



Orthofix International N.V. Nominating and Governance Committee Charter

1. Purpose

The purpose of the Nominating and Governance Committee (“Committee”) of the Board of Directors (“Board”) of Orthofix International N.V. (“Company”) shall be to: (i) assist the Board by identifying individuals qualified to become Board members, (ii) recommend to the Board the director nominees for election at the next annual meeting of stockholders, (iii) develop and recommend to the Board the Company’s corporate governance principles and guidelines, and (iv) evaluate potential candidates for executive positions, as appropriate.

2. Membership

- a. Members. The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than three members. The members of the Committee shall be appointed annually by the Board.
- b. Qualifications. All members of the Committee shall be independent directors, as independence is defined in accordance with the rules, regulations, and standards of the Nasdaq Stock Market, and as determined in the business judgment of the Board. To the fullest extent permitted by applicable law, any actions taken by the Committee during any period in which any member (or members) fails for any reason to satisfy the foregoing membership requirements shall nevertheless be duly authorized actions of the Committee for all corporate purposes.
- c. Chair. The Chair of the Committee shall be appointed by the Board upon the recommendation of the Committee.
- d. Removal and Replacement. Committee members may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board.

3. Committee Structure and Operations

- a. Meetings. The Chair of the Committee, in consultation with Committee members, shall determine the schedule and frequency of Committee meetings, provided that the Committee shall meet at least four times per year. The Committee may establish its own procedures in a manner not inconsistent with this charter, the Company’s Articles of Association, and other corporate governance documents, applicable laws, regulations or listing standards (the “Legal Requirements”).
- b. Agenda. The Chair of the Committee shall develop and set the agenda for each meeting of the Committee in consultation with other Committee members, the Board, and management.
- c. Report to Board. The Committee shall report its actions to the Board at the next regularly scheduled Board meeting after such action was taken (to the extent that the full Board has not otherwise been made aware of such actions in the interim, including by guest

attendance at the applicable Committee meeting). Minutes shall be prepared for each meeting of the Committee, which minutes shall be submitted to the Committee at a later meeting for review and approval.

- d. Assessment of Charter. The Committee shall conduct an annual assessment of the adequacy of this charter and recommend any changes to the Board.

4. Duties and Responsibilities

- a. The Committee shall identify and recommend to the Board nominees for election or reelection to the Board, or for appointment to fill any vacancy that is anticipated or has arisen on the Board, in accordance with the Company's corporate governance guidelines and this charter. The Committee shall report to the Board periodically on the status of these efforts. The Committee shall review candidates for the Board recommended by stockholders pursuant to the procedures described in the Company's proxy statement. The invitation to join the Board shall be extended by the Chair of the Board after the appointment is approved by the Board.
- b. The Committee shall review with the Board, on an annual basis, the current composition of the Board in light of the characteristics of independence, skills, experience and availability of service to the Company of its members, and of anticipated needs. The Committee shall identify and recommend to the Board the appropriate skills and characteristics required of Board members.
- c. The Committee shall, upon a significant change in a director's principal occupation, review, as appropriate and in light of then-current Board policies, the continued Board membership of such director.
- d. The Committee shall identify and recommend to the Board, after consultation with and input from the Chair of the Board, the directors to serve as members of the Audit and Finance Committee, the Compensation Committee, the Compliance Committee, and this Committee. In addition, the Committee shall recommend to the Board, after consultation with and input from the Chair of the Board, a member of each of the aforementioned committees to serve as Chair.
- e. The Committee shall establish policies for new director orientation and establish policies for the further education of continuing directors.
- f. The Committee shall conduct a review of director's affiliations and transactions that could raise conflict-of-interest issues.
- g. The Committee shall periodically review the size and structure of the Board and its committees.
- h. The Committee shall develop and recommend to the Board a set of corporate governance guidelines for the Board. The Committee shall review these guidelines on an annual basis and recommend to the Board any changes deemed necessary or desirable.
- i. The Committee shall develop and recommend to the Board an annual performance evaluation process for the Board and its committees. The Committee shall oversee the process by which the Board and its committees conduct annual performance self-evaluations.
- j. The Committee shall review at least annually with the Chairman of the Board and the Chief Executive Officer of the Company the succession plans relating to senior

management positions and shall make recommendations to the Board with respect to such succession plans. The Committee shall also assist the Board and the Chief Executive Officer in developing and evaluating potential executive candidates as appropriate.

- k. The Committee shall oversee and periodically review, in coordination with management, the Company's enterprise risk management program.

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties. The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it deems appropriate.

The Committee shall have full access to all Company books, records, facilities and personnel. The Committee may retain search firms or advisors to identify director candidates and may also retain counsel or other advisors, in its sole discretion. The Committee shall be given the resources, and shall determine the funding requirements, for the payment of compensation to such search firms and any advisers employed by the Committee, and the payment of the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have sole authority to retain and terminate such search firms or advisors and to review and approve such search firms' or advisors' fees and other retention terms.

5. Governance Requirements

The Chair of the Committee, or a majority of Committee members, may call meetings of the Committee at any time and for any reason. The notice of meeting need not include specified agenda items and must be provided to Committee members no less than 24 hours prior to any meeting using any method available under the Legal Requirements. Attendance at any meeting of the Committee shall constitute a waiver of the notice requirement by such member. 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, e-mail, instant messaging or otherwise over the Internet. A majority of Committee members will constitute a quorum for the transaction of Committee business, and the vote of a majority of 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 the Legal Requirements. 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, unless such action in such matter is expressly prohibited by the Legal Requirements.

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