

ZIMMER HOLDINGS, INC.

CHARTER OF THE

CORPORATE COMPLIANCE PROGRAM

ZIMMER HOLDINGS, INC. - CORPORATE COMPLIANCE PROGRAM CHARTER

MESSAGE FROM THE PRESIDENT

Zimmer desires to ensure that its operations continue to be conducted in accordance with all national, state and local laws and regulations. To underscore and enhance our commitment and to better assist all Zimmer personnel in understanding their obligation to comply with all laws and regulations, we are implementing a Corporate Compliance Program that formalizes and clarifies previous Zimmer practices, including those practices that were identified in prior compliance documents as well as those practices that have become a routine part of our business. Our Corporate Compliance Program is intended to establish a framework for legal compliance by the company and our personnel. It is not intended to set forth all of the substantive programs and practices of Zimmer that are designed to achieve compliance. We already maintain various compliance practices, specific compliance guidance policies, and other job-related instructions, and those existing practices, guidance policies and instructions continue to be a part of our overall compliance efforts.

As a world leader in orthopaedics, we strive to provide surgeons with the products, services and information they need to provide the best for their patients. We have established a reputation of trust that must be preserved and strengthened. We are committed to fostering an environment that encourages all Zimmer personnel to actively participate in accomplishing effective compliance with all laws and regulations. We are proud to demonstrate our commitment to following all legal requirements and ethical principles in providing our products and services. I fully support Zimmer's Corporate Compliance Program and it is important that all Zimmer personnel follow its requirements on a daily basis.

Thank you for your continuing assistance in helping Zimmer to comply with all laws and regulations.

Sincerely,

Ray Elliott

Chairman, President and Chief Executive Officer

1. ZIMMER'S CORPORATE COMPLIANCE PROGRAM — GENERALLY

Zimmer Holdings, Inc. ("Zimmer") has been, and continues to be, committed to conducting its business in full compliance with all national, state and local laws and regulations. We are particularly committed to preventing, detecting and resolving non-compliance with these requirements. The Corporate Compliance Program ("Compliance Program") aids Zimmer in this prevention, detection and resolution. We require that all compliance issues encountered by Zimmer employees and temporary personnel (collectively, "Zimmer Personnel") be raised, thoroughly investigated and resolved in a timely manner in accordance with this Compliance Program. The Compliance Program is designed to assist Zimmer in protecting the excellent reputation and high levels of trust that we have established in the market. In an increasingly competitive marketplace, Zimmer can thrive and prosper only if our reputation for high ethical standards and quality services is beyond question. Compliance makes good business sense.

The Compliance Program is not a collection of vague assertions merely stating that Zimmer Personnel are to act appropriately and in full compliance with national, state and local laws and regulations. To the contrary, the Compliance Program gives Zimmer Personnel specific direction in preventing, detecting and resolving problems. We are fully committed to ensuring that the Compliance Program is implemented and followed by Zimmer Personnel. We will comprehensively teach all Zimmer Personnel about the Compliance Program and their duties thereunder. Failure to follow the Compliance Program will be considered in Zimmer Personnel performance evaluations and may be grounds for termination.

Creating and reinforcing a corporate culture that demands compliance has been and continues to be a priority issue for Zimmer. Our mission statement affirms that "we are committed to partnerships that foster mutual trust, respect and benefit." This culture will continue to thrive only if Zimmer Personnel understand their obligations under the Compliance Program and adhere to them. In addition to providing comprehensive compliance training, Zimmer will ensure full access to the Compliance Program. Zimmer Personnel will have multiple access points for reporting and discussing compliance issues -- including a telephone hotline by which anonymous information may be reported, access to Zimmer managers and access to the Compliance Officer (the "Compliance Hotline"). We will regularly remind Zimmer Personnel of these various access points and their continuing responsibility to report all compliance issues.

Please be advised that this Compliance Program is not, and should not be construed as, an implied or express contract of employment, or any other contract.

