Zimmer Holdings Offer and ORTHOsoft Directors' Circular Mailed to Shareholders

Sep 07, 2007

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Zimmer Holdings, Inc. (NYSE: ZMH; SWX: ZMH), a leader in the orthopaedics industry, and ORTHOsoft Inc. (TSX-Venture: OSH), a leader in computer navigation for orthopaedic surgery, announced that Zimmer's indirect wholly owned subsidiary, ZMH Acquisition Co., has mailed today its offer and circular to ORTHOsoft shareholders in connection with Zimmer's previously announced takeover bid for all of ORTHOsoft's outstanding common shares in a cash transaction for CDN$1.10 per common share (the "Offer"). The ORTHOsoft Directors' Circular was also mailed with the Offer.

The Offer is open for acceptance until 6:00 p.m. (Eastern time) on October 15, 2007, unless withdrawn or extended, and is subject to customary closing conditions including, among other things, that the number of ORTHOsoft common shares being validly deposited under the Offer and not withdrawn, upon expiration of the Offer, constitute, together with any common shares directly or indirectly held by ZMH Acquisition Co. and its affiliates, at least 66-2/3% of the common shares calculated on a fully diluted basis and more than 50% of the common shares calculated on a fully diluted basis, the votes attached to which would be included in the minority approval of a second-step business combination.

ORTHOsoft shareholders are advised to read the Offer, the Directors' Circular and related documents, which have been filed with the Canadian securities regulatory authorities, as they contain important information. ORTHOsoft shareholders may obtain a copy of these materials at www.sedar.com.

About Zimmer

Founded in 1927 and headquartered in Warsaw, Indiana, Zimmer is the worldwide #1 pure-play orthopaedic leader in designing, developing, manufacturing and marketing reconstructive and spinal implants, trauma and related orthopaedic surgical products. Zimmer has operations in more than 24 countries around the world and sells products in more than 100 countries. Zimmer's 2006 sales were approximately $3.5 billion. The Company is supported by the efforts of more than 7,000 employees worldwide.

Visit Zimmer on the worldwide web at www.zimmer.com

About ORTHOsoft

ORTHOsoft develops and markets best-in-class medical software, instruments and computerized systems designed to help orthopaedic surgeons increase accuracy in hip, knee and spine implant surgery. ORTHOsoft's FDA-approved patented software solutions are developed by surgeons for surgeons, resulting in intuitive and easy-to-use navigation that tracks surgical flow and provides surgeons with real-time data, thus helping to improve the surgical process and patient outcomes. ORTHOsoft's 2006 revenues were approximately CDN$12.7 million.

Visit ORTHOsoft on the worldwide web at www.orthosoft.ca

Zimmer Safe Harbor Statement

This press release contains forward-looking statements within the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 based on current expectations, estimates, forecasts and projections about the orthopaedics industry, management's beliefs and assumptions made by management. Forward-looking statements may be identified by the use of forward-looking terms such as "may," "will," "expects," "believes," "anticipates," "plans," "estimates," "projects," "assumes," "guides," "targets," "forecasts," and "seeks" or the negative of such terms or other variations on such terms or comparable terminology. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that could cause actual outcomes and results to differ materially. These risks and uncertainties include, but are not limited to, our ability to successfully integrate acquired businesses, the outcome of the Department of Justice investigations announced in March 2005 and June 2006, price and product competition, rapid technological development, demographic changes, dependence on new product development, the mix of our products and services, supply and prices of raw materials and products, customer demand for our products and services, control of costs and expenses, our ability to form and implement alliances, international growth, governmental laws and regulations affecting our U.S. and international businesses, including tax obligations and risks, product liability and intellectual property litigation losses, reimbursement levels from third-party payors, general industry and market conditions and growth rates and general domestic and international economic conditions including interest rate and currency exchange rate fluctuations. For a further list and description of such risks and uncertainties, see our periodic reports filed with the U.S. Securities and Exchange Commission. We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be set forth in our periodic reports. Readers of this document are cautioned not to place undue reliance on these forward-looking statements, since, while we believe the assumptions on which the forward-looking statements are based are reasonable, there can be no assurance that these forward-looking statements will prove to be accurate. This cautionary statement is applicable to all forward-looking statements contained in this document.

ORTHOsoft Safe Harbor Statement

The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this release.

Certain statements contained in this news release, other than statements of fact that are independently verifiable at the date hereof, may constitute forward-looking statements. Such statements, inherently involve numerous risks and uncertainties, known and unknown, many of which are beyond the control of ORTHOsoft. Such risks include, but are not limited to: the risks that the Offer will be unsuccessful for any reason, the impact of general economic conditions, general conditions in the medical industry, and changes to the competitive environment in the jurisdictions in which ORTHOsoft does business, regulatory changes to the health care industry, and adequate protection of the proprietary interests of ORTHOsoft. Consequently, actual future results may differ materially from the anticipated results expressed in the forward-looking statements. The reader should not place undue reliance on the forward-looking statements included in this press release. These statements speak only as of the date made, and ORTHOsoft is under no obligation and disavows any intention to update or revise such statements as a result of any event, circumstances, or otherwise.

SOURCE Zimmer Holdings, Inc.

http://www.zimmer.com