

Science and Technology Committee Charter

Purpose

The Science and Technology Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Zimmer Holdings, Inc. (the "Company") to advise the Board on matters involving the Company's new science and advanced technology programs, including major internal projects, interactions with academic and independent research organizations and the acquisition of technologies.

Committee Membership

The Committee shall consist of at least three members, including at least one non employee director.

The members of the Committee and the Chair of the Committee shall be appointed by the Board and may be replaced by the Board. The Committee may form and delegate authority to subcommittees when appropriate.

Committee Authority and Responsibilities

- The Committee shall assist the Board and management in staying abreast of new basic technologies and emerging clinical concepts with potential application to orthopaedics.
- The Committee shall assist the Company in making well-informed choices in directing investment into new science and technology.
- The Committee shall review, evaluate, and make recommendations to the Board regarding the long-term and strategic goals of the Company's science and technology investments.
- The Committee shall make recommendations to the Board with regard to the Company's major technology positions and strategies relative to emerging concepts of therapy, new trends in health care, and changing market requirements.
- The Committee shall monitor and evaluate trends in orthopaedic science and recommend to the Board emerging technologies for building the Company's technological strength.
- The Committee shall recommend approaches to acquiring and maintaining technology positions (including, but not limited to, contracts, grants, collaborative efforts, alliances, and acquisitions).
- The Committee shall have the authority to meet directly with independent consultants, university researchers, technology companies, and with members of management in discharging its responsibilities. The Committee shall also have authority to obtain advice and assistance from external legal or other advisors, without consulting or obtaining the approval of the full Board or any officer of the Company in advance.
- The Committee shall meet at least one time annually, or more frequently as circumstances dictate.
- The Committee shall make regular reports to the Board.
- The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- The Committee shall annually review its own performance.

Approved December 16, 2003