



NUVASIVE, INC.

Charter for the Nominating, Corporate Governance and Compliance Committee of the Board of Directors

Revised Effective February 7, 2019

Purpose

The Board of Directors (the “**Board**”) of NuVasive, Inc. (the “**Company**”) has established the Nominating, Corporate Governance and Compliance Committee (the “**Committee**”) to assist the Board in fulfilling its oversight responsibilities with respect to identifying individuals qualified to serve as members of the Board; recommending director candidates for election to the Board; evaluating the structure and composition of the Board and its committees; overseeing the evaluation of the Board’s performance; providing oversight of corporate governance matters; and providing oversight of the Company’s compliance programs as they relate to quality and regulatory matters, ethics and compliance matters and other related matters. 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). The Committee’s membership shall also comply with the independence standards set forth in the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and any other requirements pertaining to members of the Committee under applicable laws, rules and regulations, including under the Exchange Act and NASDAQ rules.

Structure and Meetings

The Committee will meet at least twice per 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

Selection and Nomination of Directors; Board Structure and Composition

The Committee will:

1. Develop and recommend to the Board criteria for selecting new directors, including desired director skills and attributes.
2. Identify, evaluate and recruit individuals qualified to serve as members of the Board.
3. Recommend to the Board nominees for election or reelection as directors at each annual meeting of stockholders or special meeting of stockholders at which directors are to be elected, and identify, evaluate and recommend to the Board individuals to fill any vacancies or newly created directorships that may occur between such meetings.
4. Establish a procedure for and consider any nominations of director candidates validly made by the Company's stockholders in accordance with the Company's Bylaws and Corporate Governance Guidelines.
5. Recommend to the Board directors for appointment to Board committees and to serve as committee chairs, and, as appropriate, recommend rotation or removal of directors from Board committees.
6. Recommend to the Board, in accordance with the Company's Corporate Governance Guidelines, a director to serve as the Lead Independent Director of the Board. The Committee will also periodically review the adequacy of the Charter of the Lead Independent Director and make recommendations to the Board with regard to appropriate changes.
7. Consider and recommend as to whether the Board should accept any resignation tendered by a director, including where a director fails to be elected by a majority of votes cast.

Board Evaluation and Assessment

The Committee will:

8. Assist the Board in developing criteria for the evaluation of Board and committee performance.

9. Oversee the annual evaluation of effectiveness and performance of the Board and its committees, as well as the periodic evaluation of the effective and performance of individual directors.
10. Make recommendations to the Board concerning the structure, composition and functioning of the Board and its committees, including the reporting channels through which the Board receives information and the quality and timeliness of the information.

Compliance Oversight

The Committee will:

11. Oversee the Company's compliance programs related to regulatory affairs, quality assurance and related matters, including the Company's policies, procedures and practices designed to ensure compliance with the Federal Food, Drug and Cosmetic Act; applicable regulations of and actions taken by the United States Food and Drug Administration and similar regulatory authorities that have oversight over the Company's products worldwide; laws related to advertising and promotion of medical device products; and other laws and regulations affecting the Company's manufacture, distribution and sale of its products worldwide.
12. Oversee, monitor and review the Company's regulatory affairs and quality assurance function and discuss significant matters with the senior executive in charge of the Company's regulatory affairs and quality assurance function and other members of management (as deemed appropriate by the Committee in its discretion), as well as the function's leadership, staffing, resources, and responsibilities.
13. Oversee the Company's compliance programs related to ethics and compliance and related matters, including the Company's policies, procedures and practices designed to ensure compliance with applicable laws and regulations related to federal healthcare program requirements; the Fraud and Abuse Laws and other medical device laws; the Foreign Corrupt Practices Act; the Anti-Kickback Statute and other anti-bribery and anti-corruption laws.
14. Oversee, monitor and review the Company's ethics and compliance function and discuss significant matters with the senior executive in charge of the Company's ethics and compliance function and other members of management (as deemed appropriate by the Committee in its discretion), as well as the function's leadership, staffing, resources, and responsibilities.
15. Advise the Board with respect to the Company policies and procedures regarding compliance with applicable laws and regulations, including the Company's Code of Conduct, as they relate to matters within the oversight responsibilities of the Committee.
16. Oversee the Company's global risk assessment process, including annually reviewing the Company's top risk areas and evaluating how each such area of risk is being addressed by the Company (provided, however, that such responsibility shall not in any way limit the Audit Committee's existing oversight over certain financial risk).
17. In consultation with the Audit Committee, cause to be prepared and recommend to the Board the adoption of a Code of Conduct that includes a code of ethics applicable to all employees and directors (including senior financial officers).

18. Periodically review the Code of Conduct, with input from the Audit Committee, and recommend such changes to the Company's Code of Conduct as the Committee shall deem appropriate.
19. As requested by the Board and in conjunction with the Audit Committee, review and investigate allegations of misconduct in violation of the Company's Code of Conduct, and adopt, as necessary or appropriate, remedial, disciplinary, or other measures with respect to such conduct.
20. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding violations of the Company's Code of Conduct.
21. Promptly refer to the Audit Committee all matters regarding financial reporting, accounting, internal accounting controls, auditing and related matters within the oversight responsibilities of the Audit Committee.

Corporate Governance Matters

The Committee will:

22. At least annually, review the Company's compliance with the NASDAQ's corporate governance listing requirements and report to the Board (and/or other Board committees, as pertinent) regarding the same.
23. Develop procedures for stockholders and other interested parties to communicate with the Board.
24. Review and make recommendations to the Board regarding proposals submitted by stockholders that relate to corporate governance matters.
25. Review and recommend to the Board changes to the Company's Bylaws as may be necessary or appropriate, including any proposals from stockholders with respect thereto.
26. Cause to be prepared and recommend to the Board the adoption of Corporate Governance Guidelines, and from time-to-time review and assess such guidelines and recommend changes for approval to the Board.
27. In accordance with the Company's Corporate Governance Guidelines, review changes by directors in their principal occupation or business association to evaluate the appropriateness of continued Board service under such circumstances.
28. In accordance with the Company's Corporate Governance Guidelines, review third-party board service by members of senior management.

Committee Charter and Committee Performance

The Committee will:

29. 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.
30. 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.

31. 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 independent 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 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 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.