



**Wright Medical Group, Inc.  
Corporate Governance Principles**

1. **Purpose.** These corporate governance principles have been adopted by the Board of Directors of Wright Medical Group, Inc. (the "Company") as a statement of the principles that will guide the Board of Directors in carrying out its governance duties along with the provisions of the Company's certificate and bylaws, and all applicable rules, regulations, and laws. These principles will be reviewed and modified by the Board of Directors as needed on the recommendation of the Nominating, Compliance and Governance Committee.
2. **The Board of Directors.**
  - a. *Independence of Directors.* A majority of the Company's directors will be independent as defined in the listing standards of the Nasdaq Stock Market ("Nasdaq").
  - b. *Annual Meeting Attendance.* Each director of the Company is encouraged to attend the annual meeting of stockholders absent exceptional cause.
  - c. *Nomination of Directors.* The Company's stockholders, directors, officers, and employees may make recommendations to the Board of Directors regarding persons to be nominated for election to the Board of Directors, as follows:
    - i. The Board of Directors will consider all potential director candidates who are recommended by the Company's stockholders, directors, officers, and employees.
    - ii. All director recommendations must be made in accordance with the provisions of Article II, Section 5 of the Company's bylaws, which sets forth requirements concerning the information about the candidate to be provided and the timing for the submission of the recommendations.
    - iii. The Nominating, Compliance and Governance Committee will screen all potential director candidates in the same manner, regardless of the source of their recommendation.
    - iv. The Nominating, Compliance and Governance Committee will evaluate and determine whether a potential director candidate meets the following minimum qualifications and specific qualities and skills for directors:
      - (1) Directors should possess the highest personal and professional ethics, integrity, and values.
      - (2) Directors should have an inquisitive and objective perspective, practical wisdom, and mature judgment.
      - (3) Directors should have expertise and experience at policy-making levels in areas that are relevant to the Company's business.
      - (4) Directors should have, or demonstrate an ability and willingness to acquire in short order, a clear understanding of the fundamental aspects of the Company's business.
      - (5) Directors should be committed to representing the long-term interests of

the Company's stockholders.

- (6) Directors should be willing to devote sufficient time to carry out their duties and responsibilities effectively and should be committed to serving on the Board of Directors for an extended period of time.
  - (7) Directors should offer their resignation in the event of any significant change in their personal circumstances, including a change in their principal job responsibilities.
  - (8) Directors who also serve as the chief executive officer, chief operating officer, or chief financial officer of another public company should not serve on more than two boards of public companies in addition to the Company's Board of Directors, and other directors should not serve on more than four boards of public companies in addition to the Company's Board of Directors. Exceptions to this qualification should be approved by the Board of Directors. Both directors and officers who are considering service on other for profit company boards of directors should seek review by the Wright Nominating, Compliance and Governance Committee before accepting appointment as a director of another for profit company.
- v. While the Board of Directors will consider whether a potential candidate has previously served as a director of the Company, the Board of Directors does not believe that directors should expect to be automatically renominated on an annual basis. Instead, the annual self-assessment of the performance of the Board of Directors and its committees will be an important determinant of director tenure.
- d. *Majority Vote of Stockholders for Director.* Any director who fails to receive at least a majority of the votes cast for election shall offer to resign from the Board of Directors. The Nominating, Compliance and Governance Committee will recommend to the Board of Directors whether to accept, reject, or take other action regarding the offered resignation. The Board of Directors shall review the recommendation of the Nominating, Compliance and Governance Committee and act promptly to accept, reject, or take other action it deems appropriate under the circumstances. The affected director shall not take any part in the deliberations or action of the Committee or Board in this regard. If the Board of Directors chooses not to accept the resignation of the director, then the director shall continue to serve until their successor is duly elected, or until the director resigns, is removed, or dies. If the Board of Directors accepts the resignation, then the Board of Directors shall fill the resulting vacancy pursuant to the Company's certificate and bylaws, and all applicable rules, regulations, and laws.
- e. *Stockholder Communications with Directors.* Stockholders may communicate with the Board of Directors or any individual director regarding any matter relating to the Company that is within the responsibilities of the Board of Directors, pursuant to which:
- i. Stockholders, when acting solely in such capacity, should send their communications to the Board of Directors or an individual director c/o Corporate Secretary, Wright Medical Group, Inc., 5677 Airline Road, Arlington, Tennessee 38002.
  - ii. The Corporate Secretary will discuss with the Chairman of the Board or the individual director whether the subject matter of a stockholder communication is

within the responsibilities of the Board of Directors.