2. ORGANIZATIONAL STRUCTURE OF THE CORPORATE COMPLIANCE PROGRAM: AN OVERVIEW

Compliance is everyone's business. The Compliance Program demands the active participation of personnel at all levels of Zimmer, including the Board of Directors ("Board of Directors"), the Chairman, President and Chief Executive Officer ("President"), Zimmer's Corporate Compliance Officer ("Compliance Officer"), Zimmer managers and other Zimmer Personnel.

a. Board of Directors

The Board of Directors will be ultimately responsible for the operation of the Compliance Program and will oversee the Compliance Program through its Auditing Committee. The Board of Directors is ultimately responsible for taking appropriate disciplinary, remedial, and educational actions when it is determined that Zimmer Personnel have violated any of the provisions of the Zimmer Code of Business Conduct, compliance policies or standard operating procedures (collectively, the "Compliance Policies"), or any national, state or local law or regulation.

b. President

The President will be responsible for overseeing the daily management of the Compliance Program and will oversee the Compliance Officer. The President will appoint the Compliance Officer with the approval of the Board of Directors. The President will report all major compliance issues and other significant issues involving key personnel to the Board of Directors. The President will have the responsibility of imposing appropriate disciplinary action when it is determined that Zimmer Personnel have violated any of the provisions of the Compliance Policies or any national, state, or local law or regulation.

c. Compliance Officer

The Compliance Officer is the "central nervous system" of the Compliance Program. Questions, complaints and suggestions will be brought to the attention of the Compliance Officer from numerous sources, including Zimmer Personnel, customers and their families. The Compliance Officer will answer questions, resolve problems and monitor the Compliance Program. The Compliance Officer will be appointed by the President with the approval of the Board of Directors. The Compliance Officer generally will report directly to the President. He or she may also report in person to the Board of Directors at his or her sole discretion when a major compliance issue or other significant issue involving key personnel arises. The Compliance Officer may perform or direct priority reviews of potential compliance issues. He or she is authorized to review the Compliance Program and make recommendations to the President and/or the Board of Directors regarding changes or updates to the Compliance Program. The Compliance Hotline will be established so that Zimmer Personnel may report compliance issues directly and anonymously to the Compliance Officer. All employee compliance training programs shall be coordinated and implemented at the discretion of the Compliance Officer.

d. Compliance Committee

The Compliance Committee advises the Compliance Officer. The Compliance Officer may receive advice from the Compliance Committee as a whole, designated subcommittees or individual members. The initial standing members of the Compliance Committee are: (i) the Compliance Officer; (ii) the Chief Financial Officer; (iii) the Vice President of Human Resources; (iv) the Vice President of Quality, Regulatory and Governmental Affairs; and (v) the Director of Internal Audit. The Compliance Committee may also include one or more *ex officio* members. Members of the Compliance Committee serve at the appointment of the President, and the President may replace any member at any time for any reason.

e. Managers

Managers, meaning all supervisory personnel of Zimmer, are an integral contact point for Zimmer Personnel to report actual or suspected compliance issues. Managers are responsible for conveying to the Compliance Officer all compliance matters brought to their attention.

f. Zimmer Personnel

Zimmer Personnel are responsible for reporting all actual or suspected compliance issues to their manager or the Compliance Officer, through the Compliance Hotline, or otherwise.

3. **RESPONSIBILITIES OF ZIMMER PERSONNEL**

The effectiveness of the Compliance Program depends on Zimmer Personnel bringing all compliance issues to the attention of their managers or the Compliance Officer. If any individual is unsure as to whether a particular situation raises a compliance issue, the individual must err on the side of caution by reporting it.

a. Training

All appropriate Zimmer Personnel will receive annual training on the Compliance Program, including explicit instructions about how to report compliance issues or ask questions about compliance. This training will be updated periodically. It is each individual's responsibility to ask whatever questions he or she may have about the Compliance Program.

