

**TORNIER N.V.**  
**MINUTES OF THE**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS**

held on June 18, 2015 at 9:00 a.m. CET at the company's offices at  
Prins Bernhardplein 200, 1097 JB Amsterdam, the Netherlands

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Kevin Klemz, Senior Vice President, Chief Legal Officer and Secretary, welcomes the participants to the annual general meeting of shareholders of Tornier N.V. (“Tornier” or the “Company”). In the absence of the Chairman of the Board of Directors of the Company and no other members of the Board of Directors present, the shareholders present and represented may appoint the chairman of the meeting according to the Company’s articles of association. It is proposed that Kevin Klemz will preside as Chairman of this meeting.

The shareholders present and represented have no objections to this proposal and, therefore, Kevin Klemz is appointed as Chairman of the meeting.

The Chairman appoints Dennis Mollema from Stibbe, Tornier’s Dutch legal counsel, as secretary of this meeting, who will draw up the minutes of this meeting.

The Chairman confirms that the time is 9:00 a.m., CET, and that the proceedings can start. Under Tornier’s articles of association, shareholders representing at least one-third of Tornier’s outstanding ordinary shares present in person or by proxy and entitled to vote constitute a quorum for this meeting. Based on the shareholder register provided by American Stock Transfer and Trust Company, Tornier’s stock transfer agent, the Secretary has informed the Chairman that the requisite quorum is present, and the Chairman declares the meeting open.

The Notice of the Annual General Meeting and Proxy Statement was sent to all shareholders of record as of the close of business on May 14, 2015. Also in accordance with Dutch law, this meeting was convened through a convocation published in the Dutch daily newspaper, Trouw, on May 13, 2015.

As of the convocation of this meeting, the agenda, the explanatory notes and the statutory annual accounts, as prepared in accordance with Dutch law, for the fiscal year 2014 were available at Tornier's offices in Amsterdam, and could be obtained via Tornier's corporate website. These documents are also available at this meeting.

No requests from shareholders have been received for inclusion of additional items on the agenda. All legal requirements regarding the convocation of this meeting have been met. So legally valid resolutions can be adopted at this meeting.

Before he proceeds, the Chairman informs the meeting how many shares are represented at this meeting, in person or by proxy, and how many votes they can jointly cast. According to the signed registration list, 41,154,464 shares are represented representing the same number of votes. This means that 83.88% of the issued share capital is represented.

Before the Chairman proceeds to the voting proposals, the Chairman confirms if anyone has any questions or comments on the report of the Board of Directors for the fiscal year ended December 28, 2014 or the directors' remuneration for the fiscal year ended December 28, 2014. None of the persons present raised any questions or comments on the report.

In accordance with Tornier's articles of association the Chairman proposes voting will be by acclamation, meaning that in case members wish to vote against a proposal, or if they wish to abstain from voting, they may state so and their name and their number of votes will be recorded.

### **ELECTION OF TWO NON-EXECUTIVE MEMBERS OF THE BOARD OF DIRECTORS (voting proposal no. 1)**

The first matter to be voted on is the reappointment of two non-executive members of Tornier's Board of Directors to serve until the earlier of: (a) the 2018 annual general meeting of shareholders; (b) the completion of Tornier's proposed merger with Wright Medical Group, Inc. and the appointment of directors in connection therewith; or (c) until their earlier death, resignation or removal. The Board of Directors has made binding nominations for each of the two open positions.

For the first open position, the Board of Directors has nominated Sean D. Carney to serve as a non-executive director until the earlier of: (a) the 2018 annual general meeting of shareholders; (b) the completion of Tornier's proposed merger with Wright Medical Group, Inc. and the appointment of directors in connection therewith; or (c) until his earlier death, resignation or removal.

For the second open position, the Board has nominated Richard B. Emmitt to serve as a non-executive director until the earlier of: (a) the 2018 annual general meeting of shareholders; (b) the completion of Tornier's proposed merger with Wright Medical Group, Inc. and the appointment of directors in connection therewith; or (c) until his earlier death, resignation or removal.

The Chairman would like to vote on the proposal and the appointment of Richard B. Emmitt as a non-executive director until (a) the 2018 annual general meeting of shareholders; (b) the completion of Tornier's proposed merger with Wright Medical Group, Inc. and the appointment of directors in connection therewith; or (c) until his earlier death, resignation or removal. The Chairman concludes that this proposal has been adopted by the general meeting of shareholders.

