- ▶ **Physical or verbal conduct of a sexual, racist or defamatory nature**
- ▶ **Physically intimidating or aggressive acts**
- ▶ **Inappropriate humor**
- ▶ **Communicating or displaying offensive material in the workplace or during work-related activities**

As Team Members, we each have a role to play in providing a positive work environment. Our managers and supervisors are vital in establishing a culture of appreciation, respect, fairness and trust that contributes to our Team Members' physical and emotional well-being. Managers and supervisors set an example for Team Members through their verbal and nonverbal behavior. Similarly, Team Members should support and help create a positive workplace experience for everyone.

If workplace harassment occurs, Team Members should report incidents as soon as possible to their manager or supervisor, to Human Resources or through the Zimmer Biomet Compliance Hotline.

As Team Members, we each have a role to play in the creation of a positive work environment.


## Health, Safety and Environment

Zimmer Biomet is committed to protecting the health and safety of its customers, Team Members, the public and the environment.

Zimmer Biomet is dedicated to providing its Team Members with a safe and healthy workplace. Team Members have a shared responsibility to maintain such a workplace by following Zimmer Biomet's health and safety rules and practices. These include reporting work-related accidents and injuries, as well as unsafe equipment, practices or conditions.

Regardless of the situation, certain behaviors are unacceptable. Violence and threatening behavior will not be tolerated. The use, possession, manufacture, sale or distribution of drugs in violation of applicable law or Zimmer Biomet policy is prohibited on company premises and/or on the job. Zimmer Biomet expects Team Members to perform their duties unimpaired by drugs or alcohol.

Zimmer Biomet conducts its activities in an environmentally sustainable manner to minimize negative effects on the environment. We comply with all applicable environmental laws, including those affecting air emissions, water purity and waste disposal.



Zimmer Biomet is committed to protecting the health and safety of its customers, Team Members, the public and the environment.

Team Members are expected to do the right thing and follow the Code and the company's policies and procedures in their work on behalf of the company.

Team Members directly contribute to Zimmer Biomet's success and reputation by applying their unique skills, sense of responsibility and sound judgment. Zimmer Biomet expects its Team Members to:

- ✔ **Conduct themselves in accordance with the company's mission and guiding principles**
- ✔ **Maintain a standard of honesty**
- ✔ **Take responsibility for their jobs and accountability for their work**
- ✔ **Be good stewards of company resources**

#### **Business Courtesies (e.g., Meals and Travel)**

Business courtesies—such as meals and travel—may be provided or accepted in accordance with the company's policies and procedures. Zimmer Biomet believes that decisions about products and services should be made in the best interests of patients. We do not try to earn business by offering or accepting business courtesies as improper inducements to decision makers.



Maintain  
a standard  
of honesty.

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or visit [zimmerbiomet.ethicspoint.com](http://zimmerbiomet.ethicspoint.com)

## Conflicts of Interest

A conflict of interest arises when a person's private interests could influence or interfere—or appear to interfere—with Zimmer Biomet's interests or a Team Member's performance, responsibilities or loyalties to Zimmer Biomet. The existence of a conflict of interest depends upon the circumstances, including the nature and relative importance of the interests involved. Conflicts of interest are strictly prohibited unless they are disclosed to and resolved by Human Resources or Compliance in accordance with the company's policies and procedures.

Team Members who are not sure whether a certain activity or situation might be or is an actual or potential conflict of interest should contact Human Resources or Compliance.

## Corporate Opportunities

Without the consent of Zimmer Biomet's Board of Directors or its delegate, Team Members are prohibited from accepting personal business opportunities that are discovered through their Zimmer Biomet positions or their use of Zimmer Biomet property or information. Team Members should place Zimmer Biomet's interests first when such business opportunities arise. Team Members may not use Zimmer Biomet property, information or their position within the company for personal gain, nor may they compete with Zimmer Biomet directly or indirectly.

We do not try to earn business by offering or accepting business courtesies as improper inducements to decision makers.

