

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ [See attachment](#)

Horizontal lines for providing applicable Internal Revenue Code section(s) and subsection(s).

18 Can any resulting loss be recognized? ▶ [See attachment](#)

Horizontal lines for providing information regarding resulting loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ [See attachment](#)

Horizontal lines for providing other information necessary to implement the adjustment.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

DocuSigned by: **Michael Wall**
Signature ▶ _____ Date ▶ **28-Mar-2022**
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Print your name ▶ **Michael G. Wall** Title ▶ **Vice President, Global Tax**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Matthew Heeman	<i>Matthew Heeman</i>	3/28/2022		P01287976
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Zimmer Biomet Holdings, Inc.
EIN: 13-4151777
Attachment to Form 8937

Lines 9, 12

Classification and Description	Ticker Symbol
ZimVie Inc. Common Stock, \$0.01 par value	ZIMV

Line 14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action.

On March 1, 2022, at 12:01 a.m. EST (the “**Distribution Date**”) pursuant to the terms and conditions of the Separation and Distribution Agreement dated March 1, 2022 between Zimmer Biomet Holdings, Inc. (“**Zimmer Biomet**”) and ZimVie Inc. (“**ZimVie**”), Zimmer Biomet distributed approximately 80.3% of the outstanding common stock, \$0.01 par value, of ZimVie (the “**ZimVie Common Stock**”), on a pro rata basis, to holders of record as of the close of business on February 15, 2022 (the “**Distribution**”). In the Distribution, one (1) share of ZimVie Common Stock was distributed for every ten (10) shares of Zimmer Biomet common stock, \$0.01 par value (the “**Zimmer Biomet Common Stock**”); provided, however, that fractional shares of ZimVie Common Stock were not distributed. All fractional shares of ZimVie Common Stock resulting from the Distribution were aggregated and sold by the transfer agent in the open market, on behalf of shareholders of Zimmer Biomet Common Stock, and the proceeds, less any taxes, commissions, or other fees, were distributed to such holders in accordance with their fractional interest in the aggregate number of shares sold. Following the Distribution, Zimmer Biomet owns shares of ZimVie representing approximately 19.7% of the outstanding shares of ZimVie Common Stock (the “**Retained Stock**”) and ZimVie is a separate public company.

Line 15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.

The Distribution qualified as a tax-free distribution under section 355(a) of the Internal Revenue Code of 1986, as amended (the “**Code**”). For U.S. federal income tax purposes, each Zimmer Biomet shareholder received one (1) share of ZimVie Common Stock for every ten (10) shares of Zimmer Biomet Common Stock. Under section 358(a), the aggregate tax basis of Zimmer Biomet Common Stock and ZimVie Common Stock, including any fractional shares deemed received, in the hands of a holder immediately after the Distribution is the same as the aggregate tax basis of the Zimmer Biomet Common Stock immediately before the Distribution, allocated between the Zimmer Biomet Common Stock and ZimVie Common Stock, including any fractional shares deemed received, in proportion to their relative fair market values on the date of the Distribution.

U.S. federal income tax law does not specifically prescribe how shareholders should determine the fair market values of the Zimmer Biomet Common Stock and ZimVie Common Stock for purposes of allocating their tax basis. One reasonable approach is to use the average of the highest and lowest quoted trading prices of Zimmer Biomet Common Stock and ZimVie Common Stock on March 1, 2022, the first trading day on the NYSE (with respect to Zimmer Biomet) and NASDAQ (with respect to ZimVie) after the Distribution (*see Line 16 for additional data*). Under this approach, the pre-Distribution aggregate tax basis in the Zimmer Biomet Common Stock would be allocated **(i)** 97.6928% to Zimmer Biomet Common Stock and **(ii)** 2.3072% to ZimVie Common Stock (*see computation on Line 16 below*). **Other valuation methodologies may exist, and shareholders should consult their own tax advisors regarding basis allocation calculations.**

Further, Zimmer Biomet shareholders that purchased or acquired Zimmer Biomet Common Stock at different times or at different prices should allocate the aggregate tax basis to the ZimVie Common Stock in a manner that replicates, to the greatest extent possible, the bases and holding periods of the Zimmer Biomet Common Stock with respect to which the ZimVie Common Stock was received. This allocation may result in some shares of ZimVie Common Stock having split basis and holding periods.

Line 16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.

The relative fair market value of the Zimmer Biomet Common Stock and ZimVie Common Stock on March 1, 2022 (the first trading day after the Distribution) was calculated using the mean of the highest and lowest quoted prices of Zimmer Biomet Common Stock (\$126.46 high; \$121.08 low; mean \$123.77) and ZimVie Common Stock (\$33.44 high; \$25.005 low; \$29.23 mean). As noted above, each shareholder received one (1) share of ZimVie Common Stock for every ten (10) shares of Zimmer Biomet Common Stock. Accordingly, with respect to the aggregate tax basis in the Zimmer Biomet Common Stock immediately before the distribution **(i)** 97.6928% (*i.e.*, \$1,237.70/\$1,266.93) of the aggregate tax basis is allocable to shares of Zimmer Biomet Common Stock held immediately after the Distribution, and **(ii)** 2.3072% (*i.e.*, \$29.23/\$1,266.93) of the aggregate tax basis is allocable to shares of ZimVie Common Stock received in the Distribution.

Line 17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.

Sections 355(a), 358(a), and 358(b); section 1001 (to the extent cash was received in lieu of fractional shares of ZimVie Common Stock).

Line 18 Can any resulting loss be recognized?

Zimmer Biomet shareholders should not recognize gain or loss for U.S. federal income tax purposes upon the receipt of ZimVie Common Stock in the Distribution. Zimmer Biomet shareholders may recognize gain or loss with respect to cash received in lieu of a fractional share

of ZimVie Common Stock equal to the difference between the cash received and the shareholder's allocated basis in such fractional share.

Line 19 **Provide any other information necessary to implement the adjustment, such as the reportable tax year.**

The Distribution was effective on March 1, 2022. For a shareholder with a calendar tax year, the reportable tax year is 2022.

You are urged to consult your own tax advisors regarding the particular tax consequences of the Distribution to you, including the applicability and effect of all U.S. federal, state, and local and foreign taxes.

Additional information is located in the Information Statement, dated January 21, 2022, distributed to Zimmer Biomet stockholders and filed with the Securities and Exchange Commission on January 21, 2022, particularly the discussion beginning on page 139 under the heading "Material U.S. Federal Income Tax Consequences." You may access the form at www.sec.gov.