



# **WRIGHT MEDICAL GROUP N.V.**

## **COMPENSATION COMMITTEE CHARTER**

**As Amended and Restated October 30, 2018**

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

The Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Wright Medical Group N.V. (the "Company") shall consist of no less than two (2) directors, each of whom shall qualify as an "independent director" under Rule 5605(a)(2) of the Nasdaq Stock Market ("Nasdaq"). In addition, if and when the Board determines appropriate, each Committee member shall (i) qualify as a "non-employee director" as defined under Section 16 of the United States Securities Exchange Act of 1934, as amended (the "Exchange Act"); and (ii) qualify as an "outside director" under Section 162(m) of the United States Internal Revenue Code (the "Code").

The members of the Committee and the Chair of the Committee shall be appointed by the Board on the recommendation of the Nominating, Corporate Governance and Compliance Committee. Determinations as to whether a director is qualified for membership on the Committee shall be made by the Nominating, Corporate Governance and Compliance 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 Chair shall be responsible for presiding over Committee meetings, preparing Committee agendas, determining the length and frequency of Committee meetings 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. Committee members shall not simultaneously serve on the compensation committees of more than two other public companies.

The Committee shall meet as frequently as the discharge of its responsibilities shall require, as determined by the Committee or its Chair, but no less frequently than annually. The presence in person or by telephone of a majority of the Committee's members shall constitute a quorum for any meeting of the Committee. All actions of the Committee will require the vote of a majority of its members present at a meeting of the Committee at which a quorum is present or a 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. Neither the Company's Chief Executive Officer ("CEO") nor any other officer of the Company subject to Section 16(b) of the Exchange Act and the related rules promulgated thereunder (the "Non-CEO Executive Officers") may be present at any meeting during voting or deliberations with respect to such officer's performance or compensation.

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 Chair 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 access to the Human Resources staff of the Company and the sole authority to select, retain, terminate and approve the fees and other retention terms of special counsel or other compensation experts or consultants, as it deems appropriate. Before selecting any such consultant or advisor, the Committee shall review and consider such consultant's or advisor's independence in accordance with applicable U.S. Securities and Exchange Commission ("SEC") and Nasdaq rules, including any other services the consultant or other advisor is providing to the Company. The Company shall provide adequate funding to the Committee to engage such counsel, experts 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 purpose of the Committee shall be to (i) carry out the Board's responsibilities relating to the compensation of the Company's CEO and Non-CEO Executive Officers, (ii) recommend to the Board an annual report on executive compensation for inclusion in the Company's proxy statement or annual report on Form 10-K in accordance with applicable rules and regulations, and review and discuss with management the "Compensation Discussion and Analysis" section included therein, and (iii) approve or recommend for approval by the Board, administer and oversee, as applicable, the Company's incentive compensation and equity-based plans and approve or recommend for approval by the Board any awards made under these plans.

## II. Committee Responsibilities

The Committee shall have the responsibility to:

1. Review, revise and interpret the Company's compensation philosophy, policies, and objectives (subject, if applicable, to shareholder approval or ratification), including reviewing and approving any incentive compensation plans and equity-based plans of the Company; in determining such compensation philosophy, policies, and objectives, the Committee may consider the recruitment, development, promotion, retention, and compensation of senior executives and other employees of the Company and any other factors that it deems appropriate; the Committee shall report its determinations and any actions it takes with respect to the Company's compensation philosophy, policies and objectives to the Board.
2. Review and approve corporate goals and objectives relevant to the compensation of the CEO and Non-CEO Executive Officers, evaluate the CEO's and each Non-CEO Executive Officer's performance in light of those goals and objectives and, either as a committee or together with the other directors, determine and approve