## Corporate Records

All of Zimmer Biomet's books, records, accounts and financial statements must be maintained in reasonable detail, must accurately reflect transactions and must conform to legal requirements and internal controls. For example, Team Members must:

- ✔ **Make sure that manufacturing documents meet internal and external requirements and support Zimmer Biomet's product safety efforts**
- ✔ **Maintain clinical data that meet regulatory and corporate confidentiality standards**
- ✔ **Accurately document and record business expenses**

Unrecorded or "off the books" funds or assets are strictly prohibited. Zimmer Biomet requires honest and accurate recording and reporting of information to help control processes, to detect and close gaps, and to make responsible business decisions. Records should be kept or destroyed according to Zimmer Biomet's record retention policies.

If you are not sure whether a certain expense is legitimate, ask your manager or another supervisor. Rules and guidelines also are available from Finance.



Team Members are responsible for maintaining the accuracy, confidentiality and security of all records.

## Use of Corporate Assets

Zimmer Biomet has an ethical responsibility to its stockholders to operate cost efficiently. Similarly, Team Members have an ethical responsibility to protect and ensure the efficient use of Zimmer Biomet's assets and property.

Generally, Zimmer Biomet property, such as office supplies, production equipment, products and facilities, may not be used for private or non-Zimmer Biomet business. Zimmer Biomet permits the use of computers and telephones for occasional and appropriate personal use as long as such use does not:

- ✔ **Negatively affect work performance**
- ✔ **Result in significant cost to Zimmer Biomet**
- ✔ **Cause other liability or damages to Zimmer Biomet**

Theft, carelessness and waste have a direct effect on profitability, which in turn could impair the company's ability to reinvest in new product development, provide training and maintain Team Member benefit and compensation packages.\*

When representing Zimmer Biomet or traveling for the company, Team Members should spend responsibly and moderately in accordance with established company guidelines.

## Copyrighted Materials and Computer Software

From time to time, Team Members may be required to replicate copyrighted work for business purposes. Team Members must ensure that such copying complies with applicable copyright law.

Similarly, Team Members may copy and use licensed software only in accordance with the applicable software licensing agreement.

Team Members should contact Legal with questions regarding copyright protections.

\*Refers to full- and part-time employees of Zimmer Biomet.



► **We work hard to earn the trust of healthcare professionals, patients, and government and industry regulators by going the extra mile in everything we do.**

We maintain that trust by holding ourselves to the highest ethical standards, conducting our business with integrity, and complying with all applicable laws and regulations.

Obeying the law, both in letter and in spirit, is the foundation upon which Zimmer Biomet's ethical standards are built. All Team Members must respect and obey all applicable laws, regulations and rules, as well as Zimmer Biomet's policies and procedures.



## Improper Payments

Zimmer Biomet is committed to complying with applicable antikickback, antibribery and anticorruption laws in all countries in which it operates and does business. Team Members and Business Partners must not offer, promise, authorize or pay a kickback, bribe or anything of value (directly or indirectly) to an individual in order to improperly obtain or reward favorable treatment in a business transaction. The company does not provide, offer or accept improper payments under any circumstances, even if the end result is losing or walking away from business.

Zimmer Biomet has a zero tolerance policy when it comes to improper payments.

## Competition, Fair Dealing and Antitrust

Zimmer Biomet seeks to outperform its competition fairly and honestly. We strive for competitive advantages through superior performance, never through unethical or illegal business practices. Stealing or otherwise improperly obtaining proprietary information from another company, possessing trade secret information that was obtained without the owner's consent or inducing such disclosures by past or present Team Members of other companies is strictly prohibited.

The company expects Team Members and Business Partners to deal fairly with customers, suppliers, competitors and other Team Members. We do not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other intentional unfair dealing practice.

Team Members and Business Partners are also prohibited from collaborating with a competitor or from taking actions that could have an improper anticompetitive effect without preapproval from Legal.



Zimmer Biomet seeks to outperform its competition fairly and honestly.

