

**Certificate of Approval of a Prospectus
in accordance with Articles 17 and 18 of Directive 2003/71/EC**

To :

BUNDESANSTALT FÜR FINANZDIENSTLEISTUNGS-AUFSICHT (BAFIN)
CENTRAL BANK OF IRELAND
COMMISSIONE NAZIONALE PER LE SOCIETÀ E LE BORSE (CONSOB)
FINANCIAL CONDUCT AUTHORITY (FCA)
AUTORITEIT FINANCIËLE MARKTEN (AFM)
FINANCIAL SERVICES AND MARKETS AUTHORITY (FSMA)
COMISION NACIONAL DEL MERCADO DE VALORES (CNMV)

From :

Autorité des marchés financiers (AMF)
17, place de la Bourse
75002 PARIS
FRANCE

We hereby certify that the prospectus detailed below has been drawn up in accordance with Directive 2003/71/EC and was approved by us on June 13, 2017.

Name of Issuer : ZIMMER BIOMET HOLDINGS, INC.

Registered Office : 345 East Main Street – Warsaw, Indiana 46580 - USA

Type of Securities (references to the annexes of regulation EC 809/2004 according to which the prospectus was drawn up) : Annexes 1 (excepted 5.1.2 to 5.1.5, 5.2, 6, 7, 8, 9, 10, 11, 15, 16, 17.1, 18, 19, 20.1 to 20.5, 20.6, 21, 22, 25) and 3 (excepted 3.3, 4.10, 5.1.9, 5.1.10, 5.2, 5.4.1, 5.4.3, 5.4.4, 6.3, 6.4, 6.5, 7, 10.2.) in accordance with ESMA Q&A on prospectuses, 26th Updated version – December 20th, 2016, question 71.

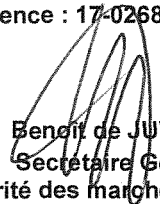
Guarantor : not applicable

We have authorised, in accordance with Article 8 of Directive 2003/71/EC or national law transposing Directive 2003/71/EC, the omission of the information required under [Item ___ of Annex ___] on the following grounds: not applicable

Attachments :

- (1) Prospectus approved on June 13, 2017.
- (2) Translations of the summary.

Date : June 13, 2017
Reference : 17-0268/104-17


Benoit de JUVIGNY
Secrétaire Général
Autorité des marchés financiers
(AMF)

17, place de la Bourse
75002 PARIS