b. Knowing and Fulfilling Responsibilities

Zimmer Personnel must know what responsibilities they have under the Compliance Program, abide by these obligations, and be sensitive to situations that could lead them or others to violate these responsibilities. Importantly, Zimmer Personnel must read and be sure that they understand the Compliance Policies, upon their approval by the President. Zimmer will clearly convey Zimmer Personnel's responsibilities. If any Zimmer Personnel is unclear as to his or her obligations under the Compliance Program, he or she must seek clarification from his or her manager or the Compliance Officer.

c. Reporting Actual or Suspected Compliance Issues

Zimmer Personnel are required to report all actual or suspected compliance issues related to Zimmer's operations. The withholding of information known to be related to an actual or suspected compliance issue may subject an individual to disciplinary action, including possible termination. An individual who observes a situation that he or she reasonably and in good faith believes is described by the Compliance Policies or may otherwise constitute unlawful conduct must notify Zimmer, which includes speaking to his or her manager or the Compliance Officer in person or using the Compliance Hotline. An individual may make an anonymous compliance report if he or she desires. Zimmer prohibits retaliation against any individual who makes a good faith report of a compliance issue. The fact that Zimmer has a Compliance Officer does not diminish or alter the independent duty of Zimmer Personnel to abide by the Compliance Program.

d. Reporting Government Inquiries or Audits

Zimmer Personnel must immediately report to the Compliance Officer, or in his or her absence the President, any notice of a government inquiry or audit, including phone calls or letters received from government officials or agents, search warrants presented by government officials and on-site government investigations or audits. In the event of a government inquiry or audit, Zimmer Personnel are expected to follow the instructions of the Compliance Officer, Zimmer legal counsel and the President and cooperate with government investigators.

e. Gifts, Entertainment Expenses, Charitable Contributions and Fundraising Activities

Once approved by the President, the Compliance Policies will address gifts, entertainment expenses, grants and charitable contributions and fundraising activities closely affiliated with health care professionals (“HCPs”). HCPs are individuals (clinical or non-clinical) and entities (such as hospitals and group purchasing organizations (“GPOs”)) that directly or indirectly purchase, lease, recommend, use, arrange for the purchase or lease of, or prescribe Zimmer’s products. Additional guidance on gifts, entertainment expenses, charitable contributions and fundraising activities will be further described in the Compliance Policies, once they are approved by the President.

f. Disciplinary Action

In recognition of the importance of maintaining the Compliance Program, Zimmer may take disciplinary action, including possible termination, against: (i) any individual who authorizes or participates in a violation of the Compliance Policies or otherwise violates any national, state, or local law or regulation; (ii) any manager who fails to report to the Compliance Officer an actual or suspected compliance issue that has been brought to his or her attention; (iii) any individual who knowingly withholds relevant and material information concerning a violation of the Compliance Policies or any national, state, or local law or regulation; or (iv) any individual who fails to cooperate with an investigation by the Compliance Officer. Zimmer also may consider if reassignment of, or disciplinary action against, management personnel is needed because of inattention to supervisory responsibilities.

4. **RESPONSIBILITIES OF ZIMMER MANAGERS**

Zimmer managers have a primary responsibility to assist in setting Zimmer's standard for compliance. Managers will be expected to consult with the Compliance Officer, the President and, if necessary, with Zimmer's legal counsel, concerning applicable legal requirements. Managers serve as the primary example for, and the primary source of information to, other Zimmer Personnel.

a. Training

Managers must communicate the importance of compliance to all Zimmer Personnel and actively promote adherence to the Compliance Program. Informally, managers must foster open communication about compliance and answer all questions raised by Zimmer Personnel or obtain the answer from the Compliance Officer. Formally, certain managers will be called upon to give presentations to Zimmer Personnel explaining the Compliance Program and instructing personnel on how to deal with various compliance related issues.