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## Interactions with Healthcare Professionals

Zimmer Biomet is committed to ethical interactions with healthcare professionals. Strong working relationships with healthcare professionals are essential to the company's success and to continued improvement and innovation in patient care.

Zimmer Biomet and its Business Partners regularly consult with experienced healthcare professionals who render services to the company in various fields, including product development, clinical research, and training and education on the safe and effective use of our products. Many of these healthcare professionals are also customers who recommend and use our products and services.

Our collaborations with healthcare professionals are closely regulated by government authorities and are subject to additional scrutiny because of the different roles and financial relationships healthcare professionals may have with the company. As such, we strictly adhere to the following rules:

Zimmer Biomet never conditions or rewards a financial arrangement with a healthcare professional.

Zimmer Biomet and its Business Partners do not use interactions with healthcare professionals to improperly influence purchasing, leasing, recommendation, use, prescription, or coverage decisions associated with Zimmer Biomet products and services.

All product decisions should be made in the best interests of the patient and not in return for any kind of payment or other advantage from the company.

Zimmer Biomet selects and engages healthcare professionals for consulting services solely based on their qualifications, experiences, skills and expertise to address an identified need, not based on actual or potential Zimmer Biomet business.

Zimmer Biomet compensates healthcare professionals for legitimate services provided based on fair market value principles.

All arrangements with healthcare professionals must be properly approved and appropriately documented.

Zimmer Biomet never conditions or rewards a financial arrangement with healthcare professionals. Zimmer Biomet and its Business Partners do not provide free products, services or grants to healthcare professionals in exchange for an explicit or implicit agreement to use, purchase, order or recommend Zimmer Biomet products.

## Insider Trading

All countries have adopted laws prohibiting stock trading based on material, nonpublic insider information. Team Members may encounter such insider information in the course of their work, including information about potential acquisitions, earnings, new products or discoveries, product approvals, major management changes, upcoming litigation or regulatory proceedings and joint ventures. Team Members who have access to insider information are not permitted to use or share that information (tipping) for stock trading purposes for personal gain, for the benefit of another individual or for purposes other than to conduct Zimmer Biomet business.

This prohibition includes stock trading, securities and tipping information related to Zimmer Biomet as well as:

- **Current or prospective customers or Business Partners of Zimmer Biomet**
- **Companies negotiating an agreement with Zimmer Biomet**

In addition to insider trading prohibitions, Team Members must be alert to how internal information about Zimmer Biomet is communicated outside the company. Communicating information prematurely, incorrectly or without proper clearance—no matter how insignificant, harmless or innocent the communication may seem—could have a serious effect on the company’s competitive position, stock price, pending litigation or stockholder value.

## Purchasing Practices

Zimmer Biomet sources its supplies and services solely on the basis of quality, price and value. We treat our Business Partners fairly, openly and honestly.

In our efforts to support the international community of which we are a part, Zimmer Biomet follows the applicable laws and regulations governing disclosure and conduct related to conflict minerals. We engage in a reasonable due diligence process with our suppliers on the origin, source and chain of custody of conflict minerals.

Individuals who violate insider trading laws by trading or tipping may be subject to severe civil and criminal penalties, even if they did not engage in the transaction or personally benefit from the trading.

## Expectations of Business Partners

Zimmer Biomet expects its Business Partners to act with the same high level of integrity and commitment to ethical business practices as Team Members. Zimmer Biomet requires its Business Partners to adhere to this Code and all provisions contained herein. We also require Business Partners to comply with other company policies and procedures, including relevant Compliance Manuals issued by the company, and to refrain from engaging individuals or entities that appear on Zimmer Biomet's Restricted Parties List.

- **Zimmer Biomet is dedicated to manufacturing products of the highest quality that are safe and effective.**

We respect the laws and regulations of all countries in which we do business and recognize the importance of our relationships with regulators to promote smooth business operations.

We treat our  
Business Partners  
fairly, openly  
and honestly.



### Our Commitment to Quality

Patients and healthcare professionals rely upon the company's commitment to the quality of its products, instruments and services. Regulatory compliant systems and processes have been adopted and implemented to ensure the highest standards of quality and safety.

