



RULES FOR THE BOARD OF DIRECTORS

OF

WRIGHT MEDICAL GROUP N.V.

These Rules were adopted by the Board of Directors on 26 August 2010 and have been amended on 30 April 2013, 29 October 2013, 13 October 2015 and 25 April 2017

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1. DEFINITIONS AND INTERPRETATION

1.1. Definitions

The following terms used in these Rules have the following meaning:

- Audit Committee: the audit committee of the Company;
- Annual Report: the annual report of the Company on Form 10-K and the Dutch statutory annual report, as drawn up by the Board of Directors;
- Articles of Association: the articles of association of the Company as amended from time to time;
- Board of Directors: the board of directors of the Company;
- Rules: the rules of the Board of Directors as adopted by the Board of Directors;
- Chairman: the chairman of the Board of Directors;
- Company: the public limited liability company (*naamloze vennootschap*) Wright Medical Group N.V., established in Amsterdam, the Netherlands, together with – where the context so permits – its subsidiaries;
- Company Secretary: the company secretary of the Company;
- Compensation Committee: the compensation committee of the Company;
- General Meeting: the general meeting of shareholders of the Company;
- Code of Conduct on Insider Trading and Confidentiality: the code of conduct on insider trading and confidentiality of the Company as amended from time to time; and
- Nominating, Corporate Governance and Compliance Committee: the nominating, corporate governance and compliance committee of the Company.

2. STATUS AND CONTENTS OF THESE RULES

- 2.1. These rules have been drawn up pursuant to article 13.2 of the Articles of Association and are complementary to the rules and regulations (from time to time) applicable to the Board of Directors under Dutch law and the Articles of Association.
- 2.2. Where these rules are inconsistent with Dutch law or the Articles of Association, the law or, as the case may be, the Articles of Association shall prevail. Where these rules conform to the Articles of Association but are inconsistent with Dutch law, the latter shall prevail. If one or more provisions of these rules are or become invalid, this shall not affect the validity of the remaining provisions. The Board of Directors shall replace the invalid provisions by those which are valid and the effect of which, given the contents and purpose of these rules, is to the greatest extent possible similar to that of the invalid provisions.

2.3. These Rules can only be amended by a resolution of the Board of Directors to that effect. Any amendment of these Rules shall be laid down in writing.

2.4. These Rules are published on the Company's website.

3. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

3.1. The Board of Directors is responsible for the overall conduct of Company and has the powers, authorities and duties vested in it by and pursuant to the relevant laws and the Articles of Association. The Board of Directors has the final responsibility for the management, direction and performance of the company and their business. The identification and management of risk is integral to Company's strategy and to achieving its long-term goals. The Board of Directors has overall responsibility for the management of risk and for reviewing the effectiveness of the system of internal control and risk management approach. In all its dealings, the Board of Directors has regard to the interests of Company as a whole, including its shareholders, employees, customers and suppliers, together with Company's social and legal responsibilities in the communities in which it operates.

3.2. As members of the Board of Directors, all Directors are required to and responsible for:

- Setting the Company's strategic objectives, ensuring that the necessary financial and human resources are in place for the Company to meet its objectives, and reviewing the performance of management;
- Setting the corporate governance structure of the Company and ensuring compliance with and enforcement of these Rules.
- Complying with all relevant legislation and regulations, for managing the risks associated with the Company's activities and for financing the Company.
- Employing as instruments of the internal risk management and control system (i) risk analyses of the operational and financial objectives of the Company; (ii) a code of conduct which is published on the website of the Company, (iii) manuals for the lay out of the financial reports and the procedures to be followed in drawing up the reports and (iv) a system of monitoring and reporting.

3.3. The Board of Directors shall review all material documents to be filed with the U.S. Securities and Exchange Commission. The Board of Directors shall be responsible for the internal procedures with respect to the preparation and publication of the annual accounts (including the Annual Report).

3.4. All Directors are responsible for the proper fulfillment of the Board of Directors' duties and obligations. All Directors should see to it that they are informed on a timely basis and in sufficient detail about all important matters relating to the Company and the functioning of the Board of Directors. The Executive Directors have a particular responsibility to ensure that the Chairman promptly receives timely and clear information (in particular about the Company's performance. The Chairman is required to ensure that all members of the Board of Directors have the information they need to take sound decisions, monitor effectively and provide advice to promote the success of the Company.