b. Knowing and Following Compliance Policies

Managers are responsible for following the mandates of the Compliance Program themselves and to assure that Zimmer Personnel they manage also meet these requirements. The fact that Zimmer has a Compliance Officer does not diminish or alter the independent duty of each manager to ensure compliance by those individuals he or she manages. Managers have an affirmative duty to read and to fully understand the Compliance Program and to ask any and all questions necessary to clarify their obligations and the obligations of those individuals they manage. No manager will be excused based on a claim of ignorance of their obligations or their good intentions. Managers who fail to comply with these obligations will be subject to disciplinary action, including possible termination.

c. Reporting Compliance Issues

All managers must see to it that all material compliance issues are reported to the Compliance Officer. Managers share the same reporting requirements as other Zimmer Personnel, as noted above in Section 3. In addition, all managers must be accessible to Zimmer Personnel who wish to report compliance issues. Managers also have the responsibility to ensure that no individual they supervise is retaliated against, in any way, for reporting in good faith a compliance issue.

d. Reporting Government Inquiries or Audits

In accordance with the Compliance Policies, all managers must immediately report any notice of a government inquiry or audit, including phone calls or letters received from government officials or agents, search warrants presented by government officials and on-site government investigations or audits, to the Compliance Officer or to the President. In the event of a government inquiry or audit, managers are expected to cooperate with government investigators and follow the instructions of the Compliance Officer and the President.

e. Accountability

Managers are accountable for their own actions as well as the actions of Zimmer Personnel they supervise. Each manager will certify annually in writing that he or she has reviewed the Compliance Program, that he or she fully understands it and that he or she has distributed copies of Zimmer's literature describing the Compliance Program to all Zimmer Personnel he or she supervises. Additionally, each manager's efforts to require adherence to and promote the Compliance Program, including formal and informal training about the program, will be evaluated annually. The manager's overall performance rating will reflect, in part, the success of these efforts. Mere distribution of the compliance literature is unacceptable. Each manager must adequately train his or her staff regarding the requirements of the Compliance Program, create an atmosphere that promotes compliance and fosters reporting of non-compliance, and seek the assistance of the Compliance Officer whenever necessary or appropriate.

5. **RESPONSIBILITIES OF THE COMPLIANCE OFFICER**

The Compliance Officer will be responsible for implementing the successful operation of the Compliance Program on a daily basis. These responsibilities include, at a minimum, the following duties:

a. Performing or Directing Investigations

The Compliance Officer will have responsibility for making investigations into alleged inappropriate activities that are contrary to the policies of Zimmer, as described in the Compliance Policies, or otherwise not in accordance with national, state, or local law or regulation. The Compliance Officer will not make any promises to the reporting party concerning his or her possible liability or the manner in which Zimmer may respond to the alleged activities, except that Zimmer will take no retaliatory action against the individual for reporting in good faith a compliance issue. The Compliance Officer will make a reasonable effort to complete his or her investigation of the compliance issue within an appropriate time period. The Compliance Officer may contact legal counsel at any time during his or her investigation. The Compliance Officer, with the possible assistance of legal counsel, will make a preliminary finding as to whether the reported conduct violates the Compliance Policies or otherwise violates any national, state or local law or regulation. The Compliance Officer will report to the President the results of his or her investigation and preliminary finding. Even considering this reporting structure, the Compliance Officer may report directly to the Board of Directors at his or her sole discretion. The Compliance Officer shall attempt to ensure that all records related to the reports of compliance issues are preserved in accordance with applicable law and Zimmer policies.

b. Reviewing Gifts, Charitable Contributions and Other Financial Arrangements

The Compliance Officer is responsible for reviewing reports made by Zimmer Personnel regarding certain gifts to and from Zimmer Personnel, entertainment expenses, proposed grants or contributions to charitable institutions, fundraising activities and other financial arrangements with individuals or entities in a position to refer business to Zimmer. The Compliance Officer may disapprove certain of these items and may seek the guidance of legal counsel if he or she deems it necessary.

