



Wright Medical Group N.V.
AUDIT COMMITTEE CHARTER
As Amended and Restated October 13, 2015

I. Committee Composition; Organization; Operation

The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Wright Medical Group N.V. (the “Company”) shall consist of no less than three (3) directors, each of whom shall meet the independence, experience and expertise requirements of the NASDAQ Stock Market (“NASDAQ”) and other applicable laws and regulations (including the Sarbanes-Oxley Act of 2002). The members of the Committee, subject to the “cure period” provisions of NASDAQ Rule 5605(c)(4) (so long as applicable), shall be “independent” under (i) the rules of NASDAQ; (ii) Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”); and (iii) Rule 10A-3 promulgated under the Exchange Act.

The members of the Committee and the Chairman of the Committee shall be appointed by the Board on the recommendation of the Nominating, Corporate Governance and Compliance Committee. Each Committee member shall be able to read and understand fundamental financial statements, including a Company's balance sheet, income statement, and cash flow statement, as determined by the Board observing its fiduciary duties and the Committee shall have at least one member who has past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication. In addition, the Committee shall have at least one member who shall be an “audit committee financial expert,” as defined in Item 407(d)(5) of Regulation S-K. Determinations as to whether a director is qualified for membership on the Committee shall be made by the Nominating, Corporate Governance and Compliance Committee. No Committee member shall have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years. 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 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. Committee members shall not simultaneously serve on the audit committees of more than three other public companies, unless the Board specifically determines that it would not impair the ability of the Committee member to effectively serve the Company. Prospective Committee members shall carefully evaluate existing time demands before accepting Committee membership.

At all times, the Committee shall have the authority and ability to conduct investigations with access to all books, records, facilities and personnel of the Company and its subsidiaries. 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 or independent counsel, accountants or other experts, consultants or advisors, as it deems necessary or appropriate.

The Committee shall advise, preadvise and recommend the Company, for payment of: (i) compensation to the independent auditors and any other public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Company; (ii) compensation of any such advisers retained by the Committee; and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties and responsibilities.

II. Purposes of the Committee

The purposes of the Committee are to:

1. Assist Board oversight of the integrity of (i) the Company's financial statements and internal controls, (ii) the Company's compliance with legal and regulatory requirements as well as its ethical standards and policies insofar as they relate to the Company's financial statements and financial reporting obligations and any accounting, internal accounting controls or auditing matters ("Financial Matters"), (iii) the independent auditors' qualifications and independence and (iv) the performance of the Company's internal audit function and independent auditors; and
2. Prepare the report required to be prepared by the Committee pursuant to Item 407(d)(3)(i) of Regulation S-K.

The function of the Committee is oversight. The management of the Company is responsible for the preparation, presentation and integrity of the Company's financial statements. Management is responsible for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. The independent auditors are responsible for planning and carrying out a proper audit of the Company's annual financial statements, reviewing the Company's quarterly financial statements prior to the filing of each quarterly report on Form 10-Q, auditing annually management's assessment of the effectiveness of internal control over financial reporting, as required by the rules of the Securities and Exchange Commission (the "Commission"), and other procedures.

In fulfilling their responsibilities hereunder, it is recognized that the members of the Committee are not full-time employees of the Company and are not, and do not represent themselves to be, performing the functions of auditors or accountants. It is not the Committee's responsibility to conduct investigations of or assure compliance with the Company's Code of Business Conduct and Ethics.

The Committee shall obtain from the independent auditors annually a formal written statement (the "Auditors' Statement") describing: the auditors' internal quality-control procedures; any material issues raised by the most recent internal quality-control review or peer review of the auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditors, and any steps taken to deal with any such issues; and (to assess the auditors' independence) all relationships between the independent auditors and the Company, addressing

at least the matters set forth in the applicable requirements of the Public Company Accounting Oversight Board.

The Committee shall obtain from the independent auditors annually a formal written statement of the fees billed in each of the last two fiscal years for each of the following categories of services rendered by the independent auditors: (i) the audit of the Company's annual financial statements and the reviews of the financial statements included in the Company's quarterly reports on Form 10-Q and services that are normally provided by the independent auditors in connection with statutory and regulatory filings or engagements; (ii) assurance and related services not included in clause (i) of this paragraph that are reasonably related to the performance of the audit or review of the Company's financial statements, in the aggregate and by each service; (iii) tax compliance, tax advice and tax planning services, in the aggregate and by each service; and (iv) all other products and services rendered by the independent auditors, in the aggregate and by each service.