- 3.5. The responsibility for the operational management of the Company and the business enterprise connected therewith lies with the Executive Directors under the final and ultimate responsibility of the Board of Directors as a whole. In their capacities as members of the Board of Directors the Non-Executive Directors supervise the functioning of the Executive Directors.

4. COMPOSITION OF THE BOARD OF DIRECTORS

- 4.1. The Board of Directors shall consist of three (3) or more members, one (1) or more are Executive Director(s) and two (2) or more are Non-Executive Directors. The members of the Board of Directors will be appointed at a general meeting for terms as specified in accordance with the resolutions adopted by the members of the Board of Directors.
- 4.2. Appointments of the Non-Executive Directors on the Board of Directors and the composition of the Board of Directors shall be such that the combined experience, expertise and independence of the Non-Executive Directors meet the Non-Executive Director's profile and enables the Board of Directors to best carry out the variety of its responsibilities and duties to the Company and all others involved in the Company (including its shareholders), consistent with applicable law and regulations (including the rules of any exchange on which the Company's shares may be listed).
- 4.3. The Board of Directors should comprise a majority of Independent Non-Executives under the independence criteria of NASDAQ.
- 4.4. Directors are nominated for re-election by the Board of Directors on the recommendation of the Nominating, Corporate Governance and Compliance Committee.

5. CHAIRMAN

- 5.1. The Board of Directors shall, in accordance with article 13.1 of the Articles of Association, appoint one of the members of the Board of Directors as Chairman. The Chairman may only be a Non-Executive Director, and may not be involved, nor have been involved in the daily management of the Company.
- 5.2. The Chairman's general and specific responsibilities cover:
- determining the agenda and chairing the meetings of the Board of Directors, ensuring that there is sufficient time for decision-making by the Board of Directors, ensuring the functioning of the Board of Directors and conducting shareholder meetings of the Company, including General Meetings;
 - managing the Board of Directors to ensure that it operates effectively;
 - ensuring that the members of the Board of Directors receive accurate, timely and clear information, in particular about the Company's performance, to enable the Board of Directors to take sound decisions, monitor effectively and provide advice to promote the success of the Company;
 - encouraging active engagement by all the members of the Board of Directors;

- setting and approving the Board of Directors agenda to take full account of the issues and the concerns of all Directors;
- promoting effective relationships and open communication, both inside and outside the boardroom, between Non-Executive Directors and the Executive Directors;
- monitoring effective implementation of Board of Directors decisions;
- ensuring clear structure for and the effective running of Board Committees together with and facilitated by the Company Secretary, maintaining effective communication with major shareholders so as to ensure the Board of Directors develops an understanding of their views;
- in conjunction with the Company Secretary, taking the lead in providing a properly constructed induction programme for new Directors that is comprehensive, formal and tailored;
- ensuring that the performance of individuals and of the Board of Directors as a whole and its committees is evaluated at least once a year; and
- establishing a close relationship of trust with the Executive Directors, by providing support and advice while respecting executive responsibility.

6. EXECUTIVE DIRECTORS

6.1. The Executive Directors shall have responsibility within the Board of Directors for:

- Day-to-day management of the Company comprising all decisions in the ordinary course of business of the Company; and, within the strategic and financial objectives and boundaries as included in the strategy and business plans approved by the Board of Directors;
- Strategic management of the Company including developing strategy and business plans for the Company, including the financial projections and the budget, and proposing these plans to the Board of Directors and implementing them after approval of the Board of Directors;
- Maintaining appropriate accounting, financial and other controls for the Company;
- Establishing and maintaining internal procedures, which ensure that all major financial information is known to the entire Board of Directors, so that the timeliness, completeness and correctness of the external financial reporting are assured;
- Adopting Company policies in respect of corporate conduct, including compliance with applicable laws and regulations;
- Reviewing the process of the provision of appropriate financial and operational information to the Board of Directors, and to (public) authorities or other relevant bodies;

