

## **ZIMMER BIOMET HOLDINGS, INC.**

### **CHARTER OF THE QUALITY, REGULATORY AND TECHNOLOGY COMMITTEE OF THE BOARD OF DIRECTORS**

#### **Purpose**

The Quality, Regulatory and Technology Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Zimmer Biomet Holdings, Inc. (the “Company”) to assist the Board in its oversight of (1) product quality and safety; and (2) the Company’s research, innovation and technology initiatives.

The Committee will function as a broadly knowledgeable and objective group to consider and report periodically to the Board on matters relating to product quality and safety and the Company’s research and development, innovation and technology initiatives. The Committee’s actions will generally be related to high-level strategy. The Committee will not be responsible for the oversight of any human subject research activities that are or may be conducted by the Company.

#### **Committee Membership**

The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than three members. Each member of the Committee shall be a person who the Board has determined meets the independence standards under the rules of the New York Stock Exchange and such other requirements as the Board may determine. The members of the Committee and the Chair of the Committee shall be appointed by the Board and may be replaced by the Board. The Committee may delegate its authority to subcommittees or to the Chair of the Committee when it deems it appropriate and in the best interests of the Company.

#### **Duties and Responsibilities**

Among its duties and responsibilities, the Committee shall:

- **Oversee risk management in the area of product quality and safety, including review and consideration of the following:**
  - the Company’s overall quality strategy;
  - processes in place to monitor and control product quality and safety;
  - results of product quality and quality system assessments by the Company and external regulators; and
  - any significant product quality issues that may arise.
- **Oversee the Company’s research, innovation and technology initiatives in the context of the overall corporate strategy, goals and objectives, including review and consideration of the following as the Committee deems appropriate:**

- the strategic goals, objectives and direction of the Company's research programs and the alignment of those programs with the Company's portfolio of businesses and its long-term business objectives and strategic goals;
  - the relationship of the Company's strategic research plan to the Company's overall approach to technical and commercial innovation and technology acquisition;
  - the Company's product development pipeline;
  - the Company's major technology positions and strategies relative to emerging technologies, emerging concepts of therapy and healthcare, and changing market requirements;
  - the processes for identifying and prioritizing, and, as applicable, the development of, innovative technologies that arise from within and outside the Company;
  - the Company's ability to internally develop technology being, or proposed to be, developed, or to access and maintain such technology from third parties through acquisitions, licensing, collaborations, alliances, investments or otherwise; and
  - the potential impact on the Company in the event that technology being, or proposed to be, developed is not developed or accessed by the Company.
- Meet as often as it determines is appropriate to carry out its responsibilities under this Charter, but not fewer than four times annually.
  - Hold at least two executive sessions each year without members of management present.
  - Hold separate private meetings at least two times annually with the Company's Senior Vice President, Global Quality and Regulatory Affairs.
  - Make reports to the Board as necessary or appropriate.
  - Review and reassess the adequacy of this Charter as often as it deems necessary or appropriate and recommend any proposed changes to the Board for approval.
  - Review its own performance as often as it deems necessary or appropriate.

***Last Reviewed and Revised on May 12, 2017***