



ZIMVIE INC.

CHARTER OF THE CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

Purpose

The Corporate Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of ZimVie Inc. (the "Company") (1) to assist the Board by identifying and recommending to the Board individuals qualified to serve as directors of the Company for nomination at each annual meeting of stockholders and to fill vacancies on the Board; (2) to develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company; (3) to lead the Board in its annual review of the Board's performance; (4) to recommend to the Board director nominees for each committee; and (5) to assist the Board in its oversight with respect to matters that involve the Company's image, reputation and standing as a responsible corporate citizen.

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 two members. All 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.

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

1. The Committee shall make recommendations to the Board regarding the size and composition of the Board and develop and recommend to the Board criteria based on the needs of the Board (such as independence, industry or other professional expertise, relevant skills and experience and diversity) for the selection of individuals to be considered as candidates for election to the Board. The Committee shall identify possible nominees who meet such specified criteria. The Committee shall actively seek individuals qualified to become Board members for recommendation to the Board.
2. The Committee shall consider director candidates recommended by stockholders pursuant to the procedures set forth in the Company's Corporate Governance Guidelines as well as persons proposed to be nominated for election by stockholders at an annual meeting in accordance with the Company's Bylaws.
3. The Committee shall recommend to the Board the director nominees for each annual meeting of stockholders and to fill vacancies on the Board.
4. The Committee shall recommend to the Board for appointment the members and the Chair for each committee of the Board.
5. The Committee shall review from time to time the Board's leadership structure and shall recommend to the Board any proposed changes to such structure.
6. The Committee shall make a recommendation to the Board whether to accept a resignation tendered by an incumbent director who either receives more votes "against" than "for" his or her election or

- who retires from his or her employment or materially changes his or her position or job responsibilities.
7. The Committee shall develop and recommend to the Board an annual self-evaluation process for the Board and its committees. The Committee shall oversee the annual self-evaluations. The Committee shall report annually to the Board with an assessment of Board and committee performance following the self-evaluations.
 8. The Committee shall recommend to the full Board for approval the form and amount of compensation to be paid to non-management directors including the compensation payable to committee Chairs and any non-executive Chairman of the Board or Lead Independent Director. The Committee, in cooperation with the Compensation Committee, will review director compensation as frequently as the Committee deems it necessary and shall consult with the Compensation Committee with respect to any proposed changes in director compensation.
 9. The Committee shall review individual director performance from time to time in connection with the decision whether such director should be re-nominated to the Board by examining factors such as experience, business judgment, integrity, time and commitment, teamwork and independence.
 10. The Committee shall develop and recommend to the Board for approval Corporate Governance Guidelines applicable to the Company and shall, annually, or more frequently if appropriate, reassess such guidelines and recommend any proposed changes to the Board for approval.
 11. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. 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 Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any search firm or other advisor retained by the Committee.
 12. The Committee shall assist the Board in its oversight with respect to matters that involve the Company's image, reputation and standing as a responsible corporate citizen, including review and consideration from time to time as the Committee deems appropriate of (1) current and emerging political, social, environmental, corporate citizenship and public policy issues and trends that may affect the Company's business activities, performance, reputation or public image; and (2) shareholder proposals submitted for inclusion in the Company's proxy materials that relate to public policy or social responsibility issues.
 13. The Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Committee shall meet at least once prior to the time when nominees for the Board are to be determined for inclusion in the proxy statement for the Company's annual meeting of stockholders.
 14. The Committee shall make regular reports to the Board.
 15. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
 16. The Committee shall annually review its own performance.

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