III. Meetings of the Committee

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter, but no less frequently than quarterly. The Committee shall meet, as appropriate, to discuss with management, the internal auditors (or other persons responsible for the internal audit function) and the independent auditors of the Company's annual audited financial statements, the Company's quarterly unaudited financial results, the Company's annual audited financial statements, the Dutch parent statutory annual accounts and statutory financial statements and any other matter set forth in Article IV of this charter. The Committee shall meet separately, at least quarterly, or more frequently in the Committee's sole discretion, with management, the internal auditors (or other persons responsible for the internal audit function), the independent auditors and other employees of the Company or its subsidiaries it deems appropriate to discuss any matters that the Committee or any of these persons or firms believes should be discussed privately. The Committee shall maintain minutes of its meetings and activities. 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.

IV. Duties and Responsibilities of the Committee

To carry out its purposes, the Committee shall have the following duties and responsibilities:

1. With respect to the independent auditors,
 - (i) to be directly responsible for the recommendation for appointment, compensation, retention and oversight of the work of the independent auditors (including the resolution of disagreements between management and the independent auditors regarding financial reporting), who shall report directly to the Committee, and shall have ultimate accountability to the Committee; provided that the auditor appointment shall be subject to

stockholder ratification or decision in the case of the auditor for the Dutch parent statutory annual accounts;

- (ii) to be directly responsible for the appointment, compensation, retention and oversight of the work of any other independent auditor engaged for the purpose of preparing or issuing an audit report or to perform audit, review or attestation services, which firm shall also report directly to the Committee, and shall have ultimate accountability to the Committee;
- (iii) to pre-approve, or to adopt appropriate procedures to pre-approve, all audit and non-audit services to be provided by the independent auditors, including services with respect to the Company's annual and audited financial statements and the Company's quarterly unaudited financial statements, the Dutch parent statutory annual accounts and statutory financial statements;
- (iv) to ensure that the independent auditors prepare and deliver annually an Auditors' Statement (it being understood that the independent auditors are responsible for the accuracy and completeness of this Auditors' Statement), and to discuss with the independent auditors any relationships or services disclosed in this Auditors' Statement that may impact the quality of audit services or the objectivity and independence of the Company's independent auditors;
- (v) to obtain from the independent auditors in connection with any audit a timely report relating to the Company's annual audited financial statements describing all critical accounting policies and practices used, any significant changes in the selection or application of accounting principles, all alternative treatments of financial information within the United States and the Netherlands generally accepted accounting principles ("GAAP") that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors and management, and any material written communications between the independent auditors and management, such as any "management" letter, summary of uncorrected financial statement misstatements or summary of disclosure items passed;
- (vi) to ensure the rotation of the lead audit partner and concurring partner every five years and any other active audit engagement team partner every seven years and consider whether there should be a regular rotation of the audit firm itself in order to ensure continuing auditor independence;
- (vii) to evaluate the independent auditors' qualifications, performance and independence, including a review and evaluation of the lead partner, taking into account the opinions of management and the internal auditors (or such persons responsible for the internal audit function) in assessing

the independent auditors' qualifications, performance and independence;
and

(viii) to set clear hiring policies for employees or former employees of the independent auditors.

2. With respect to accounting principles and policies, financial reporting and internal control over financial reporting,

(i) to advise management, the internal auditors (or other persons responsible for the internal audit function) and the independent auditors that they are expected to provide to the Committee a timely analysis of significant issues and practices relating to accounting principles and policies, financial reporting and internal control over financial reporting;

(ii) to consider and, as appropriate, further discuss with management, the internal auditors (or other persons responsible for the internal audit function) and the independent auditors any reports or communications (and management's responses thereto) submitted to the Committee by the independent auditors under professional standards, including reports and communications related to:

- deficiencies, including significant deficiencies or material weaknesses, noted in the audit of the design or operation of internal controls or other matters relating to internal control over financial reporting;
- consideration of fraud in a financial statement audit;
- detection of illegal acts;
- the independent auditors' responsibility under GAAP;
- any restriction on audit scope;
- significant accounting policies;
- significant issues discussed with the national office respecting auditing or accounting issues presented by the engagement;
- management judgments and accounting estimates;
- any accounting adjustments arising from the audit that were noted or proposed by the auditors but were passed (as immaterial or otherwise);
- the responsibility of the independent auditors for other information in documents containing audited financial statements;
- disagreements with management;
- consultation by management with other accountants;