Subsequently, the Chairman would like to vote on the proposal and the appointment of Sean D. Carney and Richard B. Emmitt as a non-executive director until (a) the 2018 annual general meeting of shareholders; (b) the completion of Tornier's proposed merger with Wright Medical Group, Inc. and the appointment of directors in connection therewith; or (c) until his earlier death, resignation or removal. The Chairman concludes that this proposal has been adopted by the general meeting of shareholders.

**RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2015, ASSUMING THE PROPOSED MERGER WITH WRIGHT MEDICAL GROUP, INC. IS NOT COMPLETED DURING FISCAL 2015 (voting proposal no. 2)**

The next matter to be voted on is the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 27, 2015, assuming the proposed merger with Wright Medical Group, Inc. is not completed during fiscal 2015.

The Chairman would like to vote on this proposal. The Chairman concludes that this proposal has been adopted by the general meeting of shareholders.

**APPOINTMENT OF E&Y ACCOUNTANTS LLP AS AUDITOR FOR DUTCH STATUTORY ANNUAL ACCOUNTS FOR FISCAL YEAR 2015, ASSUMING THE PROPOSED MERGER WITH WRIGHT MEDICAL GROUP, INC. IS NOT COMPLETED DURING FISCAL 2015 (voting proposal no. 3)**

The next matter to be voted on is the appointment of E&Y Accountants LLP as the Company's auditor for its Dutch statutory annual accounts for the fiscal year ending December 27, 2015, assuming the proposed merger with Wright Medical Group, Inc. is not completed during fiscal 2015.

The Chairman would like to vote on this proposal. The Chairman concludes that this voting proposal has been adopted by the general meeting of shareholders.

**RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2015, ASSUMING THE PROPOSED MERGER WITH WRIGHT MEDICAL GROUP, INC. IS COMPLETED DURING FISCAL 2015 (voting proposal no. 4)**

The next matter to be voted on is the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 27, 2015, assuming the proposed merger with Wright Medical Group, Inc. is completed during fiscal 2015.

The Chairman would like to vote on this proposal. The Chairman concludes that this proposal has been adopted by the general meeting of shareholders.

**APPOINTMENT OF KPMG LLP AS AUDITOR FOR DUTCH STATUTORY ANNUAL ACCOUNTS FOR FISCAL YEAR 2015, ASSUMING THE PROPOSED MERGER WITH WRIGHT MEDICAL GROUP, INC. IS COMPLETED DURING FISCAL 2015 (voting proposal no. 5)**

The next matter to be voted on is the appointment of KPMG LLP as the Company's auditor for its Dutch statutory annual accounts for the fiscal year ending December 27, 2015, assuming the proposed merger with Wright Medical Group, Inc. is completed during fiscal 2015.

The Chairman would like to vote on this proposal. The Chairman concludes that this voting proposal has been adopted by the general meeting of shareholders.

**ADOPTION OF THE COMPANY'S STATUTORY ANNUAL ACCOUNTS FOR FISCAL YEAR 2014 (voting proposal no. 6)**

The next matter to be voted on is the adoption of Tornier's statutory annual accounts, as prepared in accordance with Dutch law, for the fiscal year ended December 28, 2014.

The Chairman would like to vote on this proposal. The Chairman concludes that this voting proposal has been adopted by the general meeting of shareholders.

**RELEASE OF BOARD OF DIRECTORS FROM LIABILITY FOR EXERCISE OF THEIR DUTIES DURING THE FISCAL YEAR 2014 (voting proposal no. 7)**

The next matter to be voted on is to discharge the members of the Board of Directors from liability with respect to the exercise of their duties during the fiscal year ended December 28, 2014.

The Chairman would like to vote on this proposal. The Chairman concludes that this voting proposal has been adopted by the general meeting of shareholders.

