



ZIMVIE INC.

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

Purpose

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of ZimVie Inc. (the “Company”) is appointed by the Board to assist the Board in discharging its responsibilities relating to the compensation and development of the Company’s Chief Executive Officer (the “CEO”) and the Company’s other executive officers (collectively, including the CEO, the “Executive Officers”). The Committee has overall responsibility for approving and evaluating the executive compensation plans, policies and programs of the Company.

Committee Membership

The size of the Committee shall be determined by the Board in its sole discretion, provided that, in no event, shall it consist of fewer than three members. Each of the members of the Committee shall meet the independence requirements of the Nasdaq Stock Market and any other applicable laws or regulations, subject to any applicable phase-in and other exceptions. At least two members shall also each be a “Non-Employee Director” as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

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

Committee Authority and Responsibilities

1. The Committee shall review and approve the base salaries, annual and long-term incentive opportunities and all other compensation of the Executive Officers, including: (a) all incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (b) any employment agreements and severance arrangements; (c) any change-in-control agreements and severance protection plans and change-in-control provisions affecting any elements of compensation, benefits and perquisites; and (d) any special or supplemental compensation and benefits for the Executive Officers and individuals who formerly served as Executive Officers, including supplemental retirement benefits and the perquisites provided to them during and after employment. The CEO shall not be present during any Committee deliberations or voting with respect to his or her compensation.
2. The Committee shall review and make recommendations to the Board with respect to incentive compensation plans and equity-based plans. The Committee shall administer the Company’s incentive compensation and equity-based plans, including making awards under such plans, and may delegate the authority to administer such plans or make awards thereunder as authorized by the plans or applicable law.
3. The Committee shall annually evaluate the CEO’s performance, including in light of the goals and objectives applicable to the CEO, and shall annually review and discuss with the CEO the performance of the other Executive Officers.
4. The Committee shall receive periodic reports from the Company’s retirement benefits and health and welfare committees regarding the Company’s employee benefit plans with respect to which such committees have general oversight responsibility.
5. In making its decisions affecting executive compensation policies and practices, the Committee shall consider the results of any voting on advisory proposals submitted to stockholders relating to executive compensation.

6. The Committee shall oversee the process for identifying and addressing any material risks relating to the Company's compensation policies and practices for all employees. The Committee shall consider the extent, if any, to which risks arising from the Company's compensation policies and practices are reasonably likely to have any material adverse effects. The Committee shall also consider the extent, if any, to which incentive compensation programs encourage unnecessary or excessive risk taking or illegal or improper behavior by employees.
7. The Committee shall oversee and administer policies, plans and agreements concerning the recoupment of incentive compensation, or "clawback policies."
8. The Committee shall monitor compliance by Executive Officers with applicable stock ownership guidelines.
9. The Committee shall review and approve the selection of the Company's peer companies for purposes of assessing compensation levels, equity usage, incentive plan design and compensation practices.
10. The Committee shall cooperate with the Corporate Governance Committee in reviewing director compensation as frequently as the Corporate Governance Committee deems it necessary, and shall provide input with respect to any proposed changes in director compensation.
11. As part of periodic organization and talent planning, the full Board or the Committee, at the direction of the Board, shall review talent and development plans relative to senior management and succession planning matters.
12. The full Board or the Committee, at the direction of the Board, shall periodically review and monitor the Company's policies and strategies related to human capital management, which review may include, among other matters, at the discretion of the Board or Committee, employment practices, compensation practices, benefit programs, employee development and retention programs, organizational culture matters, and diversity, equity and inclusion programs.
13. The Committee shall review and discuss with management the annual compensation discussion and analysis (the "CD&A"), determine whether to recommend the inclusion of the CD&A in the Company's Annual Report on Form 10-K and proxy statement, and approve the Compensation Committee Report to be included in the Company's proxy statement.
14. The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of any compensation consultant, legal counsel or other advisor engaged to assist the Committee in the performance of its duties, shall be directly responsible for the appointment, compensation and oversight of the work of any such advisors retained by the Committee and shall receive appropriate funding as determined by the Committee for payment of reasonable compensation to such advisors.
15. The Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor, other than in-house legal counsel, only after considering factors relevant to assessing such consultant's or advisor's independence, including the factors required to be considered under applicable rules of the Securities and Exchange Commission and the Nasdaq Stock Market.
16. The Committee shall meet at least four times annually or more frequently as circumstances dictate.
17. The Committee shall make regular reports to the Board.
18. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
19. The Committee shall annually review its own performance.

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