- major issues discussed with management prior to retention of the independent auditors;
 - difficulties encountered with management in performing the audit;
 - the independent auditors' judgments about the quality of the Company's accounting principles; and
 - reviews of interim financial information conducted by the independent auditors;
- (iii) to meet with management, the internal auditors (or other persons responsible for the internal audit function) and the independent auditors, as appropriate, to review and discuss:
- the scope of the annual external audit;
 - the annual audited financial statements and quarterly unaudited financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations";
 - the annual audited financial statements, the Dutch parent statutory annual accounts and statutory financial statements;
 - any significant matters arising from any audit, including any audit problems or difficulties, whether raised by management, the internal auditors (or other persons responsible for the internal audit function) or the independent auditors, relating to the Company's financial statements;
 - any difficulties the independent auditors encountered in the course of the audit, including any restrictions on the scope of their activities or access to requested information, and any significant disagreements with management;
 - any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditors to the Company;
 - the form of opinion the independent auditors propose to render to the Board and stockholders; and
 - as appropriate: (a) any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (b) analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on

the financial statements; and (c) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company;

- (iv) to review disclosures made by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Company's annual report on Form 10-K, quarterly reports on Form 10-Q and the Dutch parent statutory annual accounts about the results of their evaluation of the effectiveness of the Company's disclosure controls and procedures and internal control over financial reporting and any significant deficiencies in the design or operation of such controls and procedures and any fraud involving management or other employees who have a significant role in the Company's internal control over financial reporting;
- (v) to review and discuss the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies;
- (vi) to review and discuss guidelines and policies governing the process by which senior management of the Company assess and manage the Company's exposure to risk, and to discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures;
- (vii) to obtain from the independent auditors assurance that the audit was conducted in a manner consistent with Section 10A of the Exchange Act, which sets forth certain procedures to be followed in any audit of financial statements required under the Exchange Act;
- (viii) to discuss with the Company's legal counsel any significant legal, compliance or regulatory matters that may have a material effect on the financial statements or the Company's business, financial statements or compliance policies, including material notices to or inquiries received from governmental agencies;
- (ix) to establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential, anonymous submission by employees of the Company or its subsidiaries of concerns regarding questionable accounting or auditing matters;
- (x) to meet with and receive and review reports from the Company's Compliance Officer concerning compliance matters relating to Financial Matters, including without limitation complaints received from internal and external sources, including compliance alert hotlines, promptly inform

the Chair of the Nominating, Corporate Governance and Compliance Committee of such matters and keep the Chair of the Nominating, Corporate Governance and Compliance Committee reasonably apprised of the status of any such matters, and facilitate reporting by the Company's Compliance Officer to the Board regarding such matters;

- (xi) to refer promptly any compliance matters that come to the attention of the Committee relating to matters other than Financial Matters to the Nominating, Corporate Governance and Compliance Committee;
- (xii) to authorize or oversee investigations into any compliance matter relating to Financial 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;
- (xiii) to ensure the Company maintains an effective internal audit function to provide management and the Committee with ongoing assessments of the Company's internal control, risk management and related processes;
- (xiv) to review the activities, budget, charter and staffing of the internal audit function, evaluate the performance of the internal auditors (who shall be accountable to, and report directly to, the Committee); and
- (xv) to review and approve all related party transactions of the Company, defined as those transactions required to be disclosed under Item 404 of Regulation S-K as promulgated by the Commission. The Committee will generally evaluate the transaction in terms of (i) its benefits to the Company; (ii) the impact on a director's independence in the event the related party is a director, an immediate family member of a director or an entity in which a director is a partner, shareholder or executive officer; (iii) the availability of other sources for comparable products or services; (iv) the terms and conditions of the transaction; and (v) the terms available to unrelated third parties or to employees generally. The Committee will document its findings and conclusions in written minutes. In the event a transaction relates to a member of the Committee, that member will not participate in the Committee's deliberations.

3. With respect to reporting and recommendations,

- (i) to prepare any report or other disclosures, including any recommendation of the Committee, required by the rules of the Commission to be included in the Company's annual proxy statement or annual report on Form 10-K and the Dutch parent statutory annual accounts;
- (ii) to conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with the Committee's charter;

- (iii) to review and reassess the adequacy of the Committee's charter at least annually and recommend any proposed changes to the full Board for approval;
 - (iv) to report regularly to the full Board any issues that arise with respect to the quality and integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements insofar as they relate to Financial Matters, the performance and independence of the independent auditors, the performance of the internal audit function or any other matters the Committee deems appropriate or the Board requests. 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; and
 - (v) to review and report any other matters in connection with the above or other applicable matters, including, without limitation, those regarding related party transactions, any of the Company's investment policies, the Company's Whistleblower Policy and the Company's Disclosure Committee.
4. The Committee shall 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.