**AUTHORIZATION OF THE BOARD OF DIRECTORS TO REPURCHASE UP TO 10% OF THE COMPANY'S ISSUED SHARE CAPITAL (INCLUDING DEPOSITARY RECEIPTS ISSUED FOR SHARES) UNTIL DECEMBER 18, 2016 ON THE OPEN MARKET, THROUGH PRIVATELY NEGOTIATED TRANSACTIONS OR IN ONE OR MORE SELF-TENDER OFFERS FOR A PRICE PER SHARE (OR DEPOSITARY RECEIPT) NOT LESS THAN THE NOMINAL VALUE OF A SHARE AND NOT HIGHER THAN 110% OF THE MARKET PRICE PER SHARE (OR DEPOSITARY RECEIPT) AT THE TIME OF THE TRANSACTION (voting proposal no. 8)**

The next matter to be voted on is to authorize the Board of Directors to repurchase up to 10% of the Company's issued share capital until December 18, 2016 on the open market, through privately negotiated transactions or in one or more self-tender offers, for a price per share not less than the nominal value of a share and not higher than 110% of the market price of a share at the time of the transaction.

The Chairman would like to vote on this proposal. The Chairman concludes that this voting proposal has been adopted by the general meeting of shareholders.

**RENEWAL OF THE AUTHORIZATION OF THE BOARD OF DIRECTORS TO ISSUE ORDINARY SHARES OR GRANT RIGHTS TO SUBSCRIBE FOR ORDINARY SHARES**

**UP TO THE COMPANY'S MAXIMUM AUTHORIZED SHARE CAPITAL AT THE TIME OF THE ISSUE UNTIL JUNE 18, 2020 (voting proposal no. 9)**

The next matter to be voted on is to renew the authority of the Board of Directors to issue ordinary shares or grant rights to subscribe for ordinary shares up to the Company's maximum authorized share capital at the time of the issue (including the proposed changes to the authorized capital in connection with the merger with Wright Medical Group, Inc.) until June 18, 2020.

The Chairman would like to vote on this proposal. The Chairman concludes that this voting proposal has been adopted by the general meeting of shareholders.

**RENEWAL OF THE AUTHORIZATION OF THE BOARD OF DIRECTORS TO RESOLVE TO EXCLUDE OR RESTRICT THE COMPANY'S SHAREHOLDERS' PRE-EMPTIVE RIGHTS UNDER DUTCH LAW WITH RESPECT TO THE ORDINARY SHARES AND RIGHTS TO SUBSCRIBE THEREFOR THAT THE BOARD OF DIRECTORS MAY ISSUE OR GRANT IN THE PREVIOUS PROPOSAL UNTIL JUNE 18, 2020 (voting proposal no. 10)**

The next matter to be voted on is to renew the authorization of the Board of Directors to resolve to exclude or restrict the Company's shareholders' pre-emptive rights under Dutch law with respect to the ordinary shares and rights to subscribe therefor that the Board of Directors may issue or grant pursuant to the previous proposal until June 18, 2020.

The Chairman would like to vote on this proposal. The Chairman concludes that this voting proposal has been adopted by the general meeting of shareholders.

**ADOPTION OF THE TORNIER N.V. AMENDED AND RESTATED 2010 INCENTIVE PLAN (voting proposal no. 11)**

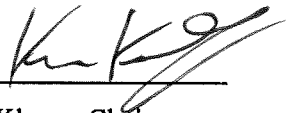
The last matter to be voted on is the adoption of the Tornier N.V. Amended and Restated 2010 Incentive Plan.

The Chairman would like to vote on this proposal. The Chairman concludes that this voting proposal has been adopted by the general meeting of shareholders.

**CLOSE OF MEETING**

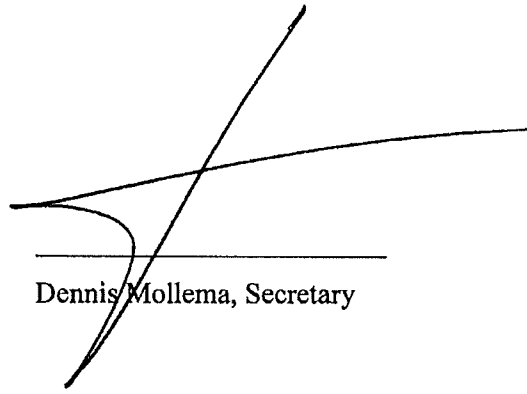
As the formal business of this meeting has been concluded, the Chairman declares this annual general meeting closed.

The minutes are adopted on June 18, 2015.



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Kevin M. Klemz, Chairman



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Dennis Mollema, Secretary