- Preparing and monitoring implementation of succession plans regarding the management of the Company;
 - Evaluating the overall effectiveness of the Company; and
 - Such other matters as may be specifically delegated to him by the Board of Directors.
- 6.2. The Executive Directors shall provide the Board of Directors on a regular basis with information on all facts and developments regarding the Company, which information the Board of Directors needs in order to function adequately and to adequately perform its duties. Additionally, the Executive Directors shall answer any questions raised by any member of the Board of Directors.
- 6.3. Without prejudice to clause 6.2, the Executive Directors shall quarterly provide the Board of Directors with a report, containing information as to, inter alia, commercial, operational, financial matters, and matters concerning investments and personnel. This report shall be accompanied by an explanation of the Executive Directors. In addition, the Executive Directors shall annually provide the operational and investments budget of the Company for the next year.

7. NON-EXECUTIVE DIRECTORS

- 7.1. As Directors, the Non-Executive Directors share full responsibility for the execution of the Board of Directors' duties. Within this broad responsibility the role of the Non-Executive Directors is, essentially, a supervisory one, having the following key elements:
- Strategy: they constructively challenge and help develop proposals on strategy;
 - Performance: they scrutinize the performance of management in meeting agreed goals and objectives;
 - Risk: they satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible;
 - People: they take responsibility for determining appropriate levels of compensation of the Executive Directors and, have a prime role in appointing and, where necessary, removing the Executive Directors and in succession planning;
 - Reporting: they take responsibility for the oversight of processes for accurately reporting on performance and the financial position of the Company;
 - Compliance: they should keep governance and compliance with the legislation and regulations under review and the conformity of the Company practices to accepted norms.

- 7.2. The Non-Executive Directors shall at least once a year hold a meeting on their own, i.e. without the Executive Directors being present, to discuss their own functioning, the desired profile, composition and competence of the Non-Executive Directors and the performance of the Executive Directors, and the conclusions that must be drawn on the basis thereof.
- 7.3. Each Non-Executive Director shall, after his appointment, follow an orientation program, which, in any event, covers general financial and legal affairs, financial reporting by the Company, any specific aspects that are unique to the Company and its business activities and the general responsibilities of a Non-Executive Director under Dutch law. The Non-Executive Directors shall conduct an annual review to identify any aspects with regard to which the Non-Executive Directors require further training or education during their period of appointment. The Company shall play a facilitating role in this respect.

8. COMPANY SECRETARY

The Board of Directors shall appoint a Company Secretary. The Company Secretary shall assist the Board of Directors and shall see to it that correct procedures are followed and that the Board of Directors act in accordance with their statutory obligations and their obligations under the Articles of Association.

9. OWNERSHIP OF SECURITIES

- 9.1. The Board of Directors shall establish the Code of Conduct on Insider Trading and Confidentiality in accordance with the relevant U.S. and Dutch regulations.
- 9.2. All transactions in the Company's securities by members of the Board of Directors shall be made for investment purposes, and not with a view to a quick profit on a sale. It is the Company's policy that members of the Board of Directors shall not engage in short-term or speculative transactions in the Company's securities, as further set out in the Code of Conduct on Insider Trading and Confidentiality.

10. MEETINGS OF THE BOARD OF DIRECTORS

- 10.1. The Board of Directors shall meet at least four (4) times per year and as often as one or more members of the Board of Directors request(s). Meetings shall be held at the offices of the Company in the Netherlands but can also be held elsewhere in the Netherlands, unless the Board of Directors decides otherwise.
- 10.2. A meeting is convened in due time by the Chairman or by members of the Board of Directors that requested such meeting. If practically possible, a meeting is convened in writing at least two (2) business days prior to the meeting and is accompanied by the agenda and the documents to be discussed.
- 10.3. A member of the Board of Directors may only be represented at a meeting by a co-member of the Board of Directors authorized in writing. The expression in writing shall include any message transmitted by current means of communication received by the Chairman. A member of the Board of Directors may not act as a proxy for more than one co-member at a meeting of the Board of Directors.
- 10.4. The agenda of a meeting shall be adopted by the Chairman or the member(s) of the Board of Directors that requested the meeting.