- iii. The Corporate Secretary will forward a stockholder communication to the Chairman of the Board or the individual director if such person determines that the communication meets the foregoing standard.
3. **Board Committees.** To carry out its duties, the Board of Directors has established the following committees: (a) Audit Committee; (b) Compensation Committee; (c) Executive Committee; and (d) Nominating, Compliance and Governance Committee. Committee charters have been adopted for the Audit Committee, Compensation Committee, and the Nominating, Compliance and Governance Committee and these charters are reviewed on an annual basis. Committee chairmen provide regular reports to the Board of Directors. The Nominating, Compliance and Governance Committee recommends to the Board of Directors the establishment of, and responsibilities of, various committees of the Board and makes recommendations concerning membership on Board committees and the rotation of committee chairmen.
4. **Executive Sessions of Independent Directors.** The independent directors (as defined in the Nasdaq rules) of the Company hold regularly scheduled meetings at which only they are present ("executive sessions"). The chairman of the Nominating, Compliance and Governance Committee or another independent director selected by a majority of the independent directors shall preside at these executive sessions.
5. **Board and Committee Evaluations.** The Nominating, Compliance and Governance Committee assists the Board of Directors in conducting an annual self-evaluation to determine whether it and its committees are functioning effectively. To this end, the Committee receives comments from all directors and report annually to the Board of Directors with an assessment of the Board's performance.
6. **Compensation of Directors.** The Compensation Committee is responsible for, among other things, recommending to the Board of Directors the manner of compensation for non-management directors. Compensation of non-management directors should fairly compensate directors for the work required for a company similar to Wright and align the interests of directors with the long-term interest of stockholders. The compensation structure for non-management directors should be simple and easy to understand. Management directors shall receive no additional compensation for their service as directors other than their compensation as employees of the Company or its affiliates.
7. **Evaluation of Chief Executive Officer and Compensation of Senior Management.** The Compensation Committee shall review the performance of the chief executive officer on at least an annual basis. The compensation of the chief executive officer and senior management shall also be reviewed by the Compensation Committee on an annual basis. Each year the Compensation Committee shall report to the Board of Directors on the performance and compensation of the chief executive officer as well as report on the compensation of senior management.
8. **Access to Senior Management and Employees.** Directors shall have complete access to the Company's senior management, including executive officers, and employees as necessary to fulfill their duties. Directors shall also have access to the Company's outside auditors or legal counsel.
9. **Access to Independent Advisers.** The Board of Directors and its committees shall have the right at any time to retain independent, outside financial, legal, or other advisers.

- 10. Code of Business Conduct.** The Board of Directors has adopted a Code of Business Conduct (“Code”) that applies to all directors, officers, employees, and other persons associated with the Company and its affiliates. The most fundamental principle of the Code is that all business conducted by the Company and the people who are employed or retained by the Company must meet high standards of business and personal ethics, in addition to complying with the letter and spirit of all applicable laws, regulations, and policies. The Board of Directors, upon the recommendation of both its Nominating, Compliance and Governance Committee and the Ethics Officer, may amend the Code as it deems appropriate. The Chief Executive Officer, upon the recommendation of the Ethics Officer, may make technical, administrative or other non-substantive amendments to the Code. A waiver from the Code for any director or officer may be made only by the Board of Directors upon the recommendation of both the Nominating, Compliance and Governance Committee and the Ethics Officer. The current version of the Code is available on the Company’s website. The Company will publicly disclose any amendment to the Code (except a technical, administrative, or other non-substantive amendment) and any waiver of the Code in accordance with applicable laws, rules, regulations, and Nasdaq listing standards.

*Adopted on December 2, 2004; Revised February 27, 2007; Revised October 27, 2009*