

WRIGHT MEDICAL GROUP, INC.
COMPENSATION COMMITTEE CHARTER

Purpose

The purpose of the Compensation Committee (the "Committee") is to assist the Board of Directors (the "Board") in overseeing the compensation and benefit programs of Wright Medical Group, Inc. (the "Company"), including, but not limited to, director compensation, executive compensation, equity compensation, incentive compensation, selection and retention of key management, and succession planning. The Committee will report to stockholders regarding executive compensation in the Company's annual proxy statement.

Committee Membership

The Committee shall consist of at least three members. The members of the Committee shall be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee. The members of the Committee shall meet the independence requirements of the rules of the Nasdaq Stock Market. The Chairman of the Committee shall be appointed by the Board upon recommendation of the Nominating and Corporate Governance Committee. In the absence of the Chairman, the members of the Committee may designate a chairman by majority vote. The Board may at any time remove one or more directors as members of the Committee.

Meetings

The Committee shall meet as often as it determines, but not less frequently than twice annually. The Committee shall make regular reports to the Board.

Authority and Responsibilities

The Committee is authorized to fix the compensation of officers of the Company, to establish and administer incentive plans applicable to officers of the Company, including, without limitation, the Executive Performance Incentive Plan, and to administer the equity incentive plans of the Company as may from time to time be acquired or adopted, including without limitation the Fourth Amended and Restated 1999 Equity Incentive Plan (the "Equity Incentive Plan") and the Employee Stock Purchase Plan (the "ESPP"). To that end, the Committee shall have and may exercise all the powers and authority of the Board to the extent permitted under Section 141 of the Delaware General Corporation Law.

To the extent permitted by Delaware law, the Committee may delegate to one or more officers of the Company the power (i) to designate the officers and employees of the Company or any of its subsidiaries who will receive Awards under the Equity Incentive Plan, and (ii) to determine the extent of the Awards to be received by them. Such delegation must be made by a resolution that specifies the number of shares or options that may be granted under the delegated authority, and no officer may be delegated the power to designate themselves as a recipient of such shares or options.

The Committee may determine, from time to time, the advisability of retaining a compensation consultant to assist in the evaluation of executive compensation, benefits, or other compensation. The Committee has the authority to retain, at Company expense, and terminate a compensation consultant, including the sole authority to approve the consultant's fees and other retention terms.

The Committee is responsible for making decisions with respect to the Company's executive compensation policies with the goal of assuring those policies are comparable and competitive within the Company's industry. In addition to the authority granted by the Board, the Committee shall review and

approve corporate goals and objectives relevant to the compensation to be paid to the chief executive officer of the Company

The Committee shall have the following specific responsibilities:

1. The Committee is responsible for recommending to the Board 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 the Company and align the interests of directors with the long-term interests 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.
2. The Committee shall review the performance of the chief executive officer of the Company on at least an annual basis. The compensation of the chief executive officer and senior management shall also be reviewed by the Committee on an annual basis. Each year the Committee shall report to the Board on the performance and compensation of the chief executive officer as well as report on the compensation of senior management. The Committee shall submit its recommendation for the compensation of the chief executive officer for approval by the independent directors of the Board.
3. The Committee shall review and approve any employment and severance agreements and any special, supplemental benefits for the chief executive officer and other senior management.
4. The Committee shall establish and administer annual incentive programs for the chief executive officer and senior management.
5. The Committee shall administer the Equity Incentive Plan, the ESPP, as well as any other stock option, stock purchase, incentive, or other benefit plans of the Company, fulfilling such duties and responsibilities as are set forth in such plans.
6. The Committee shall review and approve all Awards under the Equity Incentive Plan, as such are recommended by the chief executive officer of the Company.
7. The Committee shall make regular reports to the Board concerning activities of the Committee.
8. The Committee shall report to stockholders regarding executive compensation in the Company's annual proxy statement in accordance with all applicable rules and regulations.
9. The Committee shall participate in an annual self-evaluation in cooperation and with the assistance of the Nominating and Corporate Governance Committee.
10. 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.
11. The Committee shall review annually the succession plans for the CEO and all officers of the company to ensure adequate levels of talent and development. This should lead to minimal disruption to the business in the event of a change in current leadership and ensure the timely development of staff within the business.

Adopted October 23, 2006 and Amended July 27, 2009