All Team Members play a key role in continually improving the company's quality assurance systems and processes. We count on Team Members to follow applicable laws, regulations, and policies and procedures. Team Members are encouraged to raise questions and voice concerns about issues that may affect the quality or safety of products, instruments and services.



### International Trade Restrictions

As a global company, Zimmer Biomet regularly sells and ships its products internationally. We are committed to following applicable import and export control laws and regulations in the United States and in countries in which we conduct business.

Zimmer Biomet does not participate in trade with sanctioned countries or prohibited boycotts without written approval from Global Trade Compliance.

To report a known or suspected issue,  
contact **+1.877.593.4582**  
or visit [zimmerbiomet.ethicspoint.com](http://zimmerbiomet.ethicspoint.com)

## Government Inspections and Investigations

From time to time, we may be contacted by or receive requests for information from government investigators. It is the company's policy to cooperate fully with government inspections and investigations. Team Members must never destroy or alter documents, lie or make misleading statements to a government investigator, attempt to cause another Team Member to provide inaccurate information and/or obstruct, mislead or delay the communication of information or documents to government authorities. Team Members must fully cooperate during inspections and investigations.

If a Team Member is contacted by or receives a request for information from a government investigator, he or she should immediately notify:

- **His or her manager**
- **Regional or divisional legal**
- **Regional compliance**

Legal and Compliance must notify the General Counsel and Chief Compliance Officer about the request. Team Members may not provide documentation to government investigators without written preapproval from the Chief Compliance Officer or General Counsel.



Zimmer Biomet has systems and processes in place to ensure the highest standards of quality and safety.

► **Zimmer Biomet recognizes the importance of engaging with key stakeholders in the communities in which we operate and do business.**

As a publicly traded company, as well as a musculoskeletal healthcare company, Zimmer Biomet follows specific guidelines in advertising, marketing, issuing communications to the public and engaging in the political process.

In addition, safeguarding Team Member, customer and other data is imperative to maintain the trust of the company's internal and external stakeholders.

As a good corporate citizen, we encourage participation in and regularly support charitable, educational and humanitarian organizations around the world.

### **Corporate Communications**

In the course of doing business, we communicate with customers, healthcare professionals, government officials, financial analysts and others in the public domain. Communicating with these audiences in a thoughtful, careful and appropriate manner is vital to safeguarding our reputation.

All written and oral communications intended for external audiences—including speeches, press releases and presentations—must be reviewed by Corporate Communications and potentially other reviewers before issuance.

If the communication is geared toward the investment/analyst community, Investor Relations must review the communication as well.

This policy also applies to information about Zimmer Biomet that Team Members may post online or share via social media.

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or visit [zimmerbiomet.ethicspoint.com](https://zimmerbiomet.ethicspoint.com)

## Advertising and Marketing Practices

Advertising and marketing are important tools that contribute to our success. Zimmer Biomet follows local, regional and country-specific laws and regulations governing advertising and marketing practices. Advertisement and promotion of the company's products are subject to internal preapproval processes, including approval by Legal.

It is Zimmer Biomet's policy to promote and market its products in a lawful and truthful manner. Team Members must be careful to offer an accurate representation of product and service capabilities and benefits. All promotional presentations, including product claims and comparisons, should be accurate, balanced, fair, objective, unambiguous and consistent with product labeling.

Similarly, comparisons of Zimmer Biomet products to a competitor's products should be fair, substantiated and in compliance with all laws and regulations. Zimmer Biomet products should not be labeled or marketed in ways that could confuse them with those of its competitors. We should not disparage competitors' products, services or employees.

We market our products only for their approved uses as determined by regulators and governmental agencies.

Generally, Zimmer Biomet does not engage in activities that promote healthcare professionals or their institutions. Activities related to healthcare professionals must comply with applicable legal and regional practices and meet fair market value requirements.

We market our products only for their approved uses.