c. Reviewing and Updating the Compliance Program

The Compliance Officer must review the Compliance Program and the Compliance Policies regularly for consistency with Zimmer practices and current national, state and local laws and regulations. The Compliance Officer may seek the advice of legal counsel in conducting his or her review. The Compliance Officer from time to time may make recommendations to the Board of Directors for updates and changes to the Compliance Program.

d. Responding to Violations

When a compliance issue is raised, the Compliance Officer must work with the President and, if necessary, legal counsel to determine if there has been: (i) a violation of the Compliance Policies or of any national, state, or local law or regulation; or (ii) any material false or incorrect statement made to any governmental agency or program. As appropriate, the Compliance Officer's determination should be based upon sufficient research and investigation to determine whether a compliance violation has occurred. If the Compliance Officer determines that there has been a compliance violation, he or she must take reasonable steps to respond appropriately to the violation and to prevent the occurrence of future violations of a similar nature. If the Compliance Officer determines that the violation involves a material false or incorrect statement to any governmental agency or program or any material violation of law or regulation, he or she must immediately report the violation to the President and, if so advised by legal counsel, assist

Zimmer in taking steps to report the violation to the appropriate government agency or authority without unreasonable delay.

e. Reviewing Proposed Contracts, Forms and Joint Ventures

All proposed models of standard contracts with HCPs must be approved in advance by the Compliance Officer and reviewed by legal counsel. All contracts with HCPs that are substantially different from an approved model contract, including substantially different fees or prices, must also be reviewed by legal counsel. In addition, before Zimmer enters into any joint venture or marketing alliance contract with an HCP, the terms of the joint venture or marketing alliance contract must be approved by the Compliance Officer and reviewed by legal counsel.

f. Reporting to Zimmer Management

The Compliance Officer must notify the President of all reported material compliance issues, and may at his or her discretion notify the Board of Directors.

g. Disseminating Information

The Compliance Officer must establish and oversee procedures to ensure that all Zimmer Personnel understand their responsibilities under the Compliance Program. These procedures include, at a minimum, the following:

- (i) All existing Zimmer Personnel and all new Zimmer Personnel will be given a copy of relevant aspects of Zimmer's Compliance Program, including the Compliance Policies along with the reporting forms.
- (ii) All managers will annually acknowledge, in writing, that they have received a complete copy of the Compliance Program, trained Zimmer Personnel under their supervision, and complied with the requirements of the Compliance Program.
- (iii) All signed acknowledgements will be retained by the Compliance Officer or his or her designee.

h. Overseeing and Coordinating Training Programs

The Compliance Officer must coordinate and oversee all compliance training. Compliance training programs and the content thereof must be approved by the President and, at his or her discretion, by legal counsel. Zimmer's compliance training procedures shall, at a minimum, consist of the following:

- (i) All existing Zimmer Personnel and all new Zimmer Personnel will be extensively trained on his or her responsibilities under the Compliance Program. Each such individual will acknowledge receipt of the written information and training, and certify that he or she understands his or her responsibilities under the Compliance Program. The Compliance Officer, or his or her designee, must review and retain these certifications for an appropriate period of time.

- (ii) Each manager must ensure that every individual he or she manages receives compliance training on an annual basis.
- (iii) Each manager must document attendance at compliance training sessions. The Compliance Officer, or his or her designee, must review and retain these attendance records for an appropriate period of time.
- (iv) For every compliance training session, materials specifically prepared to improve the Compliance Program will be gathered and/or developed. The Compliance Officer must review all compliance materials and retain such materials after the compliance training sessions are completed.

