

WRIGHT MEDICAL GROUP, INC.

NOMINATING, COMPLIANCE AND GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Nominating, Compliance and Governance Committee (the "Committee") is to assist the Board of Directors (the "Board") of Wright Medical Group, Inc. (the "Company") relating to (i) the nomination of directors, (ii) overseeing the Company's corporate governance processes and (iii) overseeing the Company's compliance with applicable legal and regulatory requirements, ethical programs and policies established by the management and the Board, other than with respect to matters that relate to the Company's financial statements, financial reporting processes and obligations and accounting functions, internal accounting controls and auditing functions (collectively, "Financial Matters"), which are within the purview of the Audit Committee of the Board. In furtherance of this purpose, the Committee shall have the authority and take the actions described in this Charter.

Committee Membership

The Committee shall consist of at least three members. The members of the Committee shall be appointed and may be replaced by the Board. The Chairman of the Committee shall be appointed by the Board. In the absence of the Committee Chairman at any meeting of the Committee, the members of the Committee may designate a chairman for such meeting by majority vote.

The members of the Committee shall meet the independence requirements of the rules of the Nasdaq Stock Market ("NASDAQ").

Meetings

The Committee shall meet as often as it determines, but not less frequently than two times per year. The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee shall maintain minutes of its meetings and activities and shall make regular reports of its meetings to the Board.

The Committee Chairman shall be responsible for presiding over Committee meetings, preparing Committee agendas and determining the informational needs of the Committee, with input from Committee members. Written materials should be provided to Committee members at least 48 hours in advance of a meeting date, to the extent possible, to allow adequate time for Committee members to review the information. The Chairman of the Committee or a majority of the Committee members may call meetings of the Committee at any time and for any reason. Notice of meeting need not include specified agenda items but an agenda must be provided to the Committee members prior to a meeting. Attendance at any meeting of the Committee shall constitute a waiver of the notice requirement by such member. The Committee shall strive to meet in person as frequently as practicable; however, when an in-person meeting is not feasible or practical, meetings may be held using any form of communications equipment, so long as all directors can communicate with each other in real-time, including but not limited to via conference call, email, instant messaging or otherwise over the internet, and participating via such means of communication shall constitute presence at such meeting. A majority of the Committee members present at a meeting will constitute a quorum for the transaction of Committee business at such meeting, and the vote of a majority of the Committee members present at a meeting at which a quorum is present will be the act of the Committee, unless in either case a greater number is required by applicable law or the Company's articles of incorporation or bylaws. Additionally, the Committee may act by unanimous written consent of all Committee members, or by unanimous consent evidenced by any other form of communication, whether or not directly involving the physical transmission of paper, that creates a

record that may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

Authority and Responsibilities

Structure and Composition of Board and Board Committees

1. The Committee shall actively seek individuals qualified to become Board members. The Committee shall evaluate and determine whether potential director candidates meet the minimum qualifications and specific qualities and skills for directors as adopted by the Board. The Committee shall recommend the director nominees to the Board. Notwithstanding the foregoing, the Committee's oversight of director nominations shall not apply in cases where the right to nominate a director legally belongs to a third party.
2. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and to approve the search firm's fees and other retention terms.
3. The Committee shall determine whether to recommend that the Board accept, reject, or take other action with regard to an offer of a director to resign from the Board after receiving less than a majority of the votes cast in a director's election.
4. The Committee shall recommend to the Board the establishment of, and responsibilities of, various committees of the Board and make recommendations concerning membership on Board committees and the rotation of committee chairs.

Corporate Governance

5. The Committee shall develop and recommend to the Board the Corporate Governance Principles applicable to the Company, review and reassess the adequacy of the Corporate Governance Principles on at least an annual basis, and recommend any proposed changes to the Board for approval.
6. The Committee shall assist the Board in conducting an annual self-evaluation to determine whether it and its committees are functioning effectively. To this end, the Committee shall ensure that comments are received from all directors and reported annually to the Board with an assessment of the Board's performance.

Compliance

7. The Committee shall oversee the compliance activities of the Company, other than as they relate to Financial Matters, which are within the purview of the Audit Committee. The Committee shall work with other Board committees such as the Audit Committee to accomplish this objective. The Company's Chief Compliance Officer shall report directly to the Committee. The Committee shall, to the extent it deems necessary or appropriate, consult with the Company's General Counsel, the Company's outside counsel, or counsel selected by the Committee on any matter related to the Company's compliance with applicable legal requirements and its business conduct policies.
8. The Committee shall 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 applicable legal and regulatory requirements, ethical programs and policies as established by management and the Board,

including, without limitation, the Company's Code of Business Conduct and the Company's healthcare compliance and business ethics policies and programs, and the Committee shall recommend any proposed changes relating thereto to the Board.

9. The Committee shall oversee, and update the Board on, implementation by management (including the management compliance committee) of the Company's policies and procedures for ensuring compliance with applicable legal and regulatory requirements, ethical programs and policies as established by management and the Board, including, without limitation, the Company's Code of Business Conduct and the Company's healthcare compliance and business ethics policies and programs. The Committee shall make determinations regarding waiver of the provisions of the Company's Code of Business Conduct and make recommendations to the Board regarding its determinations.
10. The Committee shall meet with, and receive and review reports from, the Company's General Counsel and 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 the Company's Ethics Hotline established under Section 301 of the Sarbanes-Oxley Act of 2002 and applicable NASDAQ rules. The Committee shall promptly refer all compliance matters regarding Financial Matters to the Audit Committee. In the event it is unclear whether a compliance matter relates to Financial Matters and should be referred to the Audit Committee, the matter shall be referred to the Chairman of the Board, who shall determine which committee shall be primarily responsible for the oversight of such matter. The Committee shall promptly notify the Chairman of the Audit Committee and the Chairman of the Board of the initiation of any such significant compliance matters and shall keep such Chairmen reasonably apprised of the status of any such significant compliance matters.
11. The Committee shall 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.

General

1. The Committee shall review and reassess the adequacy of this Charter on an annual basis and recommend any proposed changes to the Board for approval.
2. The Committee shall conduct an annual self-evaluation of the performance of the Committee, seeking input from management and the Board.

Revised: May 11, 2011