## Proprietary or Confidential Information

Team Members must use their best judgment when disclosing proprietary or confidential information regarding Zimmer Biomet or its customers to other Team Members and must only disclose that information on a legitimate need-to-know basis. Team Members must not disclose or permit the disclosure of any proprietary or confidential information to non-Team Members, except when such disclosure is preapproved by Legal or is legally mandated by applicable laws or regulations.

If confidential or proprietary information gets into the wrong hands, accidentally or on purpose, Zimmer Biomet and/or its customers may suffer damages. Team Members' obligation to maintain the confidentiality of Zimmer Biomet's proprietary information continues even after their employment ceases.

Every Team Member has the right to confidentiality of certain employment records and personal information, such as the Team Member's address, date of birth, government identification number, compensation and performance documentation, consistent with applicable laws.\* Zimmer Biomet collects and maintains this personal information in compliance with applicable laws and regulations. We restrict access to this information as appropriate and use it only as necessary for legitimate business purposes, including the administration of Human Resources responsibilities.

All uses of Zimmer Biomet's trademarks and trade names should conform to the company's policies and procedures. Zimmer Biomet respects the intellectual property of others and will not knowingly infringe on others' valid patents, trademarks and/or copyrights. Team Members who believe another company is infringing on a Zimmer Biomet patent, trademark or copyright should contact Legal.

\*Refers to full- and part-time employees of Zimmer Biomet.

Zimmer Biomet  
takes confidentiality  
seriously.

### What is proprietary or confidential information?

Proprietary information: intellectual property, such as trade secrets, patents, trademarks and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports.

Confidential information: all nonpublic information that might be of use to competitors or harmful to the company or its customers, if disclosed; confidential information also includes information that may be used to identify patients who use Zimmer Biomet products.



## Public Disclosures

As a public company, Zimmer Biomet is held to certain standards with respect to public disclosures and announcements. All disclosures and announcements made by Zimmer Biomet to stockholders or the investment community must be accurate and complete, fairly present the subject matter of the disclosure (whether Zimmer Biomet's financial condition, results of operations, cash flows, liquidity or otherwise) and must be shared on a timely basis, as required by applicable law and stock exchange requirements.

Team Members may be called upon to provide or review information that will be included in Zimmer Biomet's filings with the United States Securities and Exchange Commission, other government agencies or otherwise disclosed to the public. Zimmer Biomet expects all Team Members to take this responsibility seriously and to provide information that is relevant, objective, accurate and complete to promote full, fair, accurate, timely and understandable disclosures.

## Charitable, Educational or Humanitarian Efforts

Zimmer Biomet is committed to the communities in which it operates and does business by encouraging participation in and supporting charitable, educational and humanitarian organizations and activities. These efforts may never be used for the purpose of improperly influencing purchasing, leasing, recommendation, use, prescription or coverage decisions associated with Zimmer Biomet products and services.

## Political Process and Contributions

Government officials often need timely, valid information upon which to base their decisions. At times, through designated spokespersons, Zimmer Biomet will offer opinions on legislation that may affect the interests of Zimmer Biomet's business, Team Members or customers. We comply with all applicable laws and regulations related to lobbying or attempting to influence government officials. Nevertheless, Zimmer Biomet does not make corporate political contributions.

▸ **The Code outlines principles and ethical standards that apply to all Team Members.**

You are expected to conduct yourself according to the legal and ethical standards outlined in the Code and Zimmer Biomet policies and procedures.

Team Members should seek to avoid even the perception of improper behavior.

Zimmer Biomet expects all Team Members and Business Partners to read, understand and follow the Code. Periodically, in addition to completing training requirements, Team Members are expected to sign a written acknowledgment that they have read, understand and agree to follow the Code.



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## Reporting a Potential or Known Violation

From time to time, Team Members or Business Partners may learn or suspect that other Team Members or Business Partners may have violated the company's policies and procedures or applicable laws, regulations and industry codes.

Team Members and Business Partners are required to report any known or suspected concerns or violations either directly to their managers, supervisors or Compliance or through the company's Compliance Hotline.

