



NUVASIVE, INC.

Charter for the Lead Independent Director of the Board of Directors

Revised Effective July 29, 2016

Purpose

The Board of Directors (the “**Board**”) of NuVasive, Inc. (the “**Company**”) has established the role of Lead Independent Director (the “**Lead Director**”) to serve in a lead capacity to coordinate the activities of the independent members of the Board. The Lead Director will undertake those specific duties and responsibilities listed below and such other duties as the Board from time-to-time may prescribe.

Qualifications and Service

If the offices of Chairman of the Board and Chief Executive Officer of the Company are held by the same person, the independent members of the Board shall elect an independent director to serve as the Lead Director. For purposes of this Charter, a director shall be considered independent if the director qualifies as independent under applicable NASDAQ (or applicable stock exchange) rules and meets the independence standards set forth in the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”).

The Lead Director shall be elected by a majority vote of the independent members of the Board. It is expected that the Lead Director shall be elected to a renewable term of two years. The Lead Director shall serve until his or her successor is duly elected and qualified, subject to the Lead Director’s earlier resignation, removal or death. The Lead Director may be removed as the Lead Director by a majority vote of the independent members of the Board. If the Lead Director is not present at any meeting of the Board, a majority of the independent directors present at such meeting shall select an independent director to act as Lead Director for the purpose and duration of such meeting.

In electing a director to serve as the Lead Director, the Board shall consider, among other things, the availability of the director to effectively work closely with and in an advisory capacity to the Chairman of the Board. Further, the Lead Director must be available to effectively discuss with other members of the Board any concerns about the Board or the Company and to relay those concerns, where appropriate, to the Chairman or the Board. It is expected that the Lead Director will be familiar with Board governance and related procedures through prior experience as an independent director.

Responsibilities

The Lead Director will:

1. Preside at meetings of the Board in the absence of, or upon the request of, the Chairman of the Board, including all executive sessions of independent directors.
2. Advise the Chairman of the Board with respect to Board meeting agendas and recommend matters for the Board to consider and information to be provided to the Board.

3. Confer with the Chairman of the Board as to the quality, quantity and timeliness of the information submitted by the Company's management that is necessary or appropriate for the independent directors to effectively and responsibly perform their duties;
4. Serve as a liaison and supplemental channel of communication between independent directors and the Chairman of the Board (without inhibiting direct communications between the Chairman of the Board and other directors).
5. Call meetings of the independent directors as necessary or appropriate.
6. Serve as a liaison with stockholders. If a major stockholder requests consultation or direct communication, the Lead Director shall inform the Board of the request, and after conferring with the Board, shall make himself or herself available, as appropriate.
7. Together with the Chair of the Compensation Committee, play a leadership role in the evaluation of the performance of the Chief Executive Officer and Chairman of the Board.
8. Advise the Chairman of the Board concerning the retention of advisors and consultants who report directly to the Board.

Lead Director Resources

The Lead Director has the authority to take any actions it considers appropriate to fulfill the above duties and responsibilities. The Lead Director shall have the authority, in its sole discretion, to engage, retain, and set and approve the compensation of independent legal advisors or other consultants or advisors at the Company's expense. The Lead Director shall be directly responsible for the appointment, compensation and oversight of the work of any consultant or adviser retained by the Lead Director. The Company shall provide for appropriate funding, as determined by the Lead Director, for payment of compensation to any consultants or advisors engaged by the Lead Director and ordinary administrative expenses of the Lead Director that are necessary and appropriate for carrying out his or her duties. The Lead Director may request any officer or employee of the Company or the Company's outside counsel, accountant, or consultant to meet with the Lead Director, or consultants to, the Lead Director. Any consultant retained by the Lead Director shall report solely to the Lead Director.

Reports

The Lead Director shall report regularly to the Board with respect to any significant developments in the course of performing the duties and responsibilities set forth in this Charter, or as otherwise requested by the Board. The Lead Director will, to the extent deemed appropriate, record its summaries of recommendations to the Board in written form that will be incorporated as a part of the minutes of the Board.