

**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.

**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.

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 as well as other individuals who report directly to the CEO and shall review and approve the annual compensation for the executive officers and other CEO direct reports 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 compensation for the CEO, other executive officers and other CEO direct reports, the Committee may consider the Company's performance and relative stockholder return, the value of similar incentive awards to individuals at comparable companies and the awards given to the CEO, other executive officers and other CEO direct reports in past years.
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 plans or make awards thereunder as authorized by the plans or applicable law.
5. The Committee shall receive periodic reports from the Company's Benefits Committee ("Benefits Committee") regarding the Company's employee benefit plans with respect to which the Benefits Committee has general oversight responsibility.
6. 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.
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 severance 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, oversee and administer policies, plans and 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. No changes in perquisites for executive officers shall be made without prior approval of the Committee.
11. The Committee shall monitor compliance by executive officers with stock ownership guidelines set by the Board.
12. The Committee shall review and approve the selection of the Company's peer companies for purposes of assessing compensation levels, equity usage, incentive plan design and compensation practices.
13. 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 provide input with respect to any proposed changes in director compensation.
14. As part of periodic organization and talent planning, the full Board or the Committee, at the direction of the Board, shall review talent and development plans relative to senior management.
15. 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.
16. 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.
17. The Committee shall review and discuss with management the annual compensation discussion and analysis (the "CD&A") and other compensation-related disclosures in the Company's proxy statement, determine whether to recommend the inclusion of the CD&A in the Company's Annual Report on Form 10-K and proxy statement, and shall approve the Compensation Committee Report to be included in the Company's proxy statement.
18. The full Board or the Committee, at the direction of the Board, shall periodically review and monitor the Company's policies and strategies related to human capital management, including but not limited to those regarding talent recruitment, development and retention; succession planning; health and safety; organizational culture; employee engagement; diversity, equity and inclusion; and compensation and benefits.
19. The Committee shall meet at least four 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.