ZIMMER BIOMET HOLDINGS, INC.

CHARTER OF THE COMPENSATION AND MANAGEMENT DEVELOPMENT COMMITTEE OF THE BOARD OF DIRECTORS

Purpose

The Compensation and Management Development Committee (the "Committee") of the Board of Directors (the "Board") of Zimmer Biomet Holdings, Inc. (the "Company") is appointed by the Board to assist the Board in discharging its responsibilities relating to compensation and development of the Company's officers and certain members of senior management. The Committee has overall responsibility for approving and evaluating the executive compensation plans, policies and programs of the Company.

The Committee is also responsible for producing the Compensation Committee Report to be included in the Company's proxy statement and must review and discuss with management the compensation discussion and analysis (the "CD&A") and recommend its inclusion in the Company's Annual Report on Form 10-K and its proxy statement, all in accordance with applicable rules and regulations.

Committee Membership

The Committee shall consist of at least three directors. Each of the members of the Committee shall meet the independence standards under the corporate governance requirements of the New York Stock Exchange ("NYSE") and Rule 10C-1(b)(3) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Each member shall also be a "Non-Employee Director" as defined in Rule 16b-3 under the Exchange Act and an "outside director" as defined by the regulations under Section 162(m) of the Internal Revenue Code of 1986, as amended.

The members of the Committee and the Chair of the Committee shall be appointed by the Board on the recommendation of the Corporate Governance Committee. Committee members may be replaced by the Board. The Committee may form and delegate authority to subcommittees when appropriate, provided the subcommittees are composed entirely of independent directors.

Committee Authority and Responsibilities

1. The Committee shall annually review and approve corporate goals and objectives relevant to Chief Executive Officer ("CEO") compensation, evaluate the CEO's performance in light of those goals and objectives, and, either as a committee or together with the other independent directors on the Board (as directed by the Board), determine and approve the CEO's compensation level based on this evaluation, including annual base salary, annual and long-term incentive opportunities, equity compensation and any special or supplemental benefits.

2. The Committee shall annually review and discuss with the CEO the performance of the Company's other executive officers and shall review and approve the annual

compensation for the executive officers based on this discussion and review, including annual base salary, annual and long-term incentive opportunities, equity compensation and any special or supplemental benefits.

3. In determining and approving the long-term incentive component of CEO compensation and compensation of the executive officers, the Committee may consider the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs and other executive officers at comparable companies, and the awards given to the CEO and the other executive officers in past years. The Committee shall also provide oversight of management's decisions concerning the performance and compensation of other Company officers.

4. The Committee shall review and make recommendations to the Board with respect to incentive compensation plans and equity-based plans. The Committee shall administer the Company's incentive compensation and equity-based plans, including making awards under such plans, and may delegate the authority to administer such plan or make awards thereunder as authorized by the plans or applicable law, and shall review all proposed new or amended employee benefit plans.

5. In making its decisions affecting executive compensation policies and practices, the Committee shall consider the results of voting on advisory proposals submitted to stockholders relating to executive compensation.

6. The Committee shall review the median of the annual total compensation of all of the Company’s employees (other than the CEO), the annual total compensation of the CEO and the ratio of those two amounts, following the availability of such information calculated in accordance with the rules of the Securities and Exchange Commission.

7. The Committee shall oversee the process for identifying and addressing any material risks relating to the Company's compensation policies and practices for all employees. The Committee shall consider the extent, if any, to which risks arising from the Company's compensation policies and practices are reasonably likely to have any material adverse effects. The Committee shall also consider the extent, if any, to which incentive compensation programs encourage unnecessary or excessive risk taking or illegal or improper behavior by employees.

8. The Committee shall approve and authorize the Company to enter into any employment agreements, severance arrangements, change in control agreements or provisions, or other compensation-related agreements, in each case as, when and if appropriate, with executive officers of the Company.

9. The Committee shall approve and periodically assess the effectiveness of any policies, plans or agreements concerning the recoupment of incentive compensation, or "clawback policies."

10. The Committee shall periodically review the Company's policies on perquisites and the value of perquisites for executive officers and directors. No changes in perquisites for executive officers and directors shall be made without prior approval of the Committee.

11. The Committee shall approve the amount of any discretionary contribution to be made by the Company under its 401(k) Plan.

12. The Committee shall cooperate with the Corporate Governance Committee in reviewing director compensation as frequently as the Corporate Governance Committee deems it necessary and shall be consulted by the Corporate Governance Committee with respect to any proposed changes in director compensation.

13. The Committee shall recommend to the full Board for approval the form and amount of additional compensation payable to the non-management Chairman of the Board for his service in such capacity. The Committee will review the amount of additional compensation to be paid to the non-management Chairman of the Board as frequently as the Committee deems it necessary.

14. The Committee shall conduct an annual review of succession planning, commencing the year after the first full year of service by the CEO, and shall work with the full Board to nominate and evaluate potential successors to the CEO. The CEO shall make available his recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

15. The Committee shall annually review and approve the Company's management development programs and procedures.

16. The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of any compensation consultant, independent legal counsel or other advisor engaged to assist the Committee in the performance of its duties, shall be directly responsible for the appointment, compensation and oversight of the work of any advisors retained by the Committee and shall receive appropriate funding as determined by the Committee for payment of reasonable compensation to such advisors.

17. The Committee may select a compensation consultant, legal counsel or other advisor only after considering factors relevant to assessing such consultant's or advisor's independence, including the factors required to be considered under applicable rules of the Securities and Exchange Commission and the NYSE.

18. The Committee shall meet prior to the filing of the Company's Annual Report on Form 10-K for the purpose of reviewing and discussing with management the CD&A, recommending the inclusion of the CD&A in the Company's Annual Report on Form 10-K and proxy statement and approving the Compensation Committee Report to be included in the proxy statement.

19. The Committee shall meet at least two times annually or more frequently as circumstances dictate.

20. The Committee shall make regular reports to the Board.

21. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

22. The Committee shall annually review its own performance.

Last Reviewed on September 22, 2016