



NUVASIVE, INC.

Charter for the Compensation Committee of the Board of Directors

Revised Effective July 27, 2017

Purpose

The Board of Directors (the “**Board**”) of NuVasive, Inc. (the “**Company**”) has established the Compensation Committee (the “**Committee**”) to assist the Board in fulfilling its oversight responsibilities with respect to compensation matters for the Company’s executive officers, other employees and non-employee directors; the evaluation and compensation of the Company’s Chief Executive Officer; the administration of the Company’s equity, compensation and other benefits plans; and the succession of leadership talent for the Company. The Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board from time-to-time may prescribe. The Committee will provide to the Board the results of its examinations and recommendations and such additional information and materials as it may deem necessary to make the Board aware of significant matters that require Board attention.

Membership

The Committee will be comprised of at least two members of the Board. The members of the Committee shall be elected by the Board. Each Committee member will serve on the Committee during his or her respective term as a Board member and until his or her successor is duly elected and qualified, subject to such member’s earlier resignation, removal or death. Committee members may be removed by a majority vote of the Board. If a Committee Chair is not elected by the Board, the members of the Committee may designate a Chair by a majority vote of the Committee.

As long as the Company’s Common Stock remains publicly traded, each member of the Committee must be a non-employee director and qualify as “independent” as defined under applicable NASDAQ (or applicable stock exchange) rules (except as otherwise permitted under such rules). In addition, it is intended that each member of the Committee qualify as a “non-employee director” under Rule 16b-3(b)(3)(i) promulgated under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and qualify as an “outside director” under the rules promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended. The Committee’s membership shall also comply with any other requirements pertaining to members of the Committee under applicable laws, rules or regulations, including under the Exchange Act and NASDAQ rules.

No member of the Board shall serve on the Committee if any executive officer of the Company serves on the board of directors of an entity that employs such member of the Board as an executive officer.

Structure and Meetings

The Committee will meet at least four times a year, or more often as necessary to fulfill its responsibilities. A majority of the Committee members will be a quorum. The action of a majority of those present at a meeting at which a quorum is present will be the act of the Committee. Committee members may participate in meetings by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation will constitute presence in person at such meeting. The Committee may take any action required or permitted hereunder by consent in lieu of a

meeting if all Committee members execute, either before or after the action is taken, such consent (either in writing or by electronic transmission), which is subsequently filed with the minutes of the Committee.

The Chair of the Committee will preside at each meeting and will approve the agenda of the items to be addressed at each regularly scheduled meeting. Management will circulate a proposed agenda and support materials for each regular meeting to each Committee member in advance of the meeting. The Committee (with the assistance of management) shall keep minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board, and will make regular reports to the Board regarding actions taken by the Committee.

The Committee will meet regularly in executive session. Any actions taken by the Committee during any period in which one or more members fail for any reason to meet the membership requirements set forth above shall be nonetheless duly authorized actions of the Committee for all corporate purposes. To the extent permitted by law, rule or regulation, the Committee may form and delegate authority to one or more subcommittees (comprised of one or more members of the Committee) or to one or more management committees (comprised of one or more executives of the Company). Any such subcommittee or management committee shall regularly report to the Committee on any actions taken pursuant to such delegated authority.

Responsibilities

Compensation Matters

The Committee will:

1. Periodically review and approve an executive compensation philosophy and framework that (i) supports the Company's overall business strategy and objectives; (ii) attracts and retains key executives, including "Section 16 Officers" (as defined in Rule 16(a)-1(f) of the Exchange Act); (iii) links compensation with business objectives and organizational performance; and (iv) provides competitive compensation opportunities.
2. Review and recommend to the Board goals and objectives for the Chief Executive Officer, and oversee the evaluation and assessment of the Chief Executive Officer's performance in light of such goals and objectives.
3. Review and recommend to the Board (i) the amount and form of compensation payable to the Chief Executive Officer, including but not limited to, salary, bonus, incentive compensation, equity awards, benefits and perquisites, taking into consideration the performance of the Chief Executive Officer, competitive market data, and/or such other factors as the Committee may determine to be appropriate and (ii) any other executive compensation-related matters for the Chief Executive Officer, including but not limited to, employment contracts, change-in-control provisions, severance arrangements, clawback policies, stock ownership guidelines, and material amendments thereto. The Chief Executive Officer shall not be present during Committee discussion or deliberations regarding his or her compensation, provided, however, that the following, limited exceptions apply: (i) the Chief Executive Officer may present to the Committee and/or full Board regarding his/her performance, and (ii) the Chief Executive Officer may have certain results of such Committee discussions and/or deliberations communicated to him or her by the Committee and/or full Board (or some delegate thereof).
4. Review and approve (i) the amount and form of compensation payable to the Company's Section 16 Officers (other than the Chief Executive Officer) including but not limited to, salary, bonus, incentive compensation, equity awards, benefits and perquisites, taking into

