



## **Wright Medical Group N.V.**

# **NOMINATING, CORPORATE GOVERNANCE AND COMPLIANCE COMMITTEE CHARTER**

**As Amended and Restated October 13, 2015**

## I. Committee Membership; Organization; Operation; Purpose

The Nominating, Corporate Governance and Compliance Committee (the “Committee”) of the Board of Directors (the “Board”) of Wright Medical Group N.V. (the “Company”) shall consist of two (2) or more directors as determined by the Board. Each member of the Committee shall have experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee. The members of the Committee shall be “independent” under Rule 5605(a)(2) of the Listing Rules of the NASDAQ Stock Market (“NASDAQ”), subject to the Rule 5605(e)(3) of the NASDAQ Listing Rules (so long as applicable), and within the meaning of any other applicable laws, rules and regulations (collectively, the “Independence Requirements”).

The members of the Committee shall be appointed by the Board on the recommendation of the Committee. Determinations as to whether a particular director is qualified for membership on the Committee shall be made by the Committee. Each Committee member shall serve until his or her successor is duly appointed by the Board or until such member’s resignation or removal from the Board or the Committee. Committee members shall serve at the pleasure of the Board and for such term or terms as the Board may determine. Committee members may be added, removed or replaced by the Board in its complete discretion.

The Chairman of the Committee shall be designated by the Board. The Chairman shall be responsible for presiding over Committee meetings, preparing Committee agendas and determining the informational needs of the Committee. The Committee may form and delegate any of its responsibilities, as permitted by applicable laws and regulations, to a subcommittee composed of one or more members of the Committee.

The Committee shall meet as frequently as the discharge of its responsibilities shall require, as determined by the Committee or its Chairman, and may take action by unanimous written consent. The Committee may request any other director, officer or employee of the Company or its subsidiaries or any of the Company’s or its subsidiaries’ outside advisors to attend any meeting of the Committee or to meet independently with any of the foregoing.

The Committee shall report regularly to the Board, including after each Committee meeting, on the Committee’s findings and recommendations and any other matters the Committee deems appropriate, and shall maintain minutes of Committee meetings and activities. The Committee’s report to the Board may take the form of an oral report by the Chairman or by any other member of the Committee designated by the Committee to make this report.

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the sole authority to select, retain, terminate and approve the fees and other retention terms of special counsel, director search firms or other consultants, as it deems appropriate. The Company shall provide adequate funding to the Committee to engage such counsel, search firms and consultants and shall fund other ordinary administrative expenses that are necessary or appropriate for the Committee in carrying out its responsibilities.

The Committee shall conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with the Committee’s charter. The

Committee shall periodically review the Committee's charter and recommend any proposed changes to the Board for approval. The Board may also review the Committee's charter from time to time and determine to alter the Committee's responsibilities over time.

The purposes of the Committee are to (i) identify, evaluate and nominate candidates for election as directors and for appointment to serve on the Board's committees; (ii) review and make recommendations to the Board regarding the Board's composition and structure; (iii) oversee the evaluation of the Board and its committees; (iv) oversee all corporate governance matters and practices and make recommendations to the Board; and (v) oversee the Company's compliance with legal and regulatory requirements as well as its ethical standards and policies, other than with respect to matters relating to the Company's financial statements and financial reporting obligations and any accounting, internal accounting controls or auditing matters ("Financial Matters") (which Financial Matters are within the purview of the Audit Committee).

## II. Duties and Responsibilities of the Committee

The Committee shall have the duties and responsibilities described below.

### *Board Nomination and Structure and Composition of Board and Board Committees*

1. Identify individuals, when the facts and circumstances warrant, believed to be qualified to become Board members, consistent with criteria approved by the Board.
2. Approve a list of director candidates, when the facts and circumstances warrant, to be contacted and interviewed by the Committee regarding the potential opportunity to join the Board.

The Committee shall be authorized to require of candidates such information as the Committee may find advisable to obtain in connection with its review. The Committee may also provide prospective candidates with appropriate information and materials to assist them in reviewing the opportunity to join the Board.

3. Recommend to the Board, based on its review and evaluation of candidates, the nominees to stand for election as directors at the annual general meeting or, if applicable, at a special meeting of stockholders. In the case of a vacancy in the office of a director or the creation of a newly created directorship that may occur between meetings, the Committee shall recommend to the Board an individual to fill such vacancy or newly created directorship through appointment by the general meeting of shareholders, in each case as permitted by the Company's Articles of Association, as currently in effect and as may be amended from time to time, and any applicable laws. In selecting or recommending candidates, the Committee shall take into consideration the following criteria as approved by the Board, and as modified by the Board from time to time, and such other factors as it deems appropriate:
  - (i) high personal and professional ethics, values and integrity;

- (ii) education, skill and experience that the Board deems relevant and useful, including whether such attributes or background would contribute to the diversity of the Board as a whole;
- (iii) ability and willingness to serve on any committees of the Board; and
- (iv) ability and willingness to commit adequate time to the proper functioning of the Board and its committees.

The Committee shall consider all candidates recommended by the Company's stockholders in accordance with the procedures set forth in the Company's annual proxy statement. The Committee may also consider candidates proposed by management. Upon approval of the Board, the Chairman of the Committee, on behalf of the Board, shall invite prospective candidates to join the Board, subject to approval by the Company's stockholders, as applicable.

