

Dear colleagues,

our guiding principles describe, which values we share and how we want to work together – today and in the future. They give us a clear picture of the target, which we must achieve, to secure our company success sustainable. Based on the core idea „Zimmer - The Know-How Factory“ we can achieve this target only together. Especially our values like personnel responsibility, transparency, and openness as well as a correct ethical -behavior and a clear behavior complying with the law at any time are very important in this respect.

This code of conduct summarizes for the first time our important rules and principles in one document, gives an orientation frame and is valid for each of us – for the management, heads of departments or teams and all employees.

It is a claim to us internally and how we act in the company and at the same time an external promise for a responsible behavior against our business partners and the public. Together we have the responsibility for the reputation - the good name - of our company. The misbehavior of a single person can lead to an enormous damage for all of us. Therefore, we ask you dear colleagues to read this code of conduct carefully and to use it together with us as a guideline for our daily behavior.

The management of the Zimmer Group GmbH, Zimmer GmbH, Zimmer GmbH Daempfungssysteme, Zimmer GmbH Kunststofftechnik, Zimmer Systems GmbH and Zimmer International GmbH

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Recitals

The employees of the Zimmer Group have developed common guiding principles or in other words core values. The guiding principles express what is important for our company today and in the future.

We are Zimmer – The Know How Factory, a group of companies with high competence and diversity. Global networking as well as traditional values are the basis for our performance and help that we have a leading position in our markets. We create added value for customers, employees, and shareholders. Together with our customers we solve the challenges of the future. Our doing and thinking are determined by the requirements of our customers. We are open for different ways and develop innovative products. We all accept highest challenges. We act with entrepreneurial spirit, with positive thinking and courage and performance – based – with the target to be the best in class.

Therefore, the engagement and skills of every single person are the basis. The development of our employees is very important for us. Health and safety at work have highest priority. The guideline „we live mutual values“ is valid.

Openness and appreciation for each other characterize how we work together. We build on strong values: Reliability and honesty, credibility, and integrity. Compliance – or in other words behaving according to regulations – is for us self - evident. We confess to the general explanations to human rights from the United Nations as well as to the labour standards of the international labour organization (ILO). These guidelines and rules are valid and binding for all employees worldwide in the Zimmer Group without exception.

Each of our employees, who does not behave according to our group guidelines and rules, must accept consequences according to company regulations and the law. This code of conduct summarizes on this basis the most important guidelines and rules how we act in our daily business. It is a claim to us as well as a claim concerning our behavior against our business partners and in our business environment.

- **Scope of application**

This code of conduct applies to all companies in the Zimmer Group. Those are especially the subsidiaries of the Zimmer Group GmbH (that means Zimmer GmbH, Zimmer GmbH Dämpfungssysteme, Zimmer GmbH Kunststofftechnik, Zimmer Systems GmbH) and of Zimmer International GmbH (that means all foreign subsidiaries), as well as to these two companies itself. If the local law at certain company locations demands specific requirements, or if an employee manual exists, then these regulations are binding. The code of conduct is valid in these cases in addition.

- **Legality principle**

To follow laws and regulations is an important principle for sensible business behavior in the Zimmer Group. We consider always the valid legal regulations and duties, also if shortterm economical disadvantages or difficulties for the company or single persons are connected.

- **Records / reports**

All records, reports and entries into the books or documents in the Zimmer Group must comply with the principles of proper bookkeeping and balancing. All business transactions must be recorded completely, correctly, in a timely manner and in accordance with the specified procedures.

- **Conflict of interest**

Business and private interests are strictly separated in the Zimmer Group. Preference may not be given to business partners out of personal interests. The individual's own position within the company may not be abused for their own personal gain or that of their family or their friends. Conflicts of interest should be avoided from the beginning. If, however conflicts of interest occur, they have to be solved with due regard to laws and legal regulations. The requirement therefore is the transparent disclosure of the conflict.

- **Fair competition**

The guideline for our competitive behavior is technological competence, Innovation, customer orientation and motivated, responsibly acting employees. This is the basis for our high reputation and the sustainable economic success of the Zimmer Group in the global competitive environment. Corruption and antitrust violation threaten these success factors and are not tolerated. (Zero Tolerance). Bribes or cartel agreements are no mediums for us to win an order. Any form of favors or bribery (indirect / direct) whether accepting or making payments, gifts or favors of any kind beyond the lawfully permitted framework and customary scale, is prohibited.

- **Commissions / Consultants**

In the Zimmer Group consultants and intermediaries are only employed in conformity with the legal framework conditions. Especially it must be guaranteed that remunerations are only paid for performed consulting and mediation services and that the remunerations are in appropriate ratio to the performed service.

- **Money laundering prevention**

The Zimmer Group complies with its legal obligations for money laundering prevention and does not participate in money laundering activities. Every employee is requested to check unusual financial transactions with the responsible finance department, especially if they include cash transactions to avoid money laundering.