the CEO's and each Non-CEO Executive Officer's compensation, including performance-based compensation based on these evaluations (and, in the case of the Non-CEO Executive Officers, the CEO's subjective evaluation of such employee's individual performance). In determining the long-term incentive component of the CEO's and each non-CEO Executive Officer's compensation, the Committee will consider, (i) the Company's performance and relative shareholder return, (ii) in the case of the CEO, the value of similar incentive awards to CEOs, and, in the case of the Non-CEO Executive Officers, the value of similar incentive awards to Non-CEO Executive Officers at comparable companies who perform a similar function, (iii) the awards given to the CEO and the Non-CEO Executive Officers, respectively, in past years and (iv) any other factors that the Committee deems relevant. Notwithstanding the foregoing, consistent with the shareholder-approved Board of Directors Compensation Policy, the compensation packages for the CEO and other members of the Board who also serve as executive officers of the Company shall be determined by the non-executive members of the Board in accordance with such Policy, based upon recommendations from the Committee.

3. Review and discuss with the CEO and report periodically to the Board plans for development and corporate succession plans for the CEO, the Non-CEO Executive Officers and other key employees of the Company, which will include transitional leadership in the event of an unplanned vacancy.
4. Make recommendations to the Board with respect to incentive compensation and equity-based plans that are subject to Board and shareholder approval, administer or oversee all of the Company's incentive compensation and equity-based plans, and discharge any responsibilities imposed on the Committee by any of these plans.
5. Make recommendations to the Board with respect to any new equity compensation plan or any material change to an existing plan where shareholder approval has not been obtained.
6. Review CEO and Non-CEO Executive Officer compensation for compliance with Section 16 of the Exchange Act and the rules and regulations promulgated thereunder, and any other applicable laws, rules, and regulations, as each may be amended from time to time.
7. Discuss the deductibility of CEO and Non-CEO Executive Officer compensation under Section 162(m) of the Code and the rules and regulations promulgated thereunder, as each may be amended from time to time.
8. Review and recommend to the Board any severance or similar termination payments proposed to be made to the CEO and review and approve any severance or similar termination payments proposed to be made to any Non-CEO Executive Officer.

9. Oversee all compensation related plans, policies and programs and discharge any responsibilities specifically delegated to the Committee thereunder, including without limitation under the Company's clawback policy.
10. Periodically review the adequacy of the Company's stock ownership guidelines and monitor compliance by Company management and non-executive directors with the guidelines.
11. Review and discuss with management the "Compensation Discussion and Analysis" section to be included in the Company's annual proxy statement or annual report on Form 10-K and based on such discussions, recommend to the Board whether the "Compensation Discussion and Analysis" section should be included in the Company's annual proxy statement or annual report on Form 10-K and the Dutch statutory annual accounts.
12. Prepare, in accordance with applicable SEC rules and regulations, an annual "Compensation Committee Report on Executive Compensation" for inclusion in the Company's annual proxy statement or annual report on Form 10-K and the Dutch statutory annual accounts.
13. Assist management in preparing disclosure regarding the operations of the Committee in the Company's annual proxy statement or annual report on Form 10-K and the Dutch statutory annual accounts.
14. Approve, or recommend to the Board for approval, the compensation programs, and the payouts for all programs, applying to the non-executive directors of the Company, including reviewing the competitiveness of the Company's non-executive director compensation programs and reviewing the terms to make sure they are consistent with the shareholder-approved Board of Directors Compensation Policy.
15. Review and approve new employment, change in control or other compensation-related agreements, and any material amendments to such agreements, for the CEO and Non-CEO Executive Officers.
16. The Committee shall, at least annually, review and discuss the Company's compensation policies and practices as they affect all employees and relate to risk management practices and risk-taking incentives, and shall review and monitor all significant compensation policies and benefit plans to ensure continued appropriateness, including overall employee salary policies and equity-based programs for all categories of employees.
17. Provide recommendations to the Board on compensation-related proposals to be considered at the Company's annual general meeting of shareholders, including the frequency with which the Company should submit to shareholders an advisory vote on executive compensation, or say-on-pay.

18. Review say-on-pay vote results and other shareholder input on executive compensation matters as part of the Committee's ongoing assessment of the Company's compensation programs and policies.
19. 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.