i. Employment Screening

The Compliance Officer, or his or her designee, will prepare a written policy and/or standard operating procedure relating to the screening of Zimmer Personnel, which must be approved by the President and may be incorporated into the Compliance Policies. This policy will provide that Zimmer will not employ or otherwise engage, with or without pay, or contract with any individual whom Zimmer knows has been convicted of a criminal offense related to health care, or listed by a governmental agency of any country as debarred, excluded, or otherwise ineligible for governmental health care program participation. In order to carry out this requirement, Zimmer shall make reasonable inquiry into the status of any potential employee, agent, or contractor, including review of the United States General Services Administration's List of Parties Excluded from Federal Programs (available on the Internet), the United States Department of Health and Human Services Office of Inspector General's Cumulative Sanction Report (also available on the Internet) and any equivalent databases applicable to governmental programs outside of the United States. Zimmer will not be required to terminate the engagement of individuals who are charged with a criminal offense related to health care or proposed for debarment or exclusion from a national health care program during their engagement with Zimmer. Zimmer, however, will immediately remove such individuals from responsibility for or active involvement with Zimmer's business affairs until the resolution of such criminal charges, proposed debarment or exclusion. If the individual is convicted, or debarred, or excluded, Zimmer will terminate that individual from employment or contract with Zimmer.

j. Auditing

The Compliance Officer is responsible for overseeing the performance of regular, periodic audits of the operations of Zimmer and its compliance with all provisions of the Compliance Policies and all national, state and local laws and regulations. The Compliance Officer will prepare a written internal audit policy for Zimmer, which may be incorporated in the Compliance Policies. Auditors will be independent of the Board of Directors and the President, have access to all existing audit resources, have access to relevant information and knowledgeable Zimmer Personnel, be permitted to review all relevant areas of Zimmer operations, and have access to and support from managers, Zimmer management and the Board of Directors. Audits will include, at a minimum: (i) on-site visits; (ii) the opportunity to interview Zimmer Personnel involved in management, operations, billing and other related activities; and (iii) reviews of written materials and documentation.

k. Reporting

In accordance with the relevant provisions of law in the country or jurisdiction where the violation occurs or as applicable reporting obligations dictate, the Compliance Officer, in consultation with legal counsel and with the prior approval of the President or the Board of Directors, is responsible for reporting without unreasonable delay to the appropriate governmental authorities confirmed criminal conduct or material violations of civil law, rules and regulations committed by Zimmer or Zimmer Personnel related to Zimmer's business.

l. Reviewing Activity Related to the Compliance Policies

The Compliance Officer will review any and all activity related to the Compliance Policies in order to ensure that high standards of business, legal and personal ethics are being met by Zimmer and Zimmer Personnel.

m. Establishing and Maintaining a Compliance Hotline

The Compliance Officer must assist Zimmer in establishing and administering the Compliance Hotline, which, at a minimum, will consist of a toll-free telephone number with a confidential voicemail box. The Compliance Officer will instruct Zimmer Personnel that they may use the Compliance Hotline to ask questions, raise concerns and make reports regarding compliance with the Compliance Policies or the Compliance Program in general. Access to retrieving submitted messages on the Compliance Hotline will be limited to the Compliance Officer and, in his or her absence or disability, to legal counsel.

6. RESPONSIBILITIES OF THE COMPLIANCE COMMITTEE

The Compliance Committee advises the Compliance Officer. The Compliance Officer may receive advice from the Compliance Committee as a whole, designated subcommittees or individual members.

a. Advising Compliance Officer

At the Compliance Officer's request, the Compliance Committee will meet, in whole or in designated subcommittees, to advise the Compliance Officer on compliance related matters.

b. Reviewing Compliance Program

The Compliance Committee will review the Compliance Program on an annual basis or more frequently if circumstances dictate.

c. Reviewing Activity Related to the Compliance Program

At the Compliance Officer's request, the Compliance Committee will review activity related to the Compliance Policies (once approved by the President) in order to ensure that high standards of business, legal and personal ethics are being met by Zimmer and Zimmer Personnel.

d. Reviewing Matters Related to Training and Communications

At the Compliance Officer's request, the Compliance Committee will review matters relating to training and communications to ensure that Zimmer's Compliance Policies (once approved by the President) are properly disseminated, understood and followed.