- **International business relations**

Business activities with countries, persons, or organizations, on which sanctions have been imposed have to be treated restrictively in the Zimmer Group and have to be strictly controlled to guarantee that there is no offence against the legal regulations (Zero Tolerance). The Zimmer Group complies with laws and regulations that determine the way in which companies may export and import products and services and settle payments.

- **Equal-treatment and non-discrimination**

A culture of equal opportunities, of mutual trust and respect for each other is very important for us. We support equal opportunities and prevent discrimination in connection with the recruitment of employees as well as in case of promotions or regarding training and development measures. All employees are treated equally, notwithstanding the gender, age, skin colour, culture, ethnic background, sexual identity, handicaps, religious confession, or the philosophy of life.

- **Human rights and employee rights**

We respect the international accepted human rights and support the compliance. We refuse each kind of child labour or compulsory labour. We acknowledge the right of each employee, to establish workers representations on a democratical basis within the frame of local laws.

- **Fair working conditions**

We are committed to fair compensation and benefits that at a minimum comply with national and local legal standards, regulations or agreements, or the level of national economies/industries and regions. Legal regulations on minimum wages in the respective countries are to be complied with, as are the applicable regulations on working hours, breaks and vacation.

- **Conduct towards employee representatives**

For the Zimmer Group a trustful and close cooperation with the employee representatives constitutes a significant part and established keystone of the company policy. The basis for the mutual reliance and cooperative teamwork are an open and constructive dialog which is characterized by mutual respect.

- **Health and safety at work**

The health and safety of our employees are equal-ranking company targets as the quality of our products and the economic success. Safety at work and health protection are an integrated part of all operating procedures and are involved from the beginning – that means in the planning phase – in the technical, economic, and social considerations. Each of our employees encourages the safety and health protection in his working environment and fulfills the regulations of the worker protection and health protection. The superiors have the duty, to instruct and support the employees in the awareness of this responsibility.

- **Sustainability, environmental protection**

Sustainable environmental protection and climate protection as well as resource efficiency are important company targets for us. In connection with the development of new products and services as well as while running our production facilities we pay attention to the fact, that all impacts for the climate and environment are as small as possible and that our products deliver a positive contribution to the environmental and climate protection for our customers. Every employee has the responsibility, to treat the natural resources gently and to contribute through the individual behavior to protect the climate and environment.

- **Donations**

We understand ourselves as active members of the society and are engaged therefore in different ways. Donations and other forms of social engagements are only made based on company concerns. We do not grant financial benefits, especially Donations or Sponsoring - measures to political parties in the home country or foreign countries, to organizations which are comparable to political parties, elected representatives, or candidates for political functions.

- **Data protection and IT security**

The protection of personal data, especially data of employees, customers and suppliers has a special meaning for the Zimmer Group. We raise or process personal data only if this is necessary for the work task or demanded by the law. Without approval of the involved person or without legal permission no personal data may be raised or processed.

- **Protection of company property**

We use the property and resources of the company reasonable and gently and protect it against loss, theft, or misuse. The intellectual property of our company represents a competitive advantage for the Zimmer Group and is therefore an asset which must be protected, and which we protect against any unauthorized access of third parties. We use tangible and intangible property of the company only for company purposes and not for private purposes, if this was not explicitly permitted. Our employees have the responsibility together with their superiors, that the way and scope of business journeys always reflect an appropriate proportion to the business purpose and that they are planned and conducted economically, considering the aspects of time and cost.

- **Implementation, compliance, contact person**

This code of conduct must be observed by each employee of the Zimmer Group. The management / superiors have the special responsibility, to impart this code of conduct to the employees, by setting a good example according to the contents of the guideline „we live mutual values“. If there are questions to the code of conduct or if there are concerns about possible breaches of the code of conduct or concrete breaches are discovered, the employees of the Zimmer Group can raise these issues at any time to their superiors or can contact the Compliance – Manager of the Zimmer Group, Sarah Rudolf, Tel.: +49 – (0)7844 – 9138 -5102, Mail: sarah.rudolf@zimmer-group.de . All matters or questions in connection with the code of conduct will be treated strictly confidential. Employees do not have to fear any negative consequences if they announce a discovered breach of the code of conduct.

- **Whistleblower protection system**

To counteract violations at an early stage and limit the damage to our company, our employees and our business partners, we have set up the following channels through which we can be contacted - anonymously if necessary - to report violations:

Email: whistleblowing@zimmer-group.com / Phone: +49 - (0)7844 - 9138 – 8889

We want to emphasize that every report is taken seriously and will be followed by a thorough investigation by our internal reporting office. Zimmer Group safeguards the interests of the whistleblower not only through this whistleblower system, but also by assuring that all information received by Zimmer Group will be treated confidentially and that all means at our disposal will be used to protect bona fide whistleblowers from harm resulting from their disclosure. Zimmer Group will make every effort in its investigations to protect the legitimate interests of others affected by a disclosure. Placing another person under suspicion can have serious consequences for that person. It is important that the whistleblower system be used responsibly.