4. Identify Board members qualified to serve on any committee of the Board and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.
5. Review and evaluate individually the performance of those directors who are up for re-nomination and, based on such review, recommend those directors, if appropriate, to the Board for re-election at the Company's annual general meeting of stockholders. In addition to the criteria set forth in this charter, before recommending the nomination of each incumbent director for an additional term, the Committee will review each director's overall performance as a director of the Company by assessing each director's independence (as applicable), attendance, experiences, contributions and insight to the Company.
6. Make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof.
7. Review and evaluate annually the overall effectiveness and functioning of the management and the Board and the compliance of the Board with applicable legal requirements, including the independence requirements of the Securities and Exchange Commission ("SEC") and NASDAQ, and recommend to the Board any changes in the Board's practices or personnel as the Committee may determine to be in the best interests of the Company. As part of this review, the Committee shall identify the existing skills and competencies of the Board and consider and identify any skills and competencies that the Board requires.

8. Review annually the composition of the Board's other committees and evaluate the performance of each such committee, including its effectiveness and compliance with its charter, and recommend any changes to the composition and functions of each committee to the full Board.

#### *Corporate Governance*

9. Take a leadership role in shaping the Company's corporate governance.
10. Develop and recommend to the Board the Rules for the Board of Directors of Wright Medical Group N.V. (the "Board Rules"), oversee the implementation of and compliance with the Board Rules and recommend to the Board any changes to these Board Rules.
11. Review and recommend to the Board any proposed amendments or changes to the Company's Articles of Association, as necessary and appropriate.
12. Consider and oversee all corporate governance issues as they arise from time to time, and develop appropriate recommendations for the Board.
13. Oversee the orientation process for new directors and review the Company's policies and programs with respect to the continuing education of directors.

#### *Compliance*

14. Review periodically and make recommendations to the Board on the adequacy and effectiveness of the Company's compliance practices generally and the Company's policies and procedures for ensuring compliance with legal, regulatory and quality systems requirements and ethical programs and policies as established by management and the Board, including without limitation the Company's Code of Business Conduct and Ethics, Code of Conduct on Interactions with Customers, Code of Conduct on Insider Trading and Confidentiality, other aspects of the Company's Corporate Compliance Program and any other similar code of conduct and policies as adopted by the Company from time to time by the Company.
15. Oversee implementation by management of the Company's policies and procedures for ensuring compliance with legal, regulatory and quality systems requirements and ethical programs and policies as established by management and the Board, including without limitation the Company's Code of Business Conduct and Ethics, Code of Conduct on Interactions with Customers, Code of Conduct on Insider Trading and Confidentiality, other aspects of the Company's Corporate Compliance Program and any other similar code of conduct and policies as adopted by the Company from time to time by the Company.
16. Evaluate whether management is setting an appropriate "tone at the top" by communicating the importance of the Company's legal, regulatory and quality systems requirements and ethical programs and policies.

17. Consider any requests for waivers of the Company's Code of Business Conduct and Ethics and Code of Conduct on Interactions with Customers.
18. Meet with and receive and review reports from the Company's Compliance Officer concerning compliance matters other than those relating to Financial Matters, which are within the purview of the Audit Committee, including without limitation complaints received from internal and external sources, including compliance alert hotlines, and facilitate reporting by the Company's Compliance Officer to the Board regarding such compliance matters.
19. Refer promptly all compliance matters relating to Financial Matters to the Audit Committee and otherwise with respect to all other compliance matters, notify promptly the Chair of the Audit Committee of the initiation of any such significant compliance matters and keep the Chair of the Audit Committee reasonably apprised of the status of any such significant compliance matters.
20. Authorize or oversee investigations into any matters within the Committee's scope of responsibility as described in this charter or as otherwise may be subsequently delegated to the Committee by the Board, with the power to retain independent counsel and other advisors and experts to assist the Committee if deemed appropriate.
21. Review and monitor evolving industry practices and trends in order to recommend enhancements to the Company's compliance practices generally and the Company's Code of Business Conduct and Ethics, Code of Conduct on Interactions with Customers, Code of Conduct on Insider Trading and Confidentiality, other aspects of the Company's Corporate Compliance Program and any other similar code of conduct and policies as adopted by the Company from time to time by the Company, specifically.

*General*

22. Assist management in the preparation of the disclosure for the Company's annual proxy statement or annual report on Form 10-K and the Dutch statutory annual accounts regarding the operations of the Committee.
23. Perform such other acts incidental to, or arising out of or in connection with, or otherwise related to, the authority granted to the Committee hereby or the carrying out of the Committee's duties and responsibilities hereunder.

III. Limitations Inherent in the Committee's Role

In carrying out its responsibilities and duties regarding compliance matters, the Committee relies upon the expertise and knowledge of the Company's management, including its Chief Legal Officer and Compliance Officer. Accordingly, it is the responsibility of the Company's management to ensure compliance with applicable legal, regulatory and quality systems requirements and ethical programs and policies as established by management and the Board. Although the Committee may initiate compliance audits or investigations, it is not the

duty of the Committee to plan or conduct compliance audits in the ordinary course of the Company's business, to conduct investigations, or to assure compliance with legal, regulatory and quality systems requirements and ethical programs and policies as established by management and the Board, including without limitation the Company's Code of Business Conduct and Ethics, Code of Conduct on Interactions with U.S. Customers and other aspects of the Company's Corporate Compliance Program. Rather, the Committee will oversee the relevant work of the Company's Compliance Officer and will receive reports from the Compliance Officer, the Chief Legal Officer and other members of management about issues that may arise concerning the Company's compliance with legal, regulatory and quality systems requirements and ethical programs and policies as established by management and the Board. Any communication between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.