- 10.5. The Chairman shall chair the meetings of the Board of Directors. The minutes of a meeting of the Board of Directors shall be drawn up by the Company Secretary and shall be adopted by the Board of Directors in the first following meeting and signed by the Chairman in evidence thereof. If the Chairman is unable to attend a meeting of the Board of Directors, the other Non-Executive Directors shall appoint one of the other Non-Executive Directors as chairman of the meeting.
- 10.6. Resolutions shall only in certain circumstances, as determined from time to time by the Board of Directors, be adopted outside a meeting. In the event resolutions are adopted outside a meeting of the Board of Directors, these shall be laid down in writing and such written evidence shall be added to the documents of the first following meeting of the Board of Directors.

11. RESOLUTIONS OF THE BOARD OF DIRECTORS

- 11.1. Resolutions of the Board of Directors or any of its committees are, in principle, adopted in a meeting of the Board of Directors or its respective committee. The Board of Directors or any of its committees may also adopt resolutions outside a meeting. In that event the Chairman shall make the agenda and the documents to be discussed available to all members of the Board of Directors or the respective committee. Each member of the Board of Directors or its respective committee shall give its opinion on the intended proposal within a period determined by the Chairman. The opinion of each member of the Board of Directors or any of its committees shall be disclosed to the other members of the Board of Directors or the other members of the respective committee.
- 11.2. With due observance of clause 11.3, the Board of Directors may only adopt resolutions if at least a majority of the members of the Board of Directors in office shall be present at the board meeting or represented at such meeting.
- 11.3. Resolutions of the Board of Directors shall be adopted by a favourable vote of the majority of the directors that have no conflict of interest present or represented at the meeting.
- 11.4. Resolutions of any of the committees of the Board of Directors as well as meetings of the Non-Executive Directors shall be adopted by a majority of the votes cast in such committee or meeting.
- 11.5. The Board of Directors shall not take any decisions regarding matters which require in accordance with the laws, the Articles of Association or these Rules the prior approval of the General Meeting, without the required approval.

12. CONFLICTS OF INTEREST

- 12.1. The members of the Board of Directors shall avoid any conflict of interest between the Company and any members of the Board of Directors.
- 12.2. None of the members of the Board of Directors shall:
- enter into competition with the Company;

- demand or accept (substantial) advantages from the Company for him- or herself or for the spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second in line of descent;
 - provide unjustified advantages to third parties to the detriment of the Company; or
 - take advantage of business opportunities to which the Company is entitled for him- or herself or others.
- 12.3. Each member of the Board of Directors shall immediately report any (potential) conflict of interest that is of material significance to the Company and/or to the relevant member of the Board of Directors, to the Chairman and the other members of the Board of Directors. The member of the Board of Directors that has a (potential) material conflict of interest shall provide the Chairman and the other members of the Board of Directors with all relevant information, including information concerning his or her spouse, registered partner or other life companion, foster child and relatives by blood or marriage up to the second in line of descent. The Non-Executive Directors shall decide, without the relevant member of the Board of Directors being present, whether there is a conflict of interest. In the event that there is a conflict of interest with one or more member of the Board of Directors, the Company may still be represented by an Executive Director.
- 12.4. A conflict of interests exists, in any event, if the Company intends to enter into a transaction with a legal entity:
- in which a member of the Board of Directors personally has a material financial interest;
 - which has a Board of Directors member who has a relationship under family law to the second in line of descent with a member of the Board of Directors; or
 - in which a member of the Board of Directors has a management or supervisory function.
- 12.5. A member of the Board of Directors shall not take part in any discussion or decisionmaking that involves a subject or transaction in relation to which he or she has a conflict of interest with the Company.
- 12.6. All transactions in which there are conflicts of interest with members of the Board of Directors shall be agreed on terms that are customary in the industry concerned. Decisions to enter into transactions in which there are conflicts of interest with members of the Board of Directors that are of material significance to the Company and/or to the relevant members of the Board of Directors require the approval of the Board of Directors. Such transactions shall be published in the Annual Report, together with a statement of the conflict of interest and a declaration that the rules regarding conflicts of interest contained in the clauses 12.2 through 12.6 have been complied with.