Known or suspected activities that must be reported include the following:

- Violations of applicable laws, regulations or industry codes**
- Violations of U.S. federal healthcare program requirements**
- Violations of the Code**
- Violations of policies and procedures**
- Concerns about Zimmer Biomet's accounting, internal accounting control or auditing-related matters.**

It is in our collective best interest to report such violations immediately as doing so may help Zimmer Biomet prevent illegal or unethical conduct from occurring or continuing and may also prevent a situation from escalating.

Reports and reporter identities will be treated as confidentially as possible, consistent with the company's obligation and commitment to investigate such reports and any legal disclosure requirement. Team Members and Business Partners may choose to make such reports anonymously through the hotline process unless otherwise required by law. Zimmer Biomet prohibits retaliation against anyone who makes a good faith report of a known or suspected concern.

Failure to report known or potential violations can have significant consequences. Depending upon the seriousness of the violation and applicable laws, Team Members or Business Partners who violate the Code, fail to report a potential compliance issue, withhold information about an actual or suspected compliance or legal issue or otherwise fail to cooperate in an investigation will face appropriate disciplinary action, which may include termination of employment or service.

In addition, Team Members or Business Partners who violate laws and government regulations could expose themselves and Zimmer Biomet to substantial fines, penalties and damages.

Zimmer Biomet's Compliance Hotline is operated by a third-party service provider and is available 24 hours a day, seven days a week.



**Call +1.877.593.4582** (tollfree in the U.S., Canada and Puerto Rico)

Phone numbers for Team Members outside the U.S., Canada and Puerto Rico are available under the telephone tab on the Compliance Hotline website.



**Email** [compliance.hotline@zimmerbiomet.com](mailto:compliance.hotline@zimmerbiomet.com)



**Internet** [zimmerbiomet.ethicspoint.com](http://zimmerbiomet.ethicspoint.com)

## Nonretaliation

Zimmer Biomet prohibits retaliation against Team Members or Business Partners who make a good faith report of a known or suspected compliance or legal issue. “Good faith” does not mean the Team Member or Business Partners has to be right, but it does mean the Team Member believes he or she is providing truthful information. Team Members or Business Partners who feel they have been subjected to retaliation should report the situation to Human Resources, Compliance or through the Compliance Hotline.

Team Members or Business Partners may bring questions or concerns to Zimmer Biomet’s attention through one of the available channels. Team Members or Business Partners should choose the method of reporting with which they are most comfortable.

Simple questioning of a Team Member or Business Partners reporting a violation could be considered a form of retaliation, as it may make the Team Member or Business Partners feel he or she did something wrong by reporting the incident or that a different reporting method should have been used instead.

Team Members who retaliate against other Team Members or Business Partners for reporting known or suspected violations of our legal or ethical obligations will be in violation of the Code and subject to disciplinary action, up to and including dismissal. Retaliation may also be a violation of the law and could subject the individual offender and Zimmer Biomet to legal liability.



## Conflicts

The Code provides guidance regarding applicable laws and regulations where Zimmer Biomet operates; however, such laws and regulations are often complex and vary from country to country. If a conflict exists between the Code and a law or regulation, the most restrictive requirement applies.

Team Members who believe a conflict exists between the Code and a law or regulation should contact Human Resources or Compliance.

## Waivers

It may be appropriate for a provision of the Code to be waived in a particular circumstance. Team Members seeking a waiver must speak to their manager or supervisor, who will then contact Compliance. Unless preapproved in writing by the Chief Compliance Officer, all provisions of this Code apply.

Waivers of the Code for executive officers or Zimmer Biomet Board of Directors may only be made by the board of directors and will be disclosed promptly according to the applicable requirements of the U.S. Securities and Exchange Commission.

Zimmer Biomet reserves the right to periodically review the Code to determine if revisions are appropriate and to make the necessary revisions.



**ZIMMER BIOMET**

Your progress. Our promise.®

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[zimmerbiomet.com](http://zimmerbiomet.com)