consideration the performance of each individual, competitive market data, and/or such other factors as the Committee may determine to be appropriate and (ii) any other executive compensation-related matters for the Company's Section 16 Officers (other than the Chief Executive Officer), including but not limited to, employment contracts, change-in-control provisions, severance arrangements, clawback policies, stock ownership guidelines, and material amendments thereto.

5. Oversee succession planning efforts for the Chief Executive Officer and the Company's other Section 16 Officers and periodically present the Board with an update regarding such efforts (it being understood that election/appointment of a new Chief Executive Officer shall be performed only by the full Board's non-employee Directors).
6. Review and recommend to the Board new equity, compensation and other benefits plans requiring approval by the Company's stockholders, including new plans and amendments to continuing plans; provided that the Committee shall have authority to approve any such plans that do not require approval by the Company's stockholders.
7. Oversee the administration of Company equity, compensation and other benefits plans, and any plans assumed by the Company, including by discharging any responsibilities imposed on the Committee under those plans, and for equity and incentive compensation plans, by making and authorizing grants, establishing performance goals for the relevant period and determining whether performance goals have been achieved at the end of the period.
8. Monitor compliance by Company management and directors with the Company's stock ownership guidelines.
9. Oversee workplace diversity initiatives and progress.
10. Consult with and advise management on major policies affecting Company culture and employee engagement.

Consultants, Compensation Disclosures and Related Matters

The Committee will:

11. Following consideration of the factors set forth in Rule 10C-1(b)(4) of the Exchange Act, as well as any other factors identified by the NASDAQ listing rules, retain, select, engage, compensate and terminate, in its sole discretion, compensation consultants, independent legal counsel and such other advisors as it deems necessary and advisable to assist the Committee in carrying out its responsibilities.
12. Review, discuss and consider the independence of any new consultants to the Committee prior to the engagement thereof, and conduct independence reviews of any consultants and advisors to the Committee at least annually thereafter.
13. Periodically consider and establish a peer group of appropriate companies for purposes of executive compensation benchmarking and analysis.
14. Review and advise the Board concerning compensation practices and trends in order to assess the adequacy and competitiveness of the Company's compensation programs for the Company's executive officers.
15. Oversee the risk assessment of the Company's compensation policies and practices and review and discuss at least annually whether the Company's compensation policies and practices are reasonably likely to have a material adverse effect on the Company, including any disclosure related thereto that may be required in the Company's annual proxy statement.
16. Review and discuss with management the disclosures to be included in the "Compensation Discussion and Analysis", and based on such review and discussion, make a

recommendation to the Board as to the inclusion of the “Compensation Discussion and Analysis” in the Company’s annual proxy statement or Form 10-K, as applicable, in accordance with the rules and regulations of the Securities and Exchange Commission.

17. Produce a Committee report for inclusion in the Company’s annual proxy statement or Form 10-K, as applicable, in accordance with applicable rules and regulations.
18. Review and consider stockholder proposals related to executive compensation matters, including the results of stockholder advisory votes on executive compensation matters, and make recommendations to the Board, as appropriate.

Director Compensation

The Committee will:

19. Review and recommend to the Board the compensation offering for existing and future non-employee directors of the Company in consideration for their service on the Board and/or any Committee thereof.
20. Review and recommend to the Board equity awards for existing and future non-employee directors, including any modifications or amendments thereof.

Committee Charter and Committee Performance

The Committee will:

21. Review and reassess the adequacy of this Charter periodically, but no less than annually, and make recommendations to the Board with regard to appropriate changes to this Charter.
22. Cause this Charter to be made publicly available as may be required under applicable laws, rules and regulations, including under the Exchange Act and NASDAQ rules.
23. Perform an annual self-assessment of the Committee’s performance, including its processes and communications with management and the Board.

In addition to the above responsibilities, the Committee will undertake such other duties as the Board delegates to it or that are required by applicable laws, rules and regulations.

Committee Resources

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

Reports

The Committee shall report regularly to the Board with respect to its meetings and 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 Committee 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.