

Company No. 740767

THE COMPANIES ACT 1985

Private Company Limited by Shares

Special Resolution
~of~
Zimmer Limited

(Passed 19th October 1994)

At the Annual General Meeting of the members of the above mentioned Company duly convened and held at Dunbeath Road Elgin Industrial Estate Swindon Wiltshire on the 19th day of October 1994 the following Resolution was duly passed as a Special Resolution of the Company.

Special Resolution

That the Articles of Association in the form of the draft produced to the Meeting and initialled by the Chairman be and are hereby adopted as New Articles of Association of the Company in replacement of in substitution for the existing Articles of Association of the Company.

.....
Chairman

[DRS/LYS/zprint]



THE COMPANIES ACTS 1948

Private Company Limited by Shares

This is a print of the
New Articles of Association
referred to in the Special
Resolution of the Notice
of the Annual General
Meeting convened for the
19th October 1994

...
Chairman

NEW
ARTICLES OF ASSOCIATION

~ of ~

Zimmer Limited

Interpretation

- 1.1 In these Articles, if not inconsistent with the subject or context the following words and expressions shall have the following meanings:

“THE ACT” means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force.

“TABLE A” means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985.

- 1.2 The headings are inserted for convenience only and shall not affect the construction of these Articles.

Table A

2. The Regulations contained in Table A shall apply to the Company with the exceptions modifications and additions hereinafter contained. In the event of any ambiguity or inconsistency between such regulations and these Articles, the provisions of these Articles shall prevail.

3. Regulations 3, 35, 64, 73 to 81 inclusive, 94, 95 and 118 of Table A shall not apply to the Company.

Share Capital

4. Subject to any direction to the contrary which may be given by the Company in general meeting, the directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of Section 80 (2) of the Act) to such persons on such terms and at such time or times as they think fit, provided that no shares shall be issued at a discount.
5. The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with Article 4 shall be the nominal amount of unissued shares at the date of incorporation of the Company or such other amount as shall be authorised by the Company in general meeting.
6. The authority conferred on the directors by Articles 4 and 5 shall remain in force for a period of 5 years from the date of adoption of these Articles and thereafter provided this authority is renewed from time to time by the Company in General Meeting in accordance with Section 80 of the Act.
7. The provisions of Section 89(1) of the Act shall not apply to the Company.
8. Any share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company or of the holder of such share is liable, to be redeemed.
9. Subject to the provisions of the Act, the Company may purchase any of its own shares.
10. Subject to the provisions of the Act, the Company may make a payment in respect of any redemption or purchase, pursuant to Articles 8 or 9 (as the case may be) of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

Transfer of Shares

11. The directors may in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. The Directors may also decline to register any transfer of any shares on which the Company has a lien. The first sentence of Regulation 24 of Table A and the whole of Regulation 25 of Table A shall not apply to the Company.

Proceedings at General Meetings

12. In the case of a corporation the signature of a director or the secretary thereof and in the case of joint holders of a share the signature of any one of such joint holders, shall be sufficient for the purposes of passing resolutions in writing pursuant to Regulation 53 of Table A.
13. A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly.
14. In the case of a corporation a director or the secretary thereof shall be deemed to be a duly authorised representative for the purpose of Regulation 54 of Table A.

Directors

- 15.1 Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum and the minimum number of directors shall be one.
- 15.2 A director (including an alternative director) shall not be required to hold any qualification shares in the Company.

Powers and Duties of Directors

16. Subject to the provisions of the Act a director (including an alternative director) may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company be remunerated therefor. Notwithstanding his interest a director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 85 of Table A shall be modified accordingly.
17. It shall not be necessary for the directors to sign a book recording their attendances at meetings of directors and Regulation 100 of Table A shall be modified accordingly.

Appointment and Disqualification of Directors

18. Without prejudice to the powers of the Company under Section 303 of the Act to remove a director by ordinary resolution, the holder or holders for the time being of more than one half of the issued ordinary shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a director or directors either as an additional director or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect from lodgment at the registered office of the Company.
19. The office of a director shall be vacated:-
 - 19.1 if by notice in writing to the Company he resigns the office of director;
 - 19.2 if he shall for more than 6 months have been absent without permission of the directors from meetings of the directors held during that period, unless he shall have appointed an alternate director who has not been similarly absent during such period;
 - 19.3 if he becomes bankrupt or enters into any arrangement with his creditors;
 - 19.4 if he is prohibited from being a director by an order made under any provision of the Act;
 - 19.5 if he becomes of unsound mind;
 - 19.6 if he is removed from office under Article 18.
20. Unless and until otherwise determined by the Company or in any particular case, no director shall vacate or be required to vacate his office as a director on or by reason of his attaining or having attained the age of 70, and any person proposed to be appointed a director shall be capable of being appointed as a director notwithstanding that he has attained the age of 70 and no special notice need be given of any resolution for the appointment as a director of a person who shall have attained the age of 70 and it shall not be necessary to give to the members notice of the age of any director or person proposed to be appointed as much.

Proceedings of Directors

21. Any director or member of a committee of the board may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the

meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

22. The following sentence shall be added to Regulation 72 of Table A:

Any committee shall have power unless the directors direct otherwise to co-opt as a member or members of the committee for any specific purpose of any person or persons although not being a director of the Company.

Official Seal for use abroad

23. The Company may have an official seal for use abroad under the provisions of the Act, where and as the directors shall determine, and the Company may by writing under the common seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the common seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

Notices

24. Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

Indemnity

- 25.1 Every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act.
- 25.2 The directors shall have the power to purchase and maintain for any director or other officer of the Company insurance against any such liability as is referred

to in Section 310(1) of the Act pursuant to the provisions of Section 310(3) of the Act.