13. BOARD COMMITTEES

- 13.1. The Board of Directors shall have at least three (3) standing committees, or such other number as required by NASDAQ, including the Audit Committee, a Nominating, Corporate Governance and Compliance Committee and a Compensation Committee, to be appointed

by the Board of Directors solely from its Non-Executive Directors. The Board of Directors remains responsible for its decisions even if such decisions were prepared by one of the Board of Directors' committees.

- 13.2. The Board of Directors shall prepare charters governing the Audit Committee, the Nominating, Corporate Governance and Compliance Committee and Compensation Committee the respective practices and principles (responsibilities, composition, meetings, etc.). Copies of the charters are published on the Company's website.
- 13.3. The composition of the committees, the number of committee meetings and the main items to be discussed therein shall be recorded in the Annual Report.
- 13.4. The Board of Directors shall receive from the Audit Committee, the Nominating, Corporate Governance and Compliance Committee and Compensation Committee a report of their respective deliberations and findings following their meetings.

14. CHANGES IN DIRECTOR'S PRINCIPAL OCCUPATION OR RESPONSIBILITY

If a Director changes his or her principal occupation or the principal responsibility he or she held when the Director was appointed to the Board, or publicly announces such a future change, the Director shall promptly notify the Board Chairman and Chair of the Nominating, Corporate Governance and Compliance Committee. The Nominating, Corporate Governance and Compliance Committee will evaluate the appropriateness of continued Board service under the new circumstances, including the impact on the Director's time and attention for effective Board service, as well as the potential for conflicts with the Company's interests. The Nominating, Corporate Governance and Compliance Committee will then make a recommendation to the Board as to what action to take, if any. In appropriate circumstances, the Board may request that the Director submit his or her resignation from the Board.

15. OTHER BOARD SERVICE

- 15.1. A Director seeking to serve on another public or private for-profit company board of directors shall notify the Board Chairman and Chair of the Nominating, Corporate Governance and Compliance Committee in advance of accepting such service and should obtain the approval of the Nominating, Corporate Governance and Compliance Committee prior to accepting such service.
- 15.2. Service on other boards of directors should be consistent with the Company's conflicts of interest policy set forth above.

16. DISCLOSURE OF INFORMATION

16.1. Relation with the shareholders

- 16.1.1. The Board of Directors shall provide all shareholders of the Company and other parties in the financial markets with equal and simultaneous information about matters that may influence the share price.
- 16.1.2. The Board of Directors shall provide the General Meeting with all such information that the General Meeting requires in order to exercise its powers, unless this would be contrary to an overriding interest (*zwaarwichtig belang*) of

the Company. If the Board of Directors refuses to provide information due to an overriding interest it shall motivate such refusal.

16.1.3. The Board of Directors shall convene the General Meeting. The Chairman shall consider including in the notice the matters requested in writing by one or more holders of shares with due observance of applicable laws.

16.1.4. The members of the Board of Directors are not required to attend the General Meeting.

16.2. Relation with the external auditor

16.2.1. The Executive Directors and the Audit Committee shall each report separately on their dealings with the external auditor to the Non-Executive Directors on an annual basis, including the auditor's independence in particular (for example, the desirability of rotating the responsible partners of an external audit firm that provides audit services, and the desirability of the same audit firm providing non-audit services to the Company).

16.2.2. At least once every four (4) years the Board of Directors and the Audit Committee shall conduct a thorough assessment of the functioning of the external auditor within the various entities and in the different capacities in which the external auditor acts. The main conclusions of this assessment shall be, as necessary, communicated to the General Meeting for the purposes of assessing the nomination for the appointment of the external auditor.

17. CONFIDENTIALITY

Unless the Rules, the Articles of Association or applicable laws or regulations stipulate otherwise each member of the Board of Directors shall treat all information and documents acquired in his capacity as a member of the Board of Directors as strictly confidential.

This Clause shall apply also if a member of the Board of Directors ceases to be a member of the Board of Directors.

18. NON-COMPLIANCE

The Board of Directors may occasionally decide at its sole discretion not to comply with and adhere to these Rules pursuant to a resolution of the Board of Directors to that effect. Such resolution shall be referred to in the Annual Report.