7. RESPONSIBILITIES OF THE PRESIDENT

The President shall appoint the Compliance Officer with the approval of the Board of Directors. The President has the responsibility of imposing disciplinary action when it is determined that Zimmer Personnel have violated any of the provisions of the Compliance Policies or any national, state, or local law or regulation. The President will consider the results of the Compliance Officer's investigation and his or her preliminary finding whether the conduct violates the Compliance Policies or otherwise violates any national, state or local law or regulation. The President will then decide to either impose disciplinary action or not, or to refer the matter to the Board of Directors. The President will consider the appropriate disciplinary action based on the nature, severity and extent of the documented wrongdoing. The President may also consider the nature and extent of the wrongdoer's cooperation with the Compliance Officer's investigation. The President will attempt to select disciplinary measures that are consistent with disciplinary action previously imposed under similar circumstances. The President shall attempt to ensure that all records related to the wrongdoing and disciplinary action, if any, are preserved in accordance with applicable law. The President will assist the Compliance Officer and legal counsel, where appropriate, in determining when violations of the Compliance Policies have been committed. The President, or his or her designee, will approve, at his or her discretion and in the best interests of Zimmer, training programs, policies and standard operating procedures proposed by the Compliance Officer. The approved policies and standard operating procedures will be incorporated into the Compliance Policies.

8. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board of Directors will be ultimately responsible for the operation of the Compliance Program and overseeing the activities of the Compliance Officer. The Board of Directors will be responsible for the imposition of disciplinary action in instances when in its discretion it has determined that the President has not taken or is unable to take the appropriate disciplinary action. Any disciplinary action imposed on Zimmer Personnel by the Board of Directors must be based on the nature, severity, and extent of documented wrongdoing. The Board of Directors may also consider the nature and extent of the wrongdoer's cooperation with the Compliance Officer's investigation. The Board of Directors will attempt to select disciplinary measures that are consistent with disciplinary action previously applied under similar circumstances. The Board of Directors will approve material changes to the Compliance Program, as recommended by the Compliance Officer and/or the President, that are in the best interests of Zimmer.

APPENDIX A:
ZIMMER HOLDINGS, INC. – CORPORATE COMPLIANCE FORMS

ZIMMER HOLDINGS, INC. - COMPLIANCE HOTLINE INFORMATION

CALL +1-877-593-4582

Zimmer has established a **Compliance Hotline** that Zimmer Personnel may use to report to the Compliance Officer suspect conduct under Zimmer's Compliance Policies, or otherwise under national, state or local laws or regulations. Zimmer Personnel should first try to resolve the matter by discussing the suspect conduct with his or her manager or through other normal procedures. If they are unable to resolve the matter through normal procedures, then he or she is required to report the suspect conduct to the Zimmer Compliance Officer by calling the Compliance Hotline. The Compliance Officer will review all calls to the Compliance Hotline and take proper action. Zimmer strictly prohibits any retaliatory action against a Compliance Hotline caller, and encourages the caller to remain anonymous if he or she so desires.

All Compliance Hotline calls will be acted upon in a reasonable manner. Records will be properly maintained and appropriate steps will be taken to avoid unnecessarily invading the privacy of Compliance Hotline callers. The Compliance Officer will also ensure that information that could lead to identification of callers will be deleted when no longer needed.

The Compliance Officer may discuss with Zimmer legal counsel reported matters that may be considered to violate the Compliance Policies or national, state or local laws or regulations. The Compliance Officer will involve other departments only when he or she determines that further review is necessary. The Compliance Officer will be responsible for confirming that all such matters are appropriately resolved and, if appropriate, communicated to the President and/or Board of Directors.

ZIMMER HOLDINGS, INC. – EMPLOYEE ACKNOWLEDGMENT FORM

By my signature below, I certify that I have received a copy of the Zimmer Compliance Policies. I have read the Zimmer Compliance Policies and understand my obligations thereunder. I agree to abide by the terms and provisions of the Zimmer Compliance Policies.

Printed Name: _____